



CORPORATE DISCLOSURE AND INSIDER TRADING POLICY

Objective and Scope

This corporate disclosure and insider trading policy¹ applies to all directors, officers, and employees of the Company (“**Personnel**”), and those specifically authorized or designated to speak on its behalf. It covers all methods of communication by the Company with the public, including disclosures in documents filed with securities regulators; written statements made in the Company's annual and quarterly reports; news releases; letters to shareholders; presentations by senior management; and information contained on the Company's website, social media sites, and other electronic communications. It extends to oral statements made in meetings and telephone conversations with analysts and investors, interviews with the media as well as speeches, press conferences, and conference calls. This policy does not apply to communication in the ordinary course of business not involving material information.

The objective of this disclosure policy is to ensure that communications to the investing public about the Company are:

- timely, factual, and accurate; and
- broadly disseminated in accordance with all applicable legal and regulatory requirements.

This corporate disclosure and insider trading policy outlines the Company's approach towards the determination and dissemination of material information, the circumstances under and methods through which the confidentiality of information will be maintained, and restrictions on the trading of the Company's securities. It also provides guidelines designed to achieve consistent disclosure practices across the Company.

Policy Administration

The corporate disclosure and insider trading policy shall be administered by the CEO. The CEO may, at any time, request the assistance or advice of other directors and officers of the Company or third parties in the administration and interpretation of this policy. The CEO will decide when developments are material and justify release to the public. The CEO will review the Company's prior disclosures of material information in regulatory filings and other statements to determine whether any updating or correcting is appropriate. All the Company's written and oral public disclosures shall be reviewed and approved by the CEO.

The CEO will review this corporate disclosure and insider trading policy on an annual basis and recommend to the board of directors updating this policy, if necessary.

Principles of Disclosure of Material Information

Material information is any information (including material facts and material changes) relating to the business and affairs of the Company that results in, or would reasonably be expected

¹ Per National Policy 51-201 - *Disclosure Standards*.

to result in, a significant change in the market price or value of the Company's securities or that would reasonably be expected to have a significant influence on a reasonable investor's investment decisions.

In complying with the requirement to disclose all material information under applicable laws and stock exchange rules in a timely manner, the Company will adhere to the following basic disclosure principles:

1. Subject to the terms of this policy, material information will be publicly disclosed promptly via news release.
2. In certain circumstances, the CEO may determine that such disclosure would be detrimental to the Company's interests (for example if release of the information would prejudice negotiations in a corporate transaction), in which case the information will be kept confidential until the CEO determines it is appropriate to publicly disclose or that the Company has a legal obligation to do so. In certain circumstances, the CEO may cause a confidential material change report to be filed with the applicable securities regulators and will periodically (at least every 10 days) review the decision to keep the information confidential (also see 'Rumours').
3. Disclosure must be factual and non-speculative and must include any information the omission of which would make the rest of the disclosure misleading (half-truths are misleading).
4. Unfavourable material information must be disclosed as promptly and completely as favourable information.
5. Disclosure must not be selective. Previously undisclosed material information must not be disclosed to selected individuals (for example, in an interview with an analyst or in a telephone conversation with an investor). If previously undisclosed material information has been inadvertently disclosed, such information must be broadly disclosed immediately via news release. In certain circumstances, applicable securities laws allow for selective disclosure when doing so is in the "necessary course of business". Selective disclosure of material information under this exception should generally be reviewed and confirmed with the Company's counsel.
6. Disclosure on the Company's website or via social media alone does not constitute adequate disclosure of material information.
7. Disclosure must be corrected immediately if the Company subsequently learns that earlier disclosure by the Company contained a material error at the time it was given.

Insiders, Trading Restrictions, and Blackout Periods

Insiders and employees with knowledge of confidential material information about the Company or counterparties in negotiations of potentially material transactions are prohibited from trading securities of the Company or any counterparty until the information has been fully disclosed and a reasonable period has passed for the information to be widely disseminated.

Insiders are personally responsible for filing accurate and timely insider trading reports in accordance with applicable securities laws.

