



## MAJORITY VOTING POLICY

The Board of Directors (the “**Board**”) of H<sub>2</sub>O Innovation Inc. (the “**Corporation**”) believes that each of its members should carry the confidence and support of its shareholders and to this end, the Board has 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 against, each director nominee, separately. The Chair of the Board will ensure that the number of votes in favor of, or against, each director nominee is recorded and promptly made public after the Meeting.

If any nominee director is not elected by at least a majority of the votes cast (50% plus one) with respect to his or her election (“**Non-Elected Director**”), the term of office of such Non-Elected Director shall be the earlier of (i) the 90<sup>th</sup> day after the day of the Meeting; or (ii) the day on which his/her successor is appointed or elected.

Notwithstanding the foregoing, the Board may decide to reappoint a Non-Elected Director only in the following circumstances:

- (i) where such reappointment is required to satisfy the residency requirements as per the *Canadian Business Corporation Act* (“**CBCA**”); or
- (ii) where it is required to satisfy the CBCA’s requirement for distributing corporations to have at least two directors who are not officers or employees of the Corporation and its affiliates.

When the shareholders fail to elect the fixed number or the minimum number of directors required by the Corporation’s Articles due to a lack of a majority of votes in favor of any director nominee(s), the directors who were elected at the Meeting may exercise all their powers as directors, provided that they constitute a quorum.

Each member of the Board of Directors shall agree to abide by the provisions of this Policy and any subsequent candidate nominated by the Corporation’s Governance, Remuneration and ESG Committee (the “**Committee**”) shall, 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.

This Policy is effective as of March 22, 2022 and shall apply to all Meetings that occur after that date.

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

Amended on October 20, 2022