



BOARD DIVERSITY POLICY

RPX Gold Inc. (the “Corporation”)

The Corporation believes in advancing diversity and values the benefits that diversity can bring to its Board of Directors (the “Board”). Diversity promotes the inclusion of different perspectives and ideas, which ensures that the Corporation has the opportunity to benefit from all available talent.

The promotion of a diverse Board makes prudent business sense and makes for better corporate governance.

The Corporation seeks to maintain a Board comprised of talented and dedicated directors and executives with a diverse mix of expertise, experience, skills and backgrounds. The skills and backgrounds collectively represented on the Board and executive team should reflect the diverse nature of the business environment in which the Corporation operates. Diversity includes, but is not limited to, business experience, geography, age, gender, and ethnicity and cultural status. In particular, the Board and the executive team should include an appropriate number of women.

The Corporation is committed to a merit-based system for Board and executive team composition within a diverse and inclusive culture which solicits multiple perspectives and views and is free of conscious or unconscious bias and discrimination. When assessing Board composition or re-election to the Board, the Corporation will consider candidates on merit against objective criteria having due regard to the benefits of diversity and the requirements to address the skills matrix of the Board at any given time.

The Corporation believes promotion of diversity is best served through careful consideration of all of the knowledge, experience, skills and backgrounds of each individual candidate in light of the needs of the Board without focussing on a single diversity characteristic and, accordingly, has not adopted targets regarding gender diversity on the Board.

The Corporation will annually assess the expertise, experience, skills and backgrounds of its directors in light of the needs of the Board, including the extent to which the current composition of the Board reflects a diverse mix of knowledge, experience, skills and backgrounds.

Diverse candidates for director will be included in the evergreen list of potential Board nominees.

Annually, the Board will review this policy and assess its effectiveness in promoting a diverse Board.