

## **TRIMETALS MINING INC.**

### **DIRECTOR RESIGNATION POLICY**

(As at April 25, 2017)

#### **I. Majority Voting For Election to the Board**

When a nominee for director of TriMetals Mining Inc. (the “**Company**”) in an uncontested election of the directors at a meeting of shareholders is not elected by at least a majority (50% + 1 vote) of the votes cast with respect to his or her election, he or she will immediately tender to the board of directors of the Company (the “**Board**”) his or her resignation. The Corporate Governance and Nominating Committee of the Board (the “**Committee**”) will then consider the circumstances surrounding the resignation and the director’s ability to continue to serve effectively as member of the Board, and then make a recommendation to the Board as to whether the Board should accept the director’s resignation. The Board will then determine whether or not to accept the resignation within 90 days after the date of the relevant shareholders’ meeting. The resignation will be effective when accepted by the Board. A director who tenders a resignation shall not participate in any meeting of the Committee or the Board with respect to such resignation. The Committee and the Board may consider any factors they consider relevant in deciding whether a resignation should be accepted or rejected. Absent exceptional circumstances, the Board will accept the resignation.

The Chairman shall then advise the subject director of the Board’s decision to accept or reject the resignation, together with the rationale supporting its decision. The Company will promptly issue a news release with the Board’s decision, a copy of which will be provided to the Toronto Stock Exchange. If the Board determines not to accept a resignation, the news release will fully state the reasons for that decision.

This Policy is intended to promote a balance between providing shareholders with a meaningful and significant role in the process of electing directors and allowing the Board flexibility to exercise its independent judgement on a case-by-base basis.

This Policy does not apply in respect of any contested shareholders’ meeting, which is any meeting of shareholders at which the number of directors nominated for election is greater than the number of seats available on the Board.

#### **II. Directors Who’s Circumstances Change**

When a director changes his or her principal occupation or business associations, including becoming a director, officer or consultant to another mining or mineral exploration and development company, or any other change occurs in the personal or professional circumstances of the director that might reasonably be perceived as creating a potential conflict of interest or adversely affecting the director’s ability to continue to serve effectively as a director of the Company, the Committee shall have an opportunity to review the continued appropriateness of Board membership under such circumstances. For purposes of this policy, becoming or being a director, officer or consultant to another private or public mining or mineral exploration and development company that has a property interest within 50 km of the external boundary of any

of the Company's property interests will be deemed to be a potential conflict of interest and shall result in the application of this policy.

Each director is required to promptly, and in any event within 30 days, notify the Chairman of the occurrence of any such circumstances listed above and tender his or her resignation from the Board. The Committee will review the circumstances surrounding the resignation and the director's ability to continue to serve effectively as member of the Board, and then make a recommendation to the Board as to whether the Board should accept the director's resignation. A director who tenders a resignation shall not participate in the deliberations of the Committee or the Board with respect to such resignation. The Committee and the Board may consider any factors they consider relevant in deciding whether a resignation should be accepted or rejected.

The Chairman shall then advise the subject director of the Board's decision to accept or reject of the resignation, together with the rationale supporting its decision, within 45 days of the resignation being delivered to the Chairman.

First approved by the Board on April 23, 2012, and amended on March 20, 2014 and on April 25, 2017.