

STEPPE GOLD LTD.

MAJORITY VOTING POLICY

The board of directors (the “**Board**”) of Steppe Gold Limited (“**Steppe**” or the “**Company**”) believes that each director should have the confidence and support of the shareholders of the Company. To this end, the Board has unanimously adopted this policy (the “**Policy**”). This Policy applies to all current and future directors of the Company.

1. Voting Procedure during Meetings

1.1 Individual Voting

Forms of proxy provided to shareholders in respect of the election of directors at a shareholders’ meeting shall enable each shareholder to vote its shares in favour of, or to withhold its shares from voting with respect to, each nominee separately. The Chairman of the Board will ensure that the number of shares voted in favour or withheld from voting for each director nominee is recorded and promptly made public after the meeting. If the vote was by a show of hands, the Company will disclose the number of shares voted by proxy in favour or withheld for each director.

1.2 Treatment of withheld votes

If, in an uncontested election of directors of the Company, any particular nominee for director receives a greater number of votes withheld than number of votes in favour of the nominee, then for purposes of this Policy the nominee shall be considered not to have received the support of the shareholders, even though duly elected as a matter of corporate law, and such nominee shall promptly tender his or her resignation to the Chairman of the Board following the meeting. In this Policy, an “uncontested election” shall mean an election where the number of nominees for director shall be equal to the number of directors to be elected as determined by the Board.

2. Nominee not Receiving the Support of the Shareholders

2.1 Director to submit resignation

A director nominee who is considered under this Policy not to have received the support of shareholders will forthwith submit his or her resignation to the Board, effective on acceptance by the Board. The Board will refer the resignation to the Corporate Governance & Nominating Committee (the “**Committee**”).

The Committee shall consider the resignation offer and shall recommend to the Board whether to accept it. In its deliberations, the Committee may consider any stated reasons as to why shareholders “withheld” votes from the election of the relevant director, the length of service and the qualifications of the director, the director’s contributions to the Company, the effect such resignation may have on the Company’s ability to comply with any applicable governance rules and policies, the dynamics of the Board, and any other factors that the members of the Committee consider relevant.

2.2 *Board expected to consider resignation within 90 days*

The Board shall consider the Committee's recommendation within 90 days following the meeting at which the Director whose resignation has been tendered has been elected. In considering the Committee's recommendation, the Board will consider the factors considered by the committee and such additional information and factors that the Board considers to be relevant. The resignation will be effective when accepted by the Board.

2.3 *Director's activities while resignation considered*

Any director who tenders his or her resignation pursuant to this Policy will not participate in the Board's or Committee's consideration regarding whether to accept the tendered resignation. However, such director shall remain active and engaged in all other committee and Board activities, deliberations and decisions during the process described by this Policy.

2.4 *Press Release*

Following the Board's decision on the resignation, the Board shall promptly issue a press release announcing its decision whether to accept the Director's resignation. Should the Board decline to accept the resignation, it should include in the press release the reasons for its decision. A copy of the press release will be provided to the TSX.

3. **Effect of any resulting vacancy**

3.1 *Alternatives available to the Board*

In the event that the Board chooses to accept one or more resignations, and subject to any corporate law restrictions or requirements, the Board may:

- (a) leave the resultant vacancy unfilled until the next annual general meeting;
- (b) fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the shareholders; or
- (c) call a special meeting of shareholders at which one or more management nominees will be presented to fill the vacant position or positions.

4. **General**

This is a policy and is subject to change from time to time by the Board. In addition, the Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively. No provision contained herein is intended to give rise to civil liability to shareholders of the Company or other liability whatsoever.

Last approved: October 2, 2017

Approved by: Corporate Governance and Nominating Committee
Board of Director