

MAKO MINING CORP.
(the “Company”)

TIMELY DISCLOSURE, CONFIDENTIALITY AND INSIDER TRADING POLICY
(the “Policy”)

1. PURPOSE OF THIS POLICY

The purpose of this Policy is to set forth certain policies to ensure that:

- the Company complies with its timely disclosure obligations as required under applicable Canadian and U.S. securities laws;
- the Company prevents the selective disclosure of material changes (as defined herein) to analysts, institutional investors, market professionals and others in compliance with Canadian securities laws and Regulation FD (“**Reg. FD**”) promulgated under the U.S. Securities Exchange Act of 1934 (the “**Exchange Act**”);
- documents released by the Company or public oral statements made by a person with actual, implied or apparent authority to speak on behalf of the Company that relate to the business and affairs of the Company do not contain a misrepresentation (as defined herein);
- all persons to whom this Policy applies understand their obligations to preserve the confidentiality of Undisclosed Material Information (as defined herein); and
- all appropriate parties who have Undisclosed Material Information are prohibited from trading in securities of the Company on such Undisclosed Material Information and Tipping (as defined herein) under applicable laws, stock exchange rules and this Policy.

2. APPLICATION OF THIS POLICY

The main groups of persons to whom this Policy apply are set forth in Schedule “A” attached hereto. Each section of the Policy that imposes restrictions and obligations will describe which groups of persons are subject to that section. References in this Policy to “any person to whom this Policy applies” or similar references are intended to include persons in all of the groups described in Schedule “A”.

3. DISCLOSURE COMMITTEE

3.1. Structure of the Disclosure Committee

A corporate disclosure committee (the “**Disclosure Committee**”), will be responsible for approving press releases and other public disclosure materials in situations where there is insufficient time or it is otherwise not practicable for the Board to approve same, as required. The Disclosure Committee shall consist of the Chief Executive Officer, the Chief Financial Officer, and the Chairman of the Board of Directors of the Company, or such other Director as may be designated from time to time by the Board and, where such press release or other disclosure involves or includes financial information, the Chairman of the Audit Committee. Notwithstanding the foregoing, the composition of the Disclosure Committee may change from time to time and the Company shall advise all persons to whom this Policy applies of any such changes.

3.2. Responsibilities of the Disclosure Committee

The Disclosure Committee shall have the responsibility to:

- (a) evaluate the necessity of making public disclosures;
- (b) review and approve, before they are Generally Disclosed (as defined herein), each Document (as defined herein) to assess the quality of the disclosures made in the Document including, but not limited to, whether the Document is accurate and complete in all material respects;
- (c) review and approve the guidelines and procedures to be followed in ensuring that the information required to be disclosed in Core Documents (as defined herein) is gathered from the appropriate management and other Company personnel;
- (d) establish timelines for the preparation of Core Documents, which timelines shall include sufficient time for review by the appropriate Company personnel, the Board, the Company's independent auditors, and the Audit Committee of the Board, as applicable, and the receipt of comments and the review of the comments by the Disclosure Committee in advance of the filing deadlines;
- (e) make determinations about whether:
 - (i) a Material Change has occurred;
 - (ii) selective disclosure has been or might be made; or
 - (iii) a misrepresentation has been made;
- (f) oversee the design and implementation of this Policy and the Company's "**disclosure controls and procedures,**" which are defined as controls and procedures that are designed to ensure that information required to be disclosed by the Company in its Core Documents is recorded, processed, summarized and reported within specified time periods;
- (g) periodically evaluate the effectiveness of the Company's disclosure controls and procedures, particularly prior to the filing of each Core Document, and assist the Chief Executive Officer and the Chief Financial Officer with their evaluation of the effectiveness of such disclosure controls and procedures. The Disclosure Committee's evaluation shall include but not be limited to assessing the adequacy of the controls and procedures in place to ensure that material information required to be disclosed in the Company's Core Documents is being recorded, processed, summarized and reported;
- (h) make recommendations to the Chief Executive Officer and the Chief Financial Officer with respect to the disclosures to be contained in Core Documents to be filed by the Company;
- (i) in its discretion, conduct interim evaluations of the Company's disclosure controls and procedures in the event of significant changes in securities regulatory requirements, International Financial Reporting Standards (IFRS) or stock exchange requirements, or if it otherwise considers such interim evaluations appropriate;
- (j) promote awareness of, and compliance with, this Policy by persons to whom it applies;

- (k) monitor the effectiveness of, and compliance with, this Policy and report to the Chairman of the Board on the operation of this Policy, or to the Chief Executive Officer and the Chief Financial Officer in the case of the effectiveness of the disclosure controls and procedures and the Disclosure Committee's assessment of the quality of the disclosures made in Documents, and recommend any necessary changes to this Policy; and
- (l) annually review and reassess the adequacy of this Policy and, if necessary, recommend any proposed changes to the Chief Executive Officer and the Chief Financial Officer for approval by the Board, such that it complies with changing requirements and best practices.

