



MAJORITY VOTING POLICY

1. GENERAL POLICY STATEMENT

The Board of Directors (the "**Board**") of Zenabis Global Inc. (the "**Company**") believes that each of director should be elected with the support of a majority of shareholders. In a non-contested election, given the corporate legislation contemplates either a "for" or a "withhold" vote, it is possible that an individual could be elected in circumstances where a majority of the shareholders do not support that individual. As a result, the directors have unanimously adopted this majority voting policy. Future nominees for election to the board will be asked to subscribe to this statement before their names are included in the Company's roster of recommended candidates.

2. MAJORITY VOTING MECHANICS

Forms of proxy for the vote at a shareholders' meeting where directors are to be elected will enable each shareholder to vote in favour of, or to withhold from voting, separately for each nominee. At the meeting, the Chair will call for a vote by ballot and the scrutineers will record with respect to each nominee the number of shares in his or her favour and the number of shares withheld from voting. At the conclusion of the meeting, the final scrutineer's report on the ballot will be filed on SEDAR.

If, with respect to any particular nominee, the number of shares withheld exceeds the number of shares voted in favour of the nominee then such nominee is required to forthwith submit to the Board his or her resignation, to take effect upon acceptance by the Board. The Corporate Governance and Nomination Committee will consider whether there are any extenuating circumstances and will make a recommendation to the Board whether to accept the resignation as soon as practical.

The Board will decide whether to accept the resignation and will, not later than 390 days following the shareholder meeting, issue a press release which either confirms acceptance of the resignation or explains the reasons why the Board has declined the resignation. It is expected that, absent extraordinary circumstances, the Board will accept the resignation.

This majority voting policy does not apply in any case where the election involves a contested shareholder meeting – one in which the number of individuals standing for election exceeds the number of directors to be elected.

3. CURRENCY

This Policy was originally approved and adopted by the Board effective on January 7, 2019.