

BASSETT FURNITURE INDUSTRIES INC
Form 10-Q
October 01, 2015
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended August 29, 2015

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File No. 0-209

BASSETT FURNITURE INDUSTRIES, INCORPORATED

(Exact name of Registrant as specified in its charter)

Virginia 54-0135270
(State or other jurisdiction (I.R.S. Employer

of incorporation or organization) Identification No.)

3525 Fairystone Park Highway

Bassett, Virginia 24055

(Address of principal executive offices)

(Zip Code)

(276) 629-6000

(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company.

Large Accelerated Filer _____	Accelerated Filer <input checked="" type="checkbox"/> _____	Non-accelerated Filer _____	Smaller Reporting Company _____
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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

At September 18, 2015, 10,933,933 shares of common stock of the Registrant were outstanding.

BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES

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PART I - FINANCIAL INFORMATIONITEM 1. FINANCIAL STATEMENTSBASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIESCONDENSED CONSOLIDATED STATEMENTS OF INCOME AND RETAINED EARNINGSFOR THE PERIODS ENDED AUGUST 29, 2015 AND AUGUST 30, 2014 – UNAUDITED

(In thousands except per share data)

	Quarter Ended		Nine Months Ended	
	August 29, 2015	August 30, 2014	August 29, 2015	August 30, 2014
Sales revenue:				
Furniture and accessories	\$97,107	\$85,186	\$286,122	\$246,018
Logistics	13,904	-	29,250	-
Total sales revenue	111,011	85,186	315,372	246,018
Cost of furniture and accessories sold	44,824	40,168	133,676	115,434
Selling, general and administrative expenses excluding new store pre-opening costs	58,303	41,510	163,203	120,991
New store pre-opening costs	192	109	236	1,217
Lease exit costs	-	-	419	-
Asset impairment charges	-	-	106	-
Management restructuring costs	-	-	449	-
Income from operations	7,692	3,399	17,283	8,376
Remeasurement gain on acquisition of affiliate	-	-	7,212	-
Income from Continued Dumping & Subsidy Offset Act	-	-	1,066	-
Other loss, net	(472)	(65)	(1,692)	(52)
Income before income taxes	7,220	3,334	23,869	8,324
Income tax expense	2,954	1,078	9,118	2,674
Net income	\$4,266	\$2,256	\$14,751	\$5,650
Retained earnings-beginning of period	115,149	105,297	106,339	104,526
Purchase and retirement of common stock	-	(859)	-	(2,174)
Cash dividends	(1,029)	(836)	(2,704)	(2,144)
Retained earnings-end of period	\$118,386	\$105,858	\$118,386	\$105,858

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Basic earnings per share	\$0.39	\$0.22	\$1.38	\$0.54
Diluted earnings per share	\$0.39	\$0.21	\$1.36	\$0.53
Dividends per share	\$0.09	\$0.08	\$0.25	\$0.20

3.O.3 RE-APPOINTMENT OF ERNST & YOUNG INC. AS AUDITORS OF THE COMPANY Management For For
 4.O.4 GENERAL AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE ORDINARY SHARES Management For For
 5.O51 THE COMPANY'S REMUNERATION POLICY (EXCLUDING THE REMUNERATION OF NON-EXECUTIVE DIRECTORS FOR THEIR SERVICES AS DIRECTORS AND MEMBERS OF THE BOARD OR STATUTORY COMMITTEES) AS SET OUT IN THE REMUNERATION REPORT CONTAINED IN THE INTEGRATED REPORT 2017 Management For For
 5.O52 THE IMPLEMENTATION REPORT IN RELATION TO THE REMUNERATION POLICY, AS SET OUT IN THE REMUNERATION REPORT CONTAINED IN THE INTEGRATED REPORT 2017 Management For For
 6.S.1 REMUNERATION OF NON-EXECUTIVE DIRECTORS Management For For
 7.S.2 GENERAL AUTHORITY TO ACQUIRE THE COMPANY'S OWN SHARES Management For For
 8.S.3 GENERAL AUTHORITY TO DIRECTORS TO ISSUE FOR CASH, THOSE ORDINARY SHARES WHICH THE DIRECTORS ARE AUTHORISED TO ALLOT AND ISSUE IN TERMS OF ORDINARY RESOLUTION 4 Management For For
 9.S.4 GENERAL AUTHORITY TO PROVIDE FINANCIAL ASSISTANCE IN TERMS OF SECTIONS 44 AND 45 OF THE COMPANIES ACT Management For For
 10.O.6 DIRECTORS' AUTHORITY TO IMPLEMENT SPECIAL AND ORDINARY RESOLUTIONS Management For For

PROXY VOTING RECORD**ATLANTIC GOLD
CORPORATION****Security** 04854Q101 **Meeting Type** Annual**Ticker Symbol** SPVEF **Meeting Date** 30-Nov-2017**ISIN** CA04854Q1019 **Agenda** 934699983 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	To set the number of Directors at eight.	Management	For	For
2	DIRECTOR	Management		
	1 Steven G. Dean		For	For
	2 Robert G. Atkinson		For	For
	3 W. David Black		For	For
	4 Donald Siemens		For	For
	5 William P. Armstrong		For	For
	6 Walter Bucknell		For	For
	7 Maryse Belanger		For	For
	8 Ryan Beedie		For	For
3	Appointment of PricewaterhouseCoopers LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.	Management	For	For
4	To ratify, confirm and re-approve the Rolling Stock Option Plan.	Management	For	For
5		Management	For	For

To transact such other
business as may properly
come before the Meeting.

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PROXY VOTING RECORD**B2GOLD CORP.**

Security 11777Q209 **Meeting Type** Annual and Special Meeting

Ticker Symbol BTG **Meeting Date** 08-Jun-2018

ISIN CA11777Q2099 **Agenda** 934830224 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	To set the number of Directors at eight.	Management	For	For
2	DIRECTOR	Management		
	1 Mr. Clive Johnson		For	For
	2 Mr. Robert Cross		For	For
	3 Mr. Robert Gayton		For	For
	4 Mr. Jerry Korpan		For	For
	5 Mr. Bongani Mtshisi		For	For
	6 Mr. Kevin Bullock		For	For
	7 Mr. George Johnson		For	For
	8 Ms. Robin Weisman		For	For
3	Appointment of PricewaterhouseCoopers LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.	Management	For	For
4	To approve the 2015 Stock Option Plan Resolution relating to the adoption of the Corporation's Incentive Stock Option Plan,	Management	For	For

including the Grant of Stock Options, the Amendment to the 2015 Stock Option Plan and the Clerical and Administrative Changes to the 2015 Stock Option Plan, as described in the accompanying Management Information Circular of B2Gold Corp. for the Annual General and Special Meeting of the shareholders to be held on June 8, 2018.

