



PYROGENESIS CANADA INC.

MAJORITY VOTING POLICY FOR DIRECTORS

**Adopted and made effective by the Board of Directors of the Corporation by Resolution on:
May 11th, 2021**

The board of directors (the “**Board**”) of PyroGenesis Canada Inc. (the “**Corporation**”) believes that the directors of the Corporation (each, a “**Director**” and collectively, the “**Directors**”) should carry the support of holders of common shares of the Corporation (“**Shareholders**”) and is committed to maintaining a high standard of corporate governance. Accordingly, the Board has adopted this Majority Voting Policy.

Any nominee for Director in an uncontested election with respect to whom a majority of the total votes cast by ballot at, or, if a ballot vote was not conducted, a majority of the votes represented by proxies validly deposited prior to, a meeting of Shareholders at which Directors are to be elected (the “**Election Meeting**”) are “withheld” from his or her election (a “**Majority Withheld Vote**”), shall submit his or her resignation to the Board for consideration promptly following the Election Meeting.

Directors other than those who received a Majority Withheld Vote at the same Election Meeting (or if there are less than three such directors, the entire Board) shall consider and, within 90 days following the Election Meeting determine, whether or not to accept the resignation. The resignation of a Director who received a Majority Withheld Vote shall be accepted absent exceptional circumstances, and is effective when accepted by the Board. A press release disclosing the Directors’ determination (and the reasons for rejecting the resignation, if applicable) shall be issued promptly following such determination, and a copy of such press release shall be provided to Toronto Stock Exchange.

In this policy, an “uncontested election” means an election in which the number of nominees for director is equal to the number of directors to be elected. This policy will not apply in circumstances involving a contested election.