



MAJORITY VOTING POLICY

The Board of Directors (the “**Board**”) of H₂O Innovation Inc. (the “**Corporation**”) believes that each of its members should carry the confidence and support of its shareholders and to this end, the directors have unanimously adopted this majority voting policy (the “**Policy**”).

Policy Statement

Pursuant to this Policy, the forms of proxy circulated in connection with a meeting of the Corporation’s shareholders (the “**Meeting**”) where an election of directors is to be conducted, whether it is an annual or special Meeting, shall provide the shareholders with the ability to vote in favor of, or to withhold from voting, separately for each director nominee. The chair of the Board will ensure that the number of votes in favor of or withheld from voting for each director nominee is recorded and promptly made public after the Meeting.

If any nominee director is not elected by at least a majority (50% plus one) of the votes cast with respect to his or her election, such director nominee shall be required to submit his/her resignation to the chair of the Board following the Meeting (the “**Resigning Director**”).

The Resigning Director shall not participate in any meeting of the Board, nor of any other committee of the Board at which his/her resignation is considered. However, unless and until his/her resignation is accepted by the Board as described below, a Resigning Director shall remain a duly elected director as a matter of corporate law for all intents and purposes.

Following receipt of a resignation submitted pursuant to this Policy, the Governance, Remuneration and ESG Committee (the “**Committee**”) shall consider such resignation, assess the circumstances surrounding it and make proper recommendations to the Board as to whether or not the resignation should be accepted. The Committee shall consider all the facts and circumstances which it may deem appropriate and relevant when evaluating its recommendation to the Board regarding the acceptance, or not, of the resignation of the Resigning Director.

Within ninety (90) days following the Meeting, the Board shall make its decision on whether to accept the resignation of the Resigning Director; *provided, however*, that, unless there are exceptional circumstances that should be taken into consideration, the Board shall accept the resignation of the Resigning Director.

Following the Board’s decision on the resignation of the Resigning Director, the Board shall promptly issue a press release of its decision, including a full statement of the reasons for rejecting the resignation, if applicable, a copy of which must be provided to the Toronto Stock Exchange. If a resignation is accepted, it will be effective upon acceptance by the Board. Subject to any restrictions or requirements contained in any applicable corporate law or the Corporation’s constating documents, the Board may leave the vacancy unfilled or appoint a new director to fill the vacancy.

Each of the current directors shall agree to abide by the provisions of this Policy and any subsequent candidate nominated by the Committee will, as a condition to such nomination, be required to agree to abide by this Policy.

This Policy does not apply in respect of any contested Meeting. For purposes hereof, a contested Meeting is any Meeting at which the number of directors nominated for election is greater than the number of seats available on the Board.

The Committee may adopt such procedures as it sees fit to assist it in its determination with respect to this Policy.

This Policy will be effective once the Corporation is listed on the Toronto Stock Exchange and shall apply to all Meetings that occur after that date.

Approved by the Board of Directors on February 28, 2022.