

## GLG LIFE TECH CORPORATION

### MAJORITY VOTING IN DIRECTOR ELECTIONS

The Board of Directors (the “**Board**”) of GLG Life Tech Corporation (the “**Corporation**”) has unanimously adopted this policy providing for majority voting in director elections at any meeting of the Corporation’s shareholders other than at “contested meetings”. For the purposes of this policy, a “contested meeting” means a meeting at which the number of directors nominated for election is greater than the number of seats available on the board.

Pursuant to this policy, the forms of proxy circulated in connection with a meeting of the Corporation’s shareholders (each a “**Shareholder**” and collectively the “**Shareholders**”) at which an uncontested election of directors is to be conducted shall provide the Shareholders with the ability to vote in favour of, or to withhold from voting, separately for each director nominee. The chair of the Board will ensure that the number of votes in favour of or withheld from voting for each director nominee is recorded and promptly made public after the meeting. If the number of votes withheld for a particular director nominee is greater than the votes in favour of such nominee, such director nominee shall be required to immediately submit his/her resignation to the chair of the Board following the applicable Shareholders’ meeting, effective upon acceptance by the Board. The Board will refer the resignation to the Nomination and Corporate Governance Committee (the “**Committee**”).

Following receipt of a resignation submitted pursuant to this policy, the Committee shall consider whether or not to accept the resignation and shall recommend to the Board whether or not to accept it. With the exception of special circumstances that would warrant the continued service of the applicable director on the Board, the 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 Committee will consider all factors deemed relevant by members of the Committee including, without limitation, the stated reasons, if any, why the Shareholders withheld votes from the election of that nominee, the length of service and the qualifications of the director whose resignation has been submitted, such director’s contributions to the Corporation and the Corporation’s governance guidelines.

Within ninety (90) days following the applicable Shareholders’ meeting, the Board shall make its decision on the Committee’s recommendation. In considering the Committee’s recommendation, the Board will consider the factors considered by the 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 issue a news release of their decision whether to accept the applicable director’s resignation including a full statement of the reasons for rejecting the resignation, if applicable, a copy of which must be provided to the Toronto Stock Exchange. If a resignation is accepted, it will be effective upon acceptance by the Board. Subject to any corporate law restrictions, the Board may leave the vacancy unfilled or appoint a new director to fill the vacancy.

A director who tenders his/her resignation pursuant to this majority voting policy shall not be permitted to participate in any meetings of the Board or the Committee at which his/her resignation is to be considered. However, if a sufficient number of the Committee members receive a greater number of votes withheld than votes in favour such that the Committee no

longer has quorum, then the remaining members of the Committee, if any, shall not consider the resignation(s) and the Board shall consider whether or not to accept the resignation(s) without a recommendation from the Committee.

In the event that a sufficient number of the Board members receive a greater number of votes withheld than votes in favour such that the Board no longer has quorum, then such directors receiving a majority withheld vote shall not be permitted to vote in any meeting of the Board at which his/her resignation is considered but shall be counted for the purpose of determining whether the Board has quorum.

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 his or her resignation in accordance with this majority voting policy, he or she will not be re-nominated by the Board.

The Committee may adopt such procedures as it sees fit to assist in its determinations with respect to this policy. Each of the current directors has agreed to abide by the provisions of this policy and any subsequent candidate nominated by the Committee will, as a condition to such nomination, be required to abide by this policy.