



Majority Voting Policy

The directors of Dundee Precious Metals Inc. (the "Corporation") are elected each year by the shareholders at the annual meeting of shareholders. The board of directors (the "Board") proposes a list of nominees to the shareholders for election to the Board at such meeting. Between annual meetings of shareholders, the Board may elect directors to serve until the next such meeting in accordance with the Corporation's articles (the "Articles") and the Canada Business Corporations Act (the "CBCA").

The Board believes it is in the best interest of the Corporation and its shareholders, that shareholders be given a voice in expressing their confidence in the performance and adequacy in skills and contribution of its directors. To that end, the Board has adopted this Majority Voting Policy (the "Policy") and therefore, in an uncontested election, if a nominee for director does not receive the vote of at least a majority of the votes cast at any meeting for the election of directors at which a quorum is present and no successor has been elected at such meeting, the director must promptly tender his or her resignation to the Board. For purposes of the Policy, a majority of votes cast means that the number of shares voted "for" a director's election exceeds 50% of the number of votes cast with respect to that director's election. For the purposes of this Policy, an "uncontested election" means an election where the number of nominees for director equals the number of directors to be elected.

Upon receiving such resignation, the corporate governance and nominating committee of the Board (the "Governance Committee") will consider such resignation and make a recommendation to the Board whether or not to accept it, provided however, that the resignation will be accepted absent exceptional circumstances. The Board will then act on the tendered resignation, taking into account the recommendation of the Governance Committee, and publicly disclose its decision within 90 days from the date of the certification of the election results. A copy of such press release shall be provided to the Toronto Stock Exchange. If the Board determines not to accept the resignation(s), the press release shall state the reasons for such decision. The director who tenders his or her resignation will not participate in the recommendation of the Governance Committee or the decision of the Board with respect to his or her resignation. If such director's resignation is not accepted by the Board, such director will continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal.

If a director's resignation is accepted by the Board, then the Board, in its sole discretion, may fill any resulting vacancy or decrease the size of the Board subject to and in accordance with the provisions of the Corporation's Articles and By-laws and the CBCA.