



MAJORITY VOTING POLICY

In an uncontested election of directors of Western Copper and Gold Corporation (the “**Company**”), any nominee in respect of whom a greater number of votes “withheld” than votes “for” are validly cast must promptly submit his or her offer of resignation to the board of directors of the Company (the “**Board**”) notwithstanding that such director was duly elected as a matter of corporate law. For the purposes hereof, an “uncontested election” means an election where the number of nominees for director is not greater than the number of directors to be elected. The Company’s Corporate Governance and Nominating Committee (the “**Committee**”) will consider such offer of resignation and will make a recommendation to the Board. In considering the resignation offer, the Committee will consider all factors deemed relevant.

The Board will take formal action on the Committee’s recommendation no later than 90 days following the date of the applicable shareholders’ meeting and will announce its decision via press release and provide a copy of such press release to the Toronto Stock Exchange. Absent exceptional circumstances, the Board will be expected to accept the resignation, which resignation will be effective on such date. If the Board declines to accept the resignation, it will include in the press release the reason(s) for its decision.

The decision of the Board as to whether to accept or reject a resignation offer will be disclosed to the public. A director who offers his or her resignation pursuant to this policy will not participate in any meeting of the Board or the Committee at which the resignation offer is considered. This policy does not apply in circumstances involving contested director elections.

This Majority Voting Policy was approved and adopted by the Board of Directors of the Company on May 4, 2017 and replaces in its entirety any prior majority voting policy of the Company.

By order of the Board of Directors
WESTERN COPPER AND GOLD CORPORATION