

QUARTERHILL INC.
MAJORITY VOTING POLICY

In compliance with current regulatory requirements, the board of directors (the "**Board**") of Quarterhill Inc. ("**Quarterhill**" or the "**Corporation**") has unanimously adopted this majority voting policy (the "**Policy**"). Each director and proposed nominee for election to the Board will be asked to confirm that they will abide by this Policy each time their name is put forward for election by the Board.

The Board believes that each director should carry the confidence and support of the Corporation's shareholders. The Board has, in light of best practice standards in Canada and as required by the rules of the Toronto Stock Exchange, adopted this Policy providing for majority voting in director elections at any meeting of the Corporation's shareholders where an uncontested election of directors is held. In this policy, an uncontested election of directors is defined as an election of directors in which the number of directors nominated for election is equal to the number of seats available on the board.

1. In any election of directors, the form of proxy shall provide the shareholders of the Corporation with the opportunity to vote for, or withhold their vote from, each nominee for director.
2. 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 at which the vote is held.
3. In an uncontested election of directors, any nominee for director who is not elected by at least a majority (50% + 1 vote) of the votes cast with respect to their election shall, following the finalization of the shareholder vote, immediately tender an offer of their resignation to the Chair of the Board, to take effect upon acceptance by the Board. In this policy, when counting the total votes cast in respect of the election of a director, "withheld" votes are considered "against" votes and must be counted in the total.
4. The Environmental, Social & Governance and Nominating Committee (the "**Committee**") shall consider the offer of resignation and make a recommendation to the Board as to whether or not to accept it. The Committee shall be expected to recommend that the Board accept the resignation absent exceptional circumstances. In its deliberations, the Committee may consider any stated reasons as to why shareholders "withheld" votes from the election of the relevant director, the effect such resignation may have on Quarterhill's ability to comply with any applicable corporate or securities law requirements, applicable regulations or commercial agreements regarding Board composition, governance rules and policies, the dynamics of the Board and its committees (including any special committees), and any other factors that the members of the Committee consider relevant. The final determination as to whether or not exceptional circumstances exist in any particular situation will be determined by the Board. Any director who tenders his or her resignation may not participate in any meeting of the Committee or the Board at which the resignation is considered. However, subject to the above, unless and until such director's resignation is accepted by the Board, such director shall remain a duly elected director as a matter of corporate law for all intents and purposes.

5. The Board shall act on the recommendation of the Committee within 90 days of the finalization of the shareholder vote. The Board shall accept the director's resignation absent exceptional circumstances. The Corporation shall promptly issue a news release stating the Board's decision of whether to accept a director's offer of resignation and provide a copy of the press release to the Toronto Stock Exchange. The Corporation's press release must fully state the reasons for the Board's decision if the director's resignation is not accepted.
6. If a resignation is accepted, subject to the provisions of the *Canadian Business Corporations Act*, the constating documents of Quarterhill, applicable securities laws and regulations (including stock exchange rules) and any other contractual restrictions, the Board may:
 - (a) leave a vacancy in the Board unfilled until the next annual general meeting;
 - (b) fill the vacancy by appointing a new director whom the Board considers to merit the confidence of the shareholders;
 - (c) call a special meeting of shareholders to consider new board nominee(s) to fill the vacant position(s); or
 - (d) any combination of the above.
7. In the event that a director is not elected by at least a majority of the votes cast with respect to their election and such director refuses to tender their resignation (notwithstanding the requirements of this Policy), such director will not be nominated for election the following year.

The Board may amend this Policy from time to time. The provisions contained herein are not intended to give rise to civil liability on the part of Quarterhill or its directors, officers, shareholders, security holders, customers, suppliers, employees, or any other persons, or to any other liability whatsoever on their part.