



ACERUS PHARMACEUTICALS CORPORATION

MAJORITY VOTING POLICY

The Board of Directors (the "**Board**") of Acerus Pharmaceuticals Corporation (the "**Company**") believes that each of its members should carry the confidence and support of its shareholders. To this end, the directors have unanimously adopted this statement of policy. Future nominees for election to the Board will be asked to subscribe to this statement before their names are put forward.

Forms of proxy for the vote at a shareholders' meeting where directors are to be elected will enable the shareholder to vote in favour of, or to withhold from voting, separately for each nominee. At the meeting, the Chair will call for a vote by ballot and the scrutineers will record with respect to each nominee the number of shares in his or her favour and the number of shares withheld from voting. Prior to receiving the scrutineer's report on the ballot, the Chair may announce the vote result based on the number of proxies received by the Company. At the conclusion of the meeting, a summary of voting results must be filed on www.sedar.com.

Each director should be elected by the vote of a majority of the shares represented in person or by proxy at any meeting for the election of directors. Accordingly, if any nominee for director receives, from the shares voted at the meeting in person or by proxy, a greater number of shares withheld than shares voted in favour of his or her election (a "**Majority Withheld Vote**"), the director must immediately tender his or her resignation to the Chair, to take effect on acceptance by the Board.

The Corporate Governance and Nominating Committee of the Board (the "**Committee**") will expeditiously consider the director's offer to resign and make a recommendation to the Board whether to accept it. In considering whether or not to recommend that the Board accept the resignation, the Committee will consider all factors deemed relevant by members of the Committee. The Committee will be expected to recommend that the Board accept the resignation absent exceptional circumstances.

Within 90 days of the shareholders' meeting, the Board will consider the recommendation of the Committee and, in so doing, may consider the factors considered relevant by the Committee and such additional information and factors that the Board considers to be relevant. The Board is expected to accept the resignation of the applicable director absent exceptional circumstances. Following the decision of the Board, the Board shall promptly disclose, by way of press release, its decision whether to accept the director's resignation, including the reasons for rejecting the resignation, if applicable. A copy of the press release will be delivered to the Toronto Stock Exchange.

This policy does not apply to a contested election of directors, that is, where the number of nominees exceeds the number of directors to be elected. Any director who tenders his or her resignation will not participate in the deliberations of the Committee or the Board.

If a sufficient number of the Committee members receive a Majority Withheld Vote in the same election, such that the Committee no longer has a quorum, then the independent directors shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. However, if the only directors who do not receive a Majority Withheld Vote in the same election do not constitute a quorum for a Board meeting, all directors may participate in the determination of whether or not to accept the resignation offers.

In the event any director fails to tender his or her resignation in accordance with this policy, the Board will not renominate the director. The Board is not limited in any action it may take if a director's resignation is accepted, including appointing a new director to fill the vacancy.

The Committee may adopt such procedures as it sees fit to assist in its determinations with respect to this policy.

Dated: May 2018