



HARTE GOLD CORP.

CODE OF BUSINESS CONDUCT & ETHICS

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HARTE GOLD CORP.

CODE OF BUSINESS CONDUCT & ETHICS

A. INTRODUCTION

This Code of Business Conduct and Ethics (the “**Code**”) of Harte Gold Corp. (“**Harte Gold**” or the “**Company**”) contains rules and guidelines that apply to all of Harte Gold’s directors, officers and employees. It sets out our responsibilities as members of Harte Gold’s team to help ensure that we act honestly, ethically and with integrity when acting on behalf of Harte Gold. We are all responsible for understanding and following the letter and spirit of the Code.

The Code cannot cover every aspect of ethical or legal conduct, or every ethical situation or dilemma that we may face. Nor will it always be clear whether a certain kind of behaviour or action is unethical or inappropriate. When we are faced with a difficult ethical situation that we are not sure about, we should ask ourselves the following questions before we act:

- Do I think it is legal?
- Do I think it is fair?
- Would it embarrass me or the Company if I read about it in the newspaper?
- Does it just feel wrong?

If we are still not sure of the appropriate course of action, we must ask for advice or help. Usually, our manager will be in the best position to resolve the issue but, if we are uncomfortable approaching our manager with our concern, we need to contact another manager or a member of Harte Gold’s executive team regarding the situation. If we are not comfortable in doing that, we need to file a report by following the procedures described under “*Reporting Violations of the Code*”.

Members of Harte Gold’s Board of Directors and Harte Gold’s executive team play a leadership role in ensuring the responsibilities and commitments set out in this Code are fulfilled and are expected to:

- Ensure a safe and healthy working environment and demonstrate safe working practices.
- Develop and communicate objectives within the framework of Harte Gold’s strategy.
- Regularly assess the achievability of those objectives, predict the outcomes and deliver on those predicted outcomes.
- Identify, evaluate and mitigate risk in all aspects of Harte Gold’s business.
- Make decisions in a disciplined and timely manner.
- Act transparently and ethically.
- Be accountable for their actions.
- Demonstrate social and environmental responsibility in conducting business on behalf of Harte Gold.
- Clearly communicate in a way that promotes informed decision-making.



- Consult and listen to others.
- Treat others fairly and respectfully.

B. OUR RESPONSIBILITIES & COMMITMENTS

1. We Respect the Law

Harte Gold must comply with all laws, rules and regulations and governmental requirements applicable to its business.

Many of our activities are subject to complex and changing laws, rules and regulations, including those relating to workplace safety, the protection of the environment, the prohibition of discrimination, harassment and violence in the workplace, financial reporting and restrictions on the trading of Harte Gold's securities.

It is critical that we make every reasonable effort to become familiar with the laws, rules and regulations that affect the activities we carry out on behalf of Harte Gold and be diligent in complying with these laws, rules and regulations. A law will still apply even if we don't know about it or understand it.

2. We Treat Our Colleagues with Dignity and Respect

- **Discrimination**

Harte Gold is committed to establishing and maintaining a work environment that encourages equal opportunity and prohibits discrimination.

Discrimination against any individual or group in the workplace or in any aspect of our employment relationship with Harte Gold (including recruitment, promotion, training opportunities, salary, benefits and terminations) is not tolerated. This includes discrimination based on race, ancestry, place of origin, colour, political belief, religion, ethnic origin, citizenship, creed, sex, sexual orientation, gender identity, gender expression, age, record of offences, marital status, family status or physical and mental disability or any other personal characteristics protected by law.

- **Harassment**

Harte Gold does not tolerate intimidation, harassment or bullying of any kind.

Harassment is any type of repeated unwelcome comment or conduct that is known (or should be known) to be unwelcome or offensive to a reasonable person, including sexual, racial, religious, psychological, physical or verbal or other abuse. A person who is bullying intentionally or unintentionally misuses the power of his or her position, knowledge or personality to domineer, intimidate or humiliate. Harassment and bullying are serious offences and can lead to disciplinary action including loss of employment.



