



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 has more votes withheld than are voted in favour of him or her, the 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. Such a nominee will be expected 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 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 unless the Board determines, after consideration of the committee’s recommendation, that there are circumstances relating to the composition of the Board or the voting results or otherwise that should delay the acceptance of the resignation or justify rejecting it. The director nominee who submitted his or her resignation will not participate in the deliberations regarding the resignation. In any event, it is expected that the resignation will be accepted (or in rare cases rejected) within 90 days of the Annual Meeting.

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, or (3) 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.