

MAJORITY VOTING POLICY

1.0 INTRODUCTION

This Majority Voting Policy (the “Policy”) is implemented by the Board of Directors (the “Board”) of Dominion Diamond Corporation (the “Company”) as the Board believes that each of its members should carry the confidence and support of its shareholders. Future nominees for election to the Board will be asked to subscribe to this Policy before their names are put forward.

2.0 POLICY

2.1 *Form of Proxy*

Forms of proxy for the vote at a shareholders’ meeting of the Company where directors are to be elected (the “Meeting”) will enable the shareholder to vote in favour of, or to withhold from voting, separately for each nominee.

2.2 *Meeting Procedures*

At the Meeting, the Chair will call for a vote by ballot and the scrutineers will record with respect to each nominee the number of shares in his or her favour and the number of shares withheld from voting. Prior to receiving the scrutineer’s report on the ballot, the Chair may announce the vote result based on the number of proxies received by the Company. At the conclusion of the Meeting, a report on the voting results shall be filed on SEDAR.

If, with respect to any particular nominee, the number of shares withheld exceeds the number of shares voted in favour of the nominee (a “Majority Withheld Vote”), then for purposes of this policy the nominee shall be considered not to have received the support of the shareholders, even though duly elected as a matter of corporate law.

2.3 *Resignation Due to Majority Withheld Vote*

A person elected as a director who is considered under this test not to have the confidence of the shareholders is expected forthwith to submit to the Nominating & Corporate Governance Committee his or her resignation (to be effective when and if accepted by the Board), for consideration promptly following the Meeting. The Nominating & Corporate Governance Committee shall consider the resignation and recommend to the Board whether or not to accept it. The Board shall then consider the recommendation of the Nominating & Corporate Governance Committee and must accept the resignation of the director absent exceptional circumstances.

A press release disclosing the Board’s determination (and the reasons for rejecting the resignation, if applicable), shall be issued within 90 days following the date of the Meeting, a copy of which shall be concurrently delivered to the TSX.

2.4 *Non-Participation by a Majority Withheld Vote Nominee*

Any director who tenders his or her resignation shall not participate in any meeting of the Nominating & Corporate Governance Committee, if he or she is a member of that Committee or of the Board, to consider whether his or her resignation shall be accepted. However, if the number of members of the Nominating & Corporate Governance Committee who received a Majority Withheld Vote at the Meeting is such that the remaining members of this Committee do not constitute a quorum, then the directors who did not receive a Majority Withheld Vote shall appoint a committee to consider the resignations and recommend to the Board whether to accept them. However, if the only directors who did not receive a

Majority Withheld Vote in the same election constitute four (4) or fewer directors, all directors may participate in the determination of whether or not to accept the resignations.

2.5 Vacancy on Board

Subject to any corporate law restrictions, the Board may leave the resultant vacancy unfilled until the next annual general meeting, or it may fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the shareholders, or it may call a special meeting of shareholders at which there will be presented a management slate to fill the vacant position or positions.

3.0 APPLICABILITY OF THIS POLICY

This Policy only applies in the case of an uncontested election. In this Policy, an “uncontested election” shall mean an election where the number of nominees for director shall be equal to the number of directors to be elected.

4.0 COMMITTEE PROCEDURES

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

APPROVED by the Board of Directors of Dominion Diamond Corporation on the 9th day of March, 2017.