

WESDOME GOLD MINES LTD.  
MAJORITY VOTING POLICY

PURPOSE

The board of directors (the “**Board**”) of Wesdome Gold Mines Ltd. (“**Wesdome**” or the “**Company**”) believes that each director should have the confidence and support of the shareholders of the Company, and consequently the Board has unanimously adopted this majority voting policy (the “**Policy**”). Nominees for election to the Board will be required to confirm that they will abide by this policy, and forms of proxy for the election of directors will permit a shareholder to vote in favour of, or to withhold from voting, separately for each director nominee.

RESIGNATION FOLLOWING “MAJORITY WITHHELD VOTE”

In an uncontested election of directors of the Company, any nominee for election as a director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “**Majority Withheld Vote**”) shall, within five days following the filing by the Company of a report disclosing the voting results, tender his or her resignation to the Chairman of the Board for consideration by the Governance and Nominating Committee (the “**Committee**”) of the Board. In this Policy, an “uncontested election” shall mean an election in which the number of nominees for election as director shall not be greater than the number of directors to be elected.

RECOMMENDATION BY NOMINATING AND GOVERNANCE COMMITTEE

The Committee shall consider the resignation offer and, promptly following the date of the shareholders’ meeting at which the election occurred, shall recommend to the Board whether or not to accept it. In the absence of exceptional circumstances, the Committee shall be expected to recommend the acceptance of the resignation.

CONSIDERATION OF ALTERNATIVES

The Committee will also consider a range of possible alternatives concerning the director’s tendered resignation as the Committee deems appropriate including, without limitation, acceptance of the resignation, rejection of the resignation, or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons reasonably believed by the Committee to have substantially resulted in the “withheld” votes.

DECISION OF THE BOARD OF DIRECTORS

The Board shall act on the Committee's recommendation within 90 days of the date of the shareholders’ meeting at which the election occurred. In considering the Committee's recommendation, the Board will consider the information, factors and alternatives considered by that Committee and such additional information, factors and alternatives that the Board may consider to be relevant.

## PRESS RELEASE

Following the Board's decision on the Committee's recommendation, the Board shall promptly disclose, by way of a press release, the Board's decision whether or not to accept the director's resignation, together with an explanation of the process by which the decision was made and, if applicable, the Board's reason or reasons for rejecting the tendered resignation. Furthermore, a copy of the news release will be provided to the Toronto Stock Exchange ("TSX") pursuant to the requirements of section 461.3(e) of the TSX Manual.

## NON-PARTICIPATION

No director who, in accordance with this Policy, is required to tender his or her resignation, shall participate in the Committee's deliberations or recommendation, or in the Board's deliberations or determination, with respect to accepting or rejecting his or her resignation as a director. However, such director shall remain active and engaged in all other board and committee activities, deliberations and decisions during this Committee process.

## AD HOC COMMITTEE

If a majority of the members of the Committee received a Majority Withheld Vote in the same election, or the number of Committee members who received a Majority Withheld Vote in the same election is greater than quorum of the Committee, the independent directors then serving on the Board of Directors who received a greater number of votes "for" their election than votes "withheld" from their election will appoint an *ad hoc* Board committee from amongst themselves (the "**Ad Hoc Committee**"), consisting of such number of directors as they may determine to be appropriate, solely for the purpose of considering and making a recommendation to the Board with respect to the tendered resignations. The *Ad Hoc* Committee shall serve in place of the Committee and perform the Committee's duties for the purposes of this Policy. Notwithstanding the foregoing, if an *Ad Hoc* Committee would have been created but fewer than three directors would be eligible to serve on it (including in circumstances where the entire Board receives a Majority Withheld Vote, the entire Board (other than any director whose resignation is being considered) will make the determination to accept or reject the tendered resignation without any recommendation from the Committee and without the creation of an *Ad Hoc* Committee.

## OPTIONS FOLLOWING ACCEPTANCE OF RESIGNATION

If a resignation is accepted, the Board may, in accordance with the provisions of the Business Corporations Act (*Ontario*), (i) leave the vacancy in the board unfilled until the next annual meeting of shareholders, (ii) reduce the size of the Board (if permitted by applicable corporate laws or the articles and bylaws of the Company), (iii) fill the vacancy created by the resignation by appointing a new director whom the Board considers to merit the confidence of shareholders, or (iv) call a special meeting of shareholders to consider new board nominee(s) to fill the vacant position(s).

## NON-COMPLIANCE WITH POLICY

In the event that any director who received a Majority Withheld Vote does not tender his or her resignation in accordance with this Policy, he or she will not be re-nominated by the Board.

## PROCEDURES

The Committee may adopt such procedures as it sees fit to assist it in its determinations with respect to this Policy.

## AGREEMENT OF CURRENT DIRECTORS

Each of the current directors has agreed to abide by the provisions of this Policy and any subsequent candidate nominated by management will, as a condition of such nomination, be required to abide by this Policy.

## AMENDMENTS TO POLICY

The Board of Directors may at any time in its sole discretion supplement or amend any provision of this Policy, repeal this Policy in whole or part or adopt a new Policy relating to director elections with such terms as the Board of Directors determines in its sole discretion to be appropriate. Subject to Section 10 of this Policy, the Board of Directors 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 of Directors in good faith will be final, conclusive and binding.

## APPROVAL

OWNER(S)  
Board of Directors

ADOPTED  
July 27, 2013

POLICY TYPE  
Board Governance

LAST REVIEWED AND APPROVED  
November 6, 2019

POLICY NO.  
BD-001

REVIEW SCHEDULE  
Annual