

Synex International Inc.
(the “**Corporation**”)

Majority Voting Policy

In an uncontested election of Directors of the Corporation, if the number of votes “withheld” from and the number of votes “against” the election of any nominee for Director exceeds the number of votes “for” his or her election (a “**Minority Vote**”), such nominee shall promptly tender his or her resignation to the Board following the Corporation’s annual meeting. In this policy, an “uncontested election” shall mean an election where the number of nominees for Director shall be equal to the number of Directors to be elected.

The Board shall consider the tendered resignation and shall accept it 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 will consider all factors deemed relevant by the Directors including, without limitation, circumstances relating to the composition of the Board, the stated reasons why shareholders “withheld” votes from or voted “against” the election of that nominee, the length of service and the qualifications of the Director whose resignation has been tendered, such Director’s contributions to the Corporation and the Corporation’s Corporate Governance Policies.

The Board shall accept or refuse such resignation within 90 days following the applicable meeting of shareholders. The Board shall accept the resignation absent exceptional circumstances. The resignation will be effective when accepted by the Board. The Corporation shall promptly issue a news release with the Board's decision, a copy of which must be provided to the TSX. If the Board determines not to accept a resignation, the news release must fully state the reasons for that decision. If a resignation is accepted, the Board may, in accordance with the provisions of the *Business Corporations Act* (British Columbia) and the constating documents of the Corporation, appoint a new Director to fill the vacancy created by the resignation or reduce the size of the Board.

Any Director who tenders his or her resignation pursuant to this Policy or who otherwise receives a Minority Vote shall not participate in any meeting(s) of the Board (or any subcommittee thereof) at which the decision to accept or reject his or her resignation, or the resignation of another Director that received a Minority Vote, is considered or decided. However, if a sufficient number of Directors received a Minority Vote in the same election such that that the Board no longer has a quorum, then those Directors that received a Minority Vote shall be permitted to participate in any meeting(s) of the Board at which the decision to accept or reject the resignation of other Directors is considered or decided.

In the event that any Director who received a Minority 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 Board may adopt such procedures and appoint such committees as it sees fit to assist it in its determinations with respect to this Policy.

Adopted by the Board on September 11, 2017.