



## Diversity Policy

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Approved by the board on  
August 3, 2017

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### **Summary:**

This Policy sets forth the Corporation's commitment and approach to achieving and maintaining diversity on its Board and in Executive Officer or Senior Management positions.

In this Policy, diversity refers to all the characteristics that make individuals different from each other. It includes, but is not limited to, characteristics such as gender, geographical representation, education, skills and experience, ethnicity, age and personal circumstances.

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## 1. DEFINITIONS

In this Policy the following terms will have the following meanings:

**“Committee”** means the Corporate Governance and Nominating Committee of the Midas Gold Corp. Board.

**“Corporation” or “Midas Gold”** means Midas Gold Corp. and its subsidiaries.

**“Board”** means the Corporation’s board of directors.

**“Director”** means a member of the Corporation’s Board.

**“Executive Officer”** includes: an individual who is (a) an executive chair or president, or (b) a chief executive officer, chief financial officer or chief operating officer.

**“Senior Management”** includes an individual who is (a) a vice-president or (b) a manager in charge of a corporate function.

**“Policy”** means this policy regarding diversity on the Board and in Executive Officer or Senior Management positions.

## 2. PURPOSE

This Policy sets forth the Corporation’s commitment and approach to achieving and maintaining diversity on its Board and in Executive Officer or Senior Management positions.

In this Policy, diversity refers to all the characteristics that make individuals different from each other. It includes, but is not limited to, characteristics such as gender, geographical representation, education, skills and experience, ethnicity, age and personal circumstances.

## 3. POLICY STATEMENT

The Corporation believes that the nomination of Directors and Senior Management appointment decisions should be based on merit and remains committed to selecting the most highly qualified individuals to fulfill these roles. At the same time, the Corporation recognizes that diversity is an important consideration in determining the composition of the Board and its Executive Officer or Senior Management team and that having a diverse pool of Directors and those in Executive Officer and Senior Management positions is key to achieving effective decision-making, strong business performance, continuous innovation and good governance.

The Corporation believes that it benefits from the diversity of viewpoints, backgrounds, skills, and experience and specifically recognizes that gender diversity is a significant component of diversity. The Corporation acknowledges the important role that women with appropriate and relevant skills and experience play in contributing to the Corporation’s management and effectiveness.

## 4. GUIDING PRINCIPLES AND RESPONSIBILITIES

To support the Corporation’s diversity objectives, the following initiatives are undertaken:

### *Board and Executive Officer Appointments*

The Board, with the assistance of the Committee or any other person who identifies or nominates Board members or Executive Officers for appointment, will, in the process of identifying and considering candidates for appointment/election to the Board or to Executive Officer positions:

- review the Board skills & competencies assessments, developed and maintained to identify the skills and competencies required for the Board and to monitor how those requirements are currently satisfied, along with potential areas for growth and improvement;
- review the current list of potential candidates, developed and maintained to the extent feasible to address the diversity objectives of this Policy;
- consider candidates who are highly qualified based on their experience, professional expertise, personal skills, qualities and values;
- consider diversity criteria defined in this Policy and specifically the level of representation of women on the Board, in Executive Officer and Senior Management positions, in order to promote gender diversity;
- take into account that qualified candidates for Directors may be found in a broad range of organizations, including privately held businesses, profit and not-for profit associations, academic institutions and other entities in addition to the traditional candidate pool of corporate directors; and
- engage, where appropriate, qualified independent executive search firms to conduct searches for candidates, to help achieve the Corporation's diversity objectives in relation to the Board and Executive Officer positions.

### *Senior Management Appointments*

The Chief Executive Officer, with the assistance of the Chief Operating Officer, will, when identifying and considering the selection of candidates for appointment/promotion to Senior Management positions:

- consider candidates who are highly qualified based on their experience, professional expertise, personal skills, qualities and values;
- consider diversity criteria defined in this Policy and specifically the level of representation of women in Senior Management positions, in order to promote gender diversity;
- take into account that qualified candidates may be found in a broad range of organizations, including privately held businesses, profit and not-for profit associations, academic institutions and other entities in addition to the traditional candidate pool of corporate senior managers;
- engage, where appropriate, qualified independent executive search firms to conduct searches for candidates, to help achieve the Corporation's diversity objectives in relation to Senior Management positions.

The Corporation has not, at this time, established fixed targets in relation to any specific diversity characteristics, however; it aspires towards meaningful progress being achieved in future with respect to the number of women on the Board and in Executive Officer or Senior Management positions.

## **5. MONITORING AND REVIEW OF THIS POLICY**

On an annual basis, the Committee will:

- monitor the implementation of this Policy;
- assess the effectiveness of the nomination and appointment processes at achieving the Corporation's diversity objectives outlined in this Policy;
- review best practices with respect to diversity on boards, Executive Officer and Senior Management positions; and
- review this Policy, including an assessment of its effectiveness, and recommend any changes thereto to the Board.