

MAJORITY VOTING POLICY

The Board of Directors (the “**Board**”) of Metatek-Group Ltd. (the “**Company**”) is responsible for the overall stewardship of the Company and for overseeing the conduct of the business of the Company. The Board has unanimously adopted this majority voting policy (the “**Policy**”) in respect of director elections at any meeting of the Company’s shareholders where an “uncontested election” of directors is held. Future nominees for election to the Board will be asked to subscribe to this statement before their names are put forward. For the purposes of this Policy, an “uncontested election” of directors of the Company means an election where the number of nominees for election as directors is equal to the number of seats on the Board available for election.

Pursuant to this Policy, the forms of proxy circulated in connection with a meeting of the Company’s shareholders at which an uncontested election of directors is to be conducted shall provide the Company’s shareholders with the ability to vote in favour of, or to withhold from voting for, each director nominee. If the number of votes withheld for a particular director nominee is greater than the number of votes in favour of such nominee, the director nominee shall be required to immediately tender his or her resignation to the Chairman of the Board of Directors following the applicable meeting of the Company’s shareholders.

Following receipt of an offer of resignation tendered pursuant to this Policy, the Company’s Governance and Nominating Committee (the “**GNC**”) shall consider such offer of resignation and shall recommend its acceptance or rejection to the Board. In considering whether or not to accept an offer of resignation from a director under this Policy, the GNC will consider all factors it deems relevant, including, without limitation, whether (i) the Company would be compliant with corporate or securities law requirements, applicable regulations or commercial agreements regarding the composition of the Board as a result of accepting the resignation offer; (ii) the applicable director is a key member of an established, active special committee which has a defined term or mandate (such as a strategic review) and accepting the resignation offer would jeopardize the achievement of the special committee’s mandate; or (iii) majority voting was used for a purpose inconsistent with the policy objectives of the majority voting requirement in Subsection 461.3 of the TSX Company Manual. The GNC may adopt such procedures as it sees fit to assist it in its determinations with respect to this Policy.

The Board shall make its decision, after having considered the GNC’s recommendation, within 90 days following the applicable meeting of the Company’s shareholders. The GNC would be expected to recommend that the Board accept an offer of resignation, and the Board shall accept an offer of resignation, absent exceptional circumstances. The offer of resignation will be effective when accepted by the Board. In considering the GNC’s recommendation, the Board will review the factors considered by the GNC and such additional information and factors that the Board considers to be relevant. If a resignation offer is accepted, the Board may, in accordance with the provisions of the *Business Corporations Act* (Alberta): (i) leave the resultant vacancy in the Board unfilled until the next annual meeting of shareholders; (ii) appoint a new director to fill the vacancy created by such resignation; (iii) reduce the size of the Board; or (iv) call a special meeting of shareholders at which there will be presented a new candidate to fill the vacant position(s).

Any director who tenders their offer of resignation for consideration pursuant to this Policy shall not be permitted to participate in any meeting of the GNC, if such director is a member of the GNC, at which their offer of resignation is to be considered. If the inability of any such directors to participate in such a GNC meeting would result in a loss of quorum, then the GNC shall not consider the offer of resignation and the Board shall consider whether or not to accept the offer of resignation without a recommendation from the GNC.

Any director who tenders their offer of resignation for consideration pursuant to this Policy shall not be permitted to participate in any meeting of the Board at which his or her offer of resignation is to be considered. If the inability of any such director to participate in such a meeting would result in a loss of quorum, then any such director shall be counted for the purpose of determining whether the Board has a quorum but any such director shall not be permitted to vote at such meeting.

In the event that any director, who received a greater number of votes withheld than votes in favour of such director's election, does not tender their resignation in accordance with this Policy, the Board will not put forward such person as a proposed nominee for election at the next shareholders meeting at which directors are to be elected.

Promptly following the decision of the Board to accept, or not to accept, an offer of resignation pursuant to this Policy, the Company shall issue a news release with the Board's decision, a copy of which news release must be provided to the Toronto Stock Exchange. If the Board determines not to accept an offer of resignation, the news release shall fully state the reasons for that decision.

Review

This Policy will be reviewed by the Governance and Nominating Committee of the Board annually or, where circumstances warrant, at such shorter interval as necessary, to determine if further additions, deletions or other amendments are required.

Last approved by the Board on March 26, 2026.