



610-815 W. Hastings St., Vancouver, BC | V6C 1B4
Tel: 604.687.2766 Fax: 604.687.3567
web: www.goldstandardv.com; email: info@goldstandardv.com

GOLD STANDARD VENTURES CORP.

CORPORATE POLICY MANUAL

Updated and Approved by the Board on December 11, 2019

INTRODUCTION

This policy manual contains the Gold Standard Ventures Corp. ("GSV") corporate policies. It may not, however, answer all of your questions. For additional information, talk to your immediate supervisor.

Every effort is made to cover key elements in this policy manual. It will be updated from time to time and new policies may be added. All employees, officers, directors, and consultants as appropriate, of GSV shall abide by the provisions of this policy manual as part of their respective contracts, terms of employment or retainer.

This policy manual is intended for GSV. Any re-use, transmission, duplication or distribution without the express written permission of the Company is not allowed.

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ADVANCE NOTICE POLICY

BACKGROUND

This advance notice policy (the "**Policy**") has been adopted by the board of directors of the Company with a view providing shareholders, directors and management of the Company with a fair and transparent procedure for nominating directors. This Policy establishes a deadline on or before which a holder(s) of record of the Company's common shares must submit, in writing, director nominations to the Company prior to any annual or special meeting of shareholders and the information that such holder(s) must include with such nominations in order for any director nominee to be eligible for election at any annual or special meeting of shareholders.

By adopting this Policy, the Company seeks to: (i) establish an orderly and efficient process for electing directors at annual general or, if applicable, special meetings of the Company; (ii) ensure all shareholders receive adequate notice of the director nominations and sufficient information with respect to all nominees to make an informed vote with respect to the election of directors after having been afforded reasonable time and information for appropriate deliberation; and (iii) avoid the potentially negative impact of a relatively small group of dissent shareholders taking control of the board of directors of the Company by way of a surprise proxy vote at an annual or special meeting without paying any premium for such control and without providing the remaining shareholders of the Company with the ability to evaluate and vote on any directors nominated by such dissent shareholders.

The Company believes this Policy is in the best interests of the Company, its shareholders and other stakeholders.

INTERPRETATION

1. For purposes of this Policy:
 - (a) "**Annual Meeting**" means any annual meeting of shareholders of the Company;
 - (b) "**Applicable Securities Laws**" means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such laws and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission or similar securities regulatory authority of each province and territory of Canada;
 - (c) "**BCA**" means the *Business Corporations Act* (British Columbia), as amended;
 - (d) "**Board**" means the board of directors of the Company as constituted from time to time;
 - (e) "Nominating **Shareholder**" has the meaning ascribed to such term in paragraph 2(c) below;

- (f) "**Public Announcement**" means disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Company under its profile on the System of Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com; and
- (g) "**Special Meeting**" means any special meeting of shareholders of the Company if one of the purposes for which such meeting is called is the election of directors.
- In this Policy, other words and phrases that are capitalized have the meaning assigned in this Policy.

NOMINATIONS OF DIRECTORS

2. In order to be eligible for election to the Board at any Annual Meeting or Special Meeting of shareholders of the Company, persons must be nominated in accordance with one of the following procedures:
- (a) by or at the direction of the Board, including pursuant to a notice of meeting;
 - (b) by or at the direction or request of one or more shareholders pursuant to a "proposal" made in accordance with Division 7 of the BCA, or a requisition of the shareholders made in accordance with section 167 of the BCA; or
 - (c) by any person (a "**Nominating Shareholder**"):
 - (i) who, at the close of business on the date of giving by the Nominating Shareholder of the notice provided for below and at the close of business on the record date for notice of such meeting, is entered in the central securities register of the Company as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and
 - (ii) who complies with the notice procedures set forth in this Policy.
3. In addition to any other requirements under applicable laws, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must give notice, which is both timely (in accordance with paragraph 4) and in proper written form (in accordance with paragraph 5), to the Secretary of the Company at the principal executive offices of the Company.
4. A Nominating Shareholder's notice to the Secretary of the Company will be deemed to be timely if:
- (a) in the case of an Annual Meeting, such notice is made not less than 30 nor more than 65 days prior to the date of the Annual Meeting; provided, however, that in the event that the Annual Meeting is to be held on a date that is less than 50 days after the date (the "**Notice Date**") on which the first Public Announcement of the date of the Annual Meeting is made, notice by the Nominating Shareholder is made not later than the close of business on the tenth (10th) day following the Notice Date; and
 - (b) in the case of a Special Meeting (which is not also an Annual Meeting) called for the purpose of electing directors (whether or not called for other purposes), such notice is made not later than the close of business on the fifteenth (15th) day following the day on which the first Public Announcement of the date of the Special Meeting is made.

For greater certainty, the time periods for the giving of notice by a Nominating Shareholder as aforesaid shall, in all cases, be determined based on the original date of the applicable Annual Meeting or Special Meeting of shareholders, and in no event shall any adjournment or postponement of an Annual Meeting or Special Meeting or the announcement thereof commence a new time period for the giving of such notice.

5. A Nominating Shareholder's notice to the Secretary of the Company will be deemed to be in proper form if:
 - (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director, such notice sets forth:
 - (i) the name, age, business address and residential address of the person;
 - (ii) the principal occupation or employment of the person;
 - (iii) the citizenship of such person;
 - (iv) the class or series and number of shares in the capital of the Company which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; and
 - (v) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the BCA and Applicable Securities Laws; and
 - (b) as to the Nominating Shareholder giving the notice, such notice sets forth full particulars regarding any proxy, contract, agreement, arrangement or understanding pursuant to which such Nominating Shareholder has a right to vote or direct the voting of any shares of the Company and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the BCA and Applicable Securities Laws.

The Company shall have the right to require any proposed nominee for election as a director to furnish such additional information as may reasonably be requested by the Company to determine the eligibility of such proposed nominee to serve as an independent director of the Company or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee.

6. No person shall be eligible for election as a director of the Company unless nominated in accordance with the provisions of this Policy. Notwithstanding the foregoing, nothing contained in this Policy shall be deemed to restrict or preclude discussion by a shareholder (as distinct from the nomination of directors) at an Annual Meeting or Special Meeting of shareholders of any matter that is properly before such meeting pursuant to the provisions of the BCA or the discretion of the Chairman. The Chairman of any Annual Meeting or Special Meeting shall have the power and duty to determine whether any nomination for election of a director has been made in accordance with the procedures set forth in this Policy and, if any proposed nomination is not in compliance with such procedures, to declare such nomination defective and that it be disregarded.
7. Notwithstanding any other provision of this Policy, notice given to the Secretary of the Company pursuant to this Policy may only be given by personal delivery, facsimile transmission or by email (at such email address as may be stipulated from time to time

by the Secretary of the Company for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery to the Secretary at the address of the principal executive offices of the Company, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received); provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Vancouver time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the next following day that is a business day.

8. The Board may, in its sole discretion, waive any requirement of this Policy.

EFFECTIVE DATE

This Policy was approved and adopted by the Board on December 10, 2012 (the "**Effective Date**") and is and shall be effective and in full force and effect in accordance with its terms and conditions from and after such date. Notwithstanding the foregoing, if this Policy is not approved by ordinary resolution of shareholders of the Company present in person or voting by proxy at the next Annual Meeting or Special Meeting of those shareholders validly held following the Effective Date, then this Policy shall terminate and be void and of no further force and effect following the termination of such meeting of shareholders.