3.3. Meetings of the Disclosure Committee

The Disclosure Committee shall meet formally or informally as circumstances dictate. Minutes shall be taken in the case of formal meetings, by the chairman of such committee as selected by the Disclosure Committee members from time to time, or such other person designated by the chairman. Any member of the Disclosure Committee may call a meeting of the Disclosure Committee, with or without notice as circumstances dictate, to consider any matter within the mandate of the Disclosure Committee. A majority of the members of the Disclosure Committee present in person or by conference call at the time a meeting of this committee is convened shall constitute a quorum for all purposes. Unless otherwise set out in this Policy, or as established by the Disclosure Committee from time to time, all of the rules of procedure with respect to meetings and other activities of the Board shall apply to formal meetings of the Disclosure Committee. The Disclosure Committee may adopt disclosure controls and procedures in addition to those set out herein.

3.4. Consulting Outside Advisors

The Disclosure Committee may consult with the Company's legal counsel and other appropriate expert advisors as it considers necessary in connection with this Policy.

4. Individuals Who Are Authorized to Speak on Behalf of the Company

- 4.1. Unless otherwise authorized by the Disclosure Committee, only the individuals ("Spokespersons") listed below are authorized to make public oral statements, and otherwise communicate with analysts, the media and investors on behalf of the Company and its subsidiaries and only with respect to the areas noted opposite their respective names. The list may be changed by the Disclosure Committee from time to time.

<u>Spokesperson</u>	<u>Area</u>
Chief Executive Officer	All
Chief Financial Officer	Corporate and Financial
Chairman of the Board	All

- 4.2. If any person (other than a Spokesperson) to whom this Policy applies who is approached by the media, an analyst, investor or any other member of the public to comment on the business and affairs of the Company or any of its subsidiaries, such person must refer all inquiries to the Chief Executive Officer and must immediately notify the Chief Executive

Officer that the approach was made.

5. Procedures Regarding the Preparation and Release of Documents

5.1. The procedures in this section apply to all Directors, Officers, Employees and Contractors.

5.2. A “**Document**” means any written communication, including a communication prepared and transmitted in electronic form:

- that is required to be filed with the Canadian securities regulatory authorities in Canada, either on the System for Electronic Document Analysis and Retrieval (“**SEDAR+**”) website at www.sedarplus.ca or otherwise;
- that is required to be filed with U.S. Securities and Exchange Commission (“**SEC**”);
- that is not required to be filed with Canadian or U.S. securities regulatory authorities or on the SEDAR+ website, but is so voluntarily filed;
- that is filed or required to be filed with any stock exchange or similar institution under its bylaws, rules or regulations; or
- the content of which would reasonably be expected to effect the market price or value of the securities of the Company.

5.3. A “**misrepresentation**” means:

- an untrue statement of a material fact (as defined herein); or
- an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the circumstances in which it is made.

5.4. The Canadian securities legislation distinguishes between “core documents” and “non-core documents”.

For the purpose of this Policy, the following documents are “**Core Documents**”:

- prospectuses;
- take-over bid circulars;
- issuer bid circulars;
- directors’ circulars;
- rights offering circulars;
- management’s discussion and analysis (“**MD&A**”);
- annual information forms;
- information circulars;
- annual financial statements;
- interim financial statements; and
- material change reports.

5.5. Prior to the time that any Document is to be released to the public, filed with a securities regulatory authority, filed on SEDAR or otherwise filed with a government agency or stock exchange, the following procedures must be observed:

- the Document must be prepared in consultation with, and be reviewed by, personnel in all applicable internal departments of the Company, and input from external experts and

- advisors should be obtained as necessary;
- any Core Document, other than a material change report, must be reviewed and approved by the Disclosure Committee;
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- any press release or other Document (other than a Core Document) which contains Undisclosed Material Information or any material change report must be reviewed and approved by at least the members of the Disclosure Committee, at least one of whom is the Chief Executive Officer or the Chief Financial Officer;
 - any press release which does not contain Undisclosed Material Information must be reviewed and approved by the Chief Executive Officer and at least one other member of the Disclosure Committee;
 - in the event that a report, statement or opinion of any expert is included or summarized in a Document, the written consent of the expert to the use of the report, statement or opinion or extract thereof and the specific form of disclosure shall be obtained. In addition, an Officer of the Company with the appropriate expertise must be satisfied that:
 - (i) there are no reasonable grounds to believe that there is a misrepresentation in the part of the Document made on the authority of the expert; and
 - (ii) the part of the Document made on the authority of the expert fairly represents the expert report, statement or opinion;
 - Core Documents, other than material change reports, must be provided to the Board sufficiently in advance of the time they are to be filed or released to allow the Board to review and comment on such documents. It is recognized that the requirement to make prompt disclosure of material changes by way of press releases may make it difficult to have certain press releases and material change reports reviewed in advance by the Board; and
 - in the case of interim financial statements, annual financial statements and interim and annual MD&A, such documents must be reviewed by the Audit Committee and recommended for approval by the Board, in accordance with the Audit Committee Charter, following approval of the Disclosure Committee and prior to submission to the Board as a whole.

