



MAJORITY VOTING POLICY

The board of directors (the “Board”) of Interfield Global Software Inc. (the “Company”) believes that each of its members should carry the confidence and support of the Company’s shareholders. To this end, the members of the Board have unanimously adopted this statement of policy (the “Policy”). This Policy applies to all current and future directors of the Company.

1. Voting Procedure during Meetings

1.1 Individual Voting

Forms of proxy provided to shareholders in respect of the election of directors at a shareholders’ meeting shall enable each shareholder to vote its shares in favour of, or to withhold its shares from voting with respect to, each nominee separately. The chair of the Board (the “Chair”) will ensure that the number of shares voted in favour or withheld from voting for each director nominee is recorded and promptly made public after the meeting. If the vote was by a show of hands, the Company will disclose the number of shares voted by proxy in favour or withheld for each director.

1.2 Treatment of withheld votes

If, in an uncontested election of directors of the Company, any particular nominee for director receives a greater number of votes withheld than number of votes in favour of the nominee, then for purposes of this Policy the nominee shall be considered not to have received the support of the shareholders, even though duly elected as a matter of corporate law, and such nominee shall promptly tender his or her resignation to the Chair of the Board following the meeting, to take effect on acceptance by the Board.

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 as determined by the Board. It shall not apply where: (i) an election involves a proxy battle (i.e., where proxy materials are circulated); (ii) 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; (iii) and/or public communications are disseminated against one or more nominees who are supported by the Board (including, without limitation, in situations where no alternative director nominees not supported by the Board have been nominated for election).

2. Nominee not Receiving the Support of the Shareholders

2.1 Director to submit resignation

A director nominee who is considered under this Policy not to have received the support of shareholders will forthwith submit his or her resignation to the Board, effective on acceptance by the Board.

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2.2 Board expected to consider resignation within 90 days

The Board will promptly accept the resignation unless the Board determines that there are exceptional circumstances that should delay the acceptance of the resignation or justify rejecting it. In any event, the resignation will be considered and a decision taken in respect thereof within 90 days of the meeting. The resignation will be effective when accepted by the Board.

2.3 Director's activities while resignation considered

Any director who tenders his or her resignation pursuant to this Policy will not participate in the Board's or committee's meetings where there are discussions as to whether to accept the tendered resignation. However, such director shall remain active and engaged in all other committee and Board activities, deliberations and decisions during the process described by this Policy.

2.4 Press release

Following the Board's decision on the resignation, the Board shall promptly disclose, via press release, its decision whether to accept or reject the director's resignation. Should the Board decline to accept the resignation, it should include in the press release the reasons for its decision. A copy of the press release will be provided to NEO Exchange Inc. (or such other principal stock exchange(s) upon which the securities of the Company are listed from time to time).

3. Disclosure, publication and enforcement

This policy is disclosed published and enforced from the date of the approval signature.

DOCUMENT REVIEW AND APPROVAL				
VERSION	PREPARED BY	REVIEWED BY	APPROVED BY	DATE
1	CMG	DL	HH	2022-09-01
2	CMG	DL	HH	2023-05-01

4. Version control

VERSION	DESCRIPTION	DATE
1	Initial version	2022-09-01
2	Revision 1	2023-05-01