This Policy will be subject to an annual review by the Board, and will reflect changes as required from time to time by securities regulatory agencies or stock exchanges, or so as to conform to industry standards.

GOVERNING LAW

This Policy shall be interpreted and enforced in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

APPROVED by the Board December 11, 2019.



(THE "COMPANY")

MAJORITY VOTING POLICY

The Board of the Company believes that each of its members should carry the confidence and support of the Company's shareholders. To this end, the Board has unanimously adopted this statement of policy. Future nominees for election to the Board will be asked to subscribe to this statement before their names are put forward.

In an uncontested election of directors of the Company to which this policy applies, each director should be elected by the vote of a majority of the shares represented in person or by proxy at the shareholders meeting convened for such election of directors. Accordingly, if any nominee for director receives a greater number of votes "withheld" from his or her election than votes "for" such election, that director shall promptly tender his or her resignation to the chair of the Board (or lead director if there is no chair) following the meeting.

The Corporate Governance and Nominating Committee (the "CGNC") shall consider any such offer of resignation and recommend to the Board whether or not to accept it. Any director who has tendered his or her resignation shall not participate in any meeting of the Board or the CGNC at which his or her resignation is considered. In its deliberations, the CGNC may consider any stated reasons as to why shareholders "withheld" votes from the election of the relevant director, the effect such resignation may have on the Company's ability to comply with applicable corporate or securities law requirements, applicable regulations or commercial agreements regarding the composition of the Board, and any other factors that the members of the CGNC considers relevant.

The Board shall act on the CGNC's recommendation within 90 days following the applicable shareholders meeting and announce its decision through a press release, a copy of which shall be concurrently delivered to any applicable exchange on which the Company's securities are listed, after considering the factors identified by the CGNC and any other factors that the members of the Board consider relevant. The Board must accept the resignation except in situations where exceptional circumstances would warrant the director continuing to serve on the Board. However, if the Board declines to accept the resignation, it should fully state the reasons for its decision in the press release. The resignation of a director will be effective when accepted by the Board.

Forms of proxy provided for use at any shareholders meeting where directors are to be elected should enable the shareholders to vote in favour of, or to withhold from voting in respect of, each nominee separately. The results of the vote should be filed on SEDAR.

Subject to any applicable corporate law restrictions or requirements and the articles of the Company, if a resignation is accepted, the Board may leave the resulting vacancy unfilled until the next annual general meeting. Alternatively, it may fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the shareholders, or it may call a special meeting of shareholders at which there will be presented a management nominee or nominees to fill the vacant position or positions.

In this policy, an “uncontested election” means an election of directors of the Company where the number of nominees for election as a director equals the number of directors to be elected. It shall not apply where an election involves a proxy battle i.e., where proxy materials are circulated, a solicitation of proxies is carried out and/or other public communications are disseminated in support of one or more nominees who are not part of the director nominees supported by the Board or public communications are disseminated, against one or more nominees who are supported by the Board.

This is a policy, and is subject to change from time to time by the Board. In addition, the Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively. No provision contained herein is intended to give rise to civil liability to shareholders of the Company or other liability whatsoever.

APPROVED by the Board on December 11, 2019.

CODE OF BUSINESS CONDUCT AND ETHICS

GENERAL

The purpose of the Code of Business Conduct and Ethics (the "**Code**") is to assist all Company personnel in making decisions regarding the affairs of the Company (including its subsidiaries). The Code states basic principles that should guide the affairs of the Company and deals with certain specific situations but is not comprehensive. Personnel are encouraged to consult with the VP General Counsel and Corporate Secretary of the Company for direction on specific issues of conflicts or potential conflicts. As required or appropriate, the VP General Counsel and Corporate Secretary of the Company will escalate specific questions or concerns to the CEO who may, as required or appropriate, involve the Chairman of the Board, or Lead Director if no independent Chair.

THE CODE

The Company (including its subsidiaries) and its directors, officers, employees and, consultants as appropriate, shall comply with the following obligations:

Basic Principles

- Conduct the Company's business and affairs honestly and with integrity, using high ethical standards.

Accurate Financial Recording and Disclosure

- Maintain records that accurately reflect the Company's operations. Financial statements shall be prepared in accordance with applicable accounting standards (currently IFRS) and applicable securities laws. The statements shall be prepared using the highest standards of integrity.

Compliance with Laws

- Comply with the applicable laws of each jurisdiction in which the Company does business.

Obligations to Shareholders

- Conduct the Company's affairs with a view to the best interests of the Company as a whole and to enhance shareholder value.

Conflict

- Handle ethically any actual or apparent conflicts of interest between personal and professional relationships, including transactions and agreements in respect of which a director, officer or employee has a material interest. All reasonable efforts must be used to avoid all situations that might reasonably be perceived to conflict with, or have the potential to conflict with, their duties to the Company.

Stock Trading and Use of Material Information

- Comply with the Company's Policy on Trading in Company Securities.

Communications and Corporate Disclosure

- Comply with the Company's Corporate Disclosure Policy.

Respect and Tolerance

- Not condone discrimination, intimidation or harassment on the basis of race, colour, age, gender, sexual orientation, marital status, physical or mental disability, national or ethnic origin or religious beliefs. Employees are entitled to work in an environment which is respectful of their dignity, rights, needs and individual differences.

Environmental Standards

- Conduct the Company's exploration and development operations using environmental best practices with a goal to protecting human health, minimizing impact on the ecosystem and returning exploration sites to required environmental standards.

Safety

- Provide safe and healthy working conditions and comply with applicable occupational health and safety laws and regulations.
- The Company has a "zero tolerance" policy for illegal drug use and consumption of alcohol or other substance abuse on the job.

Contribution to Local Communities

- Conduct the Company's operations with a view to respecting and enhancing the economic and social situations of the communities in which the Company operates.

Use of e-mail and Internet

- E-mail systems and internet services are provided to assist Company personnel in the performance of their duties. Incidental or occasional personal use is permitted but not for an improper purpose. Company personnel's messages (including voicemail), computer information and communication records are considered property of the Company and Company personnel should not have any expectation of privacy with respect to these items. Unless prohibited by law, the Company reserves the right to access and disclose this information as necessary for business purposes.

Dealing with Public Officials

- The Company will not, directly or indirectly, make any illegal payments of any kind. Even the appearance of impropriety in dealing with public officials is improper and unacceptable. Any participation, whether directly or indirectly, in any bribes, kickbacks, contributions or similar payments is expressly forbidden, whether or not they might further the business interests of the Company. The use of company funds or assets for any unlawful or improper purpose is strictly prohibited and those responsible for the accounting and record-keeping functions are expected to be vigilant in ensuring enforcement of this prohibition.
- All dealings between employees of the Company and public officials are to be conducted in a manner that will not compromise the integrity, or negatively impact the reputation, of any public official or the Company, or its affiliates.

