

SKEENA RESOURCES LIMITED
(the “Company”)

MAJORITY VOTING POLICY

The board of directors of Skeena Resources Limited (the “**Board**”) believes that each of its members should carry the confidence and support of its shareholders. To this end, the directors have unanimously adopted and agreed to comply with the following policy regarding the election of directors. Any future nominees for election to the Board will be asked to agree to comply with this policy before they are nominated for election, or otherwise appointed, to the Board.

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, voting on the election of directors will be by show of hands, unless either the Chair or a shareholder calls for a vote by ballot. In the case of a vote by ballot, the scrutineers will record with respect to each nominee the number of shares voted in favour and the number of shares withheld from voting for each nominee and, prior to receiving the scrutineer’s report on the ballot, the Chair may announce the vote result based on the number of proxies received by the Company. In the case of a vote by show of hands, the number of votes in favour and the number of votes withheld for each nominee shall be based upon the proxies received by the Company.

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 the foregoing threshold not to have the confidence of the shareholders must immediately submit to the Board his or her resignation for consideration by the Board. Any director who tenders his or her resignation pursuant to this policy shall not participate in or attend any meeting of the Board to consider whether his or her resignation shall be accepted, unless his or her attendance is required to obtain quorum. If the director attends a meeting solely in order to permit the Board to attain quorum, he or she must attend in silence, may not contribute to any discussion, and must abstain from all votes of the Board. The resignation will be considered by the Board as soon as possible, but in any case within 30 days of the applicable shareholders meeting and a press release will be issued by the Corporation disclosing the Board’s determination (and the reasons for rejecting the resignation, if

applicable). The resignation shall be effective when accepted by the Board. The Board shall accept the resignation absent exceptional circumstances.

If the resignation is accepted, subject to any corporate law restrictions, the Board may leave the resultant vacancy unfilled until the next annual meeting, or it may fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the shareholders, or it may call a special meeting of shareholders at which time there will be presented one or more management nominees to fill the vacant position or positions.

This policy does not apply in respect of any contested shareholders' meeting. For purposes hereof, a contested meeting is any meeting of shareholders where the number of directors nominated for election is greater than the number of seats available on the Board.

This policy shall apply to all shareholder meetings of the Company which occur after November 5, 2019.

Adopted and approved by the Board on September 15, 2020.