



# ATLANTIC GOLD

## **Insider Trading Policy**

*Approved in November 2018*

### **A. Introduction**

Any person in a special relationship (defined below) with the Company, including the directors, officers and certain employees of the Company and others, are prohibited by securities laws from purchasing or selling the Company's securities, or a related financial instrument, if they are aware of material information (defined below) about the Company that has not been generally disclosed (defined below). Such persons are also prohibited from informing others, except in the necessary course of business, of any undisclosed material information about the Company and also from recommending or encouraging another person to enter into a transaction involving a security of the Company.

The purpose of this policy is to ensure that all persons in a special relationship with the Company avoid any improper securities transactions.

### **B. General Policy**

1. No person in a special relationship with the Company, including without limitation any director, officer or employee of the Company or counter-parties in negotiations of material potential transactions with the Company, shall directly or indirectly enter into any transaction involving securities of the Company, including without limitation the purchase or sale of any of the Company's securities, if he or she has knowledge of material information with respect to the Company which has not been generally disclosed.
2. No person in a special relationship with the Company, including without limitation any director, officer or employee of the Company or counter-parties in negotiations of material potential transactions of the Company, shall inform, other than in the necessary course of business, another person, including without limitation family members, of material information with respect to the Company before the information has been generally disclosed.
3. No person in a special relationship with the Company, including without limitation any director, officer or employee of the Company or counter-parties in negotiations of material potential transactions of the Company, with knowledge of material information with respect to the Company that has not been generally disclosed shall recommend or encourage another person to enter into a transaction involving the securities of the Company (sometimes referred to as "recommending").
4. No director, officer or employee of the Company may, directly or indirectly, trade securities of the Company during the period beginning on the date that is seven days prior to the date of general disclosure of the Company's annual or interim financial statements and ending one full trading day

following the date of general disclosure of the Company's relevant annual or interim financial statements.

5. No director, officer, employee, or key personnel of the Company may directly or indirectly trade securities of the Company during the period beginning immediately upon receipt of notification of a Company-imposed trading ban (sometimes referred to as a "blackout period") and ending one full trading day after the date of general disclosure of the relevant material information. The purpose of such blackout periods is to prevent persons who may be aware of undisclosed material information from trading the Company's securities until such information has been generally disclosed. The Company, through its Disclosure Policy Committee, will be responsible for determining the imposition, and setting the length, of any blackout period and notifying persons as appropriate.
6. The Company, through its Disclosure Policy Committee, may also from time to time impose the suspension of trading by certain persons because of pending material developments known to the Company and not yet disclosed to the public. Such persons will include certain Company personnel and may also include external advisors such as legal counsel, technical advisors or consultants, investment dealers or advisors and counter-parties in negotiations of material potential transactions. In such an event, such notified persons are prohibited from directly or indirectly trading the Company's securities during such period and shall not disclose to others the fact of such suspension of trading or any material information known to the persons. In such cases, no reason for the trading suspension will generally be provided by the Company.
7. Outside parties privy to undisclosed material information concerning the Company must be informed by the individual with whom they are dealing that they must not disclose such information to anyone else, other than in the necessary course of business, and that they may not trade in the Company's securities until the information is generally disclosed.
8. Any director, officer or employee of the Company who wishes to execute a trade of any security of the Company, must pre-clear the transaction in writing (email is an acceptable form of writing) through the Company's Trading Policy Administrator, Chris Batalha, or in his absence, Sean Thompson. The confirmation from the Trading Policy Administrator will be valid for one week from the date the confirmation is sent, provided no notice of suspension of trading of securities has been provided during this period.

<b>Contact</b>	<b>Email</b>	<b>Telephone Number</b>
Chris Batalha	<a href="mailto:chrisbatalha@atlanticgoldcorporation.com">chrisbatalha@atlanticgoldcorporation.com</a>	(778) 375-3127
Sean Thompson	<a href="mailto:sthompson@atlanticgoldcorporation.com">sthompson@atlanticgoldcorporation.com</a>	(778) 375-3125

### ***C. Definitions and Guidelines***

1. "Company" means Atlantic Gold Corporation and its subsidiaries.
2. "Corporate Disclosure Policy" means the Company's Corporate Disclosure Policy, as amended from time to time.
3. "Disclosure Policy Committee" means the Disclosure Policy Committee as established under the Corporate Disclosure Policy, as amended from time to time.

