MAJORITY VOTING POLICY

Troilus Mining Corp. (the "**Company**") believes that each of the members of its board of directors (the "**Board**") should carry the confidence and support of the shareholders of the Company (the "**shareholders**"). To this end, the Board has unanimously adopted this majority voting policy (the "**Policy**") and future nominees for election to the Board will be required to confirm that they will abide by this Policy.

1. PROCEDURE

The form of proxy for a shareholders' meeting where directors are to be elected will permit shareholders to vote in favour of, or to withhold from voting, separately for each director nominee.

The Chairman of the Board (the "**Chairman**") will ensure that the number of votes in favour of, or withheld from voting for, each director nominee is recorded and, if the shares of the Company are listed on the Toronto Stock Exchange, promptly made public after the shareholders' meeting.

If any director nominee receives less than a majority (50% + 1 vote) of the votes cast at a shareholders' meeting (in person or by proxy) in favour of his or her election (a "**Majority Withheld Vote**"), such director nominee must immediately tender his or her resignation to the Chairman, to take effect on acceptance by the Board.

The Corporate Governance and Compensation Committee of the Board (the "**Committee**") will consider the director nominee's resignation and make a recommendation to the Board whether to accept it. In considering whether or not to recommend that the Board accept the resignation, the Committee will consider all factors deemed relevant by the Committee, including, without limitation, the stated reasons (if any) why shareholders withheld votes from the election of that director nominee, , the Company's other corporate governance policies and any applicable stock exchange's listing standards.

Within 90 days of the shareholders' meeting, the Board will consider the recommendation of the Committee and decide whether to accept (or not accept) the resignation. In so doing, the Board may consider the factors considered relevant by the Committee and such additional information and factors that the Board considers to be relevant. The Board will accept the resignation absent exceptional circumstances. Following the Board's decision on the resignation, the Board shall promptly disclose, by way of news release, its decision on whether to accept the director nominee's resignation and, should the Board determine not to accept such resignation, the news release must include the

Board's reasons for rejecting the resignation. If the shares of the Company are listed on the Toronto Stock Exchange, the Board will provide a copy of the news release to the Toronto Stock Exchange.

2. NO PARTICIPATION

Any director nominee who tenders his or her resignation pursuant to this Policy will not participate in any meeting of the Board or any sub-committee of the Board, including the Committee, at which the resignation is considered.

3. QUORUM

If a sufficient number of the Committee members receive a Majority Withheld Vote in the same election, such that the Committee no longer has a quorum, then the remaining members of the Committee, if any, shall not consider the resignations and the Board shall consider whether or not to accept the resignations without a recommendation from the Committee.

If a sufficient number of the Board members receive a Majority Withheld Vote in the same election, such that the Board no longer has a quorum, then the director nominees receiving a Majority Withheld Vote shall not be permitted to attend or vote at any meeting of the Board or any sub-committee of the Board, including the Committee, at which his or her resignation is being considered; however, he or she shall be counted for the purpose of determining whether the Board or sub-committee of the Board has a quorum present.

The Board is not limited in any action it may take if a director nominee's resignation is accepted, including (subject to any corporate law restrictions) leaving the vacancy unfilled or appointing a new director to fill the vacancy.

4. RE-NOMINATION

In the event any director nominee receives a Majority Withheld Vote and fails to tender his or her resignation in accordance with this Policy, the Board will not re-nominate the director nominee.

5. GENERAL

The Committee and the Board may adopt such procedures as they see fit to assist them in their determinations with respect to this Policy.

This Policy does not apply to a contested election of directors, that is, where the number of director nominees exceeds the number of directors to be elected at the shareholders' meeting.