

**Ratified  
by Board:**

**October 25, 2018**



**HEXO CORP.**

**MAJORITY VOTING POLICY**

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**(the “Corporation”)**  
**MAJORITY VOTING POLICY**

**Effective June 22, 2018**

In compliance with current regulatory requirements, the board of directors (the “**Board**”) of Hexo Corp. (the “**Company**”) has unanimously adopted this majority voting policy, and future nominees for election to the Board will be required to confirm that they will abide by this policy.

Forms of proxy for the election of directors will permit a shareholder to vote in favour of, or to withhold from voting, separately for each director nominee. The Chair of the Board will ensure that the number of shares voted in favour or withheld from voting for each director nominee is recorded and promptly made public after the Company’s annual meeting. If the vote was by a show of hands, the Company will disclose the number of shares voted by proxy in favour or withheld for each director.

In an uncontested election of directors, any nominee for director who is not elected by at least a majority (50% + 1 vote) of the votes cast with respect to his or her election (a “**Majority Withheld Vote**”) will immediately tender his or her resignation to the Chair of the Board following the Company’s annual meeting. In this policy, an “uncontested election” means an election where the number of nominees for director are equal to the number of directors to be elected.

The Human Resources and Corporate Governance Committee will consider the resignation offer and recommend to the Board whether or not to accept it. The Board will accept the resignation absent exceptional circumstances which would warrant the applicable director continuing to serve on the Board. The Board will determine whether or not to accept the resignation within 90 days following the applicable annual meeting.

Following the Board’s decision on the resignation, the Company will promptly disclose, via press release, the Board’s decision whether or not to accept the director’s resignation offer, including a full explanation of the reasons for rejecting the resignation offer, if applicable. The director’s resignation will be effective when accepted by the Board. If a resignation is accepted, the Board may, subject to any corporate law restrictions, (i) leave a vacancy in the Board unfilled until the Company’s next annual general meeting, (ii) fill the vacancy by appointing a new director whom the Board considers to merit the confidence of the shareholders, (iii) call a special meeting of shareholders to consider new Board nominee(s) to fill the vacant position(s), or (iv) reduce the size of the Board.

Any director who tenders his or her resignation pursuant to this policy will not participate in any meeting of the Human Resources and Corporate Governance Committee, if he or she is a member of that committee, or the Board to consider whether his or her resignation will be accepted. However, if each member of the Human Resources and Corporate Governance Committee received a Majority Withheld Vote in the same election, or a sufficient number of committee members such that the committee no longer has a quorum, then the independent directors will appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.

In the event that any director who received a Majority Withheld Vote does not tender his or her resignation in accordance with this policy, he or she will not be re-nominated by the Board.

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

This policy does not apply where an election involves a proxy battle (i.e., where proxy material is circulated in support of one or more nominees who are not part of the director nominees supported by the Board).