



## **BURCON NUTRASCIENCE CORPORATION** **DIRECTOR MAJORITY VOTING POLICY**

Burcon NutraScience Corporation (the “**Corporation**”) has adopted a a majority voting policy as follows:

1. the Corporation will list each individual director separately on the form of proxy or voting instruction form to allow shareholders to vote for each director individually;
2. the Corporation will promptly disclose the results of the vote director by director. If the vote is by a show of hands rather than by ballot, the Corporation will disclose the number of shares voted by proxy in favour or withheld for each director and the outcome of the vote by a show of hands;
3. if a director has 50% +1 of the total votes “withheld” from him or her, the withheld votes will be considered “no” votes and the director will be expected to immediately tender his or her resignation to the board of directors, which will be referred to the board of directors for consideration;
4. the board of directors will promptly accept the resignation unless it is determined that there are extraordinary circumstances relating to the composition of the board or the voting results that should delay the acceptance of the resignation or justify rejecting it; and
5. the board of directors will make its decision and reasons available to the public within 90 days of the annual meeting.