- **Workplace Violence**

Harte Gold prohibits all acts of physical, verbal or written aggression or violence. This applies whether the aggression is committed against an employee or against anyone else we come into contact with when carrying out our responsibilities on behalf of Harte Gold.

We must report any act, or threatened act, of violence to a manager or to the Company's security personnel. In situations of imminent danger, call the police or local emergency services and then security personnel. If the danger seems less imminent, take note of the facts and then report the incident to the Company's security personnel noting who was involved, where and when the incident took place and whether there were any witnesses.

We are responsible for making sure we have read and understand the Company's *Workplace Violence and Harassment Policy*.

3. We Provide and Safe and Healthy Working Environment

Harte Gold firmly believes that the health and safety of its workforce is critical to the success of our business. To ensure we have a safe and healthy work environment, Harte Gold:

- promotes safe, healthy and productive work practices;
- aims to maintain an environment of respect, dignity and trust;
- provides the resources needed to identify, manage and reduce risks to achieve zero harm; and
- expects all of us to be responsible for our own health and safety and that of our colleagues by:
 - using risk management tools to recognize hazards and reduce risk;
 - working safely under all circumstances;
 - participating in training sessions;
 - understanding compliance obligations and acting accordingly;
 - communicating unacceptable work practices and/or hazards to management;
 - strictly complying with the letter and spirit of the occupational, health and safety laws that apply to what we do;
 - following procedures, work instructions, and rules concerning health and safety matters;
 - reporting to work in a condition to perform our job free from the influence of any substance that could prevent us from conducting our work safely and effectively;
 - not performing any activity that is illegal or dangerous; and
 - reporting any actual or potential safety or health risks you discover at work.

We are responsible for making sure we have read and understand the Company's *Health & Safety Policy and Fit for Duty Policy*.



4. We Always Act in the Best Interests of Harte Gold

We are required to place Harte Gold's business interests and reputation ahead of our personal interests. This means we must avoid actual conflicts of interest and be careful not to enter into situations that could *appear* to be a conflict of interest.

A conflict of interest occurs when relationships, actions or interests outside of work at Harte Gold interfere, might interfere, or even appear to interfere with our duty to act or make decisions in the best interests of Harte Gold. Actions that make it appear that there is a conflict of interest can be just as damaging to Harte Gold as a real conflict of interest.

All apparent, potential, and actual conflicts of interest should be diligently avoided. Unless specific approval is given by the President and Chief Executive Officer or Chair of Harte Gold's Board of Directors, we are prohibited from engaging in the following activities:

- *Employment/Outside Employment:* Being a director, officer or employee of, or a consultant to, another business that competes with Harte Gold or that supplies products or services to Harte Gold.
- *Business Interests:* Having any financial interest, or having any immediate relatives with any financial interest, including significant share ownership, in any entity with which we Harte Gold does business that might create or give the appearance of a conflict of interest.
- *Personal Loans or Services:* Seeking or accepting any personal loan or services from any entity with which Harte Gold does business, except from financial institutions or service providers offering similar loans or services to third parties under similar terms in the ordinary course of their respective businesses.
- *Transactions with Relatives:* Conducting Harte Gold business with a relative or significant other, or with a business in which a relative or significant other is associated in any significant role. Relatives include spouse, sister, brother, daughter, son, mother, father, grandparents, step relationships and in-laws. Significant others include persons living in a spousal or familial fashion with an employee, consultant, officer or director. If such transaction is unavoidable, the nature of the transaction must be fully disclosed to the Corporate Secretary in order to ensure the transaction is implemented in an ethical manner.

Harte Gold discourages the employment of relatives and significant others in positions or assignments within the same department and prohibits the employment of such individuals in positions that have financial dependence or influence (i.e. auditing or control relationship, or a supervisor/subordinate relationship). If a prohibited relationship exists, the employee in the senior position must bring this to the attention of his/her supervisor.

