

**STORNOWAY DIAMOND CORPORATION**  
(the “Corporation”)

**MAJORITY VOTING POLICY**

1. If a nominee for election as a director of the Corporation receives a greater number of votes “withheld” or “abstained” than votes “for”, with respect to the election of directors by shareholders, he or she must immediately tender his or her resignation to the Board following the meeting of shareholders at which the director is elected.
2. Upon receiving such resignation, the Corporate Governance and Nominating Committee will consider such resignation and make a recommendation to the Board whether or not to accept it.
3. The Board will make its decision as to whether or not to accept the resignation in question within 90 days following the meeting of shareholders. Notwithstanding the foregoing, the Board shall accept the resignation absent exceptional circumstances.
4. The resignation will be effective when accepted by the Board.
5. The director who tendered his or her resignation pursuant to this policy will not participate in any committee or Board deliberations and decisions pertaining to the resignation.
6. The Corporation shall promptly issue a news release with the Board’s decision, a copy of which must be provided to Toronto Stock Exchange. If the Board determines not to accept the resignation, the news release must fully state the reasons for that decision.
7. This policy only applies in circumstances involving an uncontested election of directors. An “uncontested election of directors” means that the number of director nominees is the same as the number of directors to be elected to the Board and that no proxy material is circulated in support of one or more nominees who are not part of the candidates proposed by the Corporation’s management and supported by the Board.
8. Subject to any corporate law restrictions, in the case where the Board accepts the resignation of a director, the Board may leave the resultant vacancy unfilled until the next annual meeting of shareholders. It may also choose to fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the shareholders. It may further decide to call a special meeting of shareholders at which there will be presented a new candidate to fill the vacant position.