To prevent insider trading violations, the following procedures must be followed by all Personnel of the Company or any of its insiders, affiliates, or associates:

General Prohibition Against Using Material Information

All Personnel of the Company who have knowledge of undisclosed material information relating to the Company or its business are expressly prohibited from buying or selling, exercising options to buy or sell or tipping someone else to buy or sell (or not buy or sell), securities of the Company unless and until such information has been publicly disclosed and disseminated. If this undisclosed material information relates to any other company with which the Company is negotiating or doing business, they may not trade in the securities of such company on the basis of such information, nor may they communicate such information to others.

Family Members

The above prohibition also applies to family members and others living in the household of a director, officer, or employee who gain access to or become aware of undisclosed material information relating to the Company. All Personnel are responsible for compliance with this policy by such family members and others living in their household.

Timing of Insider Transactions

As a general rule, if you know of material information relating to the Company or its business, you should not engage in any transactions relating to securities of the Company (including the exercise of stock options) until at least the commencement of the second trading day after the material information is publicly disclosed by news release.

Blackout Periods

Quarterly trading blackout periods may apply to all employees during periods when financial statements are being prepared but results have not yet been publicly disclosed. The need for and the length of a quarterly trading blackout will be determined by the CEO based on whatever new material information is disseminated.

Blackout periods may also be prescribed from time to time by the CEO as a result of special circumstances relating to the Company when insiders would be precluded from trading in its securities. For example, all Personnel who have access to undisclosed material information relating to the Company or its business in the normal performance of their duties are subject to the blackout. Other parties who may have knowledge of such special circumstances include external advisors such as legal counsel, investment bankers, investor relations consultants, and other professional advisors, and counterparties in negotiations of material potential transactions. The parties who are made aware of a blackout period are prohibited from communicating to anyone else that the Company is subject to a blackout period. Exceptions to the prohibition against trading during blackout periods may only be made with prior approval by the CEO.

Notification of Intent to Trade

All Personnel of the Company planning to sell or trade securities (including the exercise of stock options) should consult the CEO to determine whether any material news is pending prior to trading such securities.

Maintaining Confidentiality

Any director, officer, or employee privy to confidential corporate information is prohibited from communicating such information to anyone else, unless it is necessary to do so in the course of business. Efforts will be made to limit access to such confidential information to only those who need to know the information.

Outside parties privy to undisclosed material information concerning the Company, will be told that they must not divulge such information to anyone else, and that they may not trade in the Company's securities until the information is publicly disclosed. Such outside parties may be requested to confirm their commitment to non-disclosure under a written confidentiality agreement of the Company as and when determined by the Company.

In order to prevent the misuse or inadvertent disclosure of material information, the procedures set forth below should be observed at all times:

1. 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 code names should be used if necessary.
2. The utmost caution must be adhered to when confidential matters are being discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes, or taxis.
3. Confidential matters should not be discussed on wireless telephones or other wireless devices unless such devices are secure.
4. Confidential documents should not be displayed in public places and should not be discarded where others can retrieve them.
5. All Personnel must ensure they maintain the confidentiality of information in their possession outside of the Company's office as well as inside the office.
6. Transmission of documents by electronic means, such as by fax or directly from one computer or handheld electronic device to another, should be made only where it is reasonable to believe that the transmission can be made and received under secure conditions.
7. Unnecessary copying of confidential documents should be avoided and documents containing confidential information should be promptly removed from conference rooms and work areas after meetings have concluded. Extra copies of confidential documents should be shredded or otherwise destroyed.
8. Access to confidential electronic data should be restricted through the use of passwords.

Authorized Spokespersons

The Company designates a limited number of spokespersons responsible for communication with the investment community, regulators, or the media.

The CEO or, in his or her absence, a **designated member of** the board or an executive officer of the Company shall be the official spokespersons for the Company for dealings with institutional shareholders, Government Agencies (federal, provincial, state, and territorial), First Nations, and the media. In addition, the CEO or, in his or her absence, a **designated member** of the board or an executive officer of the Company shall be the spokesperson for the Company in communications with non-institutional shareholders.

The CEO may, from time to time, designate others within the Company to speak on behalf of the Company or to respond to specific inquiries. There could be blanket delegation on routine matters.

Directors, officers, or employees who have not been designated by the CEO must not respond under any circumstances to inquiries from the investment community, the media, or others. All such inquiries should be referred to the CEO.

