

## MAJORITY VOTING POLICY

---

The board (“**Board**”) of directors of Imperial Metals Corporation (“**Company**”) believes that each director should have the confidence and support of the shareholders of the Company. To this end, the Board has adopted this policy and future nominees for election to the Board will be required to confirm that they will abide by this policy.

Forms of proxy for the election of directors at the annual meeting (“**Annual Meeting**”) of shareholders of the Company will permit a shareholder to vote in favour of, or to withhold from voting, separately for each director nominee. The Chair of the Board will ensure that the number of shares voted in favour or withheld from voting for each director nominee is recorded and promptly made public after the Annual Meeting. If the vote was by a show of hands, the Company will disclose the number of shares voted by proxy in favour or withheld for each director.

In connection with the election of directors of the Company at an Annual Meeting, if a director nominee (the “**director nominee**”) has more votes withheld than are voted in favour of him or her, the director nominee will be considered by the Board not to have received the support of the shareholders, even though duly elected as a matter of corporate law (a “**Majority Withhold Vote**”). The director nominee will be required to forthwith submit his or her resignation to the Board, effective on acceptance by the Board. The Board will refer the resignation to the Corporate Governance and Nominating Committee (the “**Committee**”) for consideration. After review, that Committee will put forward a recommendation to the Board whether to accept the tendered resignation or reject it.

The Board will promptly accept the resignation absent exceptional circumstances. The Board may determine, after consideration of the Committee’s recommendation, that there are exceptional circumstances that should delay the acceptance of the resignation or justify rejecting it. These exceptional circumstances are expected to meet a high threshold and do not include reoccurring events or a director’s length of service, qualifications, attendance at meetings, experience or contributions to the Company. Exceptional circumstances may include noncompliance with corporate or securities law requirements as a result of the resignation, among other circumstances.

In considering a tendered resignation, and whether exceptional circumstances exist, the Committee will consider all factors deemed relevant to the best interests of the Company by members of the Committee, including, without limitation, (i) any stated reasons why shareholders withheld votes from the election of that nominee; (ii) what the Committee believes to be the underlying reasons for the Majority Withhold Vote, including whether these reasons relate to the incumbent director’s performance as a director, whether these reasons relate to the Company or another issuer, and whether these reasons are curable and alternatives for effecting any cure; (iii) the percentage of outstanding shares represented by votes cast and withheld from voting on the election of the subject director; (iv) the Company’s corporate governance policies; (v) the overall composition of the Board (including whether accepting the resignation would cause the Company to fail to meet any applicable regulatory or stock exchange listing requirements); and (vi) whether the resignation of the director could result in the triggering of change in control or similar provisions under any contract by which the Company is bound or any benefit plan of the Company and, if so, the potential impact thereof.

The Board must render its decision as to whether the resignation of the director nominee will be accepted (or in rare cases rejected) within 90 days of the Annual Meeting. If the Board determines not to accept the resignation of the director nominee due to exceptional circumstances, the Board is expected to take active steps to resolve the exceptional circumstance for the following year.

The director nominee who submitted his or her resignation will not participate in any meeting of the Board or any sub-committee of the Board at which the resignation is considered. Additionally, the director nominee must not attend any portions of such meetings at which the resignation is considered, unless the director nominee must attend in order to satisfy quorum requirements (in which case the director nominee must not speak or participate in such portion of the meeting).

Upon rendering a decision regarding whether to accept the resignation, the Company will promptly issue a news release with the Board's decision and provide a copy of such news release to the Toronto Stock Exchange. If the Board rejects the resignation, the news release must fully state the reasons for not accepting the director nominee's resignation.

If the resignation offer is accepted, subject to any corporate law restrictions, the Board may (1) leave a vacancy in the Board unfilled until the next Annual Meeting, (2) fill the vacancy by appointing a new director whom the Board considers to merit the confidence of the shareholders, (3) reduce the size of the Board, or (4) call a special meeting of shareholders to consider new Board nominee(s) to fill the vacant position(s).

This policy does not apply where an election involves contested director elections or a proxy battle (i.e., where proxy material is circulated in support of one or more nominees who are not part of the director nominees supported by the Board).

All proposed nominees and directors of the Company must agree to the terms of this Majority Voting Policy in order to be nominated for election.