5.6. In the event that a Document contains any Forward-Looking Information (as defined herein) this information must be specifically identified as such and the following additional disclosure shall be provided in written form proximate to where the Forward-Looking Information appears:

- reasonable cautionary language identifying the Forward-Looking Information as such;
- identifying the material factors that could cause actual results to differ materially from expected results from a conclusion, forecast or projection in the Forward-Looking Information; and
- a statement of the material factors or assumptions that were applied in the Forward-Looking Information.

5.7. "Forward-Looking Information" means all disclosure regarding possible events, conditions or results (including future-oriented financial information with respect to prospective results of operations, a prospective financial position or prospective changes in financial position that is based on assumptions about future economic conditions and courses of action) that is presented as either a forecast or a projection. An example would be the discussion of trends and prospects for the Company in its MD&A and guidance or outlooks regarding production and costs, as applicable.

6. Procedures Regarding Public Oral Statements

- 6.1. The procedures in this section apply to all Directors, Officers, Employees, Contractors and Spokespersons and any other person with actual or implied authority to make a public oral statement.
- 6.2. A “**public oral statement**” is any oral statement made in circumstances in which a reasonable person would believe that information contained in the statement will become generally disclosed. Examples include speeches, presentations, news conferences, interviews and discussions with analysts, security holders, potential investors and the media, where the Company’s business and affairs, prospects or financial condition is discussed. The following procedures should be observed in respect of any public oral statements made by or on behalf of the Company:
- such public oral statements should be made only by the Spokespersons authorized by this Policy to make public oral statements on behalf of the Company;
 - any public oral statement referring to a statement, report or opinion of an expert in whole or in part must have the prior consent of said expert prior to a Spokesperson making a public oral statement related thereto;
 - the Spokespersons must ensure that any public oral statements on behalf of the Company do not contain a misrepresentation and comply with Section 13 of this Policy (Avoiding Selective Disclosure) and Section 5.6 of this Policy (Forward-Looking Information) and should normally script their comments and prepare answers to anticipated questions in advance of the meeting or conference;
 - any Undisclosed Material Information that is contained in the script must be Generally Disclosed before the meeting or conference or deleted from the script if it is premature for the information to be Generally Disclosed;
 - if Undisclosed Material Information is inadvertently disclosed, the participants must advise a member of the Disclosure Committee, who shall take immediate steps to ensure that the information is Generally Disclosed; and
 - pending the Undisclosed Material Information being Generally Disclosed, the Company must contact the parties to whom the Undisclosed Material Information was disclosed and inform them (1) that the information is Undisclosed Material Information and (2) of their legal obligations with respect to the Material Information.
- 6.3. Where a public oral statement contains Forward-Looking Information, the Spokesperson should, prior to making such a public oral statement provide a cautionary statement indicating that the public oral statement contains Forward-Looking Information and directing recipients of such information to the Company’s publicly disclosed documents that outline relevant risk factors.

7. Disclosure Controls and Procedures

The following disclosure controls and procedures of the Company have been reasonably designed to ensure that information required to be disclosed is recorded, processed, summarized and reported on a timely basis:

- (a) The Disclosure Committee shall assign responsibility to the appropriate individuals to draft the required disclosures in the material public disclosures of the Company and shall

develop a timeline to ensure the drafting and review is conducted in a timely manner.

- (b) All personnel who are requested to have direct input into the preparation of Core Documents will be provided with instructions and such other additional information, as they may require, to ensure that they are familiar with the Company's obligations, the importance of compliant and accurate disclosure and the reliance which is being placed upon them.
- (c) The Disclosure Committee shall communicate as many times as may be necessary to review the draft public disclosure, consider all comments raised by members of the Disclosure Committee and other reviewers. Concerns will be addressed with outside counsel and the independent auditors, as necessary.
- (d) Where it considers it necessary or advisable, the Disclosure Committee will have portions of Core Documents reviewed by another knowledgeable person. All financial information shall be reviewed by a member of the Audit Committee.
- (e) At least on an annual basis, and prior to completion of the annual filings, the Disclosure Committee shall include in its report to the Board:
 - (i) that it has followed the disclosure controls and procedures; and
 - (ii) the Disclosure Committee's findings and conclusions regarding the effectiveness of the Company's disclosure controls and procedures,and the Disclosure Committee shall meet with the Board to discuss any questions any Director may have, and to report in person, upon the request of the Board.
- (f) If for any reason the Disclosure Committee cannot agree upon their report, it shall meet with the Board to discuss its procedures and the issues which remain outstanding.

