

CUBICFARM SYSTEMS CORP.
(the “**Company**”)

MAJORITY VOTING POLICY
(Initially adopted by the Board of Directors on August 20, 2021)

Introduction

The purpose of this Majority Voting Policy (the “**Policy**”) is to set forth the terms and conditions of voting procedures for uncontested director elections, in compliance with the requirements of the Toronto Stock Exchange (“**TSX**”). The Policy is intended to provide additional transparency to the board selection process for directors of a listed issuer, and to help strengthen the reputation of public markets in Canada, while aligning corporate practices with other major international jurisdictions.

It is the position of the Company that this Policy is beneficial to shareholders and other stakeholders of the Company. This Policy will be subject to review and will reflect changes as required by securities regulatory agencies or stock exchanges, or so as to meet industry standards.

Majority Voting for Directors

1. In this Policy, “**Meeting**” means any general meeting of the shareholders of the Company at which directors are to be elected; and “**Board**” means the board of directors of the Company.
2. The term of any appointment to the Board as a director will be on an annual basis, until the next Meeting. A Meeting will be held annually for the appointment of the directors to the Board, and all directors must either stand for re-election at the Meeting, or their appointment will lapse at the Meeting, in accordance with the Articles of the Company, and the terms and conditions of this Policy.
3. The voting of the shareholders represented at the Meeting for the election of any director will be conducted on the basis of each nominee for director.
4. If the votes in favour of the election of a nominee for director at a Meeting represent less than a majority of the total common shares voted and withheld at the Meeting, then the nominee will submit his or her resignation offer promptly to the Board after the Meeting.
5. The Nominating and Corporate Governance Committee (the “**Committee**”) will make a recommendation to the Board after reviewing the matter, and the Board will decide to accept or reject the resignation offer. The Board’s decision to accept or reject the resignation offer will be disclosed to the public within 90 days of the date of the applicable Meeting, together with the voting results of each director.
6. The Company will promptly issue a news release with the Board’s decision to accept or reject a director’s resignation, a copy of which must be provided to the TSX. If the Board determines to not accept a resignation, the news release must fully state the reasons for that decision.
7. Resignation offers must be accepted by the Board, except in situations where exceptional circumstances would warrant the applicable director to continue to serve as a member of the Board (such as, for example and without limitation, where such resignation would place the Company in

breach of or non-compliance with corporate or securities legislation, or commercial agreements entered into by the Company).

8. The nominee director in question will not participate in any committee or Board deliberations on the resignation offer.
9. This Policy does not apply in circumstances involving contested director elections.
10. The Committee and the Board may adopt such procedures as they see fit to assist them in the determinations with respect to this Policy

Effective Date

9. This Policy was adopted by the Board on August 20, 2021 and is in full force and effect in accordance with its terms and conditions as of such date.

Governing Law

10. This Policy shall be interpreted and enforced in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

Currency

11. This Policy was last revised and approved by the Board on August 20, 2021.