



Chorus Aviation Inc.

Majority Voting Policy

The board of directors (the “**Board**”) of Chorus Aviation Inc. (“**Chorus**”) believes that each director should have the confidence and support of the shareholders of Chorus. To this end, the Board has adopted this majority voting policy (the “**Policy**”), and future nominees for election to the Board will be required to confirm that they will abide by this Policy.

Forms of proxy for the election of directors will permit a shareholder of Chorus to separately vote in favour of, or to withhold from voting for, each director nominee.

If a director nominee is not elected by at least a majority (50% + 1 vote) of the votes cast with respect to his or her election, the nominee will be considered by the Board not to have received the support of the shareholders of Chorus, even though duly elected as a matter of corporate law. Such a nominee will immediately submit his or her resignation to the Board, effective on acceptance by the Board. The Board will refer the resignation to the Governance and Nominating Committee (the “**Committee**”) for consideration. The director who has tendered his or her resignation pursuant to this Policy will not participate in or attend any part of a meeting of the Board or the Committee at which the resignation is considered.

The Board will promptly accept the resignation unless the Committee determines that there are exceptional circumstances that should delay the acceptance of the resignation or justify rejecting it. In any event, the resignation will be accepted (or rejected in exceptional circumstances) within 90 days of the meeting.

Chorus will promptly issue a news release with the Board’s decision and provide a copy of same to the Toronto Stock Exchange. If the Board determines not to accept the resignation, the news release will fully state the reasons for that decision.

Subject to any corporate law requirements, the Board may: (i) leave a vacancy in the Board unfilled until the next annual general meeting; (ii) fill the vacancy by appointing a new director whom the Board considers to merit the confidence of the shareholders of Chorus; or (iii) call a special meeting of shareholders of Chorus to consider new director nominee(s) to fill the vacant position(s).

This Policy does not apply in the context of a contested meeting (i.e., a meeting at which the number of directors nominated for election is greater than the number of seats available on the Board).