

Majority Voting Policy

The board of directors (the “**Board**”) of Antibe Therapeutics Inc. (the “**Corporation**”) believes that each of its members should carry the confidence and support of the shareholders of the Corporation (the “**Shareholders**”). Accordingly, the Board has unanimously adopted this Majority Voting Policy and future nominees for election to the Board shall be required to confirm that they will abide by this policy. Nevertheless, this policy shall not apply at a contested meeting (i.e. a meeting of Shareholders at which the number of directors nominated for election is greater than the number of seats available on the Board).

Forms of proxy for the election of directors of the Corporation shall permit the Shareholders to vote in favour of, or to withhold from voting, separately for each director nominee. The chairman of the Board shall ensure that the number of shares voting in favour or withheld from voting for each director nominee is recorded and promptly made public after the meeting. If the vote was conducted by a show of hands, during the meeting the Corporation shall disclose the number of shares voted by proxy “in favour” or “withheld” for each director.

If a director nominee is not elected by at least a majority (50% + 1 vote) of the votes cast by Shareholders with respect to his or her election (a “**Majority Withheld Vote**”), the director nominee shall be considered by the Board not to have received the support of the Shareholders, even though duly elected as a matter of corporate law. Such director must immediately tender his or her resignation to the Board, subject to acceptance by the Board.

The Governance Committee of the Board (the “**Committee**”) shall consider the matter and recommend to the Board whether or not the offer of resignation should be accepted. The Board shall determine whether to accept or reject the offer of resignation within 90 days of the applicable meeting of the Shareholders. Absent exceptional circumstances that would warrant the applicable director continuing to serve on the Board, the Board is expected to accept the offer of resignation.

Following the Board’s decision, the Corporation shall promptly disclose, via press release, whether the offer of resignation has been accepted or rejected and, in the latter case, a full explanation of the reasons for rejecting the offer. A copy of any such press release shall be provided to the Toronto Stock Exchange and any other applicable stock exchange on which the Corporation’s securities may be listed. The director’s resignation shall be effective when accepted by the Board. If the resignation is accepted, the Board may, subject to any applicable corporate law restrictions, (i) leave the vacancy in the Board unfilled until the Corporation’s next annual general meeting, (ii) fill the vacancy by appointing a new director whom the Board considers to merit the confidence of the Shareholders, (iii) call a special meeting of Shareholders to consider a new Board nominee to fill the vacant position, or (iv) reduce the size of the Board.

Any director who tenders his or her resignation pursuant to this policy shall not be permitted to participate in any meeting of the Board or the Committee at which the resignation is considered.

If each member of the Committee received a Majority Withheld Vote in the same election, or a sufficient number of Committee members such that the Committee no longer has a quorum, then the Board shall determine whether or not to accept the offers of resignation without recommendations from the Committee.

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.

The Board may adopt such procedures as it sees fit to assist in its determinations with respect to this policy.