



MAJORITY VOTING POLICY FOR DIRECTORS

Effective May 26, 2025

The board of directors (the "Board") of PyroGenesis Inc. (the "Company") believes that directors should have the confidence and support of the Company's shareholders (the "Shareholders") and is committed to maintaining high standards of corporate governance. Accordingly, the Board has adopted this Majority Voting Policy for Directors (the "Policy").

1. Application

This Policy applies to uncontested elections of directors of the Company. An uncontested election is one in which the number of nominees for director is equal to the number of directors to be elected.

2. Voting Standard

In accordance with applicable corporate law, Shareholders are entitled to vote "for" or "against" each director nominee. If any nominee for director receives more votes "against" than votes "for" at a meeting of Shareholders at which directors are to be elected (the "Election Meeting"), the director nominee shall promptly tender their resignation to the Board following the Election Meeting.

3. Consideration of Resignation

The Board will consider whether to accept it. Absent exceptional circumstances, the Board shall accept the resignation. The Board shall make its decision and announce it in a press release within 90 days of the Election Meeting. If the Board decides not to accept the resignation, the press release must fully state the reasons for that decision.

4. Restrictions on Participation

A director who tenders a resignation pursuant to this Policy shall not participate in any deliberations or vote by the Board or any committee of the Board regarding whether to accept the resignation. If a sufficient number of directors receive more "against" than "for" votes such that the Board no longer has a quorum, then all directors may participate in the deliberations and vote on whether to accept the resignations.

5. Contested Elections

This Policy does not apply in circumstances involving a contested election. A contested election is one in which the number of nominees for election is greater than the number of directors to be elected.