



MAJORITY VOTING POLICY

This majority voting policy only applies to uncontested elections, meaning elections where the number of nominees for directors to the board of directors is equal to the number of directors to be elected.

The board of directors (the “**Board**”) of GURU Organic Energy Corp. (the “**Company**”) believes that each director should have the confidence and support of the shareholders of the Company. To this end, the Board has unanimously adopted this policy for its current directors and future director nominees. It shall be a condition of a director’s nomination for election to the Board that they be required to abide by this policy.

Proxy and voting instruction forms for the election of directors will enable the shareholders to vote for, or to withhold from voting for, each director nominee. If, with respect to any particular nominee, the number of votes withheld exceeds the number of votes for the nominee, then for the purpose of this policy the nominee will be considered not to have received the confidence and support of the shareholders, even though duly elected as a matter of corporate law. If the vote is conducted at the meeting by show of hands, the number of votes for and withheld for the purpose of this policy will correspond to the number of votes for and withheld received by proxy.

A person elected as a director who is considered for the purpose of this policy not to have received the confidence and support of the shareholders is required to immediately tender his or her resignation as a director, effective on acceptance by the Board.

The Board will consider the tendered resignation and announce by news release its decision whether or not to accept that resignation and the reasons for its decision no later than 90 days after the date of the relevant shareholders’ meeting (and will provide a copy of the news release to the Toronto Stock Exchange). The Board will accept the tendered resignation, absent exceptional circumstances. In considering whether or not to accept the tendered resignation, the Board will consider all factors that it deems in its discretion to be relevant. The Board may refer the resignation to the Governance, Human Resources and Compensation Committee (or equivalent) for consideration and the making of a recommendation to the Board. A director who tenders his or her resignation pursuant to this policy will not be permitted to participate in any Board or committee meeting at which his or her resignation is to be considered.

Subject to any corporate or securities law restrictions, the Board may (1) leave a vacancy in the Board unfilled until the next annual general meeting, (2) fill the vacancy by appointing a new director who the Board considers to merit the confidence of the shareholders, or (3) call a special meeting of shareholders to consider new Board nominee(s) to fill the vacant position(s).

In the event that any director refuses to tender his or her resignation in accordance with this policy, he or she will not be re-nominated by the Board for election.

This Policy was adopted by the Board on November 25, 2020.