News Release and Filings

Once the CEO determines that a development is material and must be disclosed, the CEO will authorize the issuance of a news release. News releases may not be issued without the express consent of one of the CEO. Should a material statement inadvertently be made on a selective basis, the Company will immediately issue a news release in order to fully disclose that information.

The Company will comply with the TSX Venture Exchange's policy on timely disclosure and news releases will be disseminated in accordance with the Company's News Release Approval Protocol (attached hereto as Schedule "A") including where required (i) prior notice to the Investment Industry Regulatory Organization of Canada ("IIROC") and (ii) a trading halt if deemed necessary by IIROC or the Company. If the Company ceases to be listed on the TSXV, it will comply with the policies of the applicable stock exchange where its securities are listed.

Quiet Periods

From time to time, the CEO may establish "quiet periods" to avoid the potential for, or the perception or appearance of, improper selective disclosure. During the quiet period, the Company will only communicate with the investment community, investors, or the media to respond to unsolicited inquiries about non-material information or information that has been generally disclosed. The Company will not provide information relating to earnings guidance or commentary with respect to current operations or financial results for the current fiscal quarter or year to analysts, investors, or other market professionals. As a general rule, once the Company expects to achieve significant revenue or other income within the next 12 months, the quiet period will begin on the third business day following the end of each fiscal quarter and will terminate with the issuance of a quarterly earnings announcement.

Conference Calls

Conference calls and/or webcasts may be held for major corporate developments, whereby discussion of key aspects is accessible simultaneously to all interested parties, some as participants by telephone and others in a listen-only mode by telephone or via a webcast over the Internet. Any such call and/or webcast will be preceded by a news release containing all relevant material information. At the beginning of the call and/or webcast, a Company spokesperson must provide appropriate cautionary language with respect to any future oriented information.

The Company will provide advance notice of the conference call and webcast by issuing a news release announcing the date and time and providing information on how interested parties may access the call and/or webcast. In addition, the Company may send invitations to analysts, institutional investors, the media, and others invited to participate. A tape recording of the conference call and/or an archived audio webcast on the Internet will be made available following the call for a minimum of 30 days, for anyone interested in listening to a replay.

A copy, detailed records and/or transcripts of any conference call and webcast will be maintained by the Company for a period of 12 months. If during the conference call or webcast, there is inadvertent selective disclosure of previously undisclosed material information, the Company will immediately disclose such information broadly via news release.

Rumours

The Company does not comment, affirmatively or negatively, on rumours. This also applies to rumours on the Internet. The CEO or authorized designate will respond consistently to those rumours, saying, "It is our policy not to comment on market rumours or speculation." Should the TSX Venture Exchange request that the Company make a definitive statement in response to a market rumour that is causing significant volatility in the stock, the CEO will consider the matter and decide whether to make a policy exception.

If material undisclosed information of the Company appears to be affecting trading activity in the Company's securities, the CEO will consider taking immediate steps to issue a public announcement by news release of the information. This may also include contacting the TSX Venture Exchange and asking that trading be halted pending the issuance of a news release.

Contacts with Analysts, Investors, and the Media

Disclosure in individual or group meetings does not constitute adequate disclosure of information that is considered material non-public information. If the Company intends to announce material information at an analyst or shareholder meeting or a press conference or conference call, the announcement must be preceded by a news release.

The Company recognizes that meetings with analysts, institutional investors and other market professionals are an important element of the Company's investor relations program. The Company will meet with analysts, institutional investors, and other market professionals on an individual or small group basis as needed and will initiate contact or respond to their calls in a timely, consistent, and accurate fashion in accordance with this corporate disclosure and insider trading policy.

A debriefing among some or all of the Company participants will be held after individual or group meetings and if such debriefing uncovers inadvertent selective disclosure of previously undisclosed material information, the Company will immediately disclose such information broadly via news release.

Reviewing Analyst Draft Reports

It is the Company's policy to review, upon request, analysts draft research reports. It is imperative that the control of the process be centralized through the CEO. The Company will review the report for the purpose of pointing out errors in fact based on publicly disclosed historical information. The Company will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with an analyst's report or earnings estimates.