- *Mineral Properties:* Staking mineral claims or acquiring mineral properties in our own interest or in the interest of any syndicate not owned, controlled or directed by Harte Gold within 15 kilometers of any of Harte Gold's mineral properties.



If we have an actual, potential or perceived conflict, we must not take part in discussions or decision-making related to the conflict unless allowed by the applicable decision-makers. We will be in violation of the Code and are subject to discipline or even dismissal if we do not disclose a conflict of interest we may have.

5. We are Honest and Ethical in our Conduct

Harte Gold's success depends on our relationships with contractors, suppliers and competitors. These relationships can be damaged if we do not deal with people fairly, honestly and respectfully.

- **Gifts and Entertainment**

Business gifts and entertainment are customary courtesies designed to build goodwill among business partners. These courtesies include such things as meals and beverages, tickets to sporting or cultural events, discounts not available to the general public, travel, accommodation and other merchandise or services. However, a problem may arise when such courtesies compromise - or appear to compromise – our ability to make objective and fair business decisions.

We need to avoid offering, soliciting or receiving any gift, gratuity or entertainment that could be viewed by a reasonable person as an attempt to influence business decisions concerning Harte Gold. At a minimum, gifts (a) cannot be cash; (b) must be consistent with customary business practices; (c) cannot be excessive in value; (d) cannot be construed as a bribe or payoff; and (e) cannot be in violation of any applicable laws or regulations.

- **Bribes and Kickbacks**

Just as we must avoid the giving of gifts to our business partners that could be seen as an attempt to improperly influence business decisions, we cannot, either directly or indirectly through an agent, pay, offer to pay or promise to give anything of value to any government, public official, political party, political party official or candidate for political office with the goal of influencing his or her decisions that may concern or affect Harte Gold. We cannot do this even if such practice is generally accepted or condoned in the country of that official.

Not only are bribes and kickbacks unethical and in violation of the Code, they can seriously damage Harte Gold's reputation and expose you, Harte Gold and its directors and officers to fines, charges and possibly jail.

- **Political Activities and Contributions**

Harte Gold does not make donations or contributions to any candidate for public office or political party and does not approve of anyone making them in Harte Gold's name.



Harte Gold does, however, recognize that we may choose to participate in partisan political activities but these activities must not involve the use of Harte Gold money, time, equipment, supplies, facilities or other resources and must be done solely in our personal capacity.

6. We Protect Harte Gold's Property

- **Protection and Proper Use of Company Property**

Harte Gold has made a significant investment in building and protecting its assets on behalf of its shareholders and we are all expected to safeguard Harte Gold's assets which include mineral reserves and resources, physical property, information systems, financial controls and records, memos and other documents and intellectual property. If we fail to protect Harte Gold's property, or use it improperly, we damage Harte Gold's reputation and the trust and confidence of our shareholders and others who have an interest in Harte Gold and run the risk of a criminal offence.

We all play an important role in protecting Harte Gold's assets and are responsible for taking steps to protect Harte Gold's assets from loss, theft, misuse, damage and waste. Our property should never be used for personal gain or illegal activities.

- **Confidential Information**

In carrying out work for Harte Gold, we may have access to non-public information about Harte Gold, its employees, customers or other companies that Harte Gold deals with. This includes technical or scientific information about current and future projects, business opportunities or projections, earnings and other internal financial data, personnel information and other non-public information that, if disclosed, might have a material impact on the market value of Harte Gold's securities, be of use to our competitors, or harmful to our suppliers or other business partners.

Information is considered to be public only if Harte Gold or another company has communicated it through a news release or if it appears in an annual or quarterly report to shareholders, annual information form or management information circular filed with Canadian securities regulators. A rumour (or talk on the street) doesn't make information public, even if it's accurate. This includes information about financial performance or an impending transaction that hasn't been publicly announced.

