



Majority Voting Policy

The Board of Directors (the “**Board**”) of TAG Oil Ltd. (the “**Company**”) believes that each of its members should carry the confidence and support of its shareholders and is committed to upholding high standards in corporate governance.

In an uncontested election of directors, where a nominee for director (the “**Subject Director**”) is not elected by at least a majority (50% + 1 vote) of the votes cast in favour with regard to his or her election, the Subject Director must immediately tender his or her resignation to the Board, which shall become effective when accepted by the Board. The Governance and Nominations Committee of the Board shall expeditiously consider the Subject Director’s offer to resign and make a recommendation to the Board whether to accept the Subject Director’s resignation. The Board shall determine whether or not to accept the resignation within 90 days after the shareholders’ meeting. The Governance and Nominations Committee shall recommend the Subject Director’s resignation, and the Board shall accept such recommendation, absent exceptional circumstances.

The Subject Director shall not participate in any portion of a meeting of the Board, or any portion of a meeting of the Governance and Nominations Committee, at which the Subject Director’s resignation is considered. However, the Subject Director shall remain active and engaged in all other Board and Board committee activities, deliberations and decisions during this process. If each member of the Governance and Nominations Committee is a Subject Director, then the independent directors who are not Subject Directors shall appoint a committee amongst themselves to consider whether to accept any Subject Director’s resignation.

In this policy, an “**uncontested election**” shall mean an election at a meeting of shareholders of the Company at which the number of nominees for director shall be equal to the number of directors to be elected. In a contested election, this policy shall not apply and nominees shall be elected by plurality voting.

As soon as practicable following receipt of the resignation of the Subject Director:

- (a) the Company shall issue a press release announcing the Board’s decision including, in the case of the Board not accepting the resignation, the reasoning behind such decision;
- (b) the Company shall provide a copy of such press release to the Toronto Stock Exchange (“**TSX**”); and
- (c) the Board may (i) leave the resultant vacancy in the Board unfilled until the next annual meeting of shareholders of the Company; (ii) fill the vacancy through the appointment of a director whom the Board considers to merit the confidence of the shareholders of the Company; or (iii) call a special meeting of the shareholders of the Company to consider the election of a nominee recommended by the Board to fill the vacant position.



This policy, on an annual basis, shall be fully described in the materials sent to shareholders of the Company in connection with a meeting at which directors are to be elected. Following any uncontested meeting at which directors are elected, the Company shall issue a news release disclosing the detailed voting results for each director candidate, which shall include one of the following:

- (d) the percentages of votes received “for” and “withheld” for each director;
- (e) the total votes cast by ballot with the number each director received “for”; or
- (f) the percentages and total number of votes received “for” each director.

If a formal count is not conducted at any such meeting at which directors are elected, votes represented by proxy shall be disclosed.

The Board may at any time in its sole discretion supplement or amend any provision of this policy in any respect, subject to compliance with the requirements of the TSX. The Board will have the exclusive power and authority to administer this policy, including without limitation the right and power to interpret the provisions of this policy and make all determinations deemed necessary or advisable for the administration of this policy. All such actions, interpretations and determinations which are done or made by the Board in good faith will be final, conclusive and binding.