

MAJORITY VOTING POLICY OF
NORZINC LTD.
(the “Company”)

The Company’s Majority Voting Policy is as follows:

- In an election of directors, other than at a Contested Meeting (as defined below), any director who receives a greater number of shares withheld, than shares voted in favour of his or her election, must immediately tender his or her resignation ("**Resignation**") to the Board of Directors.
- The Board shall determine whether or not to accept the Resignation within 90 days after the date of the relevant meeting.
- The Board shall accept the Resignation absent exceptional circumstances.
- The Resignation will be effective when accepted by the Board.
- The director tendering the Resignation will not participate in any Board or committee meeting at which the Resignation is considered.
- The Company shall promptly issue a news release with the Board's decision regarding the Resignation and send a copy to the TSX.
- If the Resignation is not accepted, the news release shall fully state the reasons for that decision.

For the purposes of this Majority Voting Policy, a "**Contested Meeting**" is a meeting at which the number of directors nominated for election is greater than the number of seats available on the Board.