Personal Benefits

- Reasonable gifts and entertainment may be received from business associates of the Company. No gift, favor or entertainment shall be of such a nature as might affect, or reasonably be perceived to affect, an employee's judgment or conduct in matters involving the Company. Employees should neither seek nor accept gifts, payments, services, fees, trips or accommodations, special valuable privileges, or

loans from any person (except from persons in the business of lending and then on conventional terms) or from any organization or group that does, or is seeking to do, business with the Company or any of its affiliates, or from a competitor of the Company or any of its affiliates. However, occasionally there are special circumstances that may apply and, in such cases, permission must be obtained from the Chairman of the Board or Lead Director, as appropriate.

- Employees shall not furnish, directly or indirectly, on behalf of the Company, expensive gifts or provide excessive entertainment or benefits to other persons.
- Employees, whose duties permit them to do so, may furnish reasonable gifts, favours and entertainment where legally permitted and in accordance with local business practices, to persons or entities doing business or seeking to do business with the Company, other than public officials, provided all of the following are met:
 - (a) no gift or entertainment should be of such value as to constitute a real personal enrichment of the recipient or to be perceived as such;
 - (b) they are not in cash, bonds or negotiable securities and are of limited value so as not to be susceptible to reasonably being interpreted as a bribe, payoff or other improper payment;
 - (c) they are made as a matter of general and accepted business practice;
 - (d) they do not contravene any law and are made in accordance with generally accepted ethical practices; and
 - (e) if subsequently disclosed to the public, their provision would not embarrass the Company or the recipient.

Other Entities to be Ethical

- Use reasonable efforts to ensure that the companies and individuals with which the Company does material business also observe high ethical standards.

Compliance with the Code

- It is the responsibility of all directors, officers, employees and consultants to be aware of their obligations under and to comply with this Code. All breaches of this Code shall immediately be reported either: to the VP General Counsel and Corporate Secretary; or under the Whistleblower Policy to the Chair of the Audit Committee. All reports by an individual of violations will be kept confidential except if otherwise required by law. Individuals who breach the Code may be subject to disciplinary action including dismissal.
- On an annual basis, or otherwise upon request from the Board of Directors, if complaints have been received, the Chair of the Audit Committee will prepare a written report to the Board summarizing all of the complaints received during the previous year, all outstanding unresolved complaints, how such complaints are handled, the results of any investigation and any corrective actions taken.

APPROVED by the Board on December 11, 2019.



DIVERSITY POLICY

The Company recognizes the importance and benefit of having a board of directors and its senior management/executive officers comprised of highly talented and experienced individuals, while at the same time having regard to the need to foster and promote diversity among board members and senior management/executive officers with respect to attributes such as gender, ethnicity, and other factors.

The purpose of this policy is to provide a basic framework within which the Company will consider the principle of diversity when recruiting, developing and appointing persons to the Board and to the senior management team. Concurrently, the Company considers that Board member and senior management selection should be based on merit and remains committed to selecting the best person for the job.

In support of this policy and goals, the Corporate Governance and Nominating Committee, when identifying candidates to nominate for election to the Board, and the Compensation Committee, when reviewing succession planning for the CEO and other senior management/executive officers, will, or will cause the CEO to:

- (a) consider individuals who are highly qualified, based on their talents, experience, functional expertise and personal skills, character and qualities having regard to the Corporation's current and future plans and objectives, as well as anticipated regulatory and market developments;
- (b) consider criteria that promotes diversity, including with regard to gender, ethnicity and other factors;
- (c) consider the level of representation of women on the Board and in senior management/executive officer positions when making recommendations for nominees to the Board or for appointment as senior management/executive officers and in general with regard to succession planning for the Board and senior management/ executive officers;
- (d) generate an evergreen list of director candidates on an ongoing basis having diversity as a consideration;
- (e) as required, engage qualified independent external advisors to assist the committee in conducting its search for candidates that meet the Board's criteria regarding skills, experience and diversity and to specifically recognize the Diversity Policy; and
- (f) the Corporate Governance and Nominating Committee will at least annually report to the Board on its director candidate search activities and its actions to facilitate greater Board member diversity.

APPROVED by the Board on December 11, 2019.



(THE "COMPANY")

CORPORATE DISCLOSURE POLICY

The following Corporate Disclosure Policy (the "**Policy**") has been approved and adopted by the Board of Directors (the "**Board**") of the Company.

1.0 PURPOSE

The objective of this Policy is to ensure that public communications about the Company are made in accordance with all applicable legal and regulatory requirements, including National Instrument 51-102, "Continuous Disclosure Obligations".

2.0 SCOPE

The Policy applies to all directors, officers and employees of the Company, and those authorized to speak on behalf of the Company. For the purposes of this Policy, the term "employees" includes all permanent, contract, secondment and temporary agency employees who are on assignments with the Company as well as to consultants to the Company.

The Policy covers among other things, disclosure in documents filed with the securities regulators and written letters to shareholders, presentations by senior management, information contained on the Company's website and other electronic communications. It extends to oral statements made in meetings and telephone conversation with analysts and investors, interviews with the media as well as speeches, industry or press conferences and conference calls.

3.0 GUIDELINE AND PROCEDURES

3.1 Disclosure Committee

The officers of the Company responsible for overseeing compliance with this Policy, including monitoring the effectiveness of and compliance with the Policy, are ("**Disclosure Committee**"):

- (a) Chief Executive Officer ("CEO");
- (b) VP General Counsel & Corporate Secretary;
- (c) Chief Financial Officer ("CFO");
- (d) Manager of Corporate Development; and
- (e) Technical resource or other persons to be appointed by the other members of the Disclosure Committee.

In discharging their responsibilities, members of the Disclosure Committee may act jointly or individually, as conditions dictate.

In addition, the Disclosure Committee will be responsible for reviewing and authorizing all disclosure (including electronic, written, and oral disclosure) in advance of its public release, by meeting or by email confirmation, as well as monitoring the Company's website. No material information should be disclosed to the public without prior approval from the CEO.

The Disclosure Committee will review and update the Policy, if necessary, on an annual basis or as needed to ensure compliance with changing regulatory requirements and will request approval of the Board for any updates or amendments to the Policy.

3.2 Principles of Disclosure of Material Information

The Company is subject to continuous disclosure and reporting obligations under Canadian Securities laws. These obligations require the Company to disclose certain information at specified intervals and on the occurrence of certain events. In addition, under the rules of the exchange(s) on which the Company's shares are traded (the "Exchange(s)"), the Company is required, subject to certain exceptions, to disclose promptly to the public any material information regarding the Company. Material information is any information relating to the business and affairs of the Company that significantly affects, or would reasonably be expected to have a significant effect on, the market price or value of the Company's securities.

