

SCHEDULE A

AURYN RESOURCES INC.

MAJORITY VOTING POLICY

The Board of Directors (the “Board”) of Aurn Resources Inc. believes that each of its members should carry the confidence and support of its shareholders. To this end, the directors have unanimously adopted this statement of policy. Future nominees for election to the Board will be asked to subscribe to this statement before their names are put forward.

Forms of proxy for the vote at a shareholders’ meeting where directors are to be elected will enable the shareholder to vote in favour of, or to withhold from voting, separately for each nominee. At the meeting, the Chair will call for a vote by ballot and the scrutineers will record with respect to each nominee the number of shares in his or her favour and the number of shares withheld from voting. At the conclusion of the meeting, the final scrutineer’s report on the ballot must be filed on SEDAR.

If, with respect to any particular nominee, the number of shares withheld exceeds the number of shares voted in favour of the nominee, then for purposes of this policy the nominee shall be considered not to have received the support of the shareholders, even though duly elected as a matter of corporate law.

A person elected as a director who is considered under this test not to have the confidence of the shareholders is expected forthwith to submit to the Board his or her resignation, to take effect upon acceptance by the Board. The Board will accept the resignation as soon as possible, consistent with an orderly transition. In any event, it is expected that the resignation will be accepted within 90 days.

This policy does not apply in any case where the election involves a proxy battle -- i.e., where proxy material is circulated, or where an exempt solicitation occurs, in support of one or more nominees who are not part of the slate supported by the Board.