To approve the RSU Plan Resolution relating to the amendment of the Corporation's Restricted Share Unit Plan, including the Amendment to the 2015 RSU Plan and the Clerical and

5 Administrative Changes Management For For to the 2015 RSU Plan, as described in the accompanying Management Information Circular of B2Gold Corp. for the Annual General and Special Meeting of the shareholders to be held on June 8, 2018.

PROXY VOTING RECORD**BARRICK GOLD
CORPORATION****Security** 067901108 **Meeting Type** Annual**Ticker Symbol** ABX **Meeting Date** 24-Apr-2018**ISIN** CA0679011084 **Agenda** 934753321 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	DIRECTOR	Management		
1	M. I. Benítez		For	For
2	G. A. Cisneros		For	For
3	G. G. Clow		For	For
4	K. P. M. Dushnisky		Withheld	Against
5	J. M. Evans		For	For
6	B. L. Greenspun		For	For
7	J. B. Harvey		Withheld	Against
8	P. A. Hatter		For	For
9	N. H. O. Lockhart		For	For
10	P. Marcet		For	For
11	A. Munk		Withheld	Against
12	J. R. S. Prichard		For	For
13	S. J. Shapiro		For	For
14	J. L. Thornton		Withheld	Against
15	E. L. Thrasher		For	For
2	RESOLUTION APPROVING THE APPOINTMENT OF	Management	For	For

PRICEWATERHOUSECOOPERS

LLP as the auditor of Barrick and authorizing the directors to fix its remuneration.

3 ADVISORY RESOLUTION ON
APPROACH TO EXECUTIVE Management Against Against
COMPENSATION.

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PROXY VOTING RECORD**BELO SUN MINING CORP.****Security** 080558109 **Meeting Type** Annual**Ticker Symbol** VNNHF **Meeting Date** 01-May-2018**ISIN** CA0805581091 **Agenda** 934781015 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	DIRECTOR	Management		
	1 Peter Tagliamonte		Withheld	Against
	2 Stan Bharti		Withheld	Against
	3 Mark Eaton		Withheld	Against
	4 Denis Arsenault		Withheld	Against
	5 Carol Fries		Withheld	Against
	6 William Clarke		Withheld	Against
	7 Bruce Humphrey		Withheld	Against
2	Appointment of RSM Canada LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.	Management	For	For

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PROXY VOTING RECORD**COMPANIA DE MINAS
BUENAVENTURA S.A.A****Security** 204448104 **Meeting Type** Annual**Ticker Symbol** BVN **Meeting Date** 27-Mar-2018**ISIN** US2044481040 **Agenda** 934744966 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	To approve the 2017 Annual Report. A preliminary Spanish version of the Annual Report is available in the Company's web site: http://www.buenaventura.com/assets/uploads/pdf/aprobacion_1.pdf	Management	For	
2.	To approve the Financial Statements as of December 31, 2017, which were publicly reported. A full report in English version is available in our web site: http://www.buenaventura.com/en/inversionistas/estados-financieros/2018	Management	For	
3.	To approve the Annual Remuneration for the Board of Directors according to the Company's Bylaws (title five, article thirty). http://www.buenaventura.com/en/inversionistas/estatutos-sociales	Management	For	
4.	To appoint Ernst and Young (Paredes, Burga y Asociados) as External Auditors for fiscal year 2018.	Management	For	
5.	To approve the payment of a cash dividend of 0.030 (US\$) per share or ADS according to the Company's Dividend Policy.	Management	For	

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PROXY VOTING RECORD**DETOUR GOLD CORPORATION**

Security 250669108 **Meeting Type** Annual
Ticker Symbol DRGDF **Meeting Date** 03-May-2018
ISIN CA2506691088 **Agenda** 934777484 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	DIRECTOR	Management		
	1 Lisa Colnett		Withheld	Against
	2 Edward C. Dowling Jr.		Withheld	Against
	3 Robert E. Doyle		Withheld	Against
	4 Andre Falzon		Withheld	Against
	5 Ingrid J. Hibbard		Withheld	Against
	6 J. Michael Kenyon		Withheld	Against
	7 Paul Martin		Withheld	Against
	8 Alex G. Morrison		Withheld	Against
	9 Jonathan Rubenstein		Withheld	Against
2	Appointment of KPMG LLP, Chartered Accountants as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.	Management	For	For
3	To approve the non-binding advisory resolution on the Corporation's approach to executive compensation.	Management	For	For

PROXY VOTING RECORD**ENDEAVOUR MINING CORPORATION****Security** G3040R158 **Meeting Type** Annual**Ticker Symbol** EDVMF **Meeting Date** 26-Jun-2018**ISIN** KYG3040R1589 **Agenda** 934838876 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	DIRECTOR	Management		
	1 MICHAEL BECKETT		For	For
	2 JAMES ASKEW		For	For
	3 IAN COCKERILL		For	For
	4 OLIVIER COLOM		For	For
	5 LIVIA MAHLER		For	For
	6 WAYNE McMANUS		For	For
	7 SÉBASTIEN DE MONTESSUS		For	For
	8 NAGUIB SAWIRIS		For	For
2	APPOINTMENT OF AUDITORS: Appointment of Deloitte LLP, Chartered Professional Accountants, as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.	Management	For	For
3	SAY ON PAY ADVISORY VOTE: To consider, and if deemed advisable, pass, with or without variation, a non-binding advisory resolution accepting the Corporation's approach to executive compensation, as more particularly described in the	Management	Against	Against

accompanying management
information circular of the
Corporation.

