



WINSHEAR GOLD CORPORATION
(the "Company")

**CORPORATE DISCLOSURE AND
INSIDER TRADING POLICY**

*Adopted by the Board of Directors of
Winshear Gold Corporation
on February 26, 2021*

Purpose

Securities legislation, rules and regulations impose various requirements on the Company, the directors, officers and employees of the Company and its subsidiaries to ensure that:

- Communications about the Company are: timely, factual, accurate and balanced; and broadly disseminated in accordance with all legal and regulatory requirements so that there is no selective disclosure of material information.
- Individuals in a special relationship with the Company do not trade in the shares or other securities of the Company when they are in possession of material non-public information; and
- Individuals do not pass on or tip material non-public information to others.

This Policy is intended to help to ensure that the Company and Company Personnel comply with these requirements by setting out procedures and guidelines for:

- Dealing on a day-to-day basis with confidential information;
- Communicating with all market participants; and
- Restricting trading by Company Personnel and other insiders in securities of the Company or other issuers (Special Relationship Issuers) about which Company Personnel may receive material, non-public information while representing the Company, if and when the Company Personnel are in possession of material, non-public information concerning the Company or the Special Relationship Issuer, as the case may be.

The consequences of improper disclosure, trading or tipping (or suspicion of any of those activities) are serious, both for the individual involved and the Company. Breach of the applicable legislation, rules and regulations may involve both civil and criminal penalties, and the monetary and reputational cost of an actual or suspected breach may be significant. The Company cannot always know whether an individual is in possession of material non-public information, and so the obligation to comply with insider-trading laws and regulations rests primarily with the individual.

Objective and Scope

This corporate disclosure and insider trading policy¹ applies to all directors, officers and employees of the Company ("**Personnel**"), and those specifically authorized or designated to speak on its behalf. It covers all methods of communication by the Company with the public, including disclosures in documents filed with securities regulators, written statements made in the Company's annual and quarterly reports, news releases, letters to shareholders, presentations by senior management and information contained on the Company's website, through social media and other electronic communications.

The Policy extends to oral statements made in meetings and telephone conversations with analysts and investors, interviews with the media as well as speeches, press conferences and conference calls. This policy does not apply to communication in the ordinary course of business not involving material information.

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

Disclosure Policy Administration

The disclosure policy shall be administered by the CEO and the Chair of the board of directors (collectively the "**Administrators**"). The Administrators may at any time, request the assistance or advice of other officers of the Company or third parties in the administration and interpretation of this policy. The Administrators will decide when developments are material and justify release to the public and will review the Company's prior disclosures of material information in regulatory filings and other statements to determine whether any updating or correcting is appropriate. All the Company's written and oral public disclosures shall be reviewed and approved by the Administrators. The CEO will review this disclosure policy on an annual basis and recommend to the board of directors updating this policy, if necessary.

Principles of Disclosure of Material Information

Material information is any information (including material facts and material changes) relating to the business and affairs of the Company that results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's securities or that would reasonably be expected to have a significant influence on a reasonable investor's investment decisions.

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

1. Subject to the terms of this policy, material information will be publicly disclosed

¹ Per National Policy 51-201 - Disclosure Standards.

promptly via news release.

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

Insiders, Trading Restrictions and Blackout Periods

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

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

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

General Prohibition Against Using Material Information

All Personnel of the Company who have knowledge of undisclosed material information relating to the Company or its business are expressly prohibited from buying or selling, exercising options to buy or sell or tipping someone else to buy or sell (or not buy or sell), or hedging securities of the Company unless and until such information has been

publicly disclosed and disseminated.

Undisclosed material information will be distributed to directors, employees, or other insiders of the company only on a need-to-know basis. Such information will be accompanied by a notice to the effect that this material is both material and not yet disclosed by press release and that recipients of this information must not trade in securities of the Company until the material has been properly disclosed.

If this undisclosed material information relates to any other company with which the Company is negotiating or doing business, Personnel may not trade in the securities of such company on the basis of such information, nor may they communicate such information to others.

Family Members

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

Timing of Insider Transactions

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

Blackout Periods

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

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

Maintaining Confidentiality

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

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

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

- Documents and files containing confidential information should be kept in a safe place to which access is restricted to individuals who need to know that information in the necessary course of business and code names should be used if necessary.
- The utmost caution must be adhered to when confidential matters are being discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis.
- Confidential documents should not be displayed in public places and should not be discarded where others can retrieve them.
- All Personnel must ensure they maintain the confidentiality of information in their possession outside of the Company's office as well as inside the office.
- Transmission of documents by electronic means, such as by fax or directly from one computer or handheld electronic device to another, should be made only where it is reasonable to believe that the transmission can be made and received under secure conditions.
- Unnecessary copying of confidential documents should be avoided and documents containing confidential information should be promptly removed from conference rooms and work areas after meetings have concluded. Extra copies of confidential documents should be shredded or otherwise destroyed.
- Access to confidential electronic data should be restricted through the use of passwords.