4. "generally disclosed" or "general disclosure" means that the information has been disseminated by the Company to the general public and in accordance with the Company's Corporate Disclosure Policy and the public has had enough time to digest the information. Generally, one full trading day following general disclosure is regarded as sufficient for dissemination and interpretation of material information.
5. "material information", has the same meaning as set out in Policy 3.3 of the TSX Venture Exchange Corporate Finance Manual, as amended from time to time. A good rule of thumb is that if the information would influence an person's decision to buy or sell securities of the Company, the information is probably material. If there is any doubt as to whether or not information is material information, the Disclosure Policy Committee should be contacted before taking any action.
6. "special relationship" has the same meaning as set out in the *Securities Act* (British Columbia), as amended from time to time.
7. "tipping" means informing another person of material information with respect to the Company unless
  - (a) the material information has been generally disclosed, or
  - (b) informing the person is necessary in the course of business of the Company or of the person in the special relationship with the Company.
8. Except as set forth below, the prohibition on trading in the Company's securities includes exercising options or warrants to purchase the Company's shares and trading in the Company's shares, options on the Company's shares, bonds, debentures, unit certificates, derivative securities, investment contracts and any other securities of the Company. The prohibition also applies to related financial instruments of securities of the Company and securities, whether or not issued by the Company, the market price of which varies materially with the market price of the securities of the Company. If the expiry date of an option or warrant occurs during a period where a trading ban is in place, the expiry date of the option shall be extended to the date that is 10 trading days following the end of such trading ban, provided that if any additional trading ban is subsequently imposed by the Company, then such 10 trading day extension period shall be deemed to commence following the end of any such subsequent trading ban.
9. Directors, officers or employees of the Company possessing material information in relation to the Company are prohibited from trading in the Company's securities until one full trading day following the issuance by the Company of a press release disclosing the information to the public.
10. All directors, officers, and key personnel of the Company and its material subsidiaries are responsible for their own compliance with this policy, applicable laws, including insider reporting requirements, and for paying their own filing fees in relation to any such filings and are encouraged to seek independent legal advice with respect to the same.

#### ***D. Procedures Regarding Disclosure***

In order to prevent the misuse or inadvertent disclosure of material information, the procedures set forth in the Corporate Disclosure Policy should be observed at all times.

### ***E. Potential Criminal and Civil Liability and/or Disciplinary Action***

1. Persons who engage in insider trading and/or tipping and/or recommending by participating in any prohibited activities may be subject to serious penalties and consequences. In British Columbia, as of the date of this amended policy, these include:
  - (a) sanctions under securities legislation, such as: (i) fines of up to the greater of \$3,000,000 or three times any profit made by all persons due to such activities; (ii) imprisonment of up to three years; or (iii) both;
  - (b) administrative sanctions under securities legislation, such as "cease trade orders", denial of exemptions under securities legislation and prohibitions from acting as a director or officer of a company; and
  - (c) civil sanctions in which the securities regulatory authority applies to court for any order the court deems appropriate.

A person may be subject to sanctions even where he or she did not profit financially from the prohibited action. In addition to the above sanctions, civil actions can be brought against such person for damages.

2. Employees of the Company who violate this policy may be subject to disciplinary action by the Company, which may include ineligibility for future participation in the Company's stock option or other security-based compensation plans, termination of employment for just cause, or other sanctions or actions as the Company may deem appropriate.

### ***F. Additional Prohibited Transactions***

Directors, officers and employee of the Company are prohibited from purchasing financial instruments, including for greater certainty prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in the market value of the Company's securities.

### ***G. Policy Review and Oversight***

The Board of Directors of the Company will review and revise this policy as required from time to time to ensure that it is achieving its purpose. Based on the results of such review, this policy may be revised accordingly. The Disclosure Policy Committee shall be responsible for initiating any such review.

The Disclosure Policy Committee, subject to the approval of the directors of the Company, shall have overall responsibility for developing and implementing this policy, educating the Company's personnel about this policy, and monitoring the effectiveness of and compliance with this policy.