



ELECTION OF DIRECTORS AND MAJORITY VOTING POLICY

Introduction

The Board of Directors (the “Board”) is committed to fulfilling its mandate to supervise the management of the business and affairs of Silver Elephant Mining Corp. (the “Company”) with the highest standards and in the best interests of the shareholders of the Company. This election of directors and majority voting policy (the “Policy”) provides for majority voting in director elections at any meeting of the Company’s shareholders where an election of directors is held. Annual elections provide shareholders with the opportunity to hold directors accountable on an annual basis. Individual director elections provide insight into the level of support of shareholders for each director.

A. Application

1. Each director will be elected by the vote of a majority of the shares, represented in person or by proxy, at any meeting for the election of directors.
2. Forms of proxy for the election of directors will permit a shareholder to vote in favour of, or to withhold from voting, separately for each director nominee.
3. The Chair of the Board will ensure that the number of shares voted in favour or withheld from voting for each director nominee is recorded and promptly made public after the meeting.
4. If any nominee for director receives, from the shares voted at the meeting in person or by proxy, a greater number of shares withheld than shares voted in favour of his or her election, the director must promptly tender his or her resignation to the chair of the Board, to take effect on acceptance by the Board.
5. The Corporate Governance and Compensation Committee (the “CGC Committee”) will expeditiously consider the director's offer to resign and make a recommendation to the Board whether to accept it.
6. The Board will promptly accept the resignation unless the CGC Committee determines that there are extraordinary circumstances relating to the composition of the Board or the voting results that should delay the acceptance of the resignation or justify rejecting it.
7. Within 90 days of the shareholders' meeting, the Board will make a final decision and announce such decision, including any reasons for not accepting a resignation, by way of press release, and provide a copy of this press release to the TSX.

8. Any director who tenders his or her resignation will not participate in the deliberations of the CGC Committee or the Board.
9. In the event any director fails to tender his or her resignation in accordance with this policy, the Board will not re-nominate the director.
10. Subject to any corporate law restrictions, the Board is not limited in any action it may take if a director's resignation is accepted, including (1) leaving a vacancy in the Board unfilled until the next annual general meeting, (2) filling the vacancy by appointing a new director whom the Board considers to merit the confidence of the shareholders, or (3) calling a special meeting of shareholders to consider new board nominee(s) to fill the vacant position(s).
11. Notwithstanding the above, this Policy does not apply to a contested election of directors; that is, where the number of nominees exceeds the number of directors to be elected or an election which involves a proxy battle in which proxy material is circulated in support of one or more nominees who are not part of the director nominees supported by the Board.
12. The CGC Committee shall review this Policy from time to time and make recommendations to the Board for modifications as necessary or appropriate.

B. Forms of Proxy

Forms of proxy for the election of directors at the annual meeting (the “**Annual Meeting**”) of shareholders of the Company will permit a shareholder to vote “in favour” of, or to “withhold” from voting, separately for each director nominee. The Chair of the Board will ensure that the number of shares voted “in favour” or “withheld” from voting for each director nominee is recorded and promptly announced publicly after the Annual Meeting. If the vote was by a show of hands, the Company will disclose the number of shares voted by proxy “in favour” or “withheld” for each director.

In connection with the election of directors of the Company at an Annual Meeting, if a director nominee has more votes “withheld” than are voted “in favour” of him, the nominee will be considered by the Board not to have received the support of the shareholders, even though duly elected as a matter of corporate law. Such a nominee will be expected to forthwith submit his resignation to the Board, effective on acceptance by the Board. The Board may refer the resignation to the Corporate Governance and Compensation Committee or any *ad hoc* nominating committee for consideration. After review, that committee will put forward a recommendation to the Board whether to accept the tendered resignation or reject it.

C. Contested Director Elections

This policy does not apply where an election involves contested director elections or a proxy battle (i.e. where proxy material is circulated in support of one or more nominees who are not part of the director nominees supported by the Board).

Reviewed & Approved by the Corporate Governance
& Compensation Committee on October 21, 2020

Approved by the Board of Directors on November 25, 2020
Approved by the Board of Directors on March 25, 2014