

ENTERPRISE GROUP, INC.

Majority Voting Policy for Directors

The board of directors of Enterprise Group, Inc. (the “**Board**”) believes that each of its members should carry the confidence and support of its shareholders. To this end, the Board has unanimously adopted this statement of policy. Future nominees for election to the Board will be asked to subscribe to this statement before their names are put forward.

Forms of proxy for the vote at a shareholders’ meeting where directors are to be elected will enable the shareholder to vote in favour of, or to withhold from voting, separately for each nominee. If, with respect to any particular nominee, the number of shares withheld exceeds the number of shares voted in favour of the nominee, then for purposes of this policy the nominee shall be considered not to have received the support of the shareholders, even though duly elected as a matter of corporate law.

A person elected as a director who is considered under this test not to have the confidence of the shareholders is expected forthwith to submit to the Board his or her resignation for consideration by the Board. Any director who tenders his or her resignation pursuant to this policy shall not participate in any meeting of the Board or any sub-committee of the Board to consider whether his or her resignation shall be accepted. The Board shall accept the resignation absent exceptional circumstances. The resignation shall be considered within 90 days of the applicable shareholders meeting and will be effective when accepted by the Board. A press release will be issued by the company disclosing the Board’s determination (and the reasons for rejecting the resignation, if applicable) and a copy of the press release shall be provided to TSX.

If the resignation is accepted, subject to any corporate law restrictions, the Board may leave the resultant vacancy unfilled until the next annual meeting, it may fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the shareholders, or it may call a special meeting of shareholders at which there will be presented management nominees to fill the vacant position or positions.

This policy applies only to uncontested elections, meaning elections where the number of nominees for director is equal to the number of directors to be elected.

Approved: November 25, 2016