

LARAMIDE RESOURCES LTD.

MAJORITY VOTING POLICY FOR ELECTION OF DIRECTORS

The board of directors (the “**Board**”) of Laramide Resources Ltd. (the “**Corporation**”) is committed to the principle that thorough review and consideration should be undertaken if director-nominees for election do not receive the vote of a majority of the shares voted in an uncontested election. To that end, the Board has adopted the following majority voting policy.

If a nominee for director (the “**Subject Director**”) in an uncontested election of directors of the Corporation does not receive the affirmative vote of at least the majority of the votes cast at any meeting for the election of directors at which a quorum has been confirmed, the Subject Director, duly elected as a matter of Canadian corporate law, shall nonetheless promptly tender his or her resignation to the Board’s Nominating and Governance Committee. For purposes of this majority voting policy, an “uncontested election” means any shareholder meeting called for, either alone or with other matters, the election of directors of the Corporation, with respect to which (i) the number of director-nominees for election is equal to the number of positions on the Board to be filled through the election to be conducted at such meeting and/or (ii) proxies are being solicited for such election of directors solely by the Corporation. A “majority of the votes cast” means that the number of shares voted “for” a director’s election exceeds 50% of the number of votes cast with respect to that director’s election. Votes cast with respect to that director’s election shall include votes to withhold authority, but shall exclude abstentions and failures to vote with respect to that director’s election. In a contested election (i.e., all circumstances other than an “uncontested election”), a plurality vote standard will continue to apply.

The Board shall nominate for election or re-election as directors only candidates who agree to tender, promptly following such person’s failure to receive in an uncontested election the required vote for election or re-election at the next meeting at which such person would face election or re-election, an irrevocable resignation that will be effective upon Board acceptance of such resignation.

Forms of proxy for the vote at a shareholders’ meeting where directors or the Corporation are to be elected will enable the shareholder to vote in favour of, or to withhold from voting, separately for each nominee, as the Corporation does not have slate voting.

The Nominating and Governance Committee (excluding the Subject Director, if the Subject Director is a member of the Nominating and Governance Committee) shall consider the resignation of the Subject Director and recommend to the Board the action to be taken with respect to such resignation, which may include: (i) accepting the resignation, or (ii) in the event of exceptional circumstances only, rejecting the resignation and addressing what the Nominating and Governance Committee believes to be the underlying cause of the withheld votes. The Board will then have the discretion to accept the recommendation of Nominating and Governance Committee or not, however the Board may only reject the resignation of the Subject Director in the event of exceptional circumstances. The Nominating and Governance Committee in making its recommendation, and the Board in making its decision based on such recommendation, may consider any factors or other information that they consider appropriate and relevant, including

but not limited to (i) the underlying reasons why shareholders withheld their votes from the Subject Director (if ascertainable), (ii) any alternatives for curing the underlying cause of the withheld votes, (iii) the Subject Director's tenure, (iv) the Subject Director's qualifications, (v) the Subject Director's past and expected future contributions to the Corporation and Board, including service in committee leadership positions, (vi) the overall composition of the Board, including relative mix of skills and experience, (vii) whether by accepting such resignation the Corporation would no longer be in compliance with any applicable law, rule, or regulation, or securities exchange listing or other governance requirements, and (viii) whether or not accepting the resignation is in the best interest of the Corporation and its shareholders.

The Board will act based on the recommendation of the Nominating and Governance Committee within ninety (90) days from the date of the certification of the election results. Thereafter, a press release disclosing the Board's determination (and the reasons for rejecting the resignation, if applicable) shall promptly be issued and furnished to the Canadian Securities Administrators and to the Toronto Stock Exchange (or such other Canadian stock exchange on which the Corporation's securities trade at such time).

Any Subject Director who tenders his or her resignation pursuant to this policy shall not participate in the consideration of the resignation by the Nominating and Governance Committee or the Board.

If Subject Directors represent a majority of the members of the Nominating and Governance Committee, then each independent director of the Board who received a majority vote shall collectively appoint a special committee amongst themselves to consider the resignations and recommend to the Board whether to accept them. If the number of directors who received the majority of the votes cast in the same election constitutes less than a quorum, all directors (including the Subject Directors) may participate in the meeting called to consider the resignations, however the Subject Directors must not participate in the portion of the meeting during which the resignations are considered.

If the Board accepts any tendered resignation in accordance with the foregoing policy, then the Board may (i) proceed to fill the vacancy through the appointment of a new director, or (ii) determine not to fill the vacancy and instead decrease the size of the Board. If a Subject Director's resignation is not accepted by the Board, such Subject Director will continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal; or, the Subject Director shall otherwise serve for such shorter time and under such other conditions as determined by the Board, considering all of the relevant facts and circumstances.