



NEIGHBOURLY PHARMACY INC.

MAJORITY VOTING POLICY

The Board of Directors (the “**Board**”) of Neighbourly Pharmacy Inc. (the “**Company**”) believes that each director should have the confidence and support of the Company’s shareholders and has unanimously adopted this Majority Voting Policy (this “**Policy**”) as a result. Before their names are put forward for election, future nominees to the Board will be required to confirm that they will abide by this Policy.

1. Forms of proxy to be used at annual general meetings of the Company’s shareholders for the election of directors will permit a shareholder to vote in favour of, or to withhold from voting, separately for each director nominee.
2. The chair of the Board (the “**Chair**”) 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 at which the vote was conducted. 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.
3. If votes withheld received by a director nominee are greater than the votes in favour of him or her, the Board will consider the nominee not to have received the support of the shareholders, despite the director having been duly elected as a matter of corporate law. Such nominee shall immediately submit to the Board Chair his or her resignation stating that such resignation shall be effective upon its acceptance by the Board. The Board Chair shall refer the resignation to the Nomination, Governance, Compensation and ESG Committee (the “**NGC Committee**”) for consideration. The NGC Committee will make a recommendation to the Board as to whether or not to accept the resignation.
4. The Board shall promptly accept the resignation unless the Board determines that there are exceptional circumstances that merit delaying the acceptance of the resignation or justify rejecting it. In any event, the resignation shall be accepted (or in rare cases rejected) within 90 days of the meeting. The resignation will be effective when accepted by the Board. A director who submits his or her resignation to the Board pursuant to this Policy shall not participate in any Board or committee meetings at which the resignation is considered.
5. Following the Board’s decision, the Company shall promptly issue a press release announcing its decision. The Company shall provide a copy of such press release to the Toronto Stock Exchange. In the event that the Board rejects or delays acceptance of the resignation, the press release shall state the reasons for such decision.

6. Subject to the Company's governing documents and any applicable laws, regulations, rules and listing standards, the Board may (a) leave the vacancy in the Board unfilled until the next annual meeting of shareholders, (b) fill the vacancy by appointing a new director whom the Board considers to merit the confidence of the shareholders, or (c) call a special meeting of shareholders to consider new Board nominee(s) to fill the vacant position(s).
7. This Policy does not apply where the number of nominees for election as a director exceeds the number of directors to be elected and/or an election involves a proxy battle (i.e., proxy material is circulated in support of one or more nominees who are not part of the director nominees supported by the Board or public communications are disseminated against one or more nominees who are supported by the Board).

The NGC Committee may, from time to time, review this Policy and recommend any necessary and appropriate changes to the Board in order to, *inter alia*, ensure its compliance with the rules of the Toronto Stock Exchange and other applicable regulatory requirements. The Board may, from time to time, amend this Policy further to the Committee's recommendations, and may permit departures from the terms hereof.

This Policy shall be interpreted in a manner consistent with the Company's governing documents and any laws, regulations, rules or listing standards to which the Company is subject. This Policy is subject to change from time to time in the Board's discretion. No provision contained herein is intended to give rise to civil liability to shareholders of the Company or other liability whatsoever.

Dated: May 25, 2021

Approved by the Board of Directors of the Company.