



CES ENERGY SOLUTIONS CORP.

MAJORITY VOTING POLICY WITH RESPECT TO THE ELECTION OF DIRECTORS

1. **Resignation Following “Majority Withheld Vote”.** In an uncontested election of directors of CES Energy Solutions Corp. (the “**Corporation**”), any nominee for election as a director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “**Majority Withheld Vote**”) shall promptly following the date of the shareholders’ meeting at which the election occurred tender his or her resignation to the Chairman of the Board of Directors, for consideration by the Corporate Governance and Nominating Committee (the “**Committee**”) of the Board of Directors. In this Policy, an “uncontested election” shall mean an election in which the number of nominees for election as director shall be equal to the number of directors to be elected.
2. **Recommendation by Committee.** The Committee shall consider the resignation and, promptly following the date of the shareholders’ meeting at which the election occurred, recommend to the Board of Directors whether or not to accept it. The Committee shall be expected to recommend acceptance of the resignation except in situations in which exceptional circumstances warrant the applicable director continuing to serve on the Board of Directors as permitted in accordance with the applicable policies and staff notices of the Toronto Stock Exchange (the “**TSX**”).
3. **Decision of the Board of Directors.** The Board of Directors shall act on the Committee’s recommendation within 90 days of the date of the shareholders’ meeting at which the election occurred. In considering the Committee’s recommendation, the Board of Directors shall consider the information, factors and alternatives considered by the Committee and such additional information, factors and alternatives that the Board of Directors may consider to be relevant.
4. **Press Release.** Following the Board of Directors’ decision, the Corporation shall promptly disclose, by way of press release, a copy of which must be provided in advance of public dissemination to the TSX, the Board of Directors’ decision whether or not to accept the director’s resignation, together with an explanation of the process by which the decision was made and, if applicable, the Board of Directors’ reason or reasons for rejecting the tendered resignation.
5. **Non-Participation.** No director who, in accordance with this Policy, is required to tender his or her resignation, shall participate in the Committee’s deliberations or recommendation, or in the Board of Directors’ deliberations or determination, with respect to accepting or rejecting his or her resignation as a director.
6. **Ad Hoc Committee.** If a majority of the members of the Committee received a Majority Withheld Vote in the same election, or the number of Committee members who received a Majority Withheld Vote in the same election is greater than quorum for meetings of the Committee, the independent directors then serving on the Board of Directors who

received a greater number of votes “for” their election than votes “withheld” from their election will appoint an *ad hoc* Board of Directors committee from amongst themselves (the “**Ad Hoc Committee**”), consisting of such number of directors as they may determine to be appropriate, solely for the purpose of considering and making a recommendation to the Board of Directors with respect to the tendered resignations. The Ad Hoc Committee shall serve in place of the Committee and perform the Committee’s duties for the purposes of this Policy. Notwithstanding the foregoing, if an Ad Hoc Committee would have been created but fewer than three directors would be eligible to serve on it (including in circumstances where the entire Board of Directors receives a Majority Withheld Vote), the entire Board of Directors (other than any director whose resignation is being considered) will make the determination to accept or reject the tendered resignation without any recommendation from the Committee and without the creation of an Ad Hoc Committee.

7. **Options Following Acceptance of Resignation.** If a resignation is accepted, the Board of Directors may, in accordance with the provisions of the *Canada Business Corporations Act*, (i) leave the vacancy in the Board of Directors unfilled until the next annual meeting of shareholders, (ii) fill the vacancy created by the resignation by appointing a new director whom the Board of Directors considers to merit the confidence of shareholders, or (iii) call a special meeting of shareholders to consider new board nominee(s) to fill the vacant position(s).
8. **Non-Compliance with Policy.** In the event that any director who received a Majority Withheld Vote does not tender his or her resignation in accordance with this Policy, he or she will not be renominated by the Board of Directors.
9. **Procedures.** The Committee may adopt such procedures as it sees fit to assist it in its determinations with respect to this Policy.
10. **Agreement of Current Directors.** Each of the current directors of the Corporation has agreed to abide by the provisions of this Policy and any subsequent candidate nominated by management will, as a condition of such nomination, be required to abide by this Policy.