



MIDAS GOLD CORP.
(the "Company")

MAJORITY VOTING POLICY

In an election of directors, other than at a Contested Meeting, any director who receives a greater number of shares withheld than shares voted in favour of his or her election must immediately tender his or her resignation (the "**Resignation**") to the Board of Directors of the Company (the "**Board**"). The Corporate Governance and Nominating Committee of the Company (the "**Committee**") will then review the matter and make a recommendation to the Board. In considering the Resignation, the Committee and the Board shall consider all factors they deem relevant. The Board shall determine whether or not to accept the Resignation within 90 days after the date of the relevant shareholders' meeting. The Board shall accept the Resignation absent exceptional circumstances. The Resignation will be effective when accepted by the Board. The director tendering the Resignation will not participate in any Board or Committee meeting at which the Resignation is considered. The Company shall promptly issue a news release with the Board's decision and send a copy of the news release to the TSX. If the Resignation is not accepted, the news release shall fully state the reasons for that decision.

A "**Contested Meeting**" is a meeting at which the number of directors nominated for election is greater than the number of seats available on the Board.

This Majority Voting Policy was adopted by the Board on the 20th day of January, 20187, and replaces in its entirety any prior majority voting policy of the Company.

By order of the Board of Directors
MIDAS GOLD CORP.