

**RESVERLOGIX CORP.  
(THE "CORPORATION")**

**MAJORITY VOTING POLICY**

Pursuant to the TSX Staff Notice 2013-0001 dated February 22, 2013 and section 461 in the TSX Company Manual, the TSX requires that: directors be elected annually and individually (versus by slate); that issuers publicly disclose the votes received for and withheld of each director by news release; and that issuers disclose in their annual shareholder meeting materials whether they have adopted a majority voting policy for uncontested director elections and if so, outline what occurs if a director receives a majority of withheld votes.

On the recommendation of the Corporation's Corporate Governance and Nominating Committee, the board of directors (the "**Board**") has adopted an individual voting standard for the election of directors. Under such individual voting standard, in the event that any nominee for election receives more "withheld" votes than "for" votes at any meeting at which shareholders vote on the uncontested election of directors, such nominee shall immediately tender his or her resignation to the Board, to be effective on acceptance by the Board. A nominee who tenders a resignation shall not participate in a meeting of the Board or any sub-committee of the Board at which the resignation is considered. The Board shall consider the resignation and disclose by press release its decision whether to accept that resignation and the reason for its decision no later than 90 days after the date of the resignation, and the Board may fill any vacancy created thereby. A copy of the news release shall be provided to the TSX. The Board shall accept the resignation absent exceptional circumstances.

This Policy shall be reviewed by the Board on an annual basis.