



Title:	Majority Voting Policy		
Approved by:	Board of Directors	Date approved:	March 26, 2019

1. DEFINITIONS

The following terms used in this Policy have the following meanings:

“**Board**” means the board of directors of the Corporation;

“**Corporation**” means Karora Resources Inc.;

“**contested election**” means any election of directors where (i) the number of nominees exceeds the number of directors to be elected as set out in the management information circular and/or (ii) proxies are being solicited by or on behalf of any person or group other than management of the Corporation; and

“**uncontested election**” means any election of directors that is not a contested election.

2. PURPOSE

The Board is committed to the principle that thorough review and consideration should be undertaken if director-nominees do not receive the vote of a majority of the shares voted in an uncontested election.

3. UNCONTESTED ELECTIONS

3.1 Eligible Nominees

The Board will nominate for election or re-election as directors only those candidates who agree, prior to their nomination, to tender their resignations in the circumstances described in Section 3.2 of this Policy.

3.2 Resignations of Directors

In any uncontested election of directors at a meeting of shareholders of the Corporation, at which a quorum has been confirmed, any nominee for director who receives a greater number of votes withheld from his or her election than votes for his or her election, of the shares represented in person or by proxy at the meeting and voted on the election of directors, will promptly tender his or her resignation to the Corporation.

Within 90 days of the vote, the independent members of the Board, on the recommendation of the Corporate Governance and Nominating Committee, will decide whether to: (i) accept the resignation; (ii) maintain the director but address what the Corporate Governance and Nominating Committee believes to be the underlying cause of the withhold votes; resolve that the director will

not be nominated in the future for election or (iv) reject the resignation. Absent exceptional circumstances, the independent members of the Board will accept the offered resignation.

The decision of the independent members of the Board and an explanation of how the decision was reached, including, if applicable, the reasons for rejecting the offered resignation, will be promptly disclosed in a news release.

In considering whether to recommend acceptance or rejection of the tendered resignation, the Corporate Governance and Nominating Committee will evaluate the best interests of the Corporation and consider all factors it deems relevant, which may include, without limitation: (i) any stated reasons why shareholders withheld votes from the director; (ii) any alternatives for curing the underlying cause of the withheld votes; (iii) in the case of an officer who is also a director, whether the resignation of the director could result in the triggering of change in control or similar provisions under any contract by which the Corporation is bound or any benefit plan of the Corporation and, if so, the potential impact of triggering such provisions; (iv) the skills, attributes and tenure of the director and the overall composition of the Board, including the current mix of skills, attributes and tenure of members of the Board; and, (iv) whether accepting the resignation would cause the Corporation to fail to meet any applicable legal, stock exchange or regulatory requirement.

Any director who tenders his or her resignation as set out in this Policy will not participate in the Corporate Governance and Nominating Committee recommendation or action by the independent members of the Board on the resignation. However, if fewer than two members of the Corporate Governance and Nominating Committee receive a majority of votes for their election, the entire Board will consider and decide whether or not to accept the resignations of those directors who received a greater number of votes withheld from their election than votes for their election.

To the extent that the independent members of the Board accept one or more director resignations, the Corporate Governance and Nominating Committee will recommend to the Board whether to (i) fill any vacancy, (ii) reduce the size of the board or (iii) call a special meeting of shareholders at which a director nominee (other than a director that has resigned pursuant to this Policy) will be proposed for election by shareholders.

4. CONTESTED ELECTIONS

In any contested election of directors, the directors will be elected by a plurality of votes of the shares represented in person or by proxy at the meeting and voted on the election of directors.