



## **SNOWLINE GOLD CORP.**

### **MAJORITY VOTING POLICY**

#### **INTRODUCTION**

The board of directors (the “**Board**”) of Snowline Gold Corp. (the “**Company**”) believes that each of its members should carry the confidence and support of the Company’s shareholders. To this end, the Board has unanimously adopted this majority voting policy (the “**Policy**”).

#### **1. Majority of Votes Withheld**

In an uncontested election of directors of the Company to which this Policy applies, each director must be elected by the vote of a majority of the shares represented in person or by proxy at the shareholder meeting convened for such election of directors. Accordingly, if any director nominee receives a greater number of votes “withheld” from his or her election than votes “for” such election, that director shall immediately following the meeting tender his or her resignation to the Chair of the Board.

#### **2. Consideration of Resignation**

The Compensation, Nominating and Governance Committee (the “**Committee**”) shall consider any resignation by a director and recommend to the Board whether or not to accept it. Any director who has tendered his or her resignation shall not participate in the deliberations of either the Committee or the Board. 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.

The Board shall act on the Committee’s recommendation within 90 days following the applicable shareholder meeting, after considering the factors identified by the Committee and any other factors that the members of the Board may consider relevant. The Board shall accept the resignation of the director except where exceptional circumstances would warrant the director continuing to serve on the Board. The resignation of a director will be effective when accepted by the Board. The Company must promptly announce the Board’s decision by issuing a news release, a copy of which must be provided to the Toronto Stock Exchange. If the Board determines not to accept a resignation, it must fully state the reasons for its decision in the news release.

### **3. Individual Voting and Reporting**

Forms of proxy or voting instruction forms provided for use at any shareholder meeting where directors are to be elected should enable the shareholders to vote in favour of, or to withhold their vote for, each nominee separately. The results of the vote must be filed on SEDAR+ promptly following the meeting.

### **4. Effect of Resulting Vacancy**

Subject to any applicable corporate law restrictions or requirements, if a resignation is accepted, the Board may leave the resulting vacancy unfilled until the next annual general meeting. Alternatively, it may fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the shareholders, or it may call a special meeting of shareholders at which a management nominee or nominees will be presented to fill the vacant position or positions. 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 opportunity to elect directors.

### **5. Application of the Policy**

In this Policy, an “uncontested election” means an election of directors of the Company where the number of nominees for election as a director equals the number of directors to be elected.

This Policy does not apply where an election involves a proxy battle, i.e. where proxy material is circulated and/or a solicitation of proxies is carried out, in support of one or more nominees who are not part of the director nominees supported by the Board, or public communications are disseminated against one or more nominees who are supported by the Board.

### **6. Review and Amendment of the Policy**

This Policy is subject to change from time to time by the Board.

Should you have any questions or require any additional information concerning the above, please contact Scott Berdahl, CEO.

APPROVED AND ADOPTED by the Board of Directors of Snowline Gold Corp. on August 12, 2025.