

MAJORITY VOTING POLICY

1. Objective

The board of directors (the “**Board**”) of i-80 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 statement of policy.

2. Administration

This Policy shall be administered by the Corporate Governance & Nominating Committee (the “**Committee**”), and the Committee shall make recommendations to the Board. Any determinations made by the Board shall be final, conclusive and binding on all affected individuals. Any discretionary determinations of the Board or the Committee under this Policy, if any, do not need to be uniform with respect to all persons, and may be made selectively amongst persons, whether or not such persons are similarly situated.

3. Voting Procedures

In an uncontested election of directors of 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 convened for such 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 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 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, and if applicable, the NYSE American and make any other required public filings. If the Board declines to accept the resignation, it should include in the press release the reasons for its decision. The resignation of a director will be effective when accepted by the Board.

Forms of proxy provided for use at any shareholders meeting where directors are to be elected should enable the shareholders to vote in favor of, or to withhold from voting in respect of, each nominee separately. The results of the vote should be filed on SEDAR+ and EDGAR.



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.

4. Review of Policy

The Corporate Governance & Nominating Committee will review and evaluate this Policy on an annual basis to determine whether the Policy remains current with evolving industry norms and practices and is otherwise effective in providing a framework for addressing concerns with the election of nominees to the Board.

Approved, Amended
and Restated:

Corporate Governance & Nominating Committee
Board of Directors

Date:

March 31, 2025