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PROXY VOTING RECORD**FRANCO-NEVADA
CORPORATION****Security** 351858105 **Meeting Type** Annual and Special Meeting**Ticker Symbol** FNV **Meeting Date** 09-May-2018**ISIN** CA3518581051 **Agenda** 934769677 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	DIRECTOR	Management		
	1 PIERRE LASSONDE		For	For
	2 DAVID HARQUAIL		For	For
	3 TOM ALBANESE		For	For
	4 DEREK W. EVANS		For	For
	5 CATHARINE FARROW		Withheld	Against
	6 LOUIS GIGNAC		For	For
	7 RANDALL OLIPHANT		Withheld	Against
	8 DAVID R. PETERSON		For	For
2	APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE CORPORATION FOR THE ENSUING YEAR AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION.	Management	For	For
3	ACCEPTANCE OF THE CORPORATION'S APPROACH TO EXECUTIVE COMPENSATION.	Management	For	For
4		Management	For	For

TO APPROVE THE
AMENDMENTS TO THE
CORPORATION'S SHARE
COMPENSATION PLAN AS
MORE PARTICULARLY
DESCRIBED IN THE
ACCOMPANYING
INFORMATION CIRCULAR.

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PROXY VOTING RECORD**GOLD FIELDS LIMITED**

Security S31755101 **Meeting Type** Annual General Meeting
Ticker Symbol **Meeting Date** 22-May-2018
ISIN ZAE000018123 **Agenda** 709178695 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 906556 DUE TO ADDITION OF RESOLUTION 11OT1. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU		Non-Voting	
1.O.1	RE-APPOINTMENT OF AUDITORS: KPMG INC	Management	For	For
2O2.1	RE-ELECTION OF A DIRECTOR: CA CAROLUS	Management	For	For
3O2.2	RE-ELECTION OF A DIRECTOR: RP MENELL	Management	For	For
4O2.3	RE-ELECTION OF A DIRECTOR: SP REID	Management	For	For
5O3.1	RE-ELECTION OF A MEMBER AND CHAIR OF THE AUDIT COMMITTEE: YGH SULEMAN	Management	For	For
6O3.2	RE-ELECTION OF A MEMBER OF THE AUDIT COMMITTEE: A ANDANI	Management	For	For
7O3.3	RE-ELECTION OF A MEMBER OF THE AUDIT COMMITTEE: PJ BACCHUS	Management	For	For
8O3.4	RE-ELECTION OF A MEMBER OF THE AUDIT COMMITTEE: RP MENELL	Management	For	For
9.O.4	APPROVAL FOR THE ISSUE OF AUTHORISED BUT UNISSUED ORDINARY SHARES	Management	For	For
10S.1	APPROVAL FOR THE ISSUING OF EQUITY SECURITIES FOR CASH	Management	For	For
11OT1	ADVISORY ENDORSEMENT OF THE REMUNERATION POLICY	Management	For	For
12S.2	APPROVAL OF THE REMUNERATION OF NON- EXECUTIVE DIRECTORS	Management	For	For
13S.3	APPROVAL FOR THE COMPANY TO GRANT FINANCIAL ASSISTANCE IN TERMS OF SECTION 44 AND 45 OF THE ACT	Management	For	For
14S.4	ACQUISITION OF THE COMPANY'S OWN SHARES	Management	For	For
15S.5	APPROVAL OF THE AMENDMENTS OF THE GOLD FIELDS 2012 LIMITED SHARE PLAN	Management	For	For
CMMT	09 APR 2018: PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION IN TEXT OF RESOLUTION 1. IF YOU HAVE ALREADY SENT IN YOUR VOTES FOR MID: 910221, PLEASE DO NOT VOTE AGAIN UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU		Non-Voting	

PROXY VOTING RECORD**GOLDCORP INC.****Security** 380956409 **Meeting Type** Annual and Special Meeting**Ticker Symbol** GG **Meeting Date** 25-Apr-2018**ISIN** CA3809564097 **Agenda** 934750921 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	DIRECTOR	Management		
	1 BEVERLEY A. BRISCOE		For	For
	2 MATTHEW COON COME		For	For
	3 MARGOT A. FRANSSSEN		For	For
	4 DAVID A. GAROFALO		For	For
	5 CLEMENT A. PELLETIER		For	For
	6 P. RANDY REIFEL		For	For
	7 CHARLES R. SARTAIN		For	For
	8 IAN W. TELFER		Withheld	Against
	9 KENNETH F. WILLIAMSON		For	For
2	IN RESPECT OF THE APPOINTMENT OF DELOITTE LLP, INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS AUDITORS OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION;	Management	For	For
3	A NON-BINDING ADVISORY RESOLUTION ACCEPTING THE COMPANY'S APPROACH TO EXECUTIVE	Management	For	For

COMPENSATION.

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PROXY VOTING RECORD**GUYANA GOLDFIELDS
INC.****Security** 403530108 **Meeting Type** Annual and Special Meeting**Ticker Symbol** GUYFF **Meeting Date** 01-May-2018**ISIN** CA4035301080 **Agenda** 934783172 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	DIRECTOR	Management		
	1 J. Patrick Sheridan		Withheld	Against
	2 Scott Caldwell		Withheld	Against
	3 Alan Ferry		Withheld	Against
	4 Jean-Pierre Chauvin		Withheld	Against
	5 René Marion		Withheld	Against
	6 Michael Richings		Withheld	Against
	7 David Beatty		Withheld	Against
	8 Wendy Kei		Withheld	Against
2	Appointment of PricewaterhouseCoopers LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.	Management	For	For
3	An ordinary resolution confirming the existing Stock Option Plan of the Corporation, in substantially the form of the resolution appended as Schedule "B" to the management information	Management	For	For

circular of the Corporation dated as of March 27, 2018 (the “Circular”).

4 An ordinary resolution approving and confirming the Corporation’s shareholder rights plan as amended, Management For For in substantially the form of resolutions appended as Schedule “C” to the Circular.

5 A non-binding advisory resolution on the acceptance of the Corporation’s approach to executive compensation, Management For For the full text which is set out under the section “Say-on- Pay Policy” of the Circular.

