



HYPERCHARGE NETWORKS CORP.
(the “Company”)

MAJORITY VOTING POLICY

The Company’s board of directors (“**Board**”) 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, providing for majority voting in connection with uncontested elections. For the purposes of this policy, an uncontested election means an election where the number of nominees for directors is equal to the number of directors to be elected (“**Uncontested Election**”).

Each of the Company’s current directors has agreed to abide by the provisions of this Policy and future nominees nominated by management will, as a condition to nomination, be required to abide by the provisions of this Policy.

In an Uncontested Election, if the number of votes withheld from any director is greater than the number of votes for such director (“**Unsupported Director**”), an Unsupported Director will be required to promptly submit an offer to resign to the Board (“**Resignation Offer**”) that will be effective upon acceptance by the Board. An Unsupported Director who does not tender a Resignation Offer in accordance with this policy is not eligible for re-nomination by management.

An Unsupported Director will not be entitled to participate in any discussions, deliberations or actions regarding the acceptance or rejection of his or her Resignation Offer but will otherwise continue to serve as a director until the Resignation Offer is accepted or rejected. Notwithstanding the foregoing, an Unsupported Director will be counted for the purposes of meeting quorum requirements.

The Board will promptly refer a Resignation Offer to the Company’s Compensation and Nominating Committee (the “**Committee**”) (or equivalent) for consideration unless the Company does not have a Committee (or equivalent) or each member of the Committee (or equivalent) is an Unsupported Director, in which case, the Board will consider a Resignation Offer without reference to the Committee (or equivalent).

In making a decision to recommend the acceptance or rejection of a Resignation Offer, the Committee (or equivalent) will be expected to recommend acceptance unless the Committee (or equivalent) determines that there are extraordinary circumstances that justify delaying acceptance or rejecting it. In making its recommendation, the Committee (or equivalent) may consider all factors it deems to be relevant.

In making a decision to accept or reject a Resignation Offer, the Board will be expected to accept it unless the Board determines that there are extraordinary circumstances that justify

delaying acceptance or rejecting it. In reaching its decision, the Board may consider all factors it deems to be relevant, including any Committee recommendation. The Board will decide whether to accept or reject the Resignation Offer within 90 days after the date of the Uncontested Election.

The Board's decision regarding a Resignation Offer will be promptly announced via pressrelease that discloses supporting reasons for its decision.

If a Resignation Offer is accepted, subject to applicable laws and stock exchange policies, the Board may: (1) leave a resulting Board vacancy unfilled, (2) fill a resulting Board vacancy by appointing a new director whom the Board considers to merit the confidence of shareholders, or (3) call a special meeting to consider the election of a nominee to fill a resulting Board vacancy.

The Committee and the Board may adopt such procedures as they see fit to assist with recommendations and determinations in accordance with this policy.

Approved by the Board on: July 7, 2022