


CORPORATE GOVERNANCE POLICY			
DIVERSITY POLICY			
Department:	Executive	Document No.:	
Section:	Corporate Governance Committee	Effective Date:	November 15, 2022
Revision:	1	Replaces:	Inaugural
Approved:			

Purpose

Victoria Gold Corp. (the “Company”) recognizes that a workforce made up of many individuals with a diverse mix of skills, experience, perspectives, backgrounds and characteristics leads to a more robust understanding of opportunities, issues and risks, and to stronger decision-making. The Company’s Board of Directors (the “Board”) also recognizes that a diverse board of directors makes prudent business sense and may lead to improved oversight and corporate governance.

The Company believes that diversity makes good sense for the business. The Company is committed to providing an environment in which all employees are treated with fairness and respect and have equal access to opportunities at work.

Diversity Objectives

Diversity at the Company refers to all the characteristics that make individuals different from each other. It includes characteristics or factors such as religion, race, ethnicity, language, gender, sexual orientation, disability, tenure, age or any other area of potential difference. Diversity at the Company is about the commitment to equality and the treating of all individuals with respect.

The Company and the Board are committed to establishing measurable diversity objectives and assessing on an annual basis the achievement against these objectives, including the representation of women at all levels of the organization.

The Company will have two women on the Board as soon as practical or before the next Annual General Meeting. The Company will strive to have women represent at least 30% of Board membership.

Measuring Diversity Objectives

This Policy requires the Company to establish specific diversity initiatives, programs and targets. The Board’s Nominating & Corporate Governance Committee oversees the diversity initiatives at the Board level and the Compensation Committees oversee such initiatives across the Company.

Board Diversity

The Company is committed to a merit based system for Board composition within a diverse and inclusive culture which solicits multiple perspectives and views and is free of conscious or unconscious bias and discrimination. The Nominating & Corporate Governance Committee assesses the skills, expertise, experience and backgrounds of our directors annually, including the extent to which the current composition of the Board reflects a diverse mix of identified competencies. To facilitate this objective, the Board and Corporate Governance and Nominations Committee ensures:

- that the Nominating & Corporate Governance Committee is reasonably diverse;
- that periodic evaluations and assessments of the individual Board members, the Board committees and the Board as a whole are conducted to identify strengths and areas for improvement;
- that a skills matrix that identifies the skills, tenure and expertise required for the Board is maintained and assessed on an annual basis;
- that a succession plan for the Board, with both short and long-term goals, is implemented in line with the principles outlined in this Policy;
- that when recruiting new directors, the candidate pool extends beyond the networks of the existing directors and the ongoing list of potential director nominees includes women candidates; and
- that the engagement of a search firm to assist in identifying candidates for appointment to the Board includes a mandate to deliver a gender-balanced slate of “equally qualified” potential candidates.

Workforce Diversity

Working with the Company’s Human Resource Department, the Compensation Committee ensures that the Company’s recruitment, performance, compensation, talent development, and succession programs align to this policy.

This Policy was last reviewed and approved by the Board on October 3, 2022.

Revision History

Revision	Date	Comments