8. Timely Disclosure of Material Information

- 8.1. **"Material information"** consists of both "material facts" and "material changes". A **"material fact"** means a fact that significantly affects, or would reasonably be expected to have a significant effect on, the market price or value of the securities of the Company. A **"material change"** means a change in the business, operations or capital of the Company that would reasonably be expected to have a significant effect on the market price or value of any of the securities of the Company and includes a decision to implement such a change if such a decision is made by the Board or by senior management of the Company who believe that confirmation of the decision by the Board is probable.
- 8.2. Any person to whom this Policy applies who becomes aware of information that is potentially Material Information must immediately disclose that information to the Chief Executive Officer or other member of the Disclosure Committee and the Chief Executive Officer or such other member of the Disclosure Committee shall advise the Disclosure Committee. Schedule "B" attached hereto lists examples of Material Information.
- 8.3. Upon the occurrence of any change that may constitute a material change in respect of the Company, the Disclosure Committee, in consultation with such other advisors as it may

consider necessary, shall:

- consider whether the change or event constitutes a material change;
- if it does constitute a material change, prepare a press release and a material change report describing the material change, as required under applicable securities laws;
- determine whether a reasonable basis exists for filing the material change report on a confidential basis. In general, filings will not be made on a confidential basis, although in exceptional circumstances (such as disclosure related to a potential acquisition) confidential disclosure may be appropriate;
- to the extent practicable, circulate the draft press release and material change report to the members of the Board and senior management together, if applicable, with the recommendation that it be filed on a confidential basis;
- if applicable, following approval by the Disclosure Committee, file the material change report on a confidential basis and when the basis for confidentiality ceases to exist, and the event remains material, issue a press release and file a material change report in compliance with applicable securities laws. During the period of time while a confidential material change has not been publicly disclosed, the Company shall not release a document or make a public oral statement that, due to the undisclosed material change, contains a misrepresentation.

8.4. Press releases disclosing Material Information will be transmitted to the TSX Venture Exchange (“**TSXV**”) and Nasdaq, relevant regulatory bodies and major newswire services that disseminate financial news to the financial press, as applicable. Any press releases issued by the Company containing Material Information should be sent to the Canadian Investment Regulatory Organization (“**CIRO**”) surveillance staff and Nasdaq’s MarketWatch Department (“**MarketWatch**”) for review and approval before being released on the newswires or posted on the Company’s website. When CIRO surveillance staff or MarketWatch believe that the information is material enough to significantly impact the price of the security they may issue a “trading halt.” A trading halt is a temporary pause in trading to allow the market to properly absorb the information. It is based on the principle that all investors should have the same timely access to important company information.

9. Internet Chat Rooms and Bulletin Boards

Directors, Officers, Employees and Contractors must not discuss or post any information relating to the Company or any of its subsidiaries or trading in securities of the Company in Internet chat rooms, newsgroups or bulletin boards.

10. Rumours

The Company shall not comment on rumours. This also applies to rumours on the Internet or any other social media platform. Spokespersons will respond consistently to those rumours, saying:

“It is our policy not to comment on market rumours or speculation.” If the TSXV, Nasdaq, or a securities regulatory authority requests that the Company make a statement in response to a market rumour, the Disclosure Committee will consider the matter and make a recommendation to the Chief Executive Officer as to the wording and context of any response.

11. Website and Social Media

- 11.1. The Chief Executive Officer (or an officer or employee designated by him or her) and investor relations personnel (or a person contracted to act in such capacity) of the Company are responsible for creating and maintaining the Company's website and any social media account, including apps, that may be created from time to time. The content of the Company's website and social media, as applicable, must be compliant with this Policy and all applicable laws.

The Company's website must be maintained in accordance with the following.

- the following information must be included on the website:
 - (1) all Material Information that has previously been Generally Disclosed, including, without limitation, all documents filed on SEDAR or a link to those documents on SEDAR and with the SEC;
 - (2) all non-Material Information that is given to analysts, institutional investors and other market professionals (such as fact sheets, fact books, slides of investor presentations, materials distributed at analyst and industry conferences); and
 - (3) all press releases or a link to those press releases;
 - the website must contain an e-mail link to an investor relations contact for the Company to facilitate communication with investors;
 - the website must include a notice that advises the reader that the information was accurate at the time of posting, but may be superseded by subsequent disclosures;
 - inaccurate information must be promptly removed from the website and a correction must be posted;
 - information contained on the website must be removed or updated when it is no longer current;
 - a list of all analysts known to follow the Company (and not just selective analysts) may be posted on the investor relations page, but analysts' reports must not be posted on the Company's website or linked to the Company's website;
 - all links from the Company's website must be approved by the Company's Chief Financial Officer and all links should include a notice that advises the reader that he or she is leaving the Company's website and that the Company is not responsible for the contents of the other site; and
 - no links will be created from the Company's website to chat rooms, newsgroups or bulletin boards.
- 11.2. If the Company is considering a distribution of its securities, the content of its website should be reviewed with the Company's corporate counsel before and during the offering to ensure compliance with applicable securities laws.

