
AURINIA PHARMACEUTICALS INC.
MAJORITY VOTING POLICY

(Approved June 21, 2018)

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The board of directors (the “**Board**”) of Aurinia Pharmaceuticals Inc. (the “**Company**”) believes that each director of the Company should carry the confidence and support of its shareholders. To this end, the directors have unanimously adopted and agreed to comply with the following policy regarding the election of directors. Any future nominees for election to the Board will be asked to agree to comply with this policy before they are nominated for election, or otherwise appointed, to the Board.

Forms of proxy for the vote at a shareholders’ meeting where directors are to be elected will enable the shareholder to vote in favour of, or to withhold from voting, separately for each nominee. At the meeting, voting on the election of directors will be by show of hands, unless either the the Chair or a shareholder calls for a vote by ballot. In the case of a vote by ballot, the scrutineers will record with respect to each nominee the number of shares voted in favour and the number of shares withheld from voting for each nominee and, prior to receiving the scrutineer’s report on the ballot, the Chair may announce the vote result based on the number of proxies received by the Company. In the case of a vote by show of hands, the number of votes in favour and the number of votes withheld for each nominee shall be based upon the proxies received by the Company. At the conclusion of the meeting, the results of the vote, whether by show of hands or by ballot, will be filed on SEDAR noting the number of votes in favour and the number of votes withheld for each nominee.

If, with respect to any particular nominee, the number of shares withheld exceeds the number of shares voted in favour of the nominee, then for purposes of this policy the nominee shall be considered not to have received the support of the shareholders, even though duly elected as a matter of corporate law.

A person elected as a director who is considered under this test not to have the confidence of the shareholders is expected to immediately submit to the board of directors his or her resignation, to take effect upon acceptance by the board of directors. Within 90 days of the board receiving the final results of the vote, the board must issue a press release either announcing the resignation of the director or explaining the reasons justifying its decision not to accept the resignation. A copy of such press release will be provided to the Toronto Stock Exchange. The Board will accept the resignation absent exceptional circumstances and such resignation will be effective when accepted by the Board. A director who tenders a resignation pursuant to this policy will not participate in any meeting of the Board or any committee at which the resignation is considered.

Subject to any corporate law restrictions, the board of directors may:

1. leave the resultant vacancy unfilled until the next annual general meeting;
2. fill the vacancy through the appointment of a new director whom the board considers to merit the confidence of the shareholders; or
3. call a special meeting of shareholders at which there will be presented a new nominee or nominees proposed by management to fill the vacant position or positions.

This policy does not apply in respect of any contested shareholders’ meeting. For purposes hereof, a contested meeting is any meeting of shareholders where the number of directors nominated for election is greater than the number of seats available on the Board.

This policy shall apply to all shareholder meetings of the Company which occur after April 21, 2015.