

AVINO SILVER & GOLD MINES LTD.
(the “Company”)

MAJORITY VOTING POLICY

Introduction

The rules of the Toronto Stock Exchange (“**TSX**”), in Part IV of its Corporate Finance Manual, require the shareholders of listed issuers to elect directors annually, to elect directors individually, to publicly disclose the votes received for the election of each director, and to disclose if they have adopted a majority voting policy for uncontested director elections, among other matters.

The purpose of this Majority Voting Policy (the “**Policy**”) is to set forth the terms and conditions of voting procedures for uncontested director elections, in compliance with the requirements of the TSX. The Policy is intended to provide additional transparency to the board selection process for directors of a listed issuer, and to help strengthen the reputation of public markets in Canada, while aligning corporate practices with other major international jurisdictions.

It is the position of the Company that this Policy is beneficial to shareholders and other stakeholders of the Company. This Policy will be subject to an annual review, and will reflect changes as required by securities regulatory agencies or stock exchanges, or so as to meet industry standards.

Majority Voting for Directors

1. In this Policy, “**Meeting**” means any general meeting of the shareholders of the Company at which directors are to be elected; and “**Board**” means the board of directors of the Company.
2. The term of any appointment to the Board as a director will be on an annual basis, until the next Meeting. A Meeting will be held annually for the appointment of the directors to the Board, and all directors must either stand for re-election at the Meeting, or their appointment will lapse at the Meeting, in accordance with the Articles of the Company, and the terms and conditions of this Policy.
3. The voting of the shareholders represented at the Meeting for the election of any director will be conducted on the basis of each nominee for director.
4. If the votes in favour of the election of a nominee for director at a Meeting represent less than a majority of the total common shares voted and withheld at the Meeting, then the nominee will submit his or her resignation offer promptly to the Board after the Meeting.

5. The Corporate Governance and Compensation Committee, if any, will make a recommendation to the Board after reviewing the matter, and the Board will decide to accept or reject the resignation offer. The Board's decision to accept or reject the resignation offer will be disclosed to the public within 90 days of the date of the applicable Meeting, together with the voting results of each director.
6. Resignation offers must be accepted by the Board, except in situations where exceptional circumstances would warrant the applicable director to continue to serve as a member of the Board (such as, for example and without limitation, where such resignation would place the Company in breach of or non-compliance with corporate or securities legislation, or commercial agreements entered into by the Company).
7. The nominee director in question will not participate in any committee or Board deliberations on the resignation offer.
8. This Policy does not apply in circumstances involving contested director elections.

Effective Date

9. This Policy was adopted by the Board on February 14, 2017, and is in full force and effect in accordance with its terms and conditions as of such date.

Governing Law

10. This Policy shall be interpreted and enforced in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein.