

TECSYS INC.

MAJORITY VOTING POLICY

The board of directors (the “**Board**”) of Tecsys Inc. (the “**Corporation**”) believes that each director should have the confidence and support of the shareholders of the Corporation (each a “**Shareholder**”). To this end, the Board has unanimously adopted this policy providing for majority voting in director elections at any meeting of Shareholders where an “uncontested election” of directors is held. For the purposes of this policy, an “uncontested election” of directors of the Corporation means an election where the number of nominees for directors is equal to the number of directors to be elected. Future nominees for election to the Board will be required to confirm that they will abide by this policy.

Forms of proxy for the election of directors of the Corporation will permit a Shareholder to vote in favour of, or to withhold from voting, separately for each director nominee. The Executive Chairman of the Board will ensure that the number of shares voting in favour or withheld from voting for each director nominee is recorded and promptly made public after the meeting. If the vote was conducted by a show of hands, the Corporation will disclose the number of shares voted by proxy in favour or withheld for each director.

If a director nominee has more votes withheld than are voted in favour of him or her (an “**Applicable Nominee**”), the nominee will be considered by the Board not to have received the support of the Shareholders, even though duly elected as a matter of corporate law. Such a nominee will be expected to forthwith submit his or her resignation to the other members of the Board, effective on acceptance by the Board.

The other members of the Board will consider whether or not to accept the offer of resignation. With the exception of special circumstances that would warrant the continued service of the Applicable Nominee on the Board, the Board will be expected to accept the resignation. In considering whether or not to accept the resignation of an Applicable Nominee, the Board will consider all factors it deems relevant including, without limitation, the stated reasons why Shareholders withheld votes from the election of that director, the composition of the Board, the length of service and the qualifications of that director, that director’s contributions to the Corporation, whether accepting the resignation would cause the Corporation to fail to meet any applicable listing or regulatory requirement and the Corporation’s governance guidelines.

Within 90 days following the applicable meeting of the Shareholders, the Board will determine whether to accept or reject the director resignation offer that has been submitted. Following the Board’s decision on the resignation, the Board will promptly disclose, via press release, its decision whether to accept the Applicable Nominee’s resignation offer, including, without limitation, the reasons for rejecting the resignation offer, if applicable. If a resignation is accepted, the Board may, subject to any applicable corporate law restrictions, (1) leave a vacancy on the Board unfilled until the next annual meeting of Shareholders, (2) fill the vacancy by appointing a new director whom the Board considers to merit the confidence of the Shareholders, or (3) call a special meeting of Shareholders to consider new Board nominee(s) to fill the vacant position(s).

An Applicable Nominee who tenders his or her resignation pursuant to this policy will not be permitted to participate in any meeting of the Board at which his or her resignation is to be

considered. However, if a sufficient number of the Board members are Applicable Nominees such that the Board no longer has a quorum (without including Applicable Nominees), then all Applicable Nominees will not be permitted to vote in any meeting of the Board at which his or her resignation offer is considered, however he or she will be counted for the purpose of determining whether the Board has quorum.

If any Applicable Nominee does not tender his or her resignation in accordance with this policy, he or she will not be re-nominated by the Board for election as a director of the Corporation.

The Board may adopt such procedures as it sees fit to assist it in its determinations with respect to this policy.

This policy was unanimously approved by the Board on July 9, 2013.