

## Majority Voting Policy for Director Elections

The board of directors (the "Board") of Bri-Chem Corp. (the "Company") believes that each Director should have the confidence and support of the shareholders of the Company. To this end, the Board has adopted this policy and future nominees for election to the Board will be required to confirm that they will abide by this policy. In this policy, an "uncontested election" shall mean an election in which the number of nominees for Director shall be equal to the number of Directors to be elected. In a contested election, this policy shall not apply and nominees shall be elected by plurality voting.

Forms of proxy for the election of Directors will permit a shareholder to vote in favour of, or to withhold from voting for, each Director nominee separately. The Chairman of the Board will ensure that the number of shares voted in favour of, or withheld from voting for, each Director nominee is recorded and promptly made public through the issuance of a press release after the meeting. If the vote was by a show of hands, the Company will disclose the number of shares voted by proxy in favour of, or withheld from voting for, each Director.

In an uncontested election of Directors, any nominee for Director who does not receive a greater number of votes "for" his or her election than votes "withheld" from such election (a "Majority Withhold Vote") shall immediately tender his or her resignation to the Chairman of the Board following the applicable shareholders meeting, such resignation to be effective upon acceptance by the Board. Concurrently with such nominee providing his or her consent to act as a Director of the Company, the Director nominee shall also provide an undertaking to resign in the event he or she receives a Majority Withhold Vote. Any nominee for Director who receives a Majority Withhold Vote and who refuses to tender his or her resignation will not be nominated for election the following year.

The Corporate Governance and Compensation Committee shall promptly consider such tendered resignation and whether there are exceptional circumstances relating to the composition of the Board or the voting results that should delay the acceptance of the resignation or (in very rare cases) justify rejecting it. Exceptional circumstances include (i) if, as a result of the resignation, the Company would not be compliant with corporate or securities law requirements, applicable regulations or commercial agreements regarding the composition of the Board as a result of accepting the resignation; (ii) the applicable director is a key member of an established, active Special Committee of the Board which has a defined term or mandate (such as a strategic review) and accepting the resignation of such Director would jeopardize the achievement of the Special Committee's mandate; (iii) the majority voting requirement was used for a purpose inconsistent with the policy objectives of the Toronto Stock Exchange's majority voting requirements; or (iv) whether the resignation of the Director could result in the triggering of change in control or similar provisions under any contract by which the Company is bound or have an adverse effect under any benefit plan of the Company.

Upon completion of its consideration, the Corporate Governance and Compensation Committee shall recommend to the Board the action to be taken with respect to such tendered resignation which may be, among other things, to (i) accept the resignation; (ii) defer acceptance of the resignation; or (iii) reject the resignation.

If any Director who tenders his or her resignation pursuant to this policy is a member of the Corporate Governance and Compensation Committee, he or she shall not attend or participate in any portion of a meeting of that committee in which it considers the decision to recommend to the Board whether his or her resignation shall be accepted. However, such Director shall remain active and engaged in all other Corporate Governance and Compensation Committee activities, deliberations and decisions during this Corporate Governance and Compensation Committee process. If each member of the Corporate Governance and Compensation Committee receives a Majority Withhold Vote at the same election, then the Board shall establish a committee composed of the independent Directors who did not receive a Majority Withhold Vote to consider the resignation offers and recommend to the Board whether to accept them, provided that if fewer than two independent Directors did not receive Majority Withhold Votes in the same election, the Board shall establish a committee composed of all independent Directors to consider the resignation offers and recommend to the Board whether to accept them (any such committee established in accordance with this paragraph, together with the Corporate Governance and Compensation Committee, collectively referred to as the "Committee" in this policy).

If the Committee recommends that the Board accept the tendered resignation, the Committee shall also recommend to the Board whether to fill the vacancy resulting from the resignation through an appointee of the Board or at the next annual meeting of shareholders or at a special meeting of shareholders, or to reduce the size of the Board at the next annual meeting of shareholders.

Upon receipt of the Committee's recommendation, the Board will consider the factors considered by the Committee and such additional information and factors that the Board considers to be relevant. Any Director who tenders his or her resignation pursuant to this policy shall not attend or participate in any portion of a meeting of the Board in which it considers whether his or her resignation shall be accepted. Unless the Board determines that there are exceptional circumstances relating to the composition of the Board or the voting results that should delay the acceptance of the resignation or justify rejecting it, the Board will, within 90 days of the date of the applicable shareholders meeting, accept the Director's resignation.

Following the Board's decision on the resignation, the Board shall promptly press release its decision whether to accept the Director's resignation including the reasons for rejecting the resignation, if applicable, and shall deliver a copy of the press release to the Toronto Stock Exchange by email to [disclosure@tsx.com](mailto:disclosure@tsx.com). Subject to applicable corporate law restrictions, if a resignation is accepted, the Board may (i) leave the resultant vacancy in the Board unfilled until the next annual meeting of shareholders of the Company; (ii) fill the vacancy through the appointment of a Director whom the Board considers to merit the confidence of the shareholders of the Company; or (iii) call a special meeting of



the shareholders of the Company to consider the election of a nominee recommended by the Board to fill the vacant position.

Subject to the requirements of any stock exchange on which the Company is then listed, the Board may at any time in its sole discretion supplement or amend any provision of this policy in any respect, repeal the policy in whole or part or adopt a new policy relating to Director elections with such terms as the Board determines in its sole discretion to be appropriate. The Board will have the exclusive power and authority to administer this policy, including without limitation the right and power to interpret the provisions of this policy and make all determinations deemed necessary or advisable for the administration of this policy. All such actions, interpretations and determinations which are done or made by the Board in good faith will be final, conclusive and binding.