



MAJORITY VOTING POLICY FOR ELECTION OF DIRECTORS (THE "POLICY")

Purpose

This Policy is intended to govern the election of directors in an uncontested election held at the annual meeting of shareholders.

Policy Statement

The Board of Directors (the "**Board**") of Maxim Power Corp. ("**MAXIM**") believes that each director of MAXIM should carry the confidence and support of its shareholders. To this end, the Board has unanimously adopted and agreed to comply with the following policy regarding the election of directors.

The form of proxy for use at any meeting of MAXIM shareholders where directors are to be elected will enable shareholders to either: (a) vote in favour; or (b) withhold their shares from being voted in respect of each nominee separately. At the meeting, the Chair will call for a vote by ballot and the scrutineer of the shareholders' meeting will record, with respect to each nominee, the total number of shares voted in favour and the total number of shares withheld from voting. If, with respect to any nominee, the total number of shares withheld exceeds the total number of shares voted in favour of the nominee, then for purposes of this policy such nominee shall be considered not to have received the support of shareholders even though duly elected as a matter of corporate law.

Any nominee who is considered under the above test not to have the support of the shareholders shall, forthwith submit his or her resignation to the Board to take effect immediately upon acceptance by the Board.

The Board will promptly consider the tendered resignation and, absent exceptional circumstances, shall accept the resignation. In determining whether exceptional circumstances exist that justify the Board reject the resignation, the Board will consider all factors it deems relevant including, without limitation:

- a) the reasons, if known, why shareholders "withheld" or were requested or recommended to "withhold" votes from the director. In particular, the Board will consider if shareholders "withheld" or were requested or recommended to "withhold" votes from the director for reasons other than the qualifications or individual actions of the director;
- b) the current mix of skills and attributes of the directors on the Board;
- c) the impact with respect to covenants in agreements or plans; and
- d) legal requirements, policies or guidelines (regulatory, securities or corporate laws, or stock exchange rules) for director numbers and qualifications.

The Board shall decide whether or not to accept the tendered resignation, and shall not later than 90 days after the shareholders' meeting, issue a news release, a copy of which will also be provided to the Toronto Stock Exchange, which either confirms that they have accepted the resignation or provides an explanation for why they have refused to accept such resignation.

Any director who tenders his or her resignation pursuant to this Policy will not participate in the Board consideration regarding the acceptance or rejection of the tendered resignation. If a majority of the members of the Board receive a majority withhold vote at the same election, then the directors who did not receive a majority withhold vote will consider the tendered resignations and decide whether to accept or reject the tendered resignations within 90 days following the date of the applicable shareholders' meeting. If a sufficient number of directors have received a majority withhold vote and have tendered a resignation in accordance with this Policy, such that the Board would no longer have a quorum if all resignations were accepted, then such directors who have tendered a resignation in accordance with this Policy shall not vote in any meeting of the Board at which his or her resignation is considered. However, in that case, each such director present at a meeting of the Board may be counted for the purpose of determining whether the Board has quorum at the particular meeting. Except as set forth in this paragraph, a director who tenders his or her resignation pursuant to this Policy will continue to participate in all meetings of the Board and any applicable committees of the Board on which such director serves until such time, if applicable, as the Board decides to accept the director's tendered resignation.

Subject to any restrictions or requirements contained in applicable corporate law or MAXIM's constituting documents, the Board may: (a) leave a resulting vacancy unfilled until the next annual meeting; (b) appoint a replacement director whom the Board considers merits the confidence of the shareholders; or (c) call a special meeting of shareholders to elect a replacement director nominated by management.

This Policy will be summarized or included in each management proxy circular relating to an election of directors of the Corporation.

This Policy does not apply in respect of any contested shareholders' meeting. For purposes hereof, a contested meeting is any meeting of shareholders at which the number of directors nominated for election is greater than the number of seats available on the Board.

Approved March 16, 2017