

ORBITE TECHNOLOGIES INC.

MAJORITY VOTING POLICY

The Board of Directors (the “**Board**”) of Orbite Technologies Inc. (the “**Corporation**”) has unanimously adopted this policy and future nominees for election to the Board will be required to confirm that they will abide by this policy.

Pursuant to this policy, the forms of proxy for the election of directors will permit the shareholders of the Corporation (each a “**Shareholder**” and collectively, the “**Shareholders**”) to vote in favour of, or to withhold from voting, separately for each director nominee. The Chair of the Board will ensure that the number of votes in favour of and withheld from voting on each director nominee is recorded and promptly made public after the meeting. If the number of proxy votes withheld for a particular director nominee is greater than the votes in favour of such nominee, such director nominee shall be required to promptly submit his/her resignation to the Chair of the Board following the applicable Shareholders’ meeting, effective upon acceptance by the Board.

No later than ninety (90) days following the applicable Shareholders’ meeting, the Board shall accept the resignation unless the Board determines, acting reasonably, that exceptional circumstances exist. Following the Board’s decision on the resignation, the Board shall issue a news release, copy of which must be provided to the Toronto Stock Exchange, disclosing their decision whether to accept the applicable director’s resignation including the reasons for rejecting the resignation, if applicable.

If a resignation is accepted, subject to any corporate law restrictions and subject to the Articles of Incorporation of the Corporation, the Board may leave the vacancy unfilled or appoint a new director to fill the vacancy. A director who tenders his/her resignation pursuant to this majority voting policy shall not be permitted to participate in, or vote at, any meetings of the Board at which his/her resignation is to be considered.

Notwithstanding the preceding paragraph, if, in the same election, a sufficient number of the Board members receive a greater number of proxy votes “withheld” than votes “for” such members (the “**Qualified Members**”) in connection with their re-elections as directors of the Corporation, such that the Board could no longer reach a quorum at any Board meeting pursuant to the Corporation’s by-laws, then the Qualified Members shall not be permitted to vote at any meeting of the Board at which their resignations are considered, but will nevertheless be counted for the purpose of determining whether the Board has quorum. In the event that any Qualified Director does not tender his/her resignation in accordance with this policy, he/she shall not be re-nominated by the Board. The Board may adopt such procedures as they see fit to assist it in their determinations with respect to this policy.

This policy does not apply where an election involves a proxy battle, i.e., where proxy material is circulated in support of one or more nominees who are not part of the director nominees supported by the Board.