



HARTE GOLD CORP.

EXECUTIVE COMPENSATION CLAWBACK POLICY

I. PURPOSE

Harte Gold Corp. (“**Harte Gold**” or the “**Company**”) has established this Executive Compensation Clawback Policy (the “**Policy**”) in order to establish guidelines for the potential recovery of excess incentive compensation paid to certain executives in the event the financial statements of Harte Gold are restated as a result of misconduct by the executive.

II. DEFINITIONS

For purposes of this Policy, in addition to the terms defined elsewhere in this Policy, the following terms shall have the meanings set out below:

“**Executives**” means the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer, any Executive Vice President and any other vice president or officer as designated by the Board of Directors (the “**Board**”) from time to time, and “Executive” refers to one of such individuals.

“**Incentive Compensation**” means cash bonuses paid to an individual and Share-Based Compensation awarded to an individual.

“**Share-Based Compensation**” means stock options, restricted share units and performance share units awarded to an individual under one or more of Harte Gold’s incentive compensation plans in effect from time to time.

III. RECOVERY OF EXCESS COMPENSATION

In the event that:

1. Harte Gold is required to restate its financial results (a “**Restatement**”) due to material non-compliance with any financial reporting requirement under applicable securities laws;
2. an Executive engaged in fraud or willful misconduct (as admitted by the Executive or, in the absence of such admission, as determined by a court of competent jurisdiction in a final judgment that cannot be appealed) which caused or significantly contributed to the material non-compliance that resulted in the Restatement; and
3. the amount of Incentive Compensation awarded or paid to the Executive in respect of the year to which the Restatement pertains (“**Actual Compensation**”) would have been lower had it been calculated based on the restated financial results (“**Revised Compensation**”),

the Board may, in its discretion, seek to recover from the Executive all or a portion of the after-tax difference between the Actual Compensation and the Revised Compensation where Harte Gold has determined that the Restatement is required.

To the extent that the difference between Actual Compensation and Revised Compensation relates to Share-Based Compensation and the Share-Based Compensation initially awarded has not been

exercised or vested, the Board may cancel or adjust the number of options, restricted share units or performance share units awarded in the year to which the Restatement pertains to address such difference.

Any determination made by the Board under this Policy shall be final, binding and conclusive on all parties.

This Policy applies only to Incentive Compensation paid or awarded after the date of adoption of this. Compensation paid or awarded prior to that date is not subject to this Policy.

IV. COMMUNICATION OF THE POLICY

This Policy will be posted on the Company's website at www.hartegold.com.

All Executives will be required to provide certification that they have read, understood and will comply with this Policy and will be informed whenever significant changes are made.

V. APPROVAL

Approved by the Board on November 12, 2020.