PROXY VOTING RECORD**IAMGOLD CORPORATION****Security** 450913108 **Meeting Type** Annual and Special Meeting**Ticker Symbol** IAG **Meeting Date** 08-May-2018**ISIN** CA4509131088 **Agenda** 934783122 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	DIRECTOR	Management		
	1 JOHN E. CALDWELL		For	For
	2 DONALD K. CHARTER		For	For
	3 RICHARD J. HALL		For	For
	4 STEPHEN J. J. LETWIN		For	For
	5 MAHENDRA NAIK		For	For
	6 TIMOTHY R. SNIDER		For	For
	7 SYBIL E. VEENMAN		For	For
2	APPOINTMENT OF KPMG LLP, CHARTERED ACCOUNTANTS, AS AUDITOR OF THE CORPORATION FOR THE ENSUING YEAR AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION.	Management	For	For
3	RESOLVED, ON AN ADVISORY BASIS, AND NOT TO DIMINISH THE ROLE AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS OF THE CORPORATION, THAT THE SHAREHOLDERS	Management	For	For

ACCEPT THE APPROACH TO EXECUTIVE COMPENSATION DISCLOSED IN THE CORPORATION'S INFORMATION CIRCULAR DELIVERED IN ADVANCE OF THE 2018 ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS.

RESOLVED THAT THE AMENDMENT TO THE SHARE INCENTIVE PLAN OF THE CORPORATION DESCRIBED UNDER THE HEADING "BUSINESS OF THE MEETING - AMENDMENT TO THE SHARE INCENTIVE PLAN OF THE CORPORATION" AND, MORE FULLY, THE PLAN RESOLUTION AS SET OUT IN APPENDIX "A" TO THE CORPORATION'S INFORMATION CIRCULAR, DELIVERED IN ADVANCE OF THE 2018 ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS, BE APPROVED.

4

Management For For

PROXY VOTING RECORD

INTEGRA GOLD CORP.

Security 45824L102 **Meeting Type** Special

Ticker Symbol ICGQF **Meeting Date** 04-Jul-2017

ISIN CA45824L1022 **Agenda** 934649142 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
01	TO CONSIDER, AND IF THOUGHT ADVISABLE, TO PASS, WITH OR WITHOUT AMENDMENT, A SPECIAL RESOLUTION APPROVING THE PLAN OF ARRANGEMENT UNDER SECTION 288 OF THE BUSINESS CORPORATIONS ACT (BRITISH COLUMBIA) INVOLVING INTEGRA GOLD CORP. AND ELDORADO GOLD CORPORATION, ALL AS MORE PARTICULARLY DESCRIBED IN THE MANAGEMENT INFORMATION CIRCULAR ACCOMPANYING THIS VOTING INSTRUCTION FORM.	Management	For	For

PROXY VOTING RECORD**KINROSS GOLD CORPORATION****Security** 496902404 **Meeting Type** Annual and Special Meeting**Ticker Symbol** KGC **Meeting Date** 09-May-2018**ISIN** CA4969024047 **Agenda** 934763257 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	DIRECTOR	Management		
	1 Ian Atkinson		For	For
	2 John A. Brough		For	For
	3 Kerry D. Dyte		For	For
	4 Ave G. Lethbridge		For	For
	5 C. McLeod-Seltzer		Withheld	Against
	6 John E. Oliver		For	For
	7 Kelly J. Osborne		For	For
	8 Una M. Power		For	For
	9 J. Paul Rollinson		For	For
2	To approve the appointment of KPMG LLP, Chartered Accountants, as auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration.	Management	For	For
3	To consider and, if thought fit, to pass, an ordinary	Management	For	For

resolution ratifying
the adoption of a
Shareholder Rights
Plan Agreement
between the
company and
Computershare
Investor Services
Inc., the company's
transfer agent, more
fully described in the
Management
Information Circular.

To consider, and, if
deemed appropriate,
to pass an advisory
4 resolution on Kinross' Management For For
approach to
executive
compensation.

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PROXY VOTING RECORD**LYDIAN INTERNATIONAL LIMITED****Security** G5724R107 **Meeting Type** Annual**Ticker Symbol** LYDIF **Meeting Date** 28-Jun-2018**ISIN** JE00B29LFF73 **Agenda** 934839739 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
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1	DIRECTOR	Management		
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	1 Gordon Wylie		Withheld	Against
--	----------------	--	----------	---------

	2 João Carrêlo		Withheld	Against
--	----------------	--	----------	---------

	3 Willan J. Abel		Withheld	Against
--	------------------	--	----------	---------

	4 Timothy Read		Withheld	Against
--	----------------	--	----------	---------

	5 Stephen J. Altmann		Withheld	Against
--	----------------------	--	----------	---------

	6 Josh Parrill		Withheld	Against
--	----------------	--	----------	---------

	7 John Stubbs		Withheld	Against
--	---------------	--	----------	---------

	8 Gillian Davidson		Withheld	Against
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2	To re-appoint Grant Thornton LLP as the auditors of the Corporation from the close of the Meeting until the close of the next annual general meeting of the Shareholders and to authorize the directors to fix the remuneration to be paid to the auditors.	Management	For	For
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PROXY VOTING RECORD

MAG SILVER CORP.

Security 55903Q104 **Meeting Type** Annual and Special Meeting

Ticker Symbol MAG **Meeting Date** 14-Jun-2018

ISIN CA55903Q1046 **Agenda** 934833852 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
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1	DIRECTOR	Management		
	1 Peter D. Barnes		For	For
	2 Richard P. Clark		For	For
	3 Richard M. Colterjohn		For	For
	4 Jill D. Leversage		For	For
	5 Daniel T. MacInnis		For	For
	6 George N. Paspalas		For	For
	7 Jonathan A. Rubenstein		For	For
	8 Derek C. White		For	For

2	To appoint Deloitte LLP, an Independent Registered Public Accounting Firm, as the Auditor of the Company for the ensuing year and to authorize the Directors to fix their remuneration.	Management	For	For
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3	To approve the amendments to the Advance Notice Policy.	Management	For	For
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PROXY VOTING RECORD**NEW GOLD INC.****Security** 644535106 **Meeting Type** Annual**Ticker Symbol** NGD **Meeting Date** 25-Apr-2018**ISIN** CA6445351068 **Agenda** 934755781 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	To set the number of Directors at seven	Management	For	For
2	DIRECTOR	Management		
	1 Gillian Davidson		For	For
	2 James Estey		For	For
	3 Margaret Mulligan		For	For
	4 Ian Pearce		For	For
	5 Hannes Portmann		For	For
	6 Marilyn Schonberner		For	For
	7 Raymond Threlkeld		Withheld	Against
3	Appointment of Deloitte LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.	Management	For	For
4	Considering and, if deemed appropriate, passing, with or without variation, a non-binding advisory resolution on executive compensation.	Management	For	For

