



### Majority Voting Policy

The Board of Directors (the **Board**) of Toscana Energy Income Corporation (the **Corporation**) believes that each director should have the confidence and support of the shareholders of the Corporation. To this end, the Board has unanimously adopted this policy and future nominees for election to the Board will be required to confirm that they will abide by this policy.

Forms of proxy for the election of directors will permit a shareholder to vote in favour of, or to withhold from voting, separately for each director nominee. The Chairman 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. If the vote was by a show of hands, the Corporation will disclose the number of shares voted by proxy in favour or withheld for each director.

If a director nominee has more votes withheld than are voted in favour of him or her, the nominee's position as a Board member will then be subject to review by the Board or, at the Board's discretion, the Corporate Governance and Compensation Committee (the **Committee**). The Board or Committee, as applicable, may determine, after review and consideration of the circumstances and factors that they reasonably believe underlie and relate to such vote results, that such nominee does not have sufficient support of the shareholders, even though the nominee will have been duly elected as a matter of corporate law. After the Board or Committee's review and consideration of such circumstances and factors and if requested by the Board or Committee, as applicable, the nominee will be expected to forthwith submit his or her resignation to the Board of Directors, effective on acceptance by the Board.

The Board will promptly accept the resignation unless the Committee determines that there are extraordinary circumstances relating to the composition of the Board or the voting results that should delay the acceptance of the resignation or justify rejecting it. In any event, it is expected that the resignation will be accepted or rejected, as applicable, within 90 days of the meeting and following such decision to accept or reject such resignation, the Board shall promptly disclose, via press release (a copy of which shall be provided to the Toronto Stock Exchange), its decision and the reasons for accepting or rejecting such resignation, if applicable.

Subject to any corporate law restrictions, the Board may:

- leave a vacancy in the Board unfilled until the next annual general meeting;
- fill the vacancy by appointing a new director whom the Board considers to merit the confidence of shareholders; or
- call a special meeting of shareholders to consider new board nominee(s) to fill the vacant position(s).

Any director who tendered his or her resignation pursuant to this policy shall not participate in any meeting of the Board or any sub-committee of the Board (including, but not limited to, the Committee) at which such resignation is considered, but such director may be counted for the purpose of determining whether the Board or Committee, as applicable, has quorum.

This policy does not apply where an election involves a proxy battle i.e., where proxy material is circulated in support of one or more nominees who are not part of the director nominees supported by the Board of Directors.

This policy was approved by the Board of Directors of the Corporation on May 20, 2014 and amended and approved by the Board on July 28, 2016.