# MCAN MORTGAGE CORPORATION

**(the "Company")**

# MAJORITY VOTING IN UNCONTESTED DIRECTOR ELECTIONS

**December 2025**

## 1. Purpose

The purpose of this policy is to comply with TSX requirements for the election of directors.

## 2. Policy Owner

The Vice President, Corporate Secretary & Governance Officer is the owner of this policy.

## 3. Definitions

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| CRCG&HR Committee | Conduct Review, Corporate Governance & Human Resources Committee |
| TSX | Toronto Stock Exchange |
| Uncontested Election | Means an election where the number of nominees for director is equal to the number of directors to be elected and/or proxies being solicited for such election solely by the Company or on the Company's behalf. |

## 4. Policy

The board of directors (the "**Board of Directors**") of MCAN Mortgage Corporation (the "**Company**") is committed to fulfilling its mandate to supervise the management of the business and affairs of the Company with the highest standards and in the best interests of the shareholders of the Company. The Board of Directors has, in light of best practice standards in Canada, unanimously adopted this statement of policy providing for majority voting in Director elections at any meeting of Company shareholders where an Uncontested Election of directors is held.

Pursuant to this policy, the forms of proxy (and/or ballots, if required) circulated in connection with a meeting of the Company's shareholders at which an Uncontested Election of directors is to be conducted shall provide the Company's shareholders with the ability to vote in favour of or to withhold from voting for, each Director nominee individually. 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 be required to immediately submit his or her resignation to the Board of Directors following the applicable meeting of the Company's shareholders. The Board of Directors shall nominate for election or re-election to the Board of Directors only candidates who agree to tender their resignation in accordance with the terms of this Policy.

Following any meeting of the Company's shareholders in which directors are to be elected, the Company shall forthwith issue a news release disclosing the detailed result of the vote for the election of directors and must forthwith provide a copy of the news release to the TSX by e-mail to disclosure@tsx.com if one or more directors is not elected by at least a majority of the votes cast with respect to his or her election.

Following receipt of a resignation submitted pursuant to this policy, the CRCG&HR Committee shall consider whether or not to accept the offer of resignation and shall recommend to the Board of Directors whether or not to accept it. Unless there are exceptional circumstances that would warrant the continued service of the applicable Director, the CRCG&HR Committee shall be expected to accept and recommend acceptance of the resignation by the Board of Directors and the Board of Directors shall be expected to accept the resignation. The resignation will be effective when accepted by the Board of Directors.

The CRCG&HR Committee and the Board of Directors may consider any factor or other information they consider appropriate and relevant in the determination as to whether to accept the resignation, recognizing that rejecting the resignation should only occur in exceptional circumstances. Examples of exceptional circumstances may include, without limitation:

1. the Company would not be compliant with corporate or securities law requirements, applicable regulation or commercial agreements regarding the composition of the Board of Directors as a result of accepting the Director's resignation;

2. the Director is a key member of an established, active special committee which has a defined term or mandate (such as strategic review) and accepting the resignation of such Director would jeopardize the achievement of the special committee's mandate; or

3. majority voting was used for a purpose inconsistent with the policy objectives of the majority voting requirement.

Within 90 days following the applicable meeting of the Company's shareholders, the Board of Directors shall make its decision, on the CRCG&HR Committee's recommendation. Following the Board of Director's decision on the resignation, the Board of Directors shall promptly disclose, via press release (a copy of which must be provided to the TSX), its decision whether to accept the Director's resignation, including the reasons for rejecting the resignation, if applicable. If a resignation is accepted, the Board of Directors shall, in accordance with applicable law, fill the vacancy through the appointment of a new Director or call a special meeting of shareholders at which a Director nominee will be proposed for election by shareholders.

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

In the event that a sufficient number of the Board of Director members received a greater number of votes withheld than the votes for such members in the same election, such that the Board of Directors no longer has a quorum, then such directors receiving a majority withheld vote shall be permitted to attend but will not be permitted to speak, vote or otherwise participate in any meeting of the Board of Directors at which his or her resignation offer is considered, however, he or she shall be counted for the purpose of determining whether the Board of Directors has quorum. The CRCG&HR Committee may adopt such procedures as it sees fit to assist it in its determinations with respect to this 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, subject to compliance with applicable laws and the Company's by-laws.

## 5. General Administration

The policy will be reviewed and approved at least annually by the Board of Directors on the recommendation of the CRCG&HR Committee.