

HARTE GOLD CORP.

(the “Corporation”)

DIRECTOR MAJORITY VOTING POLICY

(the “Policy”)

The Board of Directors (the “Board”) of the Corporation 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 Executive Chairman 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 meeting. If the vote was by a show of hands, the Corporation will disclose the number of shares voted by proxy in favour or withheld for each director.

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 immediately submit his or her resignation to the Board, effective on acceptance by the Board. The Board will then refer the resignation to the Compensation, Nominating and Compensation Committee (the “Nominating Committee”) for consideration.

Any director who tenders his or her resignation shall not participate in any meeting of the Nominating Committee, if he or she is a member of the Nominating Committee, to consider whether his or her resignation shall be accepted. However, if the number of members of the Nominating Committee who received a majority of votes withheld at the meeting is such that the remaining members of the Nominating Committee do not constitute a quorum, then the directors who did not receive a majority of votes withheld at the meeting shall appoint a committee to consider the resignations and recommend to the Board whether to accept them.

During the period that the subject director’s resignation is pending before the Board and Nominating Committee, the director shall be engaged in all other Board and applicable Board committee activities, deliberations and decisions, except for any meeting to consider whether his or her resignation shall be accepted.]

The Board and Nominating Committee in considering whether to accept or reject the tendered resignation shall consider the following non-exhaustive list of factors:

1. Any stated reasons why shareholders withheld their votes for the particular director together with what the Board or the Nominating Committee believes to be the underlying reason(s);
2. The length of service and qualifications of the director;
3. The contributions to the Corporation (both past and expected) by the director;
4. The general mix of skills and attributes of the current directors on the Board;
5. The impact the director's resignation would have on the Corporation;

6. Whether the director's resignation from the Board would be in the best interest of the Corporation and its shareholders;
7. The overall composition of the Board, including whether accepting the resignation would cause the Corporation to fail to meet any applicable corporate and securities laws and rules of the Toronto Stock Exchange; and
8. The balance between Canadian and non-Canadian directors.

The Nominating Committee will provide its determination to the Board for consideration. If the Nominating Committee determines that the director's resignation should be accepted, there must be [extraordinary circumstances] for the Board not to follow that determination. The Nominating Committee may also recommend to the Board whether the vacancy on the Board should be filled or whether the size of the Board should be reduced.

The Board shall disclose its decision and the reasons for its decision by way of a news release within ninety (90) days after the date the resignation is tendered.

Subject to any corporate law restrictions, the Board may: (i) leave a vacancy in the Board unfilled until the next annual general meeting; (ii) fill the vacancy by appointing a new director whom the Board considers to merit the confidence of the shareholders; or (iii) call a special meeting of shareholders to consider new board nominee(s) to fill the vacant position(s).

If the director fails to tender his or her resignation pursuant to this Policy, the subject director will not be re-nominated by the Board and will not be entitled to any benefits or other compensation normally paid to the members of the Board.

This Policy applies only in the case of an uncontested election of directors.

This Policy was adopted by the Board of Directors of the Corporation effective as of May 13, 2015.