

**MAJORITY VOTING POLICY
TERVITA CORPORATION**



EARTH MATTERS

MAJORITY VOTING POLICY

PURPOSE

The Board of Directors (the "**Board**") of Tervita Corporation (the "**Corporation**") believes that each director should have the confidence and support of the shareholders of the Corporation. To this end, the Board has unanimously adopted this majority voting policy (this "**Policy**") and 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 will permit a shareholder to vote in favour of, or to withhold from voting, separately for each director nominee. The Chair of the Board 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.

SCOPE

If a director nominee is not elected by at least a majority (50% + 1 vote) of the votes cast with respect to his or her election, such 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 immediately submit his or her resignation to the Board, which resignation will be effective upon acceptance of same by the Board. The Board will refer the resignation to the governance committee (the "**Governance Committee**") of the Board for consideration. A director who tenders a resignation to the Board pursuant to this Policy will not participate in any meeting of the Board or any meeting of the Governance Committee at which the resignation is considered.

The Board will promptly accept the resignation unless the Governance Committee determines that there are exceptional circumstances that should delay the acceptance of the resignation or justify rejecting it. In any event, the Board shall make a determination regarding the resignation of the director within 90 days of the applicable meeting.

The Corporation shall promptly issue a news release of the Board's decision, a copy of which must be provided to the TSX. If the Board determines not to accept a resignation, the news release must fully state the reasons for that decision.

This Policy does not apply at a contested meeting, being a meeting at which the number of directors nominated for election is greater than the number of seats available on the Board.