



## INSIDER TRADING POLICY

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### I. PURPOSE

Harte Gold Corp. (“**Harte Gold**” or the “**Company**”) has established this Insider Trading Policy (the “**Policy**”) in order to ensure that its directors, officers, employees and contractors (collectively, “**Designated Insiders**”) act, and are perceived to act, in accordance with applicable securities laws.

### II. DEFINITIONS

“**Generally Disclosed**” means the Material Information has been disseminated to the public by way of a news release and a reasonable amount of time (48 hours, unless otherwise advised that the period is longer or shorter, depending on the circumstances) has passed since the dissemination of the news release for the public to analyze the information;

“**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. Schedule "A" attached hereto, while not intended to be complete or comprehensive, lists examples of Material Information.

“**Necessary Course of Business**” generally means communications that are necessary to further the business purposes of Harte Gold with, for example (i) vendors, suppliers or strategic partners; (ii) other employees, officers and directors of the Company; (iii) lenders, legal counsel, underwriters, auditors, and financial and other professional advisors of the Company; (iv) parties to negotiations with the Company; and (v) government agencies and regulators.

“**Trade**” or “**Trading**” means:

- (a) purchasing or selling shares or other securities (including securities convertible into shares or other securities) of such company; or
- (b) granting or exercising long-term incentives including stock options, performance share units, restricted share units and/or deferred share units or any financial product whose value in whole or in part is determined directly or indirectly by reference to the price of securities of such company.

“**Undisclosed Material Information**” is Material Information about the Company that has not been Generally Disclosed.

### **III. PROHIBITED INSIDER TRADING & TIPPING**

One of the principal purposes of securities laws is to prohibit “*insider trading*” which occurs when a person uses Undisclosed Material Information to make decisions to Trade a company’s securities.

Securities laws also prohibit the communication of Undisclosed Material Information to third parties outside the Necessary Course of Business (known as “**tipping**”).

This Policy 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.

### **IV. MATERIAL INFORMATION**

Although not intended to be a comprehensive list, the following are examples of information that could be material, depending on scale and magnitude:

- Changes in share ownership that may affect control of Harte Gold
- Changes in corporate structure including amalgamations, reorganizations and mergers
- Takeover bids or issuer bids
- Major corporate acquisitions or dispositions
- Changes in capital structure including the public or private sale of additional securities
- The borrowing of a significant amount of money
- Any development that significantly affects the Company's mineral resources or reserves
- Entering into or losing a significant contract
- Changes in financial results including a significant increase or decrease in near-term earnings prospects
- A significant change in capital investment plans or corporate objectives
- Changes to the Board or executive management
- The commencement of, or developments in, material legal proceedings
- A major labour dispute or dispute with a major contractor or supplier
- Default under debt obligations

### **V. TRADING PROCEDURES**

To assist in preventing even the appearance of insider trading, the following procedures must be followed.

#### ***Pre-clearance of Trades***

Harte Gold’s directors and officers are required to notify the Board Chair, the Chief Executive Officer (“**CEO**”) or the Chief Financial Officer (“**CFO**”) of an intention to carry out Trading and shall not carry out such Trading without receiving the written approval of the Board Chair, CEO or CFO.

Any approval granted for proposed Trading will be valid for a period of seven (7) calendar days, unless revoked prior to that time. No Trading may be carried out after the expiry of seven (7) calendar days following the receipt of approval unless such approval is renewed.

### ***Scheduled Blackout Periods***

Trading by Designated Insiders is prohibited during the period commencing thirty (30) calendar days prior to the anticipated release of the Company's financial results and ending two (2) full trading days following the issuance of a news release disclosing the financial results; and

### ***Unscheduled Blackout Periods***

Blackout periods may also be prescribed from time to time as a result of special circumstances relating to Harte Gold. All directors and officers, as well as other individuals who may, from time to time, have knowledge of such special circumstances, will be covered by the blackout. Notice of any such blackout will be communicated by the CEO or CFO to directors, officers and such other individuals to whom the blackout applies.

## **VI. INSIDER REPORTING REQUIREMENTS**

All directors and officers of the Company are required to file an insider trading report in through the System for Electronic Disclosure by Insiders (“SEDI”), within five (5) calendar days after becoming a director or senior executive officer, disclosing their beneficial ownership of or control or direction over securities of the Company. Each such “reporting insider” is also required to file an insider trading report through SEDI any time such beneficial ownership of or control or direction changes within five (5) calendar days of the date on which the change occurs.

## **VII. POTENTIAL CIVIL AND CRIMINAL PENALTIES**

The consequences of engaging in prohibited Trading, tipping or a failure to file an insider report on SEDI where required can be severe and may include dismissal, fines and criminal sanctions. In Canada, penalties for violations of insider trading laws include possible imprisonment for a term of up to five years and fines of up to the greater of \$5,000,000 and three times any profit made or loss avoided.

## **VIII. PROHIBITION ON HEDGING**

Harte Gold encourages share ownership in the Company by its directors and officers to help ensure that their interests are the same as the short-term and long-term interests of the Company's shareholders in Harte Gold's financial and operating performance. In order to further this objective, directors and officers are prohibited from entering into financial instruments that are designed to hedge or offset any decrease in the market value of Harte Gold equity securities that are held directly or indirectly by them or granted as compensation to them. Such prohibited financial instruments with respect to Harte Gold equity securities include prepaid variable forward contracts, equity swaps, collars, put or call options, and similar financial instruments.

## **IX. COMMUNICATION OF THE POLICY**

This Policy will be posted on the Company's website at [www.hartegold.com](http://www.hartegold.com).

All Designated Insiders 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.

**X. QUERIES**

If you have any questions about how this Policy should be followed in a particular case, please contact the CFO.

**XI. APPROVAL**

Approved by the Board on November 12, 2020.