

CARERX CORPORATION
MAJORITY VOTING POLICY

The board of directors (the “**Board**”) of CareRx Corporation (the “**Company**”) believes that each of its members should carry the confidence and support of the Company’s shareholders. To this end, the Board has unanimously adopted this statement of policy. Future nominees for election to the Board will be required to confirm that they will abide by this policy.

In an uncontested election of directors of the Company, each director should be elected by the vote of a majority of the shares represented in person or by proxy at the shareholders meeting convened for such 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, that director shall promptly tender his or her resignation to the chair of the Board following the meeting. In this policy, an “uncontested election” means an election where the number of nominees for election as a director equals the number of directors to be elected.

The Compensation, Governance and Nominating Committee (the “**Committee**”) of the Board shall consider any such offer of resignation and recommend to the Board whether or not to accept it. Any director who has tendered his or her resignation shall not participate in the deliberations of either the Committee or the Board. In its deliberations, the Committee may consider any stated reasons as to why shareholders “withheld” votes from the election of the relevant director, the length of service and the qualifications of the director, the director’s contributions to the Company, the effect such resignation may have on the Company’s ability to comply with any applicable governance rules and policies, the dynamics of the Board, and any other factors that the members of the Committee consider relevant.

The Board shall act on the Committee’s recommendation within 90 days following the applicable shareholders meeting and announce its decision through a press release, after considering the factors identified by the Committee and any other factors that the members of the Board consider relevant. The Board is expected to accept the resignation except in situations where extenuating circumstances would warrant the director continuing to serve on the Board. However, if the Board declines to accept the resignation, it should include in the press release the reasons for its decision. Any resignation accepted by the Board shall be effective as of the date of such acceptance. Any press release issued in accordance with this policy shall be provided to the Toronto Stock Exchange (“**TSX**”) in accordance with the TSX Company Manual and, as applicable, the Company’s Disclosure Policy.

Forms of proxy provided for use at any shareholders meeting where directors are to be elected should enable the shareholders to vote in favour of, or to withhold from voting in respect of, each nominee separately. At the meeting, the chair of the meeting (the “**Chair**”) will call for a vote by ballot and the scrutineers will record with respect to each nominee the number of shares cast in his or her favour and the number of shares withheld from voting. Prior to receiving the scrutineers’ report on the ballot, the Chair may announce the vote

result based on the proxies received by the Company. Following the conclusion of the meeting, the final scrutineers' report on the ballot must be filed on SEDAR.

Subject to any applicable corporate law restrictions or requirements, if a resignation is accepted, the Board may leave the resulting vacancy unfilled until the next annual general meeting. Alternatively, 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 a management nominee or nominees to fill the vacant position or positions.

This policy does not apply in any case where an election involves a proxy contest, i.e., where proxy materials are circulated, and/or a solicitation of proxies is carried out, in support of one or more nominees who are not part of the slate supported by the Board.