

## BRAMPTON BRICK LIMITED

### DIRECTOR MAJORITY VOTING POLICY

#### INTERPRETATION AND OBJECTIVES

This Policy must be interpreted and applied jointly with the other charters and governance policies adopted by the board of directors (the "**Board of Directors**" or the "**Board**") of Brampton Brick Limited (the "**Company**").

This Policy sets forth the fundamental principles endorsed by the Company for the election of the Board's members by the shareholders of the Company (the "**Shareholders**").

#### MANDATE

The Board of Directors is committed to fulfilling its responsibility for the stewardship of the Company and the enhancement of shareholder value, and believes that each member of the Board should carry the confidence and support of the Shareholders. To this end, the Board of Directors has unanimously adopted this Policy providing for majority voting in director elections at any meeting of the Shareholders where an "uncontested election" of directors is held. For the purposes of this 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. For greater certainty, this Policy does not apply to a "contested" meeting, being a meeting at which the number of directors nominated for election is greater than the number of seats available on the Board.

The management proxy solicitation materials circulated in connection with a meeting of the Shareholders at which an uncontested election of directors is to be conducted provides the Shareholders with the ability to vote "in favour of", or to "withhold from voting" for, each director nominee. Each director must be elected by the vote of a majority (50% + 1 vote) of shares represented in person or proxy at the meeting of the Shareholders duly called for such purpose that are voted in respect of that director.

Forthwith following a meeting of Shareholders, the Company will comply with the TSX news release requirement contained in Section 461.4 and issue a news release disclosing the detailed voting results for the election of each director. Further, the Company must forthwith provide a copy of such news release to TSX by email to [disclosure@tsx.com](mailto:disclosure@tsx.com) if one or more director is not elected by at least a majority (50% + 1 vote) of shares voted "in favour" of his or her election.

If any nominee for election as director does not receive at least a majority (50% + 1 vote) of shares voted "in favour" of his or her election, the director (the "**Resigning Director**") must immediately tender his or her resignation to the Chair of the Board following the meeting, to take effect upon acceptance by the Board of Directors.

Following receipt of a resignation submitted pursuant to this Policy, the nominating/corporate governance committee (or equivalent) of the Board, if any, failing which, the Audit Committee of the Board (the "**Committee**") (excluding any Resigning Directors) shall consider 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 Resigning Director on the Board, the Board of Directors shall accept the resignation of the Resigning Director.

In considering whether or not to accept the resignation, the Committee will consider all factors deemed relevant, including, without limitation:

- the stated reasons why Shareholders withheld votes from the election of the Resigning Director;
- whether the director is involved in a special committee; and
- the effect that such resignation(s) may have on the Board's ability to (i) effectively continue fulfilling its responsibility for the stewardship of the Company and the enhancement of shareholder value; and (ii) the Company's ability to comply with any applicable governance rules and policies.

Within 90 days following the applicable meeting of the Shareholders, the Board of Directors shall make its decision. In considering the Committee's recommendation, the Board will review the factors analyzed by the Committee and such additional information and factors that the Board considers to be relevant, including whether the factors, when taken together, would constitute "exceptional circumstances" as contemplated under Section 461.3 of the TSX Manual. Following the Board's decision on the resignation, the Board of Directors shall promptly disclose, via press release, their decision whether to accept the Resigning Director's resignation offer, including the reasons for rejecting the resignation offer, if applicable. If a resignation is accepted, the Board of Directors may in accordance with the provisions of the Company's articles and the *Ontario Business Corporations Act*, as may be amended and/or supplemented from time to time, appoint a new director to fill any vacancy created by the resignation, reduce the size of the Board, leave any vacancy open until the next annual general meeting of the Shareholders of the Company, call a special meeting of Shareholders at which there will be presented nominees to fill any vacancies, or any combination of the above.

Any director who tenders his or her resignation pursuant to this Policy shall not participate in (i) any meeting of the Committee, if he or she is a member of the Committee, where the Committee considers the decision to recommend to the Board whether his or her resignation shall be accepted; and (ii) any meeting of the Board in which it will be decided whether his or her resignation shall be accepted.

In the event that a sufficient number of the Committee and/or Board's members, as the case may be, received a greater number of proxy votes withheld than the votes for such members in the same election, such that the Committee and/or the Board, as the case may be, no longer has a quorum, then such directors receiving a majority withheld vote shall not be permitted to participate in any deliberations of the Committee and/or vote at the meeting of the Board at which his or her resignation is to be considered, however he or she shall be counted for the purpose of determining whether the Committee and/or the Board has quorum. Notwithstanding the above, if all of the members of the Committee received a greater number of proxy votes withheld than the votes for each member in the same election, then the entire Committee shall consider the offers of resignation. Similarly, if all of the members of the Board received a greater number of proxy votes withheld than the votes for each member in the same election, then the entire Board shall consider whether or not to accept the offers of resignation.

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 Majority Voting Policy, he or she will not be re-nominated by the Committee or the Board.

The Board of Directors may adopt such procedures as it sees fit to assist it in its determinations with respect to this Policy.

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Original Version Adopted Effective March, 2014

This Amended Version Adopted Effective March, 2017