



ROXGOLD INC - MAJORITY VOTING POLICY

The Board of Directors (the "**Board**") of Roxgold Inc. (the "**Corporation**") believes that each of its members should carry the confidence and support of its shareholders. To this end, the directors have unanimously adopted this statement of policy. Future nominees for election to the Board will be asked to subscribe to this statement before their names are put forward.

Forms of proxy for the vote at a shareholders' meeting where directors are to be elected will enable the shareholder to vote in favour of, or to withhold from voting, separately for each nominee. In an uncontested election of directors of the Corporation, each director should be elected by the vote of a majority of the shares represented in person or by proxy at any shareholders' meeting involving the election of directors. If any director nominee receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "**Majority Withheld Vote**"), that director shall promptly submit his or her resignation to the Chair for consideration following the meeting. An "uncontested election" means an election where the number of nominees for director equals the number of directors to be elected.

The Board shall consider the offer of resignation and whether to accept it within 90 days following the applicable meeting, and announce its decision via press release. The Board shall provide a copy of such press release to the Toronto Stock Exchange. Absent exceptional circumstances, the Board shall accept the resignation. Any director who tenders his or her resignation may not participate in the deliberations of the Board on such matter. In its deliberations, the Board will consider any stated reasons why shareholders "withheld" votes from the election of that director, the effect such resignation may have on the Corporation's ability to comply with any applicable governance rules and policies and the dynamics of the Board, and any other factors that the Board considers relevant. If the Board declines to accept the resignation, it will include in the press release the reasons for its decision.

If a resignation is accepted, the Board may, in accordance with the *British Columbia Business Corporations Act* and the Corporation's articles and previously-passed shareholders' resolutions, appoint a new director to fill any vacancy created by the resignation or reduce the size of the Board, within the minimum and maximum number, if any, of directors fixed under the Corporation's Notice of Articles. If a director does not tender his or her resignation in accordance with this policy, the Board will not re-nominate that director at the next election.

If a sufficient number of Board members receive a Majority Withheld Vote in the same election, such that the Board no longer has a quorum, then the independent directors shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. However, if the only directors who do not receive a Majority Withheld Vote in the same election do not constitute a quorum for a Board meeting, all directors may participate in the determination of whether or not to accept the resignation offers.

Approved by Board of Directors of Roxgold Inc and effective as of April 11, 2017