

MAJORITY VOTING POLICY

Policy on Individual Election of Directors

The board of directors (the “**Board**”) of Redline Communications Group Inc. (the “Corporation”) believes that each of its members should carry the confidence and support of the Corporation’s shareholders. To this end, the Board has unanimously adopted this statement of policy. Future nominees for election to the Board will be asked to subscribe to this statement before their names are put forward.

In an uncontested election of directors of the Corporation to which this policy applies, each director should be elected by the vote of a majority of the shares represented in person or by proxy at the shareholders meeting convened for such election of directors. Accordingly, if any nominee for director receives a greater number of votes “withheld” from his or her election than votes “for” such election, that director shall promptly tender his or her resignation to the chair of the Board following the meeting.

The Governance and Nominating Committee (the “**Committee**”) shall consider any such offer of resignation and recommend that the Board accept the resignation, absent exceptional circumstances. Any director who has tendered his or her resignation shall not participate in the deliberations of either the Committee or the Board.

The Board shall act on the Committee’s recommendation within 90 days following the applicable shareholders meeting and announce its decision through a press release. The Board is expected to take into account the decision of the Corporate Governance Committee and accept the resignation, absent exceptional circumstances. If the Board declines to accept the resignation, it should fully state the reasons for its decision in the press release. The resignation of a director will be effective when accepted by the Board.

Subject to any applicable corporate law restrictions or requirements, and the articles and bylaws of the Corporation, if a resignation is accepted, the Board may leave the resulting vacancy unfilled until the next annual general meeting. Alternatively, it may fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the shareholders, or it may call a special meeting of shareholders at which there will be presented a management nominee or nominees to fill the vacant position or positions.

In this policy, an “uncontested election” means an election of directors of the Corporation where the number of nominees for election as a director equals the number of directors to be elected. It shall not apply where an election involves a proxy battle i.e., where proxy materials are circulated, a solicitation of proxies is carried out and/or other public communications are disseminated in support of one or more nominees who are not part of the director nominees supported by the Board or public communications are disseminated, against one or more nominees who are supported by the Board.

This is a policy, and is subject to change from time to time by the Board. In addition, the Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively. No provision

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contained herein is intended to give rise to civil liability to shareholders of the Corporation or other liability whatsoever.

Approved by the Governance and Nominating Committee (February 3, 2017) and Board ([March 6, 2017])