

MINDWALK HOLDINGS CORP.
(the “**Company**”)

MAJORITY VOTING POLICY

This Majority Voting Policy (the “**Policy**”) was adopted by the board of directors of the Company (the “**Board**”) on August 9, 2023.

The Board believes that each of its members should carry the confidence and support of the Company’s shareholders. To this end, the directors of the Company have unanimously adopted this Policy and each of the current directors of the Company as well as future nominees for election to the Board will be required to confirm that they will abide by this Policy.

This Policy only applies in circumstances involving an uncontested election of directors. For the purposes of this Policy, an “uncontested election” means an election where the number of nominees for director is equal to the number of directors authorized to be elected upon such election as determined by the Board.

In an uncontested election of directors of the Company, each director should be elected by the vote of a majority of the shares represented in person or by proxy at any shareholders’ meeting for the election of directors. If the number of 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 Board following the applicable meeting of the Company’s shareholders (the “**Resignation**”). The Resignation will not be effective until accepted by the Board.

Within 90 days following the applicable meeting of the Company’s shareholders, the Board shall render its decision on the Resignation. The Board shall be expected to accept the Resignation except in situations where extenuating circumstances would warrant the applicable director to continue to serve on the Board. In considering whether or not to accept the Resignation, the Board may consider any factors or other information that it considers appropriate and relevant, including but not limited to: (i) the underlying reasons why shareholders withheld their votes from such director (if ascertainable); (ii) any alternatives for curing the underlying cause of the withheld votes; (iii) the overall composition of the Board, including the relative mix of skills and experience; (iv) whether by accepting such resignation the Company would no longer be in compliance with any applicable law, rule, or regulation, or securities exchange listing or other governance requirements; and (v) whether or not accepting the resignation is in the best interest of the Company and its shareholders.

Following the Board’s decision on the Resignation, the Board shall promptly disclose, via press release, its decision whether to accept or not the Resignation. Should the Board decline to accept the Resignation, it shall include in the press release the reasons for its decision.

A director who has tendered his or her Resignation under this Policy will not participate in the processes of the Board with respect to his or her Resignation. If such director’s Resignation is not accepted by the Board, such director will continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier

resignation or removal. If such director's Resignation is accepted by the Board, it will be effective immediately upon acceptance by the Board.

If a Resignation is accepted by the Board, then the Board, in its sole discretion subject to any corporate law restrictions may (i) leave the resultant vacancy unfilled until the next shareholders' annual meeting, (ii) fill the vacancy through the appointment of a new director, or (iii) call a special meeting of shareholders at which there will be presented a new candidate to fill the vacant position.