Authorized Spokespersons

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

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

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

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

News Release and Filings

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

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

Quiet Periods

From time to time, the Administrators may establish "quiet periods" to avoid the potential for, or the perception or appearance of, improper selective disclosure. During the quiet period, the Company will only communicate with the investment community, investors or the media to respond to unsolicited inquiries about non-material information or information that has been generally disclosed. The Company will not provide information relating to earnings guidance or commentary with respect to current operations or financial results for the current fiscal quarter or year to analysts, investors or other market professionals.

As a general rule, once the Company expects to achieve significant revenue or other income within the next 12 months, the quiet period will begin on the third business day following the end of each fiscal quarter and will terminate with the issuance of a quarterly earnings announcement.

Conference Calls

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

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

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

Rumours

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

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

Contacts with Analysts, Investors and the Media

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

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

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

Reviewing Analyst Draft Reports

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

Distributing Analyst Reports

Analyst reports are proprietary products of the analyst's firm. Re-circulating a report by an analyst may be viewed as an endorsement by the Company of the report. For these reasons, the Company will not provide analyst reports through any means to persons outside of the Company, including posting such information or links to such information on its website. The Company may post on its website a complete list, regardless of the recommendation, of all the investment firms and analysts who provide research coverage on the Company. If provided, such list will not include links to the analysts or any other third-party websites or publications.

Responsibility for Electronic Communications

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

The investor relations department is responsible for updating the investor relations section of the Company's website and is responsible for monitoring all Company information placed on the website to ensure that at the time it was placed on the website

it was accurate, up-to-date and in compliance with this disclosure policy.

The investor relations department must ensure that all links from the Company's website to a third-party website are pre-approved by the Administrators. Any such links will include a notice that advises the reader that he or she is leaving the Company's website and that the Company is not responsible for the contents of the other site. The Company's website shall contain an investor relations section. Documents of interest to investors that are available in paper copy may be made available on the website. These may include the annual report, quarterly reports, news releases, and management proxy circular. The investor relations department is responsible for ensuring that the information in the investor relations section of the website is up-to-date and accurate and that news releases are properly added to SEDAR (www.sedar.com). News releases will be added to the website and to SEDAR a short time after they are released by the wire service. Other documents and presentations may be placed on the website as soon as possible after they are available.

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

The investor relations department will also ensure that electronic inquiries are responded to. Only public information or information which could otherwise be disclosed in accordance with this disclosure policy will be utilized in responding to electronic inquiries. The investor relations department will maintain a written record of such inquiries and responses for a period of 12 months.

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

Social Media

The Investor Relations department, under the supervision of the President and/or CEO, is responsible for managing the Company's social media presence. Social media consists of social networks (such as Facebook and LinkedIn), online communities (such as Twitter), blogs, forums, wikis, virtual worlds and content hosting sites and other platforms (such as YouTube). Social media is a technology that changes frequently and as such, all present and future forms of collaborative, online communications are within the scope of this disclosure policy, including the requirement to use appropriate cautionary notes for forward-looking information and disclosure of material information.

As outlined in this policy, all Personnel are prohibited from participating in discussions concerning the Company's undisclosed material information or confidential or proprietary information in any forum, including on social media, and Personnel may only disclose or discuss non-material information on social media with express permission

from the Administrators, or may discuss previously-disclosed material information, provided that such discussion has been preceded by a news release disclosing such information.

Forward-Looking Information

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

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

Managing Expectations

The Company will try to ensure, through its regular public dissemination of quantitative and qualitative information, that analysts' estimates align with the Company's own expectations. The Company will not directly confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with analysts' models and earnings estimates.

Communication and Enforcement

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

End

SCHEDULE "A"

(Not to be Included on Website)

NEWS RELEASE APPROVAL PROTOCOL

1. The substantive content of all news releases must be approved by the Administrators.
2. Final versions of all news releases must be approved by either of the Administrators.
3. All disclosure of a scientific nature or technical information concerning a mineral project on a property material to the Company must be approved by the appropriate Qualified Person (as defined by Canadian National Instrument 43-101).
4. The Company will comply with the TSX Venture Exchange's policy on timely disclosure, and news releases including where required (i) prior notice to the Investment Industry Regulatory Organization of Canada ("**IIROC**") and (ii) a trading halt if deemed necessary by IIROC or the Company. The test for whether a news release needs to be