REVIEWED AND ACCEPTED BY THE BOARD OF DIRECTORS ON NOVEMBER 4, 2022

1.0 OVERVIEW

In keeping with current corporate governance practices applicable to Aetherion Technologies Inc. ("**Aetherion**" or the "**Corporation**"), the directors of Aetherion have determined that holders ("**Shareholders**") of outstanding common shares of Aetherion ("**Common Shares**") should be provided with an opportunity to signify their support for each individual nominated for election to the board of directors of Aetherion (the "**Board**"). This Majority Voting on the Election of Directors at Meetings of Shareholders Policy ("**Policy**") applies to the election of directors to the Board of Aetherion in uncontested elections at meetings of the Shareholders of the Corporation.

2.0 POLICY

1. While this Policy is in effect the form of proxy and voting instruction form sent to Shareholders in connection with any meeting of Shareholders at which there is a vote on the election of directors and the form of ballot to be used at any such meeting of Shareholders shall provide Shareholders the option to specify that the Common Shares registered in the name of the Shareholder must be voted for, or withheld from voting in respect of, each nominee for election to the Board.

2. In this Policy, an "uncontested election" means an election of directors where the number of nominees for election to the Board is equal to the number of directors to be elected.

3. If, with respect to any particular nominee, the number of votes cast "withheld" equals or exceeds the number of votes cast "for" the nominee, then for purposes of this Policy the nominee (each, a "**Majority Withheld Director**") will be considered not to have received the support of the Shareholders, even though duly elected as a matter of corporate law.

4. A Majority Withheld Director will, immediately following the meeting, tender his or her resignation to the Chair of the Board, subject to acceptance by the Board. Following receipt of a resignation tendered pursuant to this Policy, the Chair of the Board shall promptly advise the Nominating & Corporate Governance Committee of the Board (the "**NCGC**") and the Board thereof.

5. The NCGC shall consider the tendered resignation and, within 45 days of the applicable meeting of Shareholders, recommend to the Board whether to accept or reject it. The NCGC will recommend that the Board accept the tendered resignation absent exceptional circumstances that warrant the Majority Withheld Director continuing to serve on the Board. In determining whether to recommend acceptance or rejection of the tendered resignation, the NCGC will consider all information and factors deemed relevant by members of the NCGC, which may include: (i) the Corporation would not be compliant with corporate or securities law requirements, applicable regulations, stock exchange rules or commercial agreements regarding the composition of the Board as a result of accepting the resignation; (ii) the Majority Withheld Director is a key member of an established, active special committee that has a defined term or mandate, and accepting the resignation of the Majority Withheld Director would jeopardize the achievement of the committee's mandate; or (iii) majority voting was used for a purpose inconsistent with the policy objectives of the Toronto Stock Exchange related to its majority voting requirement.

6. Upon receipt of the recommendation of the NCGC, the Board will consider the information and factors considered by the NCGC and such additional information and factors deemed relevant by the Board. The Board will determine whether or not to accept the resignation within 90 days following the applicable meeting of Shareholders. The Board will accept the recommendation of the NCGC and otherwise accept the tendered resignation except in exceptional circumstances or where the acceptance of such resignation would be reasonably expected to have a material detrimental effect on the Corporation. A resignation will be effective when accepted by the Board.

7. Following the Board's decision, the Board shall promptly issue a press release announcing its decision whether or not to accept the resignation and, if the resignation is not to accepted, the press release must fully state the reasons for the Board's decision, a copy of which press release must be provided to the Toronto Stock Exchange.

8. A Majority Withheld Director who tenders his or her resignation pursuant to this Policy shall not participate at any meeting of the NCGC or the Board, which means, for greater certainty, a Majority Withheld Director will not attend any part of the meeting, at which his or her resignation is considered or a related resolution is voted upon.

9. In the event that:

   (a) the NCGC no longer has a quorum as a result of the foregoing restriction on participation, the NCGC will not consider the tendered resignation and the Board shall consider whether or not to accept the tendered resignation without a recommendation from the NCGC; and

   (b) the Board no longer has a quorum as a result of the foregoing restriction on participation, a Majority Withheld Director who tendered his or her resignation pursuant to this Policy shall be counted for the purpose of determining whether the Board has quorum, but each such director shall not speak or otherwise participate in any part of the meeting where his or her resignation is discussed or considered or a related resolution is voted upon.

10. If a resignation is accepted, the Board may, subject to, and in accordance with, the provisions of the Business Corporations Act (Alberta) and the articles and the bylaws of the Corporation: (i) appoint a new director to fill any vacancy created by the resignation] (ii) leave the resultant vacancy unfilled until the next annual meeting of shareholders; (iii) call a special meeting of Shareholders to fill the vacancy; or (iv) reduce the size of the Board.

11. If a Majority Withheld Director does not tender his or her resignation in accordance with this Policy, the Board will not re-nominate the Majority Withheld Director for election.

12. This Policy does not apply to contested elections in which the number of nominees for election to the Board is greater than the number of director positions on the Board. In contested elections, the directors will be elected by the vote of a plurality of the votes cast.