PROXY VOTING RECORD**NEWCREST MINING LIMITED**

Security Q6651B114 **Meeting Type** Annual General Meeting

Ticker Symbol **Meeting Date** 14-Nov-2017

ISIN AU000000NCM7 **Agenda** 708603142 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
CMMT	VOTING EXCLUSIONS APPLY TO THIS MEETING FOR PROPOSALS 3.A, 3.B, 4 AND VOTES CAST BY ANY INDIVIDUAL OR RELATED PARTY WHO BENEFIT FROM THE PASSING OF THE PROPOSAL/S WILL BE DISREGARDED BY THE COMPANY. HENCE, IF YOU HAVE OBTAINED BENEFIT OR EXPECT TO OBTAIN FUTURE BENEFIT (AS REFERRED IN THE COMPANY ANNOUNCEMENT) VOTE ABSTAIN ON THE RELEVANT PROPOSAL ITEMS. BY DOING SO, YOU ACKNOWLEDGE THAT YOU HAVE OBTAINED BENEFIT OR EXPECT TO OBTAIN BENEFIT BY THE PASSING OF THE RELEVANT PROPOSAL/S. BY VOTING (FOR OR AGAINST) ON THE ABOVE MENTIONED PROPOSAL/S, YOU ACKNOWLEDGE THAT YOU HAVE NOT OBTAINED BENEFIT-NEITHER EXPECT TO OBTAIN BENEFIT BY THE PASSING OF THE RELEVANT PROPOSAL/S-AND YOU COMPLY WITH THE VOTING EXCLUSION	Non-Voting		
2.A	RE-ELECTION OF XIAOLING LIU AS A DIRECTOR	Management	For	For
2.B	RE-ELECTION OF ROGER HIGGINS AS A DIRECTOR	Management	For	For
2.C	RE-ELECTION OF GERARD BOND AS A DIRECTOR	Management	For	For
3.A	GRANT OF PERFORMANCE RIGHTS TO MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER SANDEEP BISWAS	Management	For	For
3.B	GRANT OF PERFORMANCE RIGHTS TO FINANCE DIRECTOR AND CHIEF FINANCIAL OFFICER GERARD BOND	Management	For	For
4	ADOPTION OF THE REMUNERATION REPORT FOR THE YEAR ENDED 30 JUNE 2017 (ADVISORY ONLY)	Management	For	For
CMMT	IF A PROPORTIONAL TAKEOVER BID IS MADE FOR THE COMPANY, A SHARE TRANSFER TO THE OFFEROR CANNOT	Non-Voting		

BE REGISTERED UNTIL THE BID IS APPROVED BY MEMBERS NOT ASSOCIATED WITH THE BIDDER. THE RESOLUTION MUST BE CONSIDERED AT A MEETING-HELD MORE THAN 14 DAYS BEFORE THE BID CLOSES. EACH MEMBER HAS ONE VOTE FOR EACH FULLY PAID SHARE HELD. THE VOTE IS DECIDED ON A SIMPLE MAJORITY. THE BIDDER AND ITS ASSOCIATES ARE NOT ALLOWED TO VOTE

5 RENEWAL OF PROPORTIONAL TAKEOVER BID PROVISIONS Management For For
IN THE CONSTITUTION

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PROXY VOTING RECORD**NEWMONT MINING CORPORATION****Security** 651639106 **Meeting Type** Annual**Ticker Symbol** NEM **Meeting Date** 25-Apr-2018**ISIN** US6516391066 **Agenda** 934740033 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	Election of Director: G.H. Boyce	Management	For	For
1B.	Election of Director: B.R. Brook	Management	For	For
1C.	Election of Director: J.K. Bucknor	Management	For	For
1D.	Election of Director: J.A. Carrabba	Management	For	For
1E.	Election of Director: N. Doyle	Management	For	For
1F.	Election of Director: G.J. Goldberg	Management	For	For
1G.	Election of Director: V.M. Hagen	Management	For	For
1H.	Election of Director: S.E. Hickok	Management	For	For
1I.	Election of Director: R. Medori	Management	For	For
1J.	Election of Director: J. Nelson	Management	For	For
1K.	Election of Director: J.M. Quintana	Management	For	For
1L.	Election of Director: M.P. Zhang	Management	For	For
2.	Approve, on an Advisory Basis, Named Executive Officer Compensation.	Management	For	For
3.	Ratify Appointment of Independent Registered Public Accounting Firm for 2018.	Management	For	For

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PROXY VOTING RECORD**OCEANAGOLD CORPORATION****Security** 675222103 **Meeting Type** Annual and Special Meeting**Ticker Symbol** OCANF **Meeting Date** 01-Jun-2018**ISIN** CA6752221037 **Agenda** 934819989 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	DIRECTOR	Management		
	1 James E. Askew		For	For
	2 Geoff W. Raby		For	For
	3 Michael F. Wilkes		For	For
	4 Paul B. Sweeney		For	For
	5 Nora Scheinkestel		For	For
	6 Ian M. Reid		For	For
2	Appointment of PricewaterhouseCoopers as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.	Management	For	For
3	Re-approval of the Performance Rights Plan for Designated Participants of the Company and its Affiliates approved by shareholders on June 12, 2015. Refer to the resolution as described in Section C of the Management Information Circular.	Management	For	For

Approval of a
non-binding advisory
resolution accepting the
approach to executive
4 compensation disclosed Management For For
in the Company's
accompanying
Management Information
Circular.