We have an obligation to keep Harte Gold's information and that of other companies Harte Gold deals with confidential while we are employed with Harte Gold and after we are no longer working for Harte Gold. This means we cannot:

- Share any confidential information with anyone outside of Harte Gold, verbally or in writing, including through social media platforms.



- Make statements to the media about Harte Gold without the permission of the President and Chief Executive Officer.
- Grant, share or provide access to Harte Gold's confidential information to any unauthorized person.
- Share information from an employee's personnel file.
- Use any confidential information for our own personal benefit, the benefit of our friends or family members or anyone else other than Harte Gold.

Harte Gold's confidential information can only be disclosed for business reasons or when the law requires it. In these situations, the person receiving the information needs to be advised it is to be kept confidential, will usually need to sign a confidentiality agreement and may be prohibited from trading in Harte Gold's shares.

Only authorized spokespersons designated by the President and Chief Executive Officer are permitted to publicly communicate on behalf of Harte Gold by, for example, releasing information, discussing issues with or answering questions from the investment community, the general public, the media, government authorities or other third parties. Refer all enquiries from shareholders, analysts and the media to one of our authorized spokespersons.

Reference should also be made to *Disclosure and Confidentiality Policy*.

- **Computer Systems, Email, Internet and Social Media**

Harte Gold's computer systems, email and internet services are provided to help us do our work. While incidental and occasional personal use is permitted, it must never be for personal gain or any improper purpose.

The information we view and share – whether for business or personal use – must be appropriate, respectful. We cannot access, send or download any information that could be insulting or offensive to another person, such as sexually explicit material or jokes, unwelcome propositions, ethnic or racial slurs, or any other message that could be viewed as harassment. Also remember that “flooding” our systems with junk mail and trivia hampers the ability of our systems to handle legitimate Company business and is prohibited. In addition, employees are discouraged from downloading games and screensavers, as these are common sources of viruses.

We should not expect a right to privacy of our email, internet or network use. Unless prohibited by law, the Company reserves the right to access and disclose this information as necessary for business purposes. Use good judgment, and do not access, send messages or store any information that you would not want to be seen or heard by other individuals.



Other than authorized spokespersons, we are prohibited from participating in, hosting or linking to chat rooms, blogs, social networking sites or bulletin boards in relation to Harte Gold.

7. We Strive to Make a Meaningful Contribution to Our Communities

• Community Engagement

Harte Gold is committed to doing business in a way that provides benefits to the local communities affected by our business. For Harte Gold's business to sustain itself, we need healthy and sustainable communities around our operations to provide the employees, contractors and services necessary to run a modern mine. This commitment may take different forms in different countries but generally, we must all do our part to help Harte Gold:

- Engage with our communities in an open and honest manner so we can inform people about our activities and the impact, both positive and negative;
- Commit to learning about the aspirations of the communities that surround our operations;
- Use our presence as a catalyst to develop sustainable communities without raising expectations and without assuming the responsibilities of governments.

• Charitable Activities

Harte Gold strives to support several worthwhile community causes by donating our human and financial resources and by encouraging volunteer work and charitable giving.

• Environmental Protection

Harte Gold is continually looking for ways to improve how we protect the environment.

Pollution prevention, compliance with environmental laws, keeping the environmental risks at levels as low as reasonably achievable, and ensuring quality of environmental processes are just some of our efforts.

As part of our environmental practices, we design, implement, continually evaluate and improve management systems and other tools and we regularly measure our performance against recognized industry standards.

We recognize that our activities can profoundly impact the environment. For that reason, we strive to:

- Understand the environmental impact of our activities;



- Treat it as an integral part of our decisions;
- Continuously improve our overall environmental performance;
- Be open and accountable for our environmental performance;
- Adhere to comprehensive environmental standards and practices so that our actions are carried out in a responsible manner;
- Seek to employ preventive measures to prevent impacts rather than rectifying the damage afterwards (the precautionary principle).