12. Confidentiality of Undisclosed Material Information

- 12.1. "**Undisclosed Material Information**" of the Company is Material Information about the Company that has not been "**Generally Disclosed**", that is, disseminated to the public either by way of a press release (or other appropriate continuous disclosure document filed on SEDAR and with the SEC in accordance with applicable securities laws) or through a press conference, conference call or webcast that members of the public may attend or listen to (either by phone or other electronic transmission, including the Internet) of which notice has been provided by press release (a "**Company Call**"), together with the passage of a reasonable amount of time (24 hours, unless otherwise advised that the period is longer or shorter, depending on the circumstances) for the public to analyze the

information. Notice of any Company Call will include the date and time of the Company Call and a general description of what is to be discussed, the means of accessing the Company Call and how long the transcript or replay will be available on the Company's website.

- 12.2. Any person to whom this Policy applies and who has knowledge of Undisclosed Material Information must treat the Material Information as confidential until the Material Information has been Generally Disclosed.
- 12.3. Undisclosed Material Information shall not be disclosed to anyone except in the necessary course of business. If Undisclosed Material Information has been disclosed in the necessary course of business, anyone so informed must clearly understand that it is to be kept confidential, and, in appropriate circumstances, execute a confidentiality agreement. Schedule "C" attached hereto lists circumstances where securities regulators believe disclosure may be in the necessary course of business. When in doubt, all persons to whom this Policy applies must consult with the Chief Executive Officer to determine whether disclosure in a particular circumstance is in the necessary course of business. For greater certainty, disclosure to analysts, institutional investors, other market professionals and members of the press and other media will not be considered to be in the necessary course of business.
- 12.4. **"Tipping"**, which refers to the disclosure of Undisclosed Material Information to third parties outside the necessary course of business, is prohibited.
- 12.5. In order to prevent the misuse of inadvertent disclosure of Undisclosed Material Information, the procedures set forth below should be observed at all times:
 - Employees, Officers and Directors are responsible and accountable for safeguarding the Company's documents and information to which they have direct or indirect access as a result of their employment, officership or directorship with the Company.
 - Documents and files containing confidential information should be kept in a safe place to which access is restricted to individuals who "need to know" that information in the necessary course of business and not left out in the open;
 - code names and/or encrypted passwords should be used if appropriate or necessary;
 - Confidential matters should not be discussed in places where the discussion may be overheard;
 - Transmission of documents containing Undisclosed Material Information by electronic means will be made only where it is reasonable to believe that the transmission can be made and received under secure conditions such as a dedicated server; and
 - Unnecessary copying of documents containing Undisclosed Material Information must be avoided and all copies of documents must be promptly removed from meeting rooms and work areas at the conclusion of the meeting and must be destroyed (e.g. shredded if possible) if no longer required. The use of memory sticks should be avoided.

13. Avoiding Selective Disclosure

- 13.1. When participating in shareholder meetings, news conferences, analysts' conferences and

private meetings with analysts or institutional investors, Spokespersons must only disclose information that either (1) is not Material Information or (2) is Material Information but has previously been Generally Disclosed. Any selective disclosure of Undisclosed Material Information, including earnings guidance, is not permitted.

- 13.2. To protect against selective disclosure, the procedures outlined in Section 6 (Procedures Regarding Public Oral Statements) should be followed.
- 13.3. If Material Information that has not been Generally Disclosed is inadvertently disclosed, the Company shall contact the parties to whom the Material Information was disclosed and inform them: (a) that the information is Undisclosed Material Information, and (b) of their legal obligations with respect to the Material Information. In addition, no later than the commencement of the next day's trading on the New York Stock Exchange or 24 hours after the inadvertent disclosure, the inadvertently disclosed Material Information shall be Generally Disclosed.

