

TIMBERCREEK FINANCIAL CORPORATION

Majority Voting Policy

In an uncontested election of directors of Timbercreek Financial Corporation (the “**Corporation**”) at any meeting of the Corporation’s shareholders where such uncontested elections of directors are held, any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” such election will promptly, following the meeting, tender his or her resignation to the board of directors of the Corporation (the “**Board**”). In this policy, an uncontested election means an election in which the number of nominees for director does not exceed the number of directors proposed to be elected.

The Board will consider the resignation and will, within 90 days following the applicable meeting, determine whether or not to accept it. The Board will be expected to accept the resignation except in situations where exceptional circumstances would warrant the applicable director to continue to serve on the Board. In considering whether or not to accept the resignation, the Board will take into account all factors it deems relevant, including, without limitation, the stated reasons why shareholders “withheld” votes from the election of that nominee, the length of service and the qualifications of the director whose resignation has been tendered, such director’s contributions to the Corporation and the Corporation’s corporate governance policies and practices. The resignation of the applicable director will be effective as of the date that his or her resignation is accepted by the Board.

Following the Board’s decision on the resignation, the Board will promptly disclose its decision whether to accept the director’s resignation including the reasons for rejecting the resignation, if applicable, in a news release. In the event the Corporation’s common shares are then posted for trading on the Toronto Stock Exchange, a copy of the news release must be provided to the Toronto Stock Exchange.

Subject to any corporate law restrictions, if a resignation is accepted, the Board may: (i) leave the resultant vacancy unfilled until the next applicable meeting of the Corporation’s shareholders; (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 one or more nominees to fill the vacant position.

Any director who tenders his or her resignation pursuant to this policy may not participate in any meeting of the Board (or, if applicable, any committee of the Board, if he or she is a member of that committee) to consider the decision whether to accept his or her resignation.

The Board may adopt such procedures as it sees fit to assist it in its determinations with respect to this policy. In addition, the Board may at any time in its sole discretion supplement or amend any provision of this policy in any respect, repeal the policy in whole or part or adopt a new policy relating to director elections with such terms as the Board determines in its sole discretion to be appropriate. The Board will have the exclusive power and authority to administer this policy, including without limitation the right and power to interpret the provisions of this policy and make all determinations deemed necessary or advisable for the administration of this policy. All such actions, interpretations and determinations which are done or made by the Board in good faith will be final, conclusive and binding.