At all times, the Company shall act to disclose material information in accordance with all applicable securities laws, rules and regulations, and in accordance with this Policy. Without limiting the foregoing obligations, the following are the basic principles for disclosure of material information by the Company:

- (a) When a material change has occurred in the affairs of the Company, the Company will as soon as practicable issue and file a news release disclosing the nature and substance of the material change, followed by a material change report filed within ten days of the date on which the material change occurred. In certain circumstances, the Disclosure Committee may determine that such disclosure would be unduly detrimental to the Company's interests (for example if release of the information would prejudice negotiations in a corporate transaction), in which case the Company will immediately file a confidential material change report, and may otherwise keep news of the material change confidential until the Disclosure Committee determines that it is appropriate to publicly disclose it, or the Company is compelled to disclose it under applicable continuous disclosure obligations. The Company shall periodically (at least every ten days) review its decision to keep any material information confidential to assess whether disclosure continues to be unduly detrimental to the Company (also see Section 3.8, "Rumours"). If the Company decides to continue keeping the material information confidential, it will apprise any applicable regulators of that fact.
- (b) Unless otherwise directed by the Disclosure Committee, the Company will first publicly disclose material information before selectively disclosing it to any person (such as during an interview with an analyst or in a telephone conversation with an investor), unless disclosing such information to such person prior to public dissemination is "in the necessary course of business". Consultation with the Company's VP General Counsel and

Corporate Secretary is recommended before making selective disclosure “in the necessary course of business”.

- (c) If previously undisclosed material information has been inadvertently selectively disclosed to an analyst or any other person and such disclosure has not been made “in the necessary course of business”, such material information must be broadly disclosed immediately via news release and the Exchanges should be immediately contacted and consulted regarding a possible halt in trading until such news release is issued. Pending the issuance of such news release, the Company should also advise those parties who have knowledge of the undisclosed material information that it is material and that it has not been generally disclosed.
- (d) Disclosure must be corrected promptly if the Company subsequently learns that earlier disclosure by the Company contained a material error at the time it was given.
- (e) Subject to any further direction of the Company’s Audit Committee, any material information that includes financial information extracted or derived from the Company’s annual and interim unaudited financial statements must be reviewed and approved by the Company’s Audit Committee prior to its dissemination.

3.3 News Releases Announcing Material Information

All news releases announcing material information must be approved by the Disclosure Committee.

If the Exchanges upon which shares of the Company are listed are open for trading at the time of a proposed announcement of material information, prior notice of the news release must be provided to the market surveillance/regulation department of the Exchange(s) to enable a trading halt, if deemed necessary by the Exchange(s). If such news release is issued outside of trading hours, market surveillance must be notified before the market opens.

News releases announcing material information must be disseminated through a news wire service approved by the Exchange(s) that provides simultaneous national distribution to stock exchange members, relevant regulatory bodies, and appropriate financial media.

News releases are to be posted on the Company’s Website promptly after release over the news wire. The news release page of the Website shall include a notice that advises the reader that the information posted was accurate at the time of posting, but may be superseded by subsequent news releases.

3.4 Trading Restriction

It is illegal for anyone to purchase or sell securities of any public company with knowledge of material information affecting that issuer that has not been publicly disclosed. Except “in the necessary course of business”, it is also illegal for anyone to inform any other person of material non-public information.

The Company has adopted a Policy on Trading in the Company's Securities, which prohibits employees, officers, and directors of the Company and other insiders of the Company ("**Insiders**") from trading in securities of the Company (including exercising any convertible securities) while they have knowledge of undisclosed material information about the Company or when a "blackout period" has been instituted by the Company (See Section 3.5, "Blackout Periods").

For further information on the Company's policy with respect to trading restrictions and blackouts, please refer to the Company's Insider Trading Policy.

3.5 Blackout Periods

In addition to the provisions of Section 3.4, "Trading Restrictions" above, the Disclosure Committee or the Company may institute "blackout periods" from time to time when trading (including the exercise of convertible securities) by directors, officers and employees should not take place. The purpose of a "blackout period" is to avoid the potential for improper insider trading or even the perception or appearance of improper insider trading. For example, a "blackout period" may surround the release of drill results from an exploration program, a corporate restructuring or other material change.

Wherever feasible, the Disclosure Committee shall institute a "blackout period" commencing when material information arises or a material change occurs until after the second full business day following disclosure of the material information or material change by way of press release.

3.6 Designated Spokesperson

The CEO shall be the designated spokesperson for the Company responsible for communication with the investment community, regulators or the media. The Disclosure Committee may, from time to time, designate others within the Company to speak on behalf of the Company or to respond to specific inquiries.

The CEO has the authority to designate another person to speak on behalf of the Company or to respond to specific inquiries.

Employees who are not designated spokespersons must not respond under any circumstances to inquiries from the investment community, the media or others, unless specifically asked to do so by a designated spokesperson. All such inquiries shall initially be referred to the Disclosure Committee.

3.7 Rumours

The Company does not comment, affirmatively or negatively, on rumours. This also applies to rumours on the Internet. The Company's designated spokesperson will respond consistently to those rumours, with words to the effect of, "It is our policy not to comment on market rumours or speculation." If undisclosed material information has been or may have been leaked or appears to be affecting trading activity in the Company's stock, or the Exchanges request that the Company make a definitive statement in response to a market rumour that is causing unusual activity in the stock, the Disclosure Committee will consider the matter and determine if a trading halt should be discussed with the Exchanges and to promptly issue a news release disclosing the relevant material information or confirm there is no undisclosed material information.

3.8 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 and investors are an important element of the Company's investor relations program. The Company will meet with analysts and investors on an individual or small group basis as needed and will initiate contacts or respond to analyst and investors calls in a timely, consistent and accurate fashion in accordance with this Policy.

The Company will provide only non-material information at individual and group meetings and at industry conferences, in addition to publicly disclosed information.

As much as possible, all meetings with investors or analysts, or groups thereof, should be attended by two or more Company representatives, at least one of whom shall be a designated spokesperson of the Company. A debriefing will be held after such meetings, and if such debriefing uncovers selective disclosure of previously undisclosed material information, it will be handled in accordance with the specific requirements outlined in Section 3.2, "Principles of Disclosure of Material Information".

3.9 Reviewing Analyst Draft Reports and Models

The Company may review, when possible, analysts' draft research reports or models for the purpose of pointing out errors in fact based on publicly disclosed information. The Company will limit its comments to identifying publicly disclosed factual information that may affect an analyst's model or to pointing out inaccuracies or omissions with reference to publicly available information about the Company. The Company will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with the analyst's model and earnings estimates.

In order of avoid appearing to "endorse" an analyst's report or model, when providing comments, the Company will indicate that the report or model was reviewed only for factual accuracy.

3.10 Distributing Analyst Reports

Analyst reports are proprietary products of the analyst's firm that the Company does not endorse, nor wish to appear to endorse. Accordingly, the Company will not provide analyst reports through any means to persons outside of the Company, including posting 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 but will not post a partial list of analysts. If provided, such list will not include links to analysts' or any other third party Websites or publications and will indicate that the Company does not endorse any of the analysts' reports.

3.11 Conference Calls

Conference calls may be held where deemed appropriate by the Disclosure Committee, for major developments. The Company will provide advance notice of the conference call or web-cast by issuing a news release containing all relevant material information to be discussed on the call. At the beginning of the call, a Company spokesperson will provide appropriate cautionary language with respect to any forward-looking information and direct participants to publicly available documents containing a full discussion of the risks and uncertainties.

Promptly after the conference call, the Disclosure Committee will discuss whether a disclosure of previously undisclosed material information occurred during the call and; if so, take steps to publicly disclose the information promptly via news release, as per this Policy.

