Helus Pharma Inc.

MAJORITY VOTING POLICY

HELUS PHARMA INC.
(the "Corporation")

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The board of directors (the "**Board**") of Helus Pharm Inc. (the "Corporation") believes that each of its members should carry the confidence and support of its shareholders. To this end, the Board has unanimously adopted this statement of policy.

In an uncontested election for membership on the Board, any director must immediately tender his or her resignation to the Board if he or she is not elected by at least a majority (50% +1) of the votes cast with respect to his or her election.

The Board shall determine whether or not to accept the resignation within 90 days after the date of the relevant shareholders' meeting. The Board shall accept the resignation absent exceptional circumstances. The resignation will be effective when accepted by the Board. The director who tendered his or her resignation will not attend or participate in any Board or committee meeting at which the resignation is considered. The Board will promptly issue a news release disclosing the results of the Board's decision, a copy of which must be provided to the Neo Exchange Inc. (if the Company is listed on such exchange at that time). If the Board determines not to accept a resignation, the news release shall fully state the reasons for that decision.

Subject to any restrictions in the Company's articles and by-laws, the Board may: (i) leave a resultant vacancy unfilled until the next annual shareholders meeting; (ii) fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the shareholders; or (iii) call a special meeting of shareholders at which there will be presented individuals to fill the vacant position or positions.

This policy does not apply in any case where the 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 slate supported by the Board.