

# WESDOME GOLD MINES LTD. SHAREHOLDER ENGAGEMENT POLICY

## PURPOSE

Wesdome Gold Mines Ltd. (the “**Company**”) is committed to engaging in constructive and meaningful communications with its owners, the Company’s shareholders. To this end, the Board of Directors of the Company (the “**Board**”) has adopted this Shareholder Engagement Policy (the “**Policy**”), as proposed by the Governance and Nominating Committee of the Board, in order to promote open and sustained dialogue with the Company’s shareholders, consistent with the Company’s Insider Trading, Disclosure, and Confidentiality Policy (the “**Disclosure Policy**”) and our obligations to provide fair disclosure and maintain effective disclosure controls and procedures. Copies of this Policy and the Disclosure Policy are available online on the corporate governance page of our website.

## COMMUNICATIONS WITH SHAREHOLDERS

The Company seeks to communicate with its shareholders through a variety of channels, including through its annual report, proxy circular, quarterly reports, annual information form, news releases, website and presentations at its annual meeting of shareholders and at industry and/or investor conferences. The Company also holds conference calls for quarterly earnings releases and major corporate developments as soon as practical after they are publicly disclosed, and these calls are accessible to the public simultaneously and through archived material posted on our website.

Shareholder feedback is received through one-on-one or group meetings between management and institutional and/or retail shareholders and brokers and at the annual meeting, as well as through email or telephone. Shareholder concerns are addressed promptly by the Investor Relations or Corporate Secretarial departments, as appropriate, and contact details for the Investor Relations officer are provided on our website.

## MANAGEMENT’S RESPONSIBILITY FOR SHAREHOLDER ENGAGEMENT

Management is principally responsible for shareholder communications and engagement, and the Company’s President and Chief Executive Officer (“**CEO**”) is the Company’s official spokesperson. As both a director and senior executive, the CEO is in the best position to communicate the views of the Board and the Company. From time to time, the CEO authorizes a limited number of spokespersons, such as the Chief Financial Officer, Chief Operating Officer or Investor Relations Officer to communicate to the media or the investor community about the Company and/or its financial results.

Shareholders may communicate their views to management through the Company’s Investor Relations officer, by contacting or sending a message to:

Vice-President, Investor Relations  
Wesdome Gold Mines Ltd.  
8 King Street East, Suite 811  
Toronto, ON M5C 1B5  
Tel: 416.360.3743  
Email: [ldunlop@wesdome.ca](mailto:ldunlop@wesdome.ca)

## DIRECTOR - SHAREHOLDER COMMUNICATIONS

The Independent Chair of the Board (the “**Chair**”) will annually invite select shareholders holding 1% or greater of the Company’s voting securities to a meeting with members of the Board, at the option of the shareholder. Should the shareholder wish to arrange a meeting, an agenda for the meeting will be prepared and attendees at the meeting will be agreed upon between the Chair and the shareholder.

Shareholders may also request a meeting with directors by directing such request to the Chair who will consider such request in consultation with the Chief Governance Officer & Corporate Secretary (the “**Corporate Secretary**”), having regard to the Company’s Disclosure Policy. Ideally, the request should:

- explain whether the person(s) making the request is (are) a Company shareholder or a representative of the Company’s shareholders and the level of shareholdings held or represented;
- identify the persons wishing to attend the meeting;
- provide a description of the topics to be discussed; and
- describe any intention or arrangements for communicating the nature and results of the meeting to other persons.

Requests should be sent to the attention of the Chair by contacting the Corporate Secretary, as follows:

Chief Governance Officer & Corporate Secretary  
Wesdome Gold Mines Ltd.  
8 King Street East, Suite 811  
Toronto, ON M5C 1B5  
Tel: 416.360.3743  
Email: [hlaxton@wesdome.ca](mailto:hlaxton@wesdome.ca)

## DIRECTOR - SHAREHOLDER ENGAGEMENT MEETINGS

Topics suitable for director – shareholder communications include:

- board structure and composition;
- board performance;
- management performance;
- executive compensation;
- CEO succession planning;
- corporate governance practices and disclosure; and
- overall corporate performance.

The Board has the right to decline requests for such meetings for any reason it deems appropriate, including where the proposed topics are not appropriate, and in order to limit the number of such meeting requests to a reasonable level and prioritize acceptances based on the interests of all shareholders. The Chair will determine which directors will attend any such meeting.

Where a meeting request is accepted or granted, the Corporate Secretary will directly contact the person(s) making the request to confirm arrangements for the meeting or the person(s) accepting the invitation or making the request will be informed of the arrangements by the Chair.

The Corporate Secretary may be asked to attend the meeting in order to confirm compliance with the Company’s obligations respecting fair disclosure and the maintenance and assessment of disclosure controls and procedures. Where the agenda involves particularly sensitive matters, the Chair may grant a shareholder request to have any such meeting held in the absence of all members of management, although if such a request is granted, generally the directors will adopt a “listen-only” approach and shareholders should be aware that the directors in attendance at the meeting reserve the right to review the matters discussed with management.

**AMENDMENTS TO POLICY**

The Board of Directors may, at any time in its sole discretion, supplement or amend any provision of this Policy, repeal this Policy in whole or part or adopt a new Policy relating to shareholder engagement with such terms as the Board of Directors determines in its sole discretion to be appropriate.

**APPROVAL**

OWNER(S) Board of Directors	ADOPTED December 6, 2017
POLICY TYPE Board Governance	LAST REVIEWED AND APPROVED December 6, 2017
POLICY NO. BD-002-V1	REVIEW SCHEDULE Annual