

# KEW

## MEDIA GROUP

**KEW MEDIA GROUP INC.**  
**(THE “CORPORATION”)**  
***MAJORITY VOTING POLICY***

This Majority Voting Policy (the “**Policy**”) was adopted by the board of directors (the “**Board**”) of the Corporation on March 27, 2017.

The Board is committed to fulfilling its mandate to supervise the management of the business and affairs of the Corporation with the highest standards and in the best interests of the shareholders of the Corporation. The Board has, in light of best practice standards in Canada, adopted this statement of policy providing for majority voting in director elections at any meeting of the Corporation’s shareholders where an “uncontested election” of directors is held. For the purposes of this Policy, an “uncontested election” of directors of the Corporation means an election where the number of nominees for election as a director is equal to the number of directors to be elected.

Pursuant to this Policy, the forms of proxy circulated in connection with a meeting of the Corporation’s shareholders at which an uncontested election of directors is to be conducted shall provide the Corporation’s shareholders with the ability to vote in favour of, or to withhold from voting for, each director nominee. If the number of proxy votes withheld for a particular director nominee is greater than the votes in favour of such nominee, the director nominee shall immediately tender his or her resignation to the chair of the Board following the applicable meeting of the Corporation’s shareholders.

Following receipt of a resignation submitted pursuant to this Policy, the Compensation, Governance, and Nominating Committee of the Board (the “**Committee**”) shall consider whether or not to accept the offer of resignation and shall recommend to the Board whether or not to accept it. With the exception of special circumstances that would warrant the continued service of the applicable director on the Board, the Committee shall be expected to accept and recommend acceptance of the resignation by the Board. In considering whether or not to accept the resignation, the Committee will consider all factors deemed relevant by members of the Committee including, without limitation: the effect that such resignation may have on the Corporation’s ability to comply with corporate or securities law requirements, applicable regulations or commercial agreements regarding the composition of the Board as a result of accepting the director’s resignation; if the director is a key member of an established, active special committee which has a defined term or mandate, whether accepting the resignation of such director would jeopardize the achievement of the special committee’s mandate; and if majority voting was used for a purpose inconsistent with the objectives of this Policy.

Within 90 days following the applicable meeting of the Corporation’s shareholders, the Board shall make its decision, on the Committee’s recommendation. In considering 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 and, absent exceptional circumstances, shall accept the director's resignation offer. Following the Board's decision on the resignation, the Board shall promptly disclose, via press release (a copy of which shall be provided to the Toronto Stock Exchange), its decision as to whether or not to accept the director's resignation offer, including the reasons for rejecting the resignation offer, if applicable.

If a resignation is accepted by the Board, it will be effective as of such time. Subject to any applicable corporate law restrictions or requirements, and the articles and bylaws of the Corporation, if a resignation is accepted, the Board may leave the resulting vacancy unfilled until the next annual general meeting of the Corporation's shareholders. Alternatively, the Board may fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the Corporation's shareholders, or it may call a special meeting of shareholders at which there will be presented a management nominee or nominees to fill the vacant position or positions.

A director who tenders his or her resignation pursuant to this Policy shall not be permitted to participate in any meeting of the Board and/or the Committee at which his or her resignation is to be considered. However, if each member of the Committee received a greater number of proxy votes withheld than the votes for each member in the same election, or a sufficient number of the Committee members received a greater number of proxy votes withheld than the votes for such members in the same election, such that the Committee no longer has a quorum, then the remaining members of the Committee, if any, shall not consider the resignation offer(s) and the Board shall consider whether or not to accept the offer of resignation without a recommendation from the Committee.

In the event that a sufficient number of Board members received a greater number of proxy votes withheld than the votes for such members in the same election, such that the Board no longer has a quorum, then such directors receiving a majority withheld vote shall not be permitted to vote in any meeting of the Board at which his or her resignation offer is considered, however he or she shall be counted for the purpose of determining whether the Board has quorum.

In the event that any director who received a greater number of proxy votes withheld than votes in favour of such director's election does not tender his or her resignation in accordance with this Policy, he or she will not be re-nominated by the Board.

The Committee may adopt such procedures as it sees fit to assist it in its determinations with respect to this Policy and shall have the sole and complete authority to interpret and apply the Policy.

In the event of a "contested election", where the number of nominees for director exceeds the number of directors to be elected, subject to applicable law, the voting method to be applied for purposes of electing directors at the meeting will be determined by the chair of the meeting in his or her sole discretion.