



WHISTLEBLOWER POLICY

I. PURPOSE

Harte Gold Corp. (“**Harte Gold**” or the “**Company**”) has established this Whistleblower Policy (the “**Policy**”) to govern the process by which its directors, officers, employees and others can report complaints or concerns with respect to the Company’s compliance with internal controls, legal and regulatory requirements and Company policies, including the Harte Gold’s Code of Business Conduct and Ethics.

II. AUDIT COMMITTEE

The Audit Committee shall immediately be informed of any complaint or concern relating to:

- financial statement disclosures or accounting, internal accounting controls or auditing matters;
- non-compliance with any legal or regulatory requirement;
- retaliation against anyone who has made a complaint under this Policy; or
- violations of the Company’s Code of Business Conduct and Ethics.

The Audit Committee will report to the Company’s independent auditor the number, the nature and the outcome of any complaints that are received under this Policy.

III. REPORTING ALLEGED VIOLATIONS AND COMPLAINTS

Individuals should express any questions, concerns or complaints they have with someone who can address them properly. Often, an individual’s immediate supervisor is in the best position to address a particular concern; however, concerns may also be reported through any of the means set out below.

- 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

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Harte Gold Corp.

161 Bay Street, Suite 2400

Toronto, Ontario, M5J 2S1

whistleblower@hartegold.com

- To the Chief Financial Officer:

Attention: Chief Financial Officer

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Harte Gold Corp.

161 Bay Street, Suite 2400

Toronto, Ontario, M5J 2S1

gdupreez@hartegold.com

IV. INVESTIGATIONS

The Audit Committee shall determine whether it will conduct an investigation or whether the investigation will be conducted by management or another committee of the Board of Directors depending upon, among any other factors that are appropriate under the circumstances, the nature of the alleged wrongdoing, who the alleged wrongdoer is, the seriousness of the alleged wrongdoing, and how credible is the allegation of wrongdoing is.

The investigator may enlist the assistance of anyone it considers appropriate to conduct the investigation, including employees, human resources, and/or outside legal, accounting or other advisors. It is the obligation of all employees, officers and directors to cooperate in any investigation.

In the event that an investigation establishes that an employee, officer or director has engaged in conduct or actions constituting discrimination, harassment and/or retaliation in violation of this Policy, the Company will take immediate and appropriate corrective action up to and including termination of an individual's position with the Company.

In the event that the investigation reveals that the complaint was frivolously made or undertaken for improper motives or made in bad faith or without a reasonable and probable basis, the complainant's supervisor will take whatever disciplinary action that may be appropriate in the circumstances.

V. PROTECTION OF WHISTLEBLOWER

The Company will not discharge, discipline, demote, suspend, threaten, or in any manner discriminate against any person who submits a complaint in good faith or provides assistance to the Audit Committee, management, or any other person or group, including any governmental, regulatory, or law enforcement body investigating a complaint.

The Company will maintain the confidentiality of the allegations of the complaint and the identity of the persons involved, 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.

VI. RECORDS

The Audit Committee shall retain all records relating to any complaint and the investigation of any such complaint for such period of time that may be legally required or otherwise judged to be appropriate based upon the merits of the submission. The types of records to be retained by the Audit Committee shall include records of all steps taken in connection with the investigation and the results of any such investigation.

VII. COMMUNICATION OF THE POLICY

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

Each employee, officer and director of Harte Gold will be required to provide certification that they have read, understood and will comply with the Policy and will be informed whenever significant changes are made.

VIII. QUERIES

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

IX. APPROVAL

Approved by the Board on November 12, 2020.