

**ENTHUSIAST GAMING HOLDINGS INC.**  
(the “Corporation”)

**MAJORITY VOTING POLICY**

1. On November 18, 2020, the Board of Directors of the Corporation (the “**Board**”) adopted a “majority voting” policy, pursuant to which if a nominee for election as a director of the Corporation receives an equal or greater number of votes “withheld” or “abstained” than votes “for”, with respect to the election of directors by shareholders, he or she must tender his or her resignation to the Board immediately following the meeting of shareholders at which the director is elected.
2. Upon receiving such resignation(s), the Board will make its decision as to whether or not to accept the resignation(s) in question, provided however, that the resignation(s) shall be accepted absent exceptional circumstances, and announce such decision in a press release to be issued within 90 days following the meeting of shareholders. A copy of such press release shall be provided to the Toronto Stock Exchange. If the Board determines not to accept the resignation(s), the press release shall state the reasons for such decision.
3. The director who offered to tender his or her resignation will not participate in any committee or Board meetings, deliberations, and decisions, pertaining to the resignation offer. If such director must attend such Board meeting in order to satisfy quorum requirements, then the director must not speak or otherwise participate in any part of such meeting where his or her resignation is discussed or considered or a related resolution is voted upon.
4. A resignation tendered pursuant to this policy shall be effective upon its acceptance by the Board.
5. This policy only applies in circumstances involving an uncontested election of directors. An “uncontested election of directors” means that the number of director nominees is the same as the number of directors to be elected to the Board and that no proxy material is circulated in support of one or more nominees who are not part of the candidates proposed by the Corporation’s management and supported by the Board.
6. Subject to any applicable corporate law restrictions and the Corporation’s Articles, in the case where the Board accepts the offer of resignation of a director and such director resigns, the Board may leave the resultant vacancy unfilled until the next annual meeting of shareholders. It may also choose to fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the shareholders. It may further decide to call a special meeting of shareholders at which there will be presented a new candidate to fill the vacant position.

7. Forms of proxy for the election of directors will permit a shareholder to vote in favor of, or to withhold from voting, separately for each director nominee. The Chairman of the Board will ensure that the number of shares voted in favor or withheld from voting for each director nominee is recorded and is made public promptly after the shareholders' meeting. If the vote was by a show of hands, the Corporation will disclose the number of shares voted by the proxies in favour or withheld for each director.

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