



## HEMPFUSION WELLNESS INC.

### MAJORITY VOTING POLICY

The board of directors (the “**Board**”) of HempFusion Wellness Inc. (the “**Company**”) believes that each of its members should carry the confidence and support of the Company’s shareholders (“**Shareholders**”) and is committed to upholding high standards in corporate governance. The Board has, in light of best practice standards in Canada, unanimously adopted this statement of policy (this “**Majority Voting Policy**”) providing for majority voting in director elections at any meeting of Shareholders where an “uncontested election” of directors is held. For the purposes of this Majority Voting Policy, an “uncontested election” of directors of the Company means an election where the number of nominees for directors is equal to the number of directors to be elected. An “uncontested election” will not include an election of directors where the Board determines that there is in effect a contest for the election of the directors.

The forms of proxy for the vote at a Shareholders’ meeting where directors are to be elected will enable Shareholders to vote in favour of, or to withhold from voting for, each nominee on an individual basis. In an uncontested election of directors of the Company, 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**”) will immediately tender his or her resignation to the Chair of the Board following such election.

Following receipt of a resignation submitted pursuant to this Majority Voting Policy, the Corporate Governance Committee of the Company (the “**Governance Committee**”) will promptly convene a meeting to consider such offer of resignation and will recommend to the Board whether or not to accept the resignation. Except in exceptional circumstances (as described in this Majority Voting Policy) that would warrant the continued service of the applicable director on the Board, the Governance Committee will be expected to accept the resignation of a director who has received a Majority Withhold Vote and recommend acceptance of the resignation by the Board.

Any director who tenders a resignation pursuant to this Majority Voting Policy will not participate in or attend any meeting of the Board, the Governance Committee or any other sub-committee of the Board at which that director’s resignation is considered, unless such director’s attendance at such meeting is necessary for the purpose of determining whether the Board, the Governance Committee or any sub-committee of the Board has quorum, in which case the director may attend the meeting but may not in any other way participate. In the event any director fails to tender his or her resignation when required to do so under this Majority Voting Policy, such director will not be put forward by the Board as a nominee at the next Shareholders’ meeting where directors are to be elected. In a contested election, this Majority Voting Policy will not apply and nominees will be elected by plurality voting.

In considering whether or not to accept the resignation, the Governance Committee and the Board will consider all factors deemed relevant by members of the Governance Committee and the Board, including, without limitation: (i) any stated reasons why the director received a Majority Withhold Vote, (ii) the length of service and the qualifications of the director, (iii) the director’s contributions to the Company, and (iv) the effect such resignation may have on the Board’s ability to comply with any applicable governance rules and policies and the dynamics of the Board.

The Board will promptly consider the Governance Committee's recommendations and all other relevant factors and, except in exceptional circumstances (as described in this Majority Voting Policy), will accept the resignation of the director within 90 days after the date of the applicable Shareholders' meeting. These exceptional circumstances are expected to meet a high threshold and do not include re-occurring events or a director's length of service, qualifications, attendance at meetings, experience or contributions to the Company. Exceptional circumstances may include non-compliance with corporate or securities law requirements as a result of the resignation, among other circumstances.

Following the Board's decision on the resignation, the Board will promptly disclose, via press release, its decision including the reasons for rejecting the resignation offer, if applicable, and will provide a copy of such press release to the Toronto Stock Exchange. The resignation will become effective upon acceptance by the Board. If the Board determines not to accept the resignation of a director based on an exceptional circumstance, then the Board is expected to take active steps to resolve the exceptional circumstance for the following year.

If a resignation is accepted, the Board may, in accordance with the *Business Corporations Act* (British Columbia) and the Company's articles, appoint a new director to fill any vacancy created by the resignation or reduce the size of the Board.

All proposed nominees and directors of the Company must agree to the terms of this Majority Voting Policy in order to be nominated for election.

The Board may at any time in its sole discretion supplement or amend any provision of this Majority Voting 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 Majority Voting Policy, including without limitation the right and power to interpret the provisions of this Majority Voting Policy and make all determinations deemed necessary or advisable for the administration of this Majority Voting Policy. All such actions, interpretations and determinations which are done or made by the Board in good faith will be final, conclusive and binding.