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PROXY VOTING RECORD**PERSEUS MINING LTD, SUBIACO****Security** Q74174105 **Meeting Type** Annual General Meeting**Ticker Symbol** **Meeting Date** 24-Nov-2017**ISIN** AU000000PRU3 **Agenda** 708630202 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
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VOTING EXCLUSIONS APPLY TO THIS MEETING FOR PROPOSALS 1, 5, 6, 7 AND VOTES-CAST BY ANY INDIVIDUAL OR RELATED PARTY WHO BENEFIT FROM THE PASSING OF THE PROPOSAL/S WILL BE DISREGARDED BY THE COMPANY. HENCE, IF YOU HAVE OBTAINED-BENEFIT OR EXPECT TO OBTAIN FUTURE BENEFIT (AS REFERRED IN THE COMPANY ANNOUNCEMENT) VOTE ABSTAIN ON THE RELEVANT PROPOSAL ITEMS. BY DOING SO, YOU ACKNOWLEDGE THAT YOU HAVE OBTAINED BENEFIT OR EXPECT TO OBTAIN BENEFIT BY THE PASSING OF THE RELEVANT PROPOSAL/S. BY VOTING (FOR OR AGAINST) ON THE ABOVE MENTIONED PROPOSAL/S, YOU ACKNOWLEDGE THAT YOU HAVE NOT OBTAINED BENEFIT-NEITHER EXPECT TO OBTAIN BENEFIT BY THE PASSING OF THE RELEVANT PROPOSAL/S AND YOU COMPLY WITH THE VOTING EXCLUSION

CMMT

Non-Voting

1	ADOPTION OF REMUNERATION REPORT	Management	For	For
2	RE-ELECTION OF MR SEAN HARVEY AS A DIRECTOR	Management	For	For
3	RE-ELECTION OF MR MICHAEL BOHM AS A DIRECTOR	Management	For	For
4	RE-ELECTION OF MS SALLY-ANNE LAYMAN AS A DIRECTOR	Management	For	For
5	RENEWAL OF PERFORMANCE RIGHTS PLAN	Management	For	For
6	APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MR QUARTERMAINE	Management	For	For
7	APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MR CARSON	Management	For	For
8	CHANGE OF AUDITOR: THAT, FOR THE PURPOSES OF SECTION 327B OF THE CORPORATIONS ACT AND FOR ALL OTHER PURPOSES, PWC, HAVING BEEN NOMINATED TO ACT	Management	For	For

AS THE COMPANY'S
AUDITOR AND HAVING CONSENTED TO ACT, BE AND ARE
HEREBY APPOINTED AS THE COMPANY'S AUDITOR,
EFFECTIVE IMMEDIATELY

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PROXY VOTING RECORD**PETRA DIAMONDS LIMITED****Security** G70278109 **Meeting Type** Annual General Meeting**Ticker Symbol** **Meeting Date** 24-Nov-2017**ISIN** BMG702781094 **Agenda** 708626621 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	ACCEPT FINANCIAL STATEMENTS AND STATUTORY REPORTS	Management	For	For
2	APPROVE REMUNERATION REPORT	Management	For	For
3	APPROVE REMUNERATION POLICY	Management	For	For
4	REAPPOINT BDO LLP AS AUDITORS	Management	For	For
5	AUTHORISE BOARD TO FIX REMUNERATION OF THE AUDITORS	Management	For	For
6	RE-ELECT ADONIS POURLOULIS AS DIRECTOR	Management	For	For
7	RE-ELECT CHRISTOFFEL DIPPENAAR AS DIRECTOR	Management	For	For
8	RE-ELECT JAMES DAVIDSON AS DIRECTOR	Management	For	For
9	RE-ELECT ANTHONY LOWRIE AS DIRECTOR	Management	For	For
10	RE-ELECT DR PATRICK BARTLETT AS DIRECTOR	Management	For	For
11	RE-ELECT ALEXANDER HAMILTON AS DIRECTOR	Management	For	For
12	RE-ELECT OCTAVIA MATLOA AS DIRECTOR	Management	For	For
13	AUTHORISE ISSUE OF EQUITY WITH PRE-EMPTIVE RIGHTS	Management	For	For
14	AUTHORISE ISSUE OF EQUITY WITHOUT PRE-EMPTIVE RIGHTS	Management	For	For

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PROXY VOTING RECORD**PETRA DIAMONDS LIMITED****Security** G70278109 **Meeting Type** Special General Meeting**Ticker Symbol** **Meeting Date** 13-Jun-2018**ISIN** BMG702781094 **Agenda** 709548311 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY FROM GBP 75,000,000 TO GBP 100,000,000 BY THE CREATION OF AN ADDITIONAL 250,000,000 ORDINARY SHARES OF GBP 0.10 EACH IN THE CAPITAL OF THE COMPANY	Management	For	For
2	CONDITIONAL UPON THE PASSING OF RESOLUTION 1 ABOVE, TO AUTHORISE THE DIRECTORS OF THE COMPANY TO ALLOT RELEVANT SECURITIES WITHIN THE MEANING OF BYE-LAW 2.4 OF THE COMPANY'S BYE-LAWS	Management	For	For
3	CONDITIONAL UPON THE PASSING OF RESOLUTIONS 1 AND 2 ABOVE, TO DISAPPLY THE PRE-EMPTION PROVISIONS OF BYE-LAW 2.5(A) PURSUANT TO BYE-LAW 2.6(A)(I) OF THE COMPANY'S BYE-LAWS	Management	For	For
	28 MAY 2018: PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN RECORD DATE-FROM 12 JUN 2018 TO 8 JUN 2018. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT VOTE AGAIN UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU	Non-Voting		

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PROXY VOTING RECORD**PRETIUM RESOURCES INC.****Security** 74139C102 **Meeting Type** Annual**Ticker Symbol** PVG **Meeting Date** 10-May-2018**ISIN** CA74139C1023 **Agenda** 934787598 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	To set the number of Directors at seven (7).	Management	For	For
2	DIRECTOR	Management		
	1 ROBERT A. QUARTERMAIN		For	For
	2 JOSEPH J. OVSENEK		For	For
	3 GEORGE PASPALAS		For	For
	4 PETER BIRKEY		For	For
	5 NICOLE ADSHEAD-BELL		For	For
	6 DAVID SMITH		For	For
	7 FAHEEM TEJANI		For	For
3	To appoint PRICEWATERHOUSECOOPERS LLP as Auditors of the Company for the ensuing year and to authorize the Directors to fix the Auditor's remuneration.	Management	For	For
4	To authorize and approve a non-binding advisory resolution accepting the Company's approach to executive compensation as more particularly described in the Company's Information Circular.	Management	For	For