14. Analyst Reports and Meetings with Analysts

- 14.1. When reviewing analysts' reports, comments of Directors, Officers, Employees and Contractors must be limited to identifying factual information that has been Generally Disclosed that may affect an analyst's model and pointing out inaccuracies or omissions with respect to factual information that has been Generally Disclosed. Any comments must contain a disclaimer that the report was reviewed for factual accuracy only. No comfort or guidance shall be expressed on the analysts' earnings models or earnings estimates and no attempt shall be made to influence an analyst's opinion or conclusion.
- 14.2. Analysts reports are proprietary products of the analyst's firm. Re-circulating a report by an analyst may be viewed as an endorsement by the Company of the report. For these reasons, the Company should not provide analysts' reports through any means to persons outside of the Company or to employees of the Company, including posting such information on its website.
- 14.3. The Company may from time to time give earnings guidance or any other Forward-Looking Information through voluntary disclosure by way of a press release, provided that the cautionary language described in Section 5.6 accompanies the information.
- 14.4. The Company recognizes that meetings with analysts and significant investors are an important element of the Company's investor relations program. The Company may meet with analysts and investors on an individual or small group basis as needed, and should initiate contacts or respond to analyst and investor calls in a timely, consistent and accurate fashion in accordance with this Policy.
- 14.5. The Company should provide only non-Material Information through individual and group meetings, in addition to regular publicly disclosed information. It is recognized that an analyst or investor may construct this information into a mosaic that could result in Material Information. However, the Company should not alter the materiality of information by breaking down the information into smaller, non-material components.
- 14.6. Spokespersons should keep notes of telephone conversations with analysts and investors and, where applicable, more than one Company representative should be present at all

individual and group meetings. A debriefing should be held after such meetings and, if such debriefing uncovers selective disclosure of previously Undisclosed Material Information, the Company should promptly disclose such information via news release.

15. Conference Calls

- 15.1. Conference calls may be held for discuss quarterly and annual financial and operating results and major corporate developments with the general public. The call will be preceded by a news release containing all relevant material information, including the date and time of the call and providing information on how the general public may access the call and webcast. In addition, the Company may send invitations to analysts, institutional investors, the media and others invited to participate. At the beginning of the conference call, a Company spokesperson shall provide an appropriate cautionary statement with respect to any forward-looking information to be referenced. A tape recording of the conference call and/or an archived audio webcast on the Company's website will be made available following the call for a minimum of thirty (30) days, for anyone interested in listening to a replay.

The Chief Executive Officer (and other members of the Disclosure Committee, as appropriate) normally holds a debriefing meeting immediately after the conference call and if such debriefing uncovers selective disclosure of undisclosed material information, the Company will immediately disclose such information broadly via news release.

16. Industry Conferences

- 16.1. The Company may participate in various industry conferences in Canada and elsewhere. In general, conversations with interested parties should be limited to publicly disclosed information or other non-material information or non-confidential information. Brochures or other hand-outs must be approved by the Chief Executive Officer and, if required, by the Disclosure Committee, prior to dissemination to the public. The Chief Executive Officer or a designee should be present to monitor and ensure that undisclosed material information is not disclosed.

17. Trading of Securities of the Company

- 17.1. **"Insider Trading"**, which refers to persons in a Special Relationship with the Company purchasing or selling or otherwise monetizing securities of the Company while in possession of Undisclosed Material Information, is prohibited.
- 17.2. In addition to Section 15.1, Directors, Officers, Employees and Consultants shall not purchase or sell or otherwise monetize securities of the Company except during a **"Trading Window"**, provided there is no **"Blackout Period"** in effect.

"Trading Window" means: (1) the period of time beginning on the second day on which the TSXV is open for trading and on which the trading in the Company's securities is not halted or suspended (a **"Trading Day"**) after the financial results for the first, second, third fiscal quarter or the fiscal year (as applicable) have been disclosed by way of a news release and ending ten (10) days prior to the scheduled issuance of the financial news release for the next fiscal quarter or fiscal year (as applicable); and (2) any other period designated by the Chief Executive Officer or the Disclosure Committee and communicated

to those persons to whom this Policy applies. If the Trading Window ends on a weekend or statutory holiday, it shall be deemed to have ended on the last business day before the weekend or statutory holiday.

"Blackout Period" means: (1) any time when trading securities of the Company is prohibited pursuant to this Policy; and (2) any other period designated by the Disclosure Committee and communicated to those persons to whom this Policy applies.

- 17.3. Notwithstanding Section 15.2, a Director, Officer, Employee or Contractor may purchase or sell securities during a Blackout Period with the prior written consent of the Chief Executive Officer or the Chief Financial Officer. The Chief Executive Officer or the Chief Financial Officer, as applicable will grant permission to purchase or sell during a Blackout Period only in the case of unusual, exceptional circumstances. Exceptional circumstances may include the sale of securities in the case of financial hardship or where the timing of the sale is important for tax planning purposes. In no event will any person be permitted to trade with a third party when such person has knowledge of any Undisclosed Material Information.
- 17.4. The trading prohibitions in Sections 15.1 and 15.2 do not apply to the acquisition of securities from the Company through the exercises of stock options or shares issued under similar incentive plans, but do apply to the sale of the securities acquired through the exercise of the stock option or similar securities issued under an incentive plan.
- 17.5. Notwithstanding the Trading Window set out in Section 15.2 above, the period beginning at the end of each quarter and ending two (2) trading days following the date of public disclosure of the financial results for that quarter is particularly sensitive, as certain Officers, Directors and Employees will often possess Undisclosed Material Information about the expected financial results for the quarter. Accordingly, to ensure compliance with this Policy and applicable securities laws, all Directors, Officers and Employees having access to internal financial statements or other Undisclosed Material Information shall refrain from undertaking transactions involving the purchase or sale of the Company's securities during this time.