3.12 Disclosure Controls

Under National Instrument 52-109, "Certification of Disclosure in Issuers' Annual and Interim Filings" ("**NI 52-109**"), the CEO and CFO are required, in connection with the filing of the Company's annual and interim statutory filings, to sign a certificate certifying a number of things including matters in relation to the Company's "disclosure controls and procedures" ("Disclosure Controls") which are generally defined as controls and other procedures of an issuer designed to provide reasonable assurance that the information required to be disclosed in the issuer's annual filings, interim filings or other reports is recorded, processed, summarized and reported within the prescribed time period.

In this connection, the Disclosure Committee will establish, maintain and evaluate Disclosure Controls and other procedures which are to be implemented and carried out under their supervision. To assist the Disclosure Committee, it is essential that all directors, officers, and employees ensure that the Disclosure Committee is kept fully apprised of all pending and potentially material developments in the business affairs of the Company so that the Disclosure Committee is able to determine the appropriateness and timing of the public disclosure of those developments.

3.13 Forward-Looking Information

Should the Company elect to disclose forward-looking information ("**FLI**") in continuous disclosure documents, speeches, conference calls, or news releases, the following guidelines will be observed:

- a) The information, if deemed material, will be disseminated via news release in accordance with this Policy;
- b) The information will be clearly identified to be forward looking;
- c) The factors and assumptions that were used to arrive at the FLI must be clearly described;
- d) The information will be accompanied by a statement that identifies, in specific terms, the risks and uncertainties that may cause the actual results to differ materially from those projected in the statement; and
- e) The information will be accompanied by a statement that disclaims the Company's intention of obligation to update or revise the FLI, whether as a result of new information, future events, or otherwise. Notwithstanding this disclaimer, should subsequent events prove past statements to be

materially off target, the Company may choose to issue a news release explaining the reasons for the difference. In this case, the Company should update its guidance on the anticipated impact.

3.14 No Grant of Stock Options

When undisclosed material information exists, it is not appropriate for the Company to grant stock options (even if the recipient of such options is not aware of the undisclosed material information), except in circumstances where such grants are specifically permitted by the rules of the Exchanges.

3.15 Responsibility for Electronic Communications

The Disclosure Committee is responsible for monitoring all Company information placed on the website to ensure that it is accurate, complete, up-to-date and in compliance with relevant securities laws.

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 must be handled in accordance with this Corporate Disclosure Policy prior to publication on the website.

The Disclosure Committee has designated the Manager, Corporate Development to be responsible for responses to electronic inquiries. Only public information or information which could otherwise be disclosed in accordance with this Corporate Disclosure Policy shall be used in responding to electronic inquiries.

In order to ensure that no material undisclosed information is inadvertently disclosed, employees are prohibited from participating in Internet chat rooms, bulletin boards or newsgroup discussions on matters pertaining to the Company's activities or its securities. Employees who encounter a discussion pertaining to the Company are asked to advise any member of the Disclosure Committee immediately, so that the discussion may be monitored.

3.16 Communication and Enforcement

This Policy will be circulated to all directors, officers and employees upon its inception, and again whenever significant changes are made to it or the Disclosure Committee otherwise deems it necessary. New directors, officers and employees of the Company and others authorized to speak on behalf of the Company will be provided with a copy of this Corporate Disclosure Policy upon joining the Company.

Nothing in this Corporate Disclosure Policy should be construed or interpreted as limiting, reducing or eliminating the obligation of any director, officer or employee of the Company or others authorized to speak on behalf of the Company to comply with all applicable laws. Conversely, nothing in this Policy should be construed or interpreted as expanding applicable standards of liability under provincial or federal law for directors, officers or employees of the Company.

APPROVED by the Board on December 11, 2019.



ENVIRONMENTAL POLICY

The Company is committed to maintaining sound environmental practices in all of its activities. To achieve this, the Company is working with its employees and contractors to:

- Examine the potential impact to the environment of all proposed activities and take steps to minimize, or where possible, eliminate the impact.
- Ensure that all activities are in compliance with all environmental permits and regulations.
- On a routine basis, determine the Company's impact on the environment and through continuous improvement, strive to attain higher levels of environmental performance.
- Maintain a high-level of environmental protection by applying practices and technology that minimize impacts and enhance environmental quality.
- Maintain open dialogue with local communities, ranchers and other stakeholders within the area of influence of the Project Area.
- Progressively and regularly reclaim disturbed areas in accordance with approved reclamation plans, and incorporate new technology where practical.
- Encourage cooperative research programs with state and federal agencies to better understand and monitor impacts associated with the Project Area.
- Train all employees and, contractors as appropriate, to help them better understand their environmental responsibility related to the Project Area.

APPROVED by the Board on December 11, 2019.



HEALTH AND SAFETY POLICY

The Company is committed to providing a safe and healthy work environment by developing, maintaining and promoting safe and productive work practices in all aspects of its business. To achieve this, the Company will:

- Include safety and occupational health considerations as an integral part of its operations.
- Take all reasonable and practical measures to ensure the work place is free of potentially hazardous conditions.
- Provide information, training, procedures and protective equipment to enable employees to work productively in a safe environment.
- Ensure that all employees understand and follow established safe work practices and procedures.
- Use all reasonable efforts to ensure that contractors of the Company, as appropriate, abide by this policy.
- Improve occupational health and safety through continuous review and improvement of procedures.
- Ensure that all incidents and accidents are thoroughly investigated to eliminate any future occurrences, and the results of the investigations are thoroughly communicated.

APPROVED by the Board on December 11, 2019.



POLICY ON TRADING IN COMPANY SECURITIES

(For Directors, Officers and Employees of the Company and its Subsidiaries)

The following document outlines certain insider trading and reporting requirements as set forth in Canadian securities laws and regulations. As this can be a complex matter, individuals are encouraged to seek independent legal advice. Individuals may also consult with the VP General Counsel and Corporate Secretary.

1. INTRODUCTION

Each Insider, as hereinafter defined, of the Company must comply with the applicable insider trading and disclosure requirements of the various provinces and territories of Canada and the stock exchanges on which the Company's securities are traded.

In order to assist an Insider in complying with the various laws and regulations, the Company is providing this guideline on timing of insider trading and reporting requirements. This guideline, however, in no way reduces the obligations imposed by law on the Insider. Compliance with the insider trading and disclosure requirements remains the personal responsibility of each Insider.

2. DEFINITION OF AN INSIDER

An "Insider" of the Company includes every director and officer of the Company and its subsidiaries. An "officer" means the chair or vice-chair of the board of directors, CEO, CFO, COO, the president, vice-president, secretary or any other individual who performs functions for the Company similar to those normally performed by an individual occupying these offices. An Insider of the Company also includes a person or company that beneficially owns, directly or indirectly, 10% or more, of the Company's shares, however, while such persons must comply with applicable securities legislation, they are not subject to regulation by the Company and hence any reference in this guideline to insiders excludes such persons.

Other employees and contractors and consultants are also governed by insider rules when they have access to undisclosed material information, and guidelines on non-disclosure, confidentiality and trading are provided in the Company's Corporate Disclosure Policy, which is available on the Company's website.

