



DEFINIUM THERAPEUTICS, INC.

MAJORITY VOTING POLICY FOR DIRECTOR ELECTIONS

A. INTRODUCTION

The board of directors (the “**Board**”) of Definium Therapeutics, Inc. (the “**Corporation**”) believes that each of its members should carry the confidence and support of its shareholders. To this end, the directors have adopted this Majority Voting Policy for Director Elections (the “**Policy**”) to govern procedures and process in the event that any nominee for election as director fails to receive a majority of “for” votes in favour of their election as a director. Additional nominees for election to the Board will be required to adhere to this Policy before their names are put forward.

Pursuant to Part X – “Corporate Governance and Security Holder Approval” of the Neo Exchange Inc. (the “**NEO**”) Listing Manual (the “**Listing Manual**”), the Corporation must permit the shareholders to vote on the individual election of all directors to be elected at each annual meeting of holders of securities of the Corporation. Each director must be elected by a majority (50% +1 vote) of the votes cast with respect to his or her election other than at a meeting at which the number of directors nominated for election is greater than the number of seats available on the Board (the “**Majority Voting Requirement**”). In the event that a securityholder or company beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 50% or more of the voting rights for the election of directors, as of the record date for the meeting, the Corporation will be exempted from the Majority Voting Requirement.

B. MAJORITY VOTING POLICY REQUIREMENTS

1. A newly elected director to the Board must immediately resign if the number of votes cast by the Corporation’s shareholders at a meeting in favour of this individual’s election to the Board is equal to or less than the number of votes withheld. The newly elected director’s resignation must be in writing. This director’s resignation is conditional on, and will be effective following, its acceptance by the Board.
2. If a newly elected director must tender his or her resignation in accordance with Part 2(a), the Board shall determine whether or not to accept that director’s resignation within 90 days of the date of the meeting of shareholders. The Board shall accept that director’s resignation unless it decides that there are exceptional circumstances that prevent the Board from accepting it. The resignation will be effective when accepted by the Board, if applicable. The Corporation shall promptly issue a press release stating the Board’s decision and provide a copy of the press release to the NEO. If the newly elected director’s resignation is not accepted, the Corporation’s press release must include the reasons for the Board’s decision.
3. A newly elected director who has tendered a resignation in accordance with Part 2(a) shall not participate in any meeting of the Board or any committee of the Board at which his or her resignation is considered.

4. If the newly elected director's resignation is accepted, the Board may, in accordance with the *Business Corporations Act* (Ontario) and the Corporation's articles, (a) appoint a new director to fill any vacancy created by the director's resignation; (b) leave a vacancy on the Board unfilled until the next annual general meeting of shareholders; or (c) call a special meeting of shareholders to consider a new Board nominee to fill the vacant position. If a newly elected director does not tender his or her resignation in accordance with this Policy, the Board will not re-nominate that director at the next election.
5. This Policy only applies in circumstances involving an uncontested election of directors. For the purposes of this Policy, an "uncontested election of directors" means that the number of nominees for election as a director is not more than the number of directors proposed to be elected to the Board. Following each meeting of shareholders at which there is a vote on the election of directors at an uncontested meeting, the Corporation must promptly disclose by press release the detailed voting results for the election of each director.