Reference should also be made to the *Sustainability and Environmental Policy*.

8. We are Diligent and Transparent in Our Disclosures

- **Timely and Transparent Disclosure**

Harte Gold is committed to providing our shareholders and investors with full, fair, accurate, timely and understandable disclosure. Avoiding any misrepresentation of our operations or finances is critical to our relationship with our investors.

Proper reporting of reliable, truthful and accurate information is a complex process involving the cooperation among many of us. We must all work together to ensure that reliable, truthful and accurate information is disclosed to the public.

Reference should also be made to *Disclosure and Confidentiality Policy*.

- **Financial Reporting and Administration**

The Company strictly adheres to all applicable securities laws, regulations, accounting standards, accounting controls, audit practices and keeps proper records to meet our legal and financial obligations and to manage our business.

All financial and other transactions involving or affecting the Company must be properly authorized and approved and fully and accurately recorded in the financial books and records of the Company in accordance with applicable laws and regulations, the controls and procedures of the Company, generally accepted accounting principles, and the highest standards of integrity.

Those of us who are responsible for establishing and managing Harte Gold's financial reporting systems must ensure that:

- all business transactions are properly authorized;



- all records fairly and accurately reflect the transactions or occurrences to which they relate;
- all records fairly and accurately reflect in reasonable detail the assets, liabilities, revenues and expenditures of Harte Gold;
- the accounting records do not contain any false or intentionally misleading entries;
- no transactions are intentionally misclassified as to accounts, departments or accounting periods;
- all transactions are supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period;
- there is no pressure to achieve specific financial results by altering records and other entries, misapplying accounting principles, or entering into transactions that are designed to circumvent accounting controls or otherwise disguise the true nature of the transaction;
- any deviations from accounting practices and procedures are reported to the Audit Committee;
- protect the financial books and records from destruction or tampering and must not conceal information relating to the Company from management, the auditors or the legal advisors of the Company;
- not condone any undisclosed or unrecorded bank accounts or assets established for any purpose; and
- maintain a system of internal accounting controls that will provide reasonable assurances to management that that material information about Alamos is made known to management, all transactions are properly recorded and that the potential loss, theft or misuse of Company assets is minimized or prevented.

9. We Respect the Trading Rules of the Public Market

Securities legislation prohibits the buying or selling of securities of a public company by anyone who possesses material information about the company that has not been publicly disclosed (“insider trading”). Securities legislation also makes it illegal to pass such undisclosed material information onto others (known as “tipping”).

Securities legislation provides for criminal and civil liability for persons who engage in insider trading or tipping. These sanctions are intended to protect the public by ensuring that no one who is in possession of undisclosed material information takes advantage of such information.



Material information is information that would reasonably be expected to result in a significant change in, or to have a significant effect on, the market price or the value of the company's securities or which could affect the decision of a reasonable investor to invest in the company's securities.

Harte Gold prohibits insider trading and tipping not only with respect to Harte Gold's securities but also to securities in companies with which Harte Gold does business or may do business when one is in possession of undisclosed material information.

Before you purchase or sell any securities of Harte Gold or exercise any options to acquire shares of Harte Gold, make sure you have read, understand and follow the Company's *Insider Trading Policy* and the *Disclosure and Confidentiality Policy*.

C. ADMINISTRATION OF THE CODE

1. Getting Advice on the Code

We have a number of ways to get assistance and advice when we need help in understanding the requirements of this Code or are faced with a situation we are unsure of how to respond to. Usually, our manager will be in the best position to resolve the issue but, if we are uncomfortable approaching our manager, we can contact another manager, our human resources department or any member of Harte Gold's executive team regarding the situation. If we are not comfortable in approaching anyone, we need to file a report by following the procedures described below under "*Reporting Violations of the Code*".

2. Reporting Violations of the Code

If we believe that we or someone else has committed a violation of the Code or is likely to commit a violation of the Code, we have an obligation to report it immediately.

