



DIALOGUE HEALTH TECHNOLOGIES INC.

## MAJORITY VOTING POLICY FOR DIRECTORS

The board of directors (the “**Board**”) of Dialogue Health Technologies Inc. (the “**Company**”) believes that the directors of the Company (each, a “**Director**” and collectively, the “**Directors**”) should carry the support of holders of common shares in the capital of the Company (the “**Shareholders**”) and is committed to maintaining a high standard of corporate governance. Accordingly, the Board has adopted this Majority Voting Policy in accordance with the requirements of the Toronto Stock Exchange (the “**TSX**”).

Any nominee for a Director position in an Uncontested Election (as defined below) with respect to whom a majority of the total votes cast by ballot at, or, if a ballot vote was not conducted, a majority of the votes represented by proxies validly deposited prior to, a meeting of Shareholders at which Directors are to be elected (the “**Election Meeting**”) are “withheld” from his or her election (a “**Majority Withheld Vote**”), shall submit his or her resignation to the Chair of the Board for consideration immediately following such Election Meeting.

Directors, other than those who received a Majority Withheld Vote at the same Election Meeting, shall consider and, within 90 days following the Election Meeting, determine whether or not to accept the resignation. The Director who tenders a resignation pursuant to this policy shall not participate in any meeting of the Board, the Compensation, Nominating and Governance Committee or other committee of the Board at which the resignation is considered. The resignation of a Director who received a Majority Withheld Vote shall be accepted absent exceptional circumstances and be effective when accepted by the Board. A press release disclosing the Directors’ determination (and the reasons for rejecting the resignation, if applicable) shall be issued promptly following such determination, and a copy of such press release shall be provided to the TSX.

In this policy, an “**Uncontested Election**” means an election in which the number of nominees for a Director position is equal to the number of Director positions to be filled. This policy will not apply in circumstances involving a contested election, namely an election at which the number of nominees for a Director position is greater than the numbers of Director positions to be filled.

**LAST UPDATED: ●, 2021**