

**TIDEWATER RENEWABLES LTD.  
(the "Company")**

**MAJORITY VOTING POLICY**

**Election and Resignation of Directors**

In any election of directors, the form of proxy shall provide the shareholders of the Company with the opportunity to vote for, or withhold their vote from, each nominee for director.

In an uncontested election of directors, any nominee who receives from the votes cast a greater number of votes "withheld" from his or her election than votes "for" his or her election shall promptly following the certification of the shareholder vote submit his or her resignation, to take effect upon acceptance by the board of directors of the Company (the "**Board**").

The Governance, Compensation and Sustainability Committee (the "**Committee**") shall consider the offer of resignation and make a recommendation to the Board as to whether or not to accept it. The Committee shall be expected to recommend that the Board accept the resignation absent exceptional circumstances.

The Board shall act on the recommendation of the Committee within 90 days of the certification of the shareholder vote. The Board shall accept the director's resignation absent exceptional circumstances. The Company shall promptly issue a news release stating the Board's decision of whether to accept a director's offer of resignation and provide a copy of the press release to the Toronto Stock Exchange. The Company's press release must include the reasons for the Board's decision if the director's resignation is not accepted.

Any director who tenders his or her resignation pursuant to this policy shall not participate in any meeting of the Committee or any other subcommittee of the Board or any Board meeting at which his or her resignation is considered. If a majority of the members of the Committee fail to receive a majority of affirmative votes from the shareholders voting, a special committee of the members of the Committee receiving a majority affirmative vote shall be formed to consider the offers of resignation of the directors who failed to receive a majority of affirmative votes and recommend to the Board whether to accept them. If the directors who receive a majority of affirmative votes from the shareholder voting do not constitute quorum for a Board meeting, each director may participate in any Board meeting to determine whether or not to accept each resignation offer other than such director's own resignation offer, if applicable.

The Board may fill any vacancy among the directors resulting from the acceptance of the offer of resignation of a director who has failed to receive a majority affirmative vote of the shareholders.