



SABINA GOLD & SILVER CORP.
Majority Vote Policy

In an election of the Board of Directors (the “Board”) of Sabina Gold & Silver Corp. (the “Company”) any director must immediately tender his or her resignation to the board of directors if he or she is not elected by at least a majority (50% +1 vote) of the votes cast with respect to his or her election.

The Board’s decision to accept or reject the resignation will be disclosed to shareholders and to the TSX by news release. The nominee will not participate in any deliberations whether to accept or reject the resignation. This policy does not apply to circumstances involving contested director elections.

If any nominee for director is not elected by at least a majority of the votes cast with respect to his or her election, the Board will undertake an evaluation of the appropriateness of the director’s continued service on the Board and will decide as to whether it is appropriate that any remedial action be taken with respect to the voting results.

The Board shall be expected to accept the resignation except in situations where exceptional circumstances would warrant the applicable director to continue to serve on the Board. In considering whether or not to accept the resignation, the Board will consider all factors deemed relevant by the Board without limitation, the stated reasons why shareholders “withheld” votes from the election of that nominee. In all circumstances, the Board will seek input from the relevant regulatory authorities.

The Board evaluation will begin promptly following certification of the voting results with action on the matter no later than 90 days following the date of the shareholders’ meeting.

Any director who is the subject of the evaluation described in this policy will not participate in Board considerations of the appropriateness of his or her continued service, except to respond to requests for information. If a majority of the members of the Board are subject to this evaluation process, then the independent directors on the Board who are not subject to the evaluation will appoint a Special Committee amongst themselves solely for the purpose of conducting the required evaluation. The Special Committee will make the recommendation to the Board.

In reviewing the Committee’s recommendation, the Board will consider the factors evaluated by the Committee and such additional information and factors the Board believes to be relevant.

If the Board determines that immediate resignation is in the best interests of the Company and its shareholders, the director shall promptly tender his or her resignation upon request from the Board and a news release with all voting results will be issued to Shareholders and the TSX.

This policy will be summarized or included in each proxy statement relating to an election of directors of the Company.

First Approved:	June 2015
Last Review:	2017
Approved by:	Board of Directors