Distributing Analyst Reports

Analyst 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 will not provide analyst reports through any means to persons outside of the Company, including posting such information or links to such information on its website. The Company may post on its website a complete list, regardless of the recommendation, of all the investment firms and analysts who provide research coverage on the Company. If provided, such list will not include links to the analysts or any other third-party websites or publications.

Responsibility for Electronic Communications

This corporate disclosure and insider trading policy also applies to electronic communications. Accordingly, all Personnel responsible for written and oral public disclosures shall also be responsible for electronic communications, including social media.

The CEO or a designated investor relations representative is responsible for updating the Company's website and is responsible for monitoring all Company information placed on the website to ensure that at the time it was placed on the website it is accurate, up-to-date and in compliance with this corporate disclosure and insider trading policy.

The CEO or a designated investor relations representative must ensure that all links from the Company's website to a third-party website are approved by the CEO. Any such links will 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.

The Company's website shall contain an investor relations section. Documents of interest to investors that are available in paper copy may be made available on the website. These may include the Company's share structure, stock information, annual report, quarterly reports, management proxy circular and other information deemed appropriate by the CEO. The CEO or a designated investor relations representative is responsible for ensuring that the information in the investor relations section of the website is up-to-date and accurate.

News releases will be added to the website as soon as possible after they are released to the wire service. Other documents and presentations may be placed on the website as soon as possible after they are available.

Disclosure on the Company's website alone does not constitute adequate disclosure of information that is considered material non-public information. Any disclosures of material information on the Company's website will be preceded by the issuance of a news release.

The CEO and or a designated investor relations representative will also ensure that electronic inquiries are responded to. Only public information or information which could otherwise be disclosed in accordance with this corporate disclosure and insider trading policy will be utilized in responding to electronic inquiries. The investor relations representative will maintain a written record of such inquiries and responses.

In order to ensure that no material undisclosed information is inadvertently disclosed, all Personnel are prohibited from participating in Internet chat rooms, bulletin boards, email or newsgroup discussions on matters pertaining to the Company's activities or its securities. Directors, officers, or employees who encounter such a discussion pertaining to the Company should advise the CEO immediately, so the discussion may be monitored.

Social Media

The CEO or a designated investor relations representative should determine who should be the authorized spokespeople on social media forums and are responsible for managing the Company's social media presence. Social media consists of social networks (such as Facebook and LinkedIn), online communities (such as Twitter), blogs, forums, wikis, virtual worlds and content hosting sites and other platforms (such as YouTube). Social media is an emerging technology that changes frequently and as such, all present and future forms of collaborative, online communications are within the scope of this corporate disclosure and insider trading policy, including the use of the appropriate cautionary notes for forward-looking information and disclosure of material information.

All Personnel are prohibited from participating in discussions concerning the Company's undisclosed material information or confidential or proprietary information on social media and may only disclose non-material information with express permission from the CEO, or material information, provided that such disclosure is preceded by a news release disclosing such information.

Forward-Looking Information

Any forward-looking information (“**FLI**”) which constitutes material information will be disclosed by the Company broadly via press release pursuant to this corporate disclosure and insider trading policy. This includes FLI in the MD&A related to the annual audited and interim (quarterly) financial statements and any material FLI which the Company discloses at any other time for any reason.

The Company will describe all material facts or assumptions used in the preparation of the FLI. Any FLI disclosed will be identified as “forward-looking information” and accompanied with a cautionary statement warning of the inherent risks and uncertainties that may cause actual results to differ materially or if applicable that the information is stated as of a current date and is subject to change after that date and the Company does not undertake to update any forward-looking statement(s) that is contained in that particular document or other communication.

Managing Expectations

The Company will 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 will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with analysts' models and earnings estimates.

Communication and Enforcement

This corporate disclosure and insider trading policy extends to all Personnel, authorized spokespersons and spokespersons designated by the CEO. Any person who violates this policy may face disciplinary action up to and including termination of his or her position or employment with the Company without notice. The violation of this policy may also violate certain securities laws which could lead to penalties, fines, or imprisonment.

This Corporate Disclosure and Insider Trading Policy has been approved and adopted by the board of directors of the Company as of October 26, 2021.