
1. INTERPRETATION AND OBJECTIVES

This Policy must be interpreted and applied jointly with the other charters and policies adopted by the Board.

This Policy sets forth the fundamental principles endorsed by Xebec Adsorption Inc. (the "Corporation") for the election of its members by the shareholders.

2. MANDATE

The board of directors (the "Board") of the Corporation believes that each of its members should carry the confidence and support of the Corporation's shareholders. To this end, the directors of the Corporation have unanimously adopted this Majority Voting Policy.

In an uncontested election of directors of the Corporation, each director should be elected by the vote of a majority of the shares represented in person or by proxy at any shareholders' meeting for the election of directors. Accordingly, if any nominee for director receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote"), that nominee shall promptly tender his or her resignation to the Chairman of the board following the Corporation's shareholders' meeting at which he or she is elected. In this Policy, an "uncontested election" means an election where the number of nominees for director is equal to the number of directors authorized to be elected upon such election as determined by the Board.

The governance committee of the Board (the "Governance Committee") shall consider the resignation offer and shall recommend to the Board whether or not to accept it. The Governance Committee shall be expected to accept the resignation except in situations where extenuating circumstances would warrant the applicable director to continue to serve on the Board. In considering whether or not to accept the resignation, the governance Committee will consider all factors deemed relevant by members of such Governance Committee including, without limitation, the stated reasons why shareholders "withheld" votes from the election of that nominee, the length of service, the qualifications of the director whose resignation has been tendered, such director's contributions to the Corporation.

The Board shall consider the Governance Committee's recommendation within 90 days following the meeting at which the director whose resignation has been tendered was elected. In considering the committee's recommendation, the board will consider the factors considered by that committee and such additional information and factors that the board considers to be relevant. Following the Board's decision on the resignation, the board shall promptly disclose, via press release, its decision whether to accept the director's resignation offer. Should the board decline to accept the resignation offer, it shall include in the press release the reasons for its decision.

Any director who tenders his or her resignation pursuant to this Policy shall not participate in (i) any meeting of the Governance Committee, if he or she is a member of that committee, where the committee considers the decision to recommend to the board whether his or her resignation shall be

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accepted; and (ii) any meeting of the Board in which it will be decided whether his or her resignation shall be accepted. However, if each member of the Governance Committee received a Majority Withheld Vote in the same election, or a failure to attend the meeting of the Governance Committee would cause a failure to achieve quorum, then the directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. However, if the only directors who did not receive a Majority Withheld Vote in the same election constitute less than half of the nominated directors, all directors may participate in the determination of whether or not to accept the resignation offers.

In the event that any director who received a Majority Withheld Vote does not tender his or her resignation in accordance with this policy, he or she will not be re-nominated by the board.

Subject to any corporate law restrictions, the board may (i) leave the resultant vacancy unfilled until the next shareholders' annual meeting, (ii) fill the vacancy through the appointment of a new director whom the board considers to merit the confidence of the shareholders, or (iii) call a special meeting of shareholders at which there will be presented a new candidate(s) to fill the vacant position(s).

The Governance Committee may adopt such procedures as it sees fit to assist it in its determinations with respect to this Policy.