Often, an individual's immediate supervisor is in the best position to address a particular concern; however, concerns may also be reported to any member of Harte Gold's executive team or through any of the means set out in the Company's *Whistleblower Policy*:

- To the Chair of the Audit Committee:

Attention: Chair of the Audit Committee

STRICTLY PRIVATE & CONFIDENTIAL – TO BE OPENED BY ADDRESSEE ONLY

Harte Gold Corp.

161 Bay Street, Suite 2400

Toronto, Ontario, M5J 2S1

whistleblower@hartegold.com



- To the Chair of the Nominating, Compensation and Governance Committee:
Attention: Chair of the Nominating, Compensation and Governance Committee
STRICTLY PRIVATE & CONFIDENTIAL – TO BE OPENED BY ADDRESSEE ONLY
Harte Gold Corp.
161 Bay Street, Suite 2400
Toronto, Ontario, M5J 2S1
whistleblower@hartegold.com
- To the Chief Financial Officer:
Attention: Chief Financial Officer
STRICTLY PRIVATE & CONFIDENTIAL – TO BE OPENED BY ADDRESSEE ONLY
Harte Gold Corp.
161 Bay Street, Suite 2400
Toronto, Ontario, M5J 2S1
gdupreez@hartegold.com

Include as much documentation with your report as you can to support an investigation. Keep in mind that it is more difficult to investigate allegations that are vague, unspecific or not supported with documentation.

You are protected from any form of retaliation or punishment submit a complaint in good faith or provide assistance with the investigation of a complaint. Good faith doesn't mean that you have to be right; it means that you believe you are providing truthful information. Questioning in good faith whether someone's behaviour is ethical or asking for help on how to handle a violation of rules or a suspected illegal act will not be held against you. If you make a complaint that you do not believe in good faith is true, or you knowingly provide false information to cause harm, you will face disciplinary action, which may include loss of employment.

The Company strives to maintain the confidentiality of the allegations of the complaint and the identity of the persons involved to the greatest degree possible, subject to the need to conduct a full and impartial investigation, remedy any violations of the Company's policies, or monitor compliance with or administer the Company's policies.

If you believe that you have been punished in any way because you have brought forward concerns about an actual or potential violation of the Code, you can file an anonymous complaint and anyone found to have punished or tried to punish you will face serious consequences.



3. Consequences for Violations of the Code

Harte Gold views breaches of the Code as very serious. The breach of the Code or any policy referred to in the Code can result in disciplinary action, including demotion, suspension or termination of employment or a civil lawsuit against you. The violation of laws, rules or regulations, which can subject the Company to fines and other penalties, may result in your criminal prosecution.

4. Waivers of the Code

Waivers of the Code may only be given in exceptional circumstances. Waivers for officers or members of the Board of Directors may only be made by the Board of Directors on the recommendation of either the Audit Committee or the Nominating, Compensation and Governance Committee, whichever is applicable. Waivers will be promptly disclosed as required by applicable securities rules and regulations.

5. Annual Review of the Code

The Board of Directors of Harte Gold will review this Code annually and make amendments as necessary. Amended versions of the Code will be made available to all employees.

D. POLICIES REFERENCED IN THIS CODE

Disclosure and Confidentiality Policy
Fit for Duty Policy
Health & Safety Policy
Insider Trading Policy
Sustainability and Environmental Policy
Whistleblower Policy
Workplace Violence and Harassment Policy



E. ACKNOWLEDGEMENT

I, _____, hereby confirm that I have read and understand Harte Gold Corp's Code of Conduct and Ethics (the "**Code**"), as well as the policies referenced in the Code (the "**Policies**"). I confirm that I am presently in compliance with the Code and the Policies and I agree to conduct myself in accordance with the provisions contained in the Code and the Policies. I further understand that failure to do so may result in disciplinary action being taken against me, which may include termination of my employment.

Signed:

Date: