

## VANSTAR MINING RESOURCES INC.

### Majority Voting Policy

The directors of Vanstar Mining Resources inc. (the "Corporation") are elected each year by the shareholders of the Corporation at the annual meeting of shareholders. Management of the Corporation proposes a slate of nominees to the shareholders for election to the Board at such meeting. Between annual meetings of shareholders, the Board may elect directors to serve until the next annual meeting of shareholders in accordance with the Corporation's articles and the *Loi sur les sociétés par actions* (Québec).

The Board believes that each director should have the confidence and support of the shareholders of the Corporation. To this end, the Board has unanimously 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 will permit a shareholder to vote in favour of, or to withhold from voting, separately for each director nominee. The Chairman of the Board will ensure that the number of shares voted in favour of, or withheld from voting for, each director nominee is recorded and promptly made public after the meeting. If the vote was by a show of hands, the Corporation will disclose the number of shares voted by proxy in favour of, or withheld from voting for, each director nominee.

If a director nominee has more votes withheld than are voted in favour of him or her, the nominee will be considered not to have received the support of the shareholders, even though duly elected as a matter of corporate law. Such a nominee will forthwith submit his or her resignation to the Board, such resignation to be effective on acceptance by the Board. The Board will refer the resignation to the Compensation and Nominating Committee (the "Committee") for consideration. In such circumstances, the Committee will make a recommendation to the Board as to the director's suitability to continue to serve as a director after reviewing, among other things, the results of the voting for the nominee and the Board will consider such recommendation. In the event that a majority of the Committee members receive a greater number of votes withheld than the votes for such members at the same meeting of shareholders, then the remaining members of the Committee, if any, shall not consider the resignation(s) and the Board shall consider whether or not to accept the resignation(s) without a recommendation from the Committee.

Within 90 days of the annual meeting of shareholders, the Board will accept the resignation unless the Board determines that there are exceptional circumstances that should delay the acceptance of the resignation or justify rejecting it. In making its decision, the Board will consider the factors considered by the Committee and such additional information and factors that the Board considers to be relevant. Following the Board's decision on the resignation, the Corporation shall publicly disclose whether the Board has accepted or rejected the applicable director's resignation, including the reasons for rejecting the resignation, if applicable. If the Corporation is listed on the Toronto Stock Exchange, such disclosure shall be made by news release with a copy provided to the Toronto Stock Exchange.

If the Board accepts the director's resignation, the director will resign and the Board may, subject to compliance with applicable laws, (1) leave a vacancy in the Board unfilled until the next annual meeting, (2) fill the vacancy by appointing a new director, or (3) call a special meeting of shareholders to consider new nominee(s) to fill the vacant position(s).

This policy does not apply where an election involves 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).