18. Insider Reports

18.1. An Insider of the Company is required to file:

- an initial insider report within ten (10) days of becoming a Reporting Insider (as defined herein) disclosing items (i) and (ii) below; and
- subsequent insider reports within five (5) days following any change to the Reporting Insider's:
 - (i) direct or indirect beneficial ownership of, or control or direction over, securities of the Company; or
 - (ii) interest in, or right or obligation associated with, a related financial instrument (as defined herein) involving a security of the Company.

An Insider does not generally have to file an initial insider report if he or she does not

have any ownership, control, direction, interest, right or obligation of the nature outlined in items (i) or (ii) above upon becoming a Reporting Insider.

19. Commitment

- 19.1. To demonstrate its determination and commitment to the purposes of this Policy, the Company asks each Employee to review this Policy periodically throughout the year. The Employee should take the opportunity to discuss with management any circumstances that may have arisen that could be considered a breach of this Policy.

20. Managing Expectations

- 20.1. The Company should try to ensure, through its regular public dissemination of quantitative and qualitative information, that analysts' estimates are in line with the Company's own expectations. The Company should not confirm, or attempt to influence, an analyst's opinions or conclusions and should not express comfort with analysts' models and earnings estimates.
- 20.2. If the Company has determined that it will be reporting results materially below or above what it considers to be generally publicly held expectations, it should disclose this information in a news release in order to enable discussion without risk of selective disclosure.

21. Potential Liability

- 21.1. Employees who violate this Policy will be subject to disciplinary action by the Company, which may include termination of employment.

Non-compliance with this Policy is a serious breach of the terms and conditions of engagement and will be dealt with accordingly.

Approved by the Board on July 13, 2020; amended November 14, 2025.

Schedule "A"

Individuals and Entities to Whom This Policy Applies

"Director" means a member of the board of directors of the Company or any of its subsidiaries.

"Directors, Officers, Employees and Contractors" means a Director, an Officer, an Employee or a Contractor of the Company or its subsidiaries. As described below, all Directors, Officers, Employees and Contractors are also Persons in a Special Relationship with the Company.

"Contractor" means an independent contractor (who is engaged in an employee-like capacity) of the Company or any of its subsidiaries.

"Employee" means a full-time, part-time, contract or secondment employee of the Company or any of its subsidiaries.

"Insider" means:

- (1) a Director or an Officer of the Company;
- (2) a person who beneficially owns, directly or indirectly, more than 10% of the voting securities of the Company or who exercises control or direction over more than 10% of the votes attached to the voting securities of the Company (a "10% Shareholder");
- (3) a Director or an Officer of a subsidiary of the Company; or
- (4) a Director or an Officer of a 10% Shareholder of the Company.

As described herein, (1) Directors, Officers, Employees and Contractors and (2) Persons in a Special Relationship with the Company are all considered to be Insiders.

"Officer" means:

- (1) the chair or a vice-chair of the Board of Directors of the Company or any of its subsidiaries, the President, Chief Executive Officer, Chief Financial Officer, a Vice-President, the Corporate Secretary, the Controller, the Treasurer or the General Manager of the Company or any of its subsidiaries or any of their operating divisions; or
- (2) any other individual who performs functions for the Company or any of its subsidiaries similar to those normally performed by an individual occupying any of the offices listed in (1) above.

"Persons in a Special Relationship with the Company" means:

- (1) each Director, Officer, Employee and Contractor;
- (2) each 10% Shareholder;

- (3) each director, officer, employee or contractor of a 10% Shareholder;
- (4) each member of an operating or advisory committee of the Company or any of its subsidiaries;
- (5) each director, officer, partner and employee of a company that is engaging in any business or professional activity with the Company or its subsidiaries and who routinely comes into contact with Material Information;
- (6) each person or company that learned of Material Information with respect to the Company from a person or company described in (1) through (5) of this definition and knew or ought reasonably to have known that the other person or company was in such a special relationship; and
- (7) any member of the immediate family or household of any of the individuals referred to in through (6) who resides in the same household as that individual.
- (8) A company is considered to be a "subsidiary" of another company if it is controlled by (1) that other, (2) that other and one or more companies, each of which is controlled by that other, or (3) two or more companies, each of which is controlled by that other; or it is a subsidiary of a company that is that other's subsidiary. In general, a company will control another company when the first company owns more than 50% of the outstanding voting securities of that other company.

