



## Majority Voting Policy

Dated as of September 7, 2023

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### 1. Purpose

Allied Gold Corporation (“Allied”) is committed to maintaining shareholder accountability with respect to the election of directors.

### 2. Eligibility

This Majority Voting Policy (the “Policy”) applies to all shareholders of Allied who are eligible to vote at a duly constituted meeting of shareholders.

### 3. Majority Voting Entitlement

All shareholders are entitled to vote in favour of each individual director nominee at a duly constituted meeting of shareholders for such purpose. In an uncontested election of directors of Allied, each director of Allied must be elected by a majority (50% +1 vote) of the votes cast with respect to their election. In this Policy, an “uncontested election” means an election where the number of nominees for director is equal to the number of directors to be elected.

### 4. Results Of Majority Voting Entitlement

Should any director not be elected with a majority (50% + 1 vote) of votes cast “for” in uncontested elections, such director or directors will promptly tender their resignation to the Corporate Governance and Nominating Committee following the applicable meeting of shareholders. The Corporate Governance and Nominating Committee will review the vote and recommend to the Board of Directors whether to accept the resignation. The Board of Directors will accept the resignation absent exceptional circumstances that would warrant the director continuing to serve on the Board of Directors, as determined by the Board of Directors in accordance with its fiduciary duties to the Company and in any case will make its decision within 90 days after the date of the relevant meeting of shareholders. The Board of Directors will promptly issue the results in a press release and, if the Board of Directors does not accept the resignation, the press release will include the reasons for the decision. A copy of the press release with the Board of Director’s decision must be provided to the Toronto Stock Exchange.

The resignation will be effective when accepted by the Board of Directors. During such period, the director who tendered a resignation pursuant to this Policy will not participate in any meetings of the Board of Directors or any committee of the Board of Directors at which such resignation is being considered. However, if the only directors who received a majority “for” vote in the same election do not constitute a quorum for a Board of Directors meeting under Allied’s by-laws, all directors may participate in the determination of whether or not to accept the resignation offers provided that a director who did not receive a majority “for” vote shall not speak or otherwise participate in any part of such Board of Directors meeting where their resignation or a related resolution is discussed or voted upon.

If the Board of Directors accept the resignation, they can appoint a new director to fill the vacancy, in accordance with the *Business Corporations Act* (Ontario). This Policy only applies when director elections are uncontested.

The Corporate Governance and Nominating Committee may adopt such procedures as it sees fit to assist in its determinations with respect to this Policy.