3. INSIDER INFORMATION AND DISCLOSURE

An underlying principle of securities legislation is that the public should have the opportunity to decide whether to buy or sell securities on the basis of information

equally available to all holders of securities. Public confidence in the securities markets is essential in order to maintain the integrity of the public markets and the continued confidence of the investment community. Insiders are prohibited from using "material information", which has not been made public, to trade in securities.

"Material Information" is information that significantly affects, or may be reasonably expected to have a significant effect on, the market price or value of the Company's securities.

If the prompt disclosure of some material development of the Company or its subsidiaries would be unduly detrimental to the Company's interests (e.g. financial results, negotiations, information which would benefit competitors and premature disclosure of acquisitions), confidentiality should be carefully maintained by Insiders, employees and consultants entrusted with this information. The confidential information must not be disclosed to any other Insiders or employees of the Company, or to the Company's advisors or any outside party, except in the necessary course of business. If it is unclear as to whether something is in the necessary course of business, the matter should be discussed with the VP General Counsel and Corporate Secretary. A trading blackout may also be imposed by the Company during such a period.

4. RESTRICTIONS ON TRADING, QUIET PERIODS AND BLACKOUT PERIODS

Trading of securities of the Company, owned either directly or indirectly, is subject to insider trading rules. Insiders may trade in the Company's securities, either directly or indirectly, or may exercise direction or control over the trading of its securities, except as follows:

- (a) Trading by Insiders is prohibited when they are in possession of Material Information which is being kept confidential and which has not been made public. Trading by Insiders should not take place until after the second full business day following a broadly disseminated news release of any Material Information.
- (b) The Company's financial results are generally made public in the second month following the end of each fiscal quarter. No trading should take place by Insiders in the period commencing seven calendar days prior to the proposed public announcement of the results for a fiscal quarter and ending after the second full business day following the issuance of financial results. If Material Information regarding write-downs or other events likely to affect current or future earnings or cash flow becomes known to an Insider, the procedures in paragraph (a) above must be followed.
- (c) In circumstances where the Company is contemplating a major transaction or activity that could raise the Company's profile in the marketplace, it may be necessary for the Company to impose a trading blackout.
- (d) If a Director or Officer or employee is uncertain as to their insider status they should inquire of the VP General Counsel and Corporate Secretary as to the existence of any trading restrictions before entering into a transaction.

5. REGULATORY REQUIREMENTS – REPORTING

To comply with Canadian securities laws, all Reporting Insiders must file an "Insider Report" with the System for Electronic Disclosure by Insiders ("**SEDI**") within the prescribed time limits.

All Insiders are responsible for filing their own Insider Reports, but they may request that the Company provide them with assistance with these filings.

6. COMPLIANCE

Violations of this Policy could result in a breach of securities laws and regulations, which could result in sanctions against the Company and/or an Insider. Such sanctions can include, without limitation, fines and/or imprisonment, damages awarded to injured parties and an accounting for benefits.

Failure to comply with the terms of this Policy may also result in disciplinary action, possibly including termination of employment without notice.

Insiders may also be found civilly liable if a spouse, friend or relative profited from the trading of the Company's securities at a time when in possession of Material Information provided by that Insider.

Penalties may also be levied against an Insider for not complying with the regulatory reporting requirements.

Each Insider is asked to certify receipt of a copy of the Company's policies, including this Policy, having read the policies and agreeing to abide by their terms by completing and returning a copy of the Certificate attached to this Policy to the VP General Counsel and Corporate Secretary.

7. FURTHER INFORMATION

Any questions concerning insider trading matters should be directed to the Corporate Secretary.

APPROVED by the Board on December 11, 2019.



(THE "COMPANY")

PRIVACY POLICY

1. OUR COMMITMENT TO PRIVACY

The Company and its subsidiaries (collectively hereafter the "**Company**") are committed to maintaining the security, confidentiality and privacy of personal information in its possession. The Company has always respected your privacy and has strived to be an open and accessible organization. This Privacy Policy documents our on-going commitment to those individuals whose personal information the Company may have, such as directors, officers, employees, consultants, and shareholders. This Privacy Policy has been developed in compliance with British Columbia privacy legislation. This Privacy Policy is based on the Canadian Standards Association (CSA) Model Code, which sets out ten principles that balance the privacy rights of individuals and the information requirements of private organizations.

2. SCOPE OF POLICY

This Privacy Policy addresses personal information about individuals and does not apply to information collected, used or disclosed with respect to corporate or commercial entities. Corporate and commercial information is, however, protected by other Company policies and practices and through contractual arrangements.

This Privacy Policy does not impose any limits on the collection, use or disclosure of your business contact information or publicly available information.

3. DEFINITIONS

In this Privacy Policy:

"**collection**" means the act of gathering, acquiring, or obtaining personal information from any source, including third parties, by any means;

"**consent**" means voluntary agreement to the collection, use and disclosure of personal information for specified purposes. Consent may be express or implied. Express consent may be given orally or in writing, if it is unequivocal and does not require any inference on the part of the Company. Implied consent exists when the Company can reasonably infer consent based upon your action or inaction;

"**disclosure**" means making personal information available to a third party;

"**personal information**" means information about an identifiable individual but does not include his or her business contact information. Personal information does not include

information concerning corporate or commercial entities. It also does not include information that cannot be associated with a specific individual;

“Privacy Officer” means the VP General Counsel and Corporate Secretary of the Company;

“third party” means an individual or organization other than the Company and you;

“use” means the treatment and handling of personal information by and within the Company.

“you” and **“your”** refers to persons whose personal information the Company may have, including directors, officers, employees, consultants and shareholders.

4. ACCOUNTABILITY

The Company is accountable and responsible for personal information under its control. The Company has designated the VP General Counsel and Corporate Secretary as the Company’s “privacy officer” and the person who is accountable for the Company’s compliance with this Privacy Policy.

Ultimate accountability for the Company compliance rests with the Company’s Board of Directors which delegates day-to-day accountability to the Privacy Officer. Other individuals within the Company may be accountable for the day-to-day collection and processing of personal information or to act on behalf of the Privacy Officer.

The Company will adopt procedures to protect personal information and to receive and respond to complaints and inquiries.

5. PURPOSES

When collecting information, the Company will state the purpose of collection and will provide, on request, contact information for the Privacy Officer who can answer questions about the collection.

The Company collects your personal information for the following purposes:

- a. to manage and develop our business, including personnel and employment matters;
- b. to establish, maintain and facilitate responsible communication with you; and
- c. to meet legal and regulatory requirements.

The above collection, use and disclosure are a reasonably necessary part of your relationship with the Company.

When your personal information is to be used for a purpose not previously identified, the new purpose will be disclosed to you prior to such use, and your consent will be sought unless the use, without consent, is authorized or required by law.

6. CONSENT

The Company will obtain your consent to collect, use or disclose personal information except where the Company is authorized or required by law to do so without consent. The Company will make reasonable efforts to ensure that you understand how your personal information will be used and disclosed. Your consent may be express or implied, or given through an authorized representative such as a lawyer, agent or broker. You can withdraw your consent at any time, however, the Company may collect, use or disclose personal information without your knowledge or consent in exceptional circumstances such as:

- a. the use of information is for acting in an emergency that threatens an individual's life, health or personal security;
- b. the information is publicly available;
- c. the Company is collecting or paying a debt;
- d. the Company is obtaining legal advice; or
- e. the Company reasonably expects that obtaining consent would compromise an investigation or proceeding.

