

## **i-80 GOLD CORP.**

### **Majority Voting Policy**

In an uncontested election of directors of i-80 Gold Corporation (the "**Corporation**"), each director should be elected by the vote of a majority of the common shares represented in person or by proxy at any shareholders' meeting for the election of directors. Accordingly, if any nominee for director receives a greater number of votes "withheld" from his or her election than votes "for" such election, that director shall immediately tender his or her resignation to the Chair of the Board of Directors (the "**Board**") following the meeting. In this policy, an "uncontested election" means an election where the number of nominees for director equals the number of directors to be elected.

The Corporate Governance and Nominating Committee (the "**Committee**") shall consider the offer of resignation and recommend to the Board whether or not to accept it. Any director who tenders his or her resignation may not participate in any meeting of either the Committee or the Board at which the resignation is considered. In its deliberations, the Committee will consider any exceptional circumstances that would justify not accepting the resignation. The Committee is expected to recommend that the Board accept the resignation absent exceptional circumstances.

The Board shall render a decision as to whether or not to accept a resignation within 90 days following the applicable shareholders' meeting, after considering the circumstances considered by the Committee and any other circumstances that the Board considers relevant. The Board shall accept the resignation absent exceptional circumstances that would warrant the director continuing to serve on the Board. The Board shall promptly issue a press release to announce its decision, a copy of which shall be provided to the Toronto Stock Exchange. If the Board declines to accept the resignation, it should include in the press release the reasons for its decision.

If a resignation is accepted, the Board may, in accordance with the *Business Corporations Act* (British Columbia) and the Corporation's articles, appoint a new director to fill any vacancy created by the resignation or reduce the size of the Board. If a director refuses to tender his or her resignation in accordance with this policy, such director will not be re-nominated at the next election.

Approved: August 10, 2021