



MAJORITY VOTING POLICY

(Adopted by the Board of Directors on April 7, 2026)

NG ENERGY INTERNATIONAL CORP. (the “Corporation”)

I. INTRODUCTION

The board of directors of the Corporation (the “**Board**”) believes that each of its members should carry the confidence and support of its shareholders (the “**Shareholders**”). To this end, the Board has unanimously adopted this Majority Voting Policy (the “**Policy**”). All nominees for election to the Board will be subject to this Policy.

The Policy ensures that directors are elected with the support of shareholders and provides a transparent process for addressing situations where a director does not receive the required level of shareholder approval. Adherence to this Policy reinforces the Corporation’s good governance practices and enhances trust and confidence among shareholders.

II. MAJORITY VOTING POLICY

If a nominee for election as a director receives “for” votes fewer than a majority of the votes (50% + 1 vote) (a “**Majority Withhold Vote**”) cast with respect to their election by Shareholders, they must immediately tender their resignation to the Board following the meeting of Shareholders at which the election is held. Upon receiving such resignation, the Board will consider whether or not to accept the resignation. In considering whether or not to accept the resignation, the Board will consider all factors deemed relevant by the Board.

The Board shall accept the resignation absent exceptional circumstances and announce its decision in a press release promptly within ninety (90) days following the meeting of Shareholders. If the Board determines not to accept a resignation, the press release will fully state the reasons for that decision. The Corporation will provide a copy of the press release to the Toronto Stock Exchange. The resignation will be effective when accepted by the Board.

The director who tendered their resignation should not be part of any deliberations of any committee or of the Board pertaining to the resignation offer. If there is not a quorum on the Board due to a Majority Withhold Vote, the Board may form a committee to make such recommendations, or if more than half of the Board received a Majority Withhold Vote, all directors may participate in such determination.

Subject to any corporate law restrictions, the Board may: (i) leave the resultant vacancy until the next annual meeting of Shareholders; (ii) fill the vacancy through the appointment of a new director until the next annual meeting of Shareholders; or (iii) call a special meeting of Shareholders at which new candidate(s) will be presented to fill the position(s).

The Board may adopt such procedures as it sees fit to assist in its determinations with respect to this Policy. This Policy only applies in circumstances involving an uncontested election of directors.

III. LEGAL NOTICE

The Corporation reserves the right to modify, suspend or revoke this Policy and any and all procedures and programs in whole or in part, at any time. The Corporation also reserves the right to interpret and amend this Policy in its sole discretion as it deems appropriate. Any amendments to the Policy will be disclosed and reported as required by laws.

IV. APPROVAL

This Policy was approved by the Board on April 7, 2026.