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PROXY VOTING RECORD**RANDGOLD RESOURCES LIMITED****Security** 752344309 **Meeting Type** Annual**Ticker Symbol** GOLD **Meeting Date** 08-May-2018**ISIN** US7523443098 **Agenda** 934773626 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	To receive and consider the audited financial statements of the company for the year ended 31 December 2017 together with the directors' reports and the auditor's report on the financial statements (the '2017 annual report').	Management	For	For
2.	To declare a final dividend of \$2.00 per ordinary share recommended by the directors in respect of the financial year ended 31 December 2017 to be paid to holders of ordinary shares on the register of members at the close of business on 23 March 2018 in respect of ordinary shares then registered in their names.	Management	For	For
3.	To approve the directors' remuneration report (other than the directors' remuneration policy) as set out in the 2017 annual report for the financial year ended 31 December 2017.	Management	For	For
4.	To approve the directors' remuneration policy contained in the directors' remuneration report of the 2017 annual report.	Management	For	For
5.	To re-elect Safiatou Ba-N'Daw as a director of the company.	Management	For	For
6.	To re-elect Mark Bristow as a director of the company.	Management	For	For
7.	To re-elect Christopher Coleman as a director of the company.	Management	For	For
8.	To re-elect Jemal-ud-din Kassum (Jamil Kassum) as a director of the company.	Management	For	For
9.	To re-elect Olivia Kirtley as a director of the company.	Management	For	For
10.	To re-elect Jeanine Mabunda Lioko as a director of the company.	Management	For	For
11.	To re-elect Andrew Quinn as a director of the company.	Management	For	For
12.	To re-elect Graham Shuttleworth as a director of the company.	Management	For	For

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|-----|--|------------|-----|-----|
| 13. | To re-appoint BDO LLP as the auditor of the company to hold office until the conclusion of the next annual general meeting of the company. | Management | For | For |
| 14. | To authorise the audit committee of the company to determine the remuneration of the auditors. | Management | For | For |
| 15. | Authority to allot shares. | Management | For | For |
| 16. | To resolve that as part of their fees as directors of the company each non-executive director (other than the senior independent director and the chairman) re-elected at this meeting be awarded 1 500 ordinary shares and such ordinary shares are to vest on the date of grant. | Management | For | For |
| 17. | To resolve that as part of his fee as senior independent director of the company, the senior independent director in office at this meeting will be awarded 2 000 ordinary shares and such ordinary shares are to vest on the date of grant. | Management | For | For |
| 18. | To resolve that as part of his fee as chairman of the company, the chairman in office at this meeting will be awarded 2 500 ordinary shares and such ordinary shares are to vest on the date of grant. | Management | For | For |
| 19. | Approval of the Randgold Resources Limited Long Term Incentive Plan. | Management | For | For |
| 20. | Authority to disapply pre-emption rights. | Management | For | For |
| 21. | Authority for the Company to purchase its own ordinary shares and ADSs. | Management | For | For |

PROXY VOTING RECORD

ROXGOLD INC.

Security 779899202 **Meeting Type** Annual and Special Meeting

Ticker Symbol ROGFF **Meeting Date** 26-Jun-2018

ISIN CA7798992029 **Agenda** 934832634 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	To set the number of directors at eight.	Management	For	For
2	DIRECTOR	Management		
	1 Oliver Lennox-King		For	For
	2 Richard Colterjohn		For	For
	3 Jonathan A. Rubenstein		For	For
	4 John L. Knowles		For	For
	5 John Dorward		For	For
	6 Kate Harcourt		For	For
	7 Norm Pitcher		For	For
	8 Paul Criddle		For	For
3	To appoint PricewaterhouseCoopers LLP as auditor of the Company for the ensuing year and authorizing the directors to fix their remuneration.	Management	For	For

PROXY VOTING RECORD**ROYAL GOLD, INC.****Security** 780287108 **Meeting Type** Annual**Ticker Symbol** RGLD **Meeting Date** 16-Nov-2017**ISIN** US7802871084 **Agenda** 934684362 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: C. KEVIN MCARTHUR	Management	Against	Against
1B.	ELECTION OF DIRECTOR: CHRISTOPHER M.T. THOMPSON	Management	For	For
1C.	ELECTION OF DIRECTOR: SYBIL E. VEENMAN	Management	For	For
2.	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS OF THE COMPANY FOR THE FISCAL YEAR ENDING JUNE 30, 2018.	Management	For	For
3.	PROPOSAL TO APPROVE THE ADVISORY RESOLUTION RELATING TO EXECUTIVE COMPENSATION.	Management	For	For
4.	PROPOSAL TO APPROVE ON AN ADVISORY BASIS, THE PREFERRED FREQUENCY OF FUTURE VOTES ON EXECUTIVE COMPENSATION.	Management	3 Years	Against

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PROXY VOTING RECORD**SEMAFO INC.****Security** 816922108 **Meeting Type** Annual**Ticker Symbol** SEMFF **Meeting Date** 10-May-2018**ISIN** CA8169221089 **Agenda** 934777802 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	DIRECTOR	Management		
	1 Terence F. Bowles		For	For
	2 Benoit Desormeaux		For	For
	3 Flore Konan		For	For
	4 John LeBoutillier		For	For
	5 Gilles Masson		For	For
	6 Lawrence McBrearty		For	For
	7 Tertius Zongo		For	For
2	Appointment of PricewaterhouseCoopers LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to determine their compensation.	Management	For	For
3	Advisory resolution on the Corporation's approach to executive compensation.	Management	For	For

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PROXY VOTING RECORD

SIBANYE GOLD LIMITED

Security S7627H100 **Meeting Type** Ordinary General Meeting

Ticker Symbol **Meeting Date** 04-Dec-2017

ISIN ZAE000173951 **Agenda** 708711848 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
O.1	GRANTING OF AUTHORITY FOR THE SPECIFIC ISSUE	Management	For	For

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PROXY VOTING RECORD**SIBANYE GOLD LIMITED**