Consent may be provided orally, in writing, electronically, through inaction (such as when you fail to notify the Company that you do not wish your personal information collected/used/disclosed for optional purposes following reasonable notice to you) or otherwise. For example, oral consent could be expressed over the telephone when information is being collected; electronically when submitting an agreement, application or other information; or in writing when signing an agreement or application form.

You may withdraw your consent at any time, subject to legal or contractual restrictions, provided reasonable written notice of withdrawal of consent is given by you to the Company. Upon receipt of your written notice, the Company will inform you of the likely consequences of the withdrawal, which may include the inability of the Company to provide certain products or services for which the delivery of that information is a prerequisite. If the information is required by law, the Company may decline to deal with a person who will not consent to the use of such information.

7. LIMITS ON COLLECTION OF PERSONAL INFORMATION

The Company will only collect personal information for the purposes identified. The Company will use methods that are lawful and will not collect information indiscriminately. The Company may also collect information as authorized by law.

8. LIMITS FOR USING, DISCLOSING AND RETAINING PERSONAL INFORMATION

Your personal information will only be used or disclosed for the purposes set out above and as authorized by law. The Company will not sell employee or shareholder lists, or personal information, to third parties.

The Company will retain personal information only as long as necessary or expected to be necessary for the identified purposes, or as required by legislation.

9. ACCURACY

The Company will make a reasonable effort to ensure that personal information it is using or disclosing is accurate, complete and current as required for the purposes for which it was collected. In most cases, the Company will rely on you to ensure that certain information, such as your street address, e-mail address or telephone number, is current, complete and accurate.

The Company will not routinely update information unless it is necessary to fulfill the purposes for which it was collected. You may request amendments to your personal information in our records. If appropriate, the Company will send the amended information to third parties to whom the information has been disclosed.

When a challenge regarding the accuracy of personal information is not resolved to your satisfaction, the Company will annotate the personal information under its control with a note that a correction was requested but not made.

10. SAFEGUARDING PERSONAL INFORMATION

The Company is committed to the safekeeping of your personal information in order to prevent its loss, theft, unauthorized access, collection, use, disclosure, duplication, or modification.

Depending on the sensitivity of the information, the Company will take appropriate security measures to protect the information. In addition, the Company will take reasonable steps, through contractual or other reasonable means, to ensure that suppliers and agents who assist the Company in providing products and services to you or to whom the Company discloses personal information with your consent, implement a comparable level of personal information protection. Some specific safeguards include, for example, the physical security of offices, and electronic security measures such as passwords and firewalls, and personal identification numbers.

Confidentiality and security are not assured when information is transmitted through e-mail or other wireless communication, and therefore if you choose to communicate with the Company in this manner, it is at your own risk. The Company will not be responsible for any loss or damage suffered as a result of a breach of security or confidentiality when you transmit information to the Company by e-mail or other wireless communication or when the Company transmits such information by such means.

The Company will use appropriate security measures when disposing of your personal information so as to prevent unauthorized access to such information.

The development of the Company's policies and procedures for the protection of personal information is an ongoing process.

11. OPENNESS

The Company is open about the policies and procedures it uses to protect your personal information. Disclosure of our policies and procedures will be made available in writing and electronically. However, to ensure the integrity of our security procedures and business methods, the Company may refuse to publicly disclose certain information.

12. PROVIDING ACCESS

You have a right to access your personal information held by the Company.

Upon written request and proof of your identity, the Company will, within a reasonable time period, tell you what personal information it has, what it is being used for, and give you a description of the individuals and organizations to whom such information has been disclosed. The Company may ask you to be specific about the information you would like to access.

The Company may charge a reasonable fee for providing personal information in response to an access request and will provide an estimate of any such fee upon receiving a written access to personal information request. The Company may require a deposit for all or part of the fee.

The Company will make the personal information available within 30 days or provide written notice where additional time is required to fulfill the request.

In some situations, the Company may not be able to provide access to certain personal information. This may be the case where, for example, disclosure would reveal personal information about another individual, the personal information is protected by solicitor/client privilege, the information was collected for the purpose of an investigation or where there are legal, security or commercial proprietary reasons for not providing access to certain personal information.

Where an access request is refused in whole or in part, the Company will notify you in writing, giving the reason for refusal and outlining further steps that are available to you.

13. COMPLAINTS

Any complaints, concerns or questions regarding this Privacy Policy must be directed in writing to the Privacy Officer. If the Privacy Officer is unable to address your concern, the issue can be referred to the office of the CEO. At any point in this process you may write to the Office of the Information and Privacy Commissioner for British Columbia.

Contact Information:

Privacy Officer
Suite 610-815 West Hastings Street
Vancouver, B.C.
V6C 1B4

EFFECTIVE DATE

APPROVED by the Board on December 11, 2019.



(THE "COMPANY")

WHISTLEBLOWER POLICY

In accordance with Canadian securities regulatory requirements and best practices, the Board of Directors and Audit Committee (the "**Committee**") have established the following procedures for:

- a. the receipt, retention and treatment of complaints regarding accounting or financial matters, safety and environmental matters, company and regulatory policies, related party transactions and personal conduct (collectively, "**Company Matters**"), and
- b. the confidential and anonymous submission by directors, officers, employees and consultants (hereafter "**Members**") of the Company and its subsidiaries of complaints or concerns regarding Company Matters.

1. **Scope of Matters Covered By These Procedures**

Members have a responsibility to report concerns relating to any accounting or financial matters, safety and environmental matters, company and regulatory policies and personal conduct including, without limitation, the following:

- a. fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- b. fraud or deliberate error in the recording and maintaining records of the Company;
- c. deficiencies in or noncompliance with the Company's internal controls over financial reporting, policies and codes of conduct; and
- d. lack of compliance with appropriate health and safety or environmental standards and policies.

2. **Submitting a Complaint or Concern**

Any Member may forward concerns or complaints regarding Company Matters on a **confidential and anonymous** basis as follows:

- In a sealed envelope delivered to the VP General Counsel and Corporate Secretary marked "Private and Confidential" and addressed to the Chair of the Audit Committee,
- By email, in confidence, to the Chair of the Audit Committee at zara.boldt@gmail.com, or
- By contacting WhistleBlower Security Inc. at the toll free number 1-866-921-6714 or on the website at www.integritycounts.ca/org/goldstandardv.

If the complaint or concern is anonymous, there must be clear, accurate, and sufficient details as there will be no opportunity to clarify information.

3. Treatment of Complaints and Concerns.

Upon receipt of a concern or complaint, the Chair of the Audit Committee, as the case dictates, will:

- a. assess what matter the concern or complaint pertains to; and
- b. if requested by the submitter, acknowledge receipt of the concern or complaint to the submitter.

Concerns or complaints relating to Accounting and Financial Matters will be reviewed under Audit Committee direction and oversight by such persons as the Audit Committee determines to be appropriate. Other matters will be forwarded to the Chair of the Corporate Governance and Nominating Committee to be reviewed under Board or senior management direction and oversight by such persons determined by the Chair of the Corporate Governance and Nominating Committee to be appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.

