

Majority Voting in Director Elections

The board of directors (the “**Board**”) of Street Capital Group Inc. (the “**Corporation**”) is committed to fulfilling its mandate to supervise the management of the business and affairs of the Corporation with the highest standards and in the best interests of the shareholders of the Corporation. The Board has, in light of best practice standards in Canada, unanimously adopted this statement of policy providing for majority voting in director elections at any meeting of shareholders where an “uncontested election” of directors is held. For the purposes of this policy, an “uncontested election” of directors of the Corporation means an election where the number of nominees for director is equal to the number of directors to be elected. 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).

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. If the number of proxy votes withheld for a particular director nominee is greater than the votes in favour of such nominee, the director nominee shall be required to immediately submit his or her resignation to the Board following the applicable meeting of the Corporation’s shareholders.

Following receipt of a resignation submitted pursuant to this policy, the Governance, Conduct Review and Compensation Committee of the Corporation (the “**GCRC Committee**”) shall consider whether or not to accept the offer of resignation and shall recommend to the Board whether or not to accept it. Absent exceptional circumstances that would warrant the continued service of the applicable director on the Board, the GCRC Committee shall be expected to accept and recommend acceptance of the resignation by the Board. In considering whether or not to accept the resignation, the GCRC Committee will consider all factors deemed relevant by members of the GCRC Committee including, without limitation, the stated reasons why shareholders withheld votes from the election of that nominee; the Corporation would not be compliant with corporate or securities law requirements, applicable regulations or commercial agreements regarding the composition of the Board as a result of accepting a director’s resignation; or the 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 of such director would jeopardize the achievement of the special committee’s mandate.

Within 90 days following the applicable meeting of the Corporation’s shareholders, the Board shall make its decision, on the GCRC Committee’s recommendation. In considering the GCRC Committee’s recommendation, the Board will consider the factors considered by the GCRC 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 including the reasons for rejecting the resignation offer, if applicable. If a resignation is accepted, the Board may in accordance with the provisions of the Corporation’s articles and by-laws, as they may be amended, restated and/or supplemented from time to time, appoint a new director to fill any vacancy created by the resignation or reduce the size of the Board.

A director who tenders his or her resignation pursuant to this majority voting policy shall not be permitted to participate in any meeting of the Board and/or the GCRC Committee, if he or she is a member of the Board and/or the GCRC Committee, as applicable, at which his or her resignation is to be considered. However, if each member of

the GCRC Committee received a greater number of proxy votes withheld than the votes for each member in the same election, or a sufficient number of the GCRC Committee members, such that the GCRC Committee no longer has a quorum, then the remaining members of the GCRC Committee, if any, shall not consider the resignation offer(s) and the Board shall consider whether or not to accept the offer of resignation without a recommendation from the GCRC Committee.

In the event that a sufficient number of the Board members received a greater number of proxy votes withheld than the votes for such members in the same election, such that the Board no longer has a quorum, then such directors receiving a majority withheld vote shall be permitted to attend a Board meeting in order to satisfy quorum requirements, but such directors must not speak or otherwise participate in any part of the meeting where his or her resignation is discussed or considered or a related resolution is voted upon.

In the event that any director who received a greater number of proxy votes withheld than votes in favour of such director's election does not tender his or her resignation in accordance with this majority voting policy, he or she will not be re-nominated by the Board for election as a director.

The GCRC Committee may adopt such procedures as it sees fit to assist it in its determinations with respect to this policy and shall have the sole and complete authority to interpret and apply the policy.