SENSIBLE MEATS INC.

Policy on Majority Voting in Director Elections

SENSIBLE MEATS INC.

MAJORITY VOTING IN DIRECTOR ELECTIONS

The Board of Directors (the "Board") of Sensible Meats Inc. (the "Corporation") has unanimously adopted this policy and future nominees for election to the Board will be required to confirm that they will abide by this policy by providing written confirmation substantially in the form of the undertaking that is attached as Appendix A to this Policy.

Pursuant to this policy, the forms of proxy for the election of directors at a meeting of the shareholders of the Corporation (each a "Shareholder" and collectively, the "Shareholders") will permit the Shareholders to vote in favour of, or to withhold from voting, separately for each director nominee. The Chairman of the Board will ensure that the number of votes in favour of or withheld from voting in respect of each director nominee is recorded. If the number of proxy votes withheld for a particular director nominee is greater than the number of votes cast in favour of such nominee, such director nominee shall be required to forthwith submit his/her resignation as a director (and, as applicable, a member of any committee of the Board) to the Chairman of the Board following the applicable Shareholders' meeting (and in any event, within seven (7) days of such meeting), which shall become effective upon acceptance by the Board.

Following receipt of a resignation submitted pursuant to this Policy, the Board (or, if applicable, a committee thereof) shall accept the resignation forthwith, except in cases where "exceptional circumstances" apply. In the case where "exceptional circumstances" apply (being occasions where such resignation would, in the opinion of a majority of the Board (or, if applicable, a committee thereof), acting reasonably, have a material strategic, economic, commercial, operational or regulatory impact on the Corporation), the Board may delay accepting the resignation for twenty-one (21) days following the receipt of the resignation. In making this decision, the Board will consider the applicable "exceptional circumstances" and such additional information and factors that the Board considers to be relevant. Following the Board's acceptance of the resignation, the Board shall publicly disclose the applicable director's resignation. When a resignation is accepted, 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 any committee thereof at which his/her resignation is to be considered.

In the event that a sufficient number of the Board members receive a greater number of proxy votes withheld than the votes cast in favour of such members in the same election, such that the Board no longer has a 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, however he/she shall be counted for the purpose of determining whether the Board has quorum.

In the event that any director who receives a greater number of proxy votes withheld than votes in favour of such director's election does not tender his/her resignation in accordance with this policy, he/she will not be re-nominated by the Board. Further, the Board shall be entitled to apply to an applicable court for an order authorizing the Corporation to file a Notice of Change of Directors with the applicable corporate registry. The Board may adopt such procedures as they see fit to assist it in their determinations with respect to this policy.

This Majority Voting Policy is generally expected to apply only in respect of "uncontested elections" of directors. An "uncontested election" is an election where the number of nominees for director positions is equal to the number of directors authorized to be elected upon such election, as determined by the Board or the Shareholders. 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 and presented by the Board).

APPENDIX 1

UNDERTAKING TO BE BOUND BY MAJORITY VOTING POLICY

Date:

To: Board of Directors

I have received and read the Sensible Meats Inc. Majority Voting Policy to which the above note refers and confirm that I will comply with it.

I further acknowledge and agree that, in connection with my nomination for election as a director by the shareholders of Sensible Meats Inc. at any duly called meeting thereof, in the event that it should occur that a greater number of votes are withheld, than are cast in favour of my election, I shall forthwith thereafter (and in any event within seven (7) days) tender my resignation as a director of the Company (and from any committee of the Board to which I have been appointed).

SIGNED: ___________________________ NAME:___________________________