Prompt and appropriate corrective action will be taken when and as warranted. If requested and when determined appropriate, notice of any corrective action taken will be given to the person who submitted the concern or complaint.

4. Reporting and Retention of Complaints and Investigations

The Chairman of the Corporate Governance and Nominating Committee will maintain a confidential log of all concerns or complaints, tracking their receipt and treatment and shall prepare a periodic summary report thereof for the Board.

5. Prohibition Against Retaliation

The Board and the Company will ensure that in the event of the identity of any individual that in good faith submits a complaint or concern becomes known, that the individual is not subject to any harassment, discrimination or other actions that may affect their relationship or employment with the Company.

EFFECTIVE DATE

APPROVED by the Board on December 11, 2019.



Share Ownership Guidelines

Objective

To align the interest of the Corporation's non-employee directors and officers with those of the Company's shareholders.

Share Ownership Requirements

1. By no later than five years after their appointment or election to the board, each non-employee director of the Corporation shall hold Common Shares or restricted share units of the Corporation ("RSUs") having a value¹ equal to three times the total annual base cash retainer then payable to a respective director at the time of their appointment or election to the board.
2. By no later than five years after their appointment as an officer of the Company, each officer shall hold Common Shares or RSUs having a value¹ equal to the annual base cash salary then payable to a respective officer at the time of their appointment as an officer.

For the purpose of determining the share ownership of a particular non-employee director, common shares of the Corporation ("**Common Shares**") owned directly by such individual, such individual's spouse, any minor children that share the same home as such individual, and any trust in which the individual is a trustee with voting and investment power, shall be treated as Common Shares owned and paid for by such individual.

These requirements will be audited annually at the end of the calendar year by the Corporate Secretary of the Corporation and reported to the Compensation Committee of the board of directors (the "**Compensation Committee**").

¹ For purposes of these requirements, the value of the share ownership is defined as the greater of: (a) the original amount paid by the director or officer to acquire the Common Shares or the grant value of the RSUs; and (b) the current market value of those shares and units at the point of measurement, normally the last trading day of the year.

Hardship Relief

The Compensation Committee may, in its discretion, determine the appropriate hardship relief, if any, for non-compliance with the share ownership guidelines.

APPROVED by the Board on December 11, 2019.



(THE "COMPANY")

COMPENSATION RECOUPMENT POLICY

Introduction

The Board of Directors (the "**Board**") of Gold Standard Ventures Corporation (the "**Company**"), is dedicated to maintaining and enhancing a culture that emphasizes integrity and accountability and that reinforces the Company's pay-for-performance compensation philosophy. As a result, the Board has adopted this policy, which provides for the recoupment of certain executive compensation in the event of an accounting restatement resulting from material noncompliance with financial reporting requirements under the applicable securities laws (the "**Policy**").

Administration

This Policy will be administered by the Board or, if so designated by the Board, the Compensation Committee of the Board, in which case references herein to the Board will be deemed references to the Compensation Committee. Any determinations made by the Board will be final and binding on all affected individuals.

Covered Persons

This Policy applies to the Company's current and former officers, and such other employees who may from time to time be deemed subject to the Policy by the Board ("**Covered Persons**"). The Covered Persons agree that as a condition of receiving any Incentive Compensation they will be bound by the terms of this Policy and that, in case of employees, they will form part of their terms of employment.

Incentive Compensation Covered by the Policy

For purposes of this Policy, "**Incentive Compensation**" means any compensation earned, granted or vested, in whole or in part, by a Covered Person upon the attainment of Total Shareholder Return measures or any financial reporting measures which are based on accounting principles using the Company's financial statements, and any measures derived from these measures (referred to as a "**Financial Goal**"). For avoidance of doubt, salary, discretionary cash bonuses and stock options (which are not granted or earned based on Financial Goals and which vest over time) and awards that are based purely on non-Financial Goals, are not subject to this Policy.

Accounting Restatement Triggering Event

For purposes of this Policy,

1. a "**Restatement**" means an accounting restatement that the Company is required to prepare due to the Company's material noncompliance with any financial

- reporting requirement under applicable securities laws. For the avoidance of doubt, an accounting restatement that occurs as a result of a change in accounting principles will not be deemed a Restatement.
2. Fraud means wrongful or criminal deception intended to result in financial or personal gain
 3. a Serious Fraudulent act is any act of Fraud that the Board determines has resulted or will result in a material negative reputational or financial impact to the Company or it's shareholders

Recoupment Period Covered and Amount

If a Restatement occurs or if the Board determines that a Serious Fraudulent Act has occurred regardless of the occurrence of a Restatement, the Board will review all Incentive Compensation paid to Covered Persons on the basis of having met or exceeded specific performance targets for performance periods during the Restatement period. With respect to each Covered Person, if the Covered Person engaged in gross negligence, intentional misconduct or fraud which caused or partially caused the need for the Restatement, the Board will require the forfeiture or repayment of part or all of the Incentive Compensation, whether vested or unvested and including gains on equity, during the three completed fiscal years preceding the date on which the Company is required to prepare the Restatement, that is in excess of what would have been awarded to, vested and/or paid to the Covered Person absent the Covered Person's gross negligence, intentional misconduct or fraud.

For purposes of this Policy, compensation will be deemed to have been received in the fiscal period in which the financial reporting measure is attained, even if the compensation is not actually paid until a later date and the compensation is subject to additional service-based or non-Financial Goal based vesting conditions after the period ends. The amount to be recovered will be the excess of the Incentive Compensation paid to the Covered Person based on the erroneous data in the original financial statements over the Incentive Compensation that would have been paid to the Covered Person had it been based on the restated data in the financial statements contained in the Restatement.

Method of Recoupment

The Board will determine, in its sole discretion, the method for recouping Incentive Compensation hereunder, which may include, without limitation:

- (a) requiring reimbursement of cash incentive compensation previously paid;
- (b) seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer or other disposition of any equity-based awards;
- (c) offsetting the recouped amount from any compensation otherwise owed by the Company to the Covered Person;
- (d) cancelling outstanding vested or unvested equity awards; and/or
- (e) taking any other remedial and recovery action permitted by law, as determined by the Board.

The Covered Person agrees that it will repay to the Company any amounts determined by the Board to be repayable pursuant to this Policy.

Interpretation and Limitations

The Board is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate or advisable for the administration of this Policy.

Effective Date

This Policy will be effective as of the date it is adopted by the Board and will apply to Incentive Compensation that is approved, granted, awarded or paid out to Covered Persons for financial reporting measures attained in a fiscal year beginning on or after that date.

Amendment; Termination

The Board may in its discretion amend or terminate this Policy at any time.

Other Recoupment Rights

The Board intends that this Policy will be applied to the full extent permitted by governing laws and to the extent the Board determines that it is in the Company's best interest to do so. The Board may require that any employment agreement, equity award agreement or similar agreement entered into on or after the Effective Date will, as a condition to the grant of any benefit thereunder, require a Covered Person to agree to abide by the terms of this Policy. Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company pursuant to the terms of any similar policy in any employment agreement, equity award agreement, or similar agreement and any other legal remedies available to the Company.

APPROVED by the Board on December 11, 2019.