



MAJORITY VOTING POLICY

1. INTRODUCTION

The board of directors of District Metals Corp. (the "**Company**") believes that each of its members should carry the majority support of its shareholders. To this end, the board of directors of the Company (the "**Board**") has adopted a majority voting policy (the "**Policy**").

2. POLICY

- (a) Shareholders will be able to vote at a shareholders meeting where directors are to be elected in favour of, or to withhold from voting on, each director nominee separately.
- (b) In an uncontested election of directors, if any nominee receives a greater number of votes "withheld" from his or her election than votes "for" then the nominee shall be considered not to have received the support of the shareholders, even though duly elected as a matter of corporate law.
- (c) A person elected as a director who is considered to not to have the majority support of the shareholders pursuant to section 2(b) shall promptly tender to the Board his or her resignation, to take effect upon acceptance by the Board. The Board will retain its discretion to accept or reject the resignation. However, in the absence of special circumstances, it is expected that the Board will accept the resignation consistent with an orderly transition. It is anticipated that the Board will make its decision to accept or reject the resignation within 60 days. Any director who tenders a resignation pursuant to this Policy will not participate in the deliberations of the Board while his or her resignation is under consideration.
- (d) Subject to any corporate law restrictions, the Board may leave the resultant vacancy unfilled until the next annual meeting of shareholders or may fill the vacancy in accordance with the Company's articles and applicable corporate laws.
- (e) In this Policy, an "uncontested election" shall mean an election where the number of nominees for director shall be equal to the number of directors to be elected.
- (f) This Policy does not apply to a contested meeting i.e., a meeting at which the number of directors nominated for election is greater than the number of seats available on the Board.

Review of this Policy

The Board recognizes that the Policy is an evolving area in Canada and globally and will review this Policy on a regular basis, and annually at a minimum, to ensure that it is effective in achieving its objectives and that the Company's practices continue to be representative of sound corporate governance practices.

Effective Date

This Policy was adopted by the Board of Directors on June 7, 2024.