

Majority Voting Policy SECURE Waste Infrastructure Corp.

The board of directors (the "**Board**") of SECURE Waste Infrastructure Corp. (the "**Corporation**") is responsible for the overall stewardship of the Corporation and for overseeing the conduct of the business of the Corporation. The Board believes that every director should have the confidence and support of the shareholders of the Corporation. To this end, and in accordance with the requirements of the Toronto Stock Exchange, the Board has unanimously adopted this majority voting policy (the "**Policy**") in respect of director elections at any meeting of the Corporation's shareholders where an "uncontested election" of directors is held. For the purposes of this Policy, an "uncontested election" of directors means an election where the number of director nominees is equal to the number of directors to be elected.

Pursuant to this Policy, the forms of proxy circulated in connection with a meeting of the Corporation's shareholders at which an uncontested election of directors is to be conducted shall provide the Corporation's shareholders with the ability to vote in favour of, or to withhold from voting for, each director nominee individually.

All future nominees for election to the Board will be required to confirm that they will abide by this Policy.

Application

If the number of votes withheld for a particular director nominee is greater than the number of votes cast in favour of such nominee (i.e., the director nominee is not elected by at least a majority (50% +1 vote) of the votes cast with respect to his or her election), then for the purposes of this Policy, the nominee (each, a "**Majority Withheld Director**") will be considered not to have received the support of the Corporation's shareholders, even though duly elected as a matter of corporate law.

A Majority Withheld Director must immediately tender an offer of his or her resignation to the Chair of the Board following the applicable meeting of the Corporation's shareholders. If the Chair of the Board is a Majority Withheld Director, then he or she must immediately tender an offer of his or her resignation to the Lead Director of the Board. The Chair of the Committee (as defined below) or Chair of the Board, as applicable, will provide a copy of any offer of resignation tendered pursuant to this Policy to all members of the Board and to the Corporation's Corporate Governance and Nominating Committee (the "**Committee**").

Following receipt of an offer of resignation tendered pursuant to this Policy, the Committee will consider the offer of resignation and shall recommend to the Board whether to accept or reject it. The Committee must recommend that the Board accept an offer of resignation tendered pursuant to this Policy, and the Board must accept an offer of resignation tendered pursuant to this Policy, absent exceptional circumstances. The Board and the Committee may adopt such procedures as they see fit to assist in making their determinations with respect to this Policy, provided such procedures are not inconsistent with this Policy.

Within 90 days following the applicable meeting of the Corporation's shareholders, the Board shall determine whether or not to accept the offer of resignation, having considered the Committee's recommendation. The resignation will be effective when accepted by the Board. In considering the Committee's recommendation, the Board will review the factors considered by the Committee and such additional information and factors that the Board considers to be relevant.

Without limitation, and subject to any corporate law restrictions, if an offer of resignation is accepted, the Board may: (i) appoint a new director to fill any vacancy created by the resignation, (ii) leave the vacancy unfilled until the next annual meeting of the Corporation's shareholders, (iii) reduce the size of the Board, or (iv) call a special meeting of the Corporation's shareholders to fill the vacancy.

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

Any director who tenders his or her offer of resignation for consideration pursuant to this Policy shall not be permitted to participate in any meeting of the Committee, if he or she is a member of the Committee, at which his or her offer of resignation is to be considered. If the inability of any such director to participate in such a Committee meeting would result in a loss of quorum, then the Committee 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 Committee.

Any director who tenders his or her 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.

This Policy does not apply at a contested meeting, being a meeting of the Corporation's shareholders at which the number of directors nominated for election is greater than the number of seats available on the Board.

Adopted by the Board on March 1, 2017. Last reviewed and/or amended on October 31, 2023.