“Related financial instrument” means:

- (1) an instrument, agreement, security or exchange contract the value, market price or payment obligations of which are derived from, referenced to or based on the value, market price or payment obligations of a security, or
- (2) any other instrument, agreement, or understanding that affects, directly or indirectly, a person or company's economic interest in a security or an exchange contract;

“Reporting Insider” means an Insider of a Company if the Insider is:

- (1) the CEO, CFO or COO of the Company, of a significant shareholder (as such term is defined in National Instrument 55-104 – Insider Reporting Requirements and Exemptions) of the Company or of a major subsidiary (as such term is defined in National Instrument 55-104) of the Company;
- (2) a director of the Company, of a significant shareholder of the Company or of a major subsidiary of the Company;
- (3) a person or company responsible for a principal business unit, division or function of the Company;
- (4) a significant shareholder of the Company;
- (5) a significant shareholder based on post-conversion beneficial ownership of the Company's

securities and the CEO, CFO, COO and every director of the significant shareholder based on post-conversion beneficial ownership;

- (6) a management company that provides significant management or administrative services to the Company or a major subsidiary of the Company, every director of the management company, every CEO, CFO and COO of the management company, and every significant shareholder of the management company;
- (7) an individual performing functions similar to the functions performed by any of the insiders described in paragraphs (1) to (6);
- (8) the Company itself, if it has purchased, redeemed or otherwise acquired a security of its own issue, for so long as it continues to hold that security; or
- (9) any other Insider that
 - (i) in the ordinary course receives or has access to information as to material facts or material changes concerning the Company before the material facts or material changes are generally disclosed; and
 - (ii) directly or indirectly exercises, or has the ability to exercise, significant power or influence over the business, operations, capital or development of the Company.

Schedule “B”
Examples of Information That May Be Material
(Based on National Policy 51-201 – *Continuous Disclosure Obligations*)

Changes in corporate structure

- changes in share ownership that may affect control of the Company
- major reorganizations, amalgamations, or mergers
- take-over bids, issuer bids, or insider bids

Changes in capital structure

- the public or private sale of additional securities
- planned repurchases or redemptions of securities
- planned splits of common shares or offerings of warrants or rights to buy shares
- any share consolidation, share exchange, or stock dividend
- changes in a Company’s dividend payments or policies
- the possible initiation of a proxy fight
- material modifications to the rights of security holders

Changes in financial results

- a significant increase or decrease in near-term earnings prospects
- unexpected changes in the financial results for any period
- shifts in financial circumstances, such as cash flow reductions, major asset write-offs or write-downs
- changes in the value or composition of the Company’s assets
- any material change in the Company’s accounting policies

Changes in business and operations

- any development that affects the Company’s resources, technology, products or markets
- a significant change in capital investment plans or corporate objectives
- major labour disputes or disputes with major contractors or suppliers
- significant new contracts, products, patents, or services or significant losses of contracts or business
- significant discoveries by resource companies
- changes to the Board or executive management, including the departure of the Company’s Chairman, CEO, CFO, COO or President (or persons in equivalent positions)
- the commencement of, or developments in, material legal proceedings or regulatory matters
- waivers of corporate ethics and conduct rules for officers, directors, and other key employees
- any notice that reliance on a prior audit is no longer permissible
- de-listing of the Company’s securities or their movement from one quotation system or exchange to another

Acquisitions and dispositions

- significant acquisitions or dispositions of assets, property or joint venture interests
- acquisitions of other companies, including a take-over bid for, or merger with, another Company

Changes in credit arrangements

- the borrowing or lending of a significant amount of money
- any mortgaging or encumbering of the Company's assets
- defaults under debt obligations, agreements to restructure debt, or planned enforcement procedures by a bank or any other creditors
- changes in rating agency decisions
- significant new credit arrangements

Schedule “C”

Examples of Disclosures That May Be Necessary in the Course Of Business

(Reproduced from National Policy 51-201 – *Disclosure Standards*)

(1) Disclosure to:

- vendors, suppliers, or strategic partners on issues such as research and development, sales and marketing, and supply contracts
- employees, officers and directors
- lenders, legal counsel, auditors, underwriters, and financial and other professional advisors to the Company
- parties to negotiations
- labour unions and industry associations
- government agencies and non-governmental regulators
- credit rating agencies (provided that the information is disclosed for the purpose of assisting the agency to formulate a credit rating and the agency’s ratings generally are or will be publicly available)

(2) Disclosures in connection with a private placement

(3) Communications with controlling shareholders, in certain circumstances