Security S7627H100 **Meeting Type** Annual General Meeting
Ticker Symbol **Meeting Date** 30-May-2018
ISIN ZAE000173951 **Agenda** 709149543 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
O.1	RE-APPOINTMENT OF AUDITORS: KPMG INC	Management	For	For
O.2	ELECTION OF A DIRECTOR: SN DANSON	Management	For	For
O.3	RE-ELECTION OF A DIRECTOR: RP MENELL	Management	For	For
O.4	RE-ELECTION OF A DIRECTOR: KA RAYNER	Management	For	For
O.5	RE-ELECTION OF A DIRECTOR: JS VILAKAZI	Management	For	For
O.6	RE-ELECTION OF A MEMBER AND CHAIR OF THE AUDIT COMMITTEE: KA RAYNER	Management	For	For
O.7	ELECTION OF A MEMBER OF THE AUDIT COMMITTEE: SN DANSON	Management	For	For
O.8	RE-ELECTION OF A MEMBER OF THE AUDIT COMMITTEE: RP MENELL	Management	For	For
O.9	RE-ELECTION OF A MEMBER OF THE AUDIT COMMITTEE: NG NIKA	Management	For	For
O.10	RE-ELECTION OF A MEMBER OF THE AUDIT COMMITTEE: SC VAN DER MERWE	Management	For	For
O.11	APPROVAL FOR THE ISSUE OF AUTHORISED BUT UNISSUED ORDINARY SHARES	Management	For	For
CMMT	PLEASE NOTE THAT RESOLUTION 12 IS SUBJECT TO THE PASSING OF ORDINARY-RESOLUTION NUMBER 11.THANK YOU	Non-Voting		
O.12	ISSUING EQUITY SECURITIES FOR CASH	Management	For	For
O.13		Management	For	For

INCREASE IN THE NUMBER OF SHARES APPROVED FOR
ISSUE UNDER THE 2017 SIBANYE SHARE PLAN

O.14	NON-BINDING ADVISORY VOTE ON REMUNERATION POLICY	Management For	For
O.15	NON-BINDING ADVISORY VOTE ON REMUNERATION IMPLEMENTATION REPORT	Management For	For
S.1	APPROVAL FOR THE REMUNERATION OF NON- EXECUTIVE DIRECTORS	Management For	For
S.2	APPROVAL FOR THE COMPANY TO GRANT FINANCIAL ASSISTANCE IN TERMS OF SECTIONS 44 AND 45 OF THE ACT	Management For	For
S.3	APPROVAL FOR THE ACQUISITION OF THE COMPANY'S OWN SHARES	Management For	For

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PROXY VOTING RECORD**STORNOWAY DIAMOND CORPORATION****Security** 86222Q806 **Meeting Type** Annual**Ticker Symbol** SWYDF **Meeting Date** 15-May-2018**ISIN** CA86222Q8065 **Agenda** 934788033 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	DIRECTOR	Management		
	1 Patrick GODIN		For	For
	2 Hume KYLE		For	For
	3 John LEBOUTILLIER		For	For
	4 Matthew MANSON		For	For
	5 Gaston MORIN		For	For
	6 Peter B. NIXON		For	For
	7 Ebe SCHERKUS		For	For
	8 Marie-Anne TAWIL		For	For
2	Appointment of PricewaterhouseCoopers LLP, Chartered Accountants, as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.	Management	For	For

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PROXY VOTING RECORD**TAHOE RESOURCES INC.****Security** 873868103 **Meeting Type** Annual**Ticker Symbol** TAHO **Meeting Date** 03-May-2018**ISIN** CA8738681037 **Agenda** 934761102 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	DIRECTOR	Management		
	1 C. Kevin McArthur		Withheld	Against
	2 Ronald W. Clayton		For	For
	3 Tanya M. Jakusconeck		Withheld	Against
	4 Charles A. Jeannes		Withheld	Against
	5 Drago G. Kistic		For	For
	6 Alan C. Moon		For	For
	7 A. Dan Rovig		Withheld	Against
	8 Paul B. Sweeney		For	For
	9 James S. Voorhees		For	For
	10 Kenneth F. Williamson		For	For
2	Appointment of Deloitte LLP as Auditors of the Company for the ensuing year.	Management	For	For
3	On an advisory basis and not to diminish the role and responsibilities of the Board of Directors, to accept the approach to executive compensation disclosed in the Company's Information Circular for	Management	For	For

the Meeting.

4 Pass an ordinary resolution approving an amended and restated share option and incentive share plan for the Company, which includes, among other things, an increase to the maximum number of shares issuable thereunder, as further described in the Company's Information Circular for the Meeting. Management For For

5 Pass an ordinary resolution approving a performance share award plan for the Company, as further described in the Company's Information Circular for the Meeting. Management For For

6 Pass an ordinary resolution to amend the Company's Articles to increase the quorum at a meeting of Shareholders to two persons present or represented by proxy representing not less than 25% of the issued shares of the Company, as further described in the Company's Information Circular for the Meeting. Management For For

7 Pass an ordinary resolution to amend the Company's Articles to delete provisions of the Company's Articles relating to "Alternate Directors" and amending notice provisions to reference use of Notice and Access, as further described in the Company's Information Circular for the Meeting. Management For For

PROXY VOTING RECORD

TMAC RESOURCES INC.

Security 872577101 **Meeting Type** Annual

Ticker Symbol TMMFF **Meeting Date** 20-Jun-2018

ISIN CA8725771015 **Agenda** 934827099 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	DIRECTOR	Management		
	1 Andrew B. Adams		For	For
	2 Leona Aglukkaq		For	For
	3 João P. S. Carrêlo		For	For
	4 Franklin L. Davis		For	For
	5 E. Randall Engel		For	For
	6 John W. Lydall		For	For
	7 A. Terrance MacGibbon		For	For
	8 David W. McLaren		For	For
	9 Jason R. Neal		For	For
2	Appointment of KPMG LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.	Management	For	For

PROXY VOTING RECORD**TOREX GOLD RESOURCES INC.****Security** 891054603 **Meeting Type** Annual and Special Meeting**Ticker Symbol** TORXF **Meeting Date** 21-Jun-2018**ISIN** CA8910546032 **Agenda** 934831670 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	DIRECTOR	Management		
	1 A. T. MacGibbon		For	For
	2 Andrew Adams		For	For
	3 James Crombie		Withheld	Against
	4 Frank Davis		For	For
	5 David Fennell		Withheld	Against
	6 Michael Murphy		For	For
	7 William M. Shaver		For	For
	8 Elizabeth A. Wademan		For	For
	9 Fred Stanford		For	For
2	Appointment of KPMG LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and authorizing the directors to fix their remuneration.	Management	For	For
3	To consider and, if deemed appropriate, to pass, with or without variation, a non-binding advisory resolution on executive compensation.	Management	For	For

Signatures

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ASA Gold and Precious Metals Limited

/s/ David J. Christensen

by David J. Christensen
President and Chief Executive Officer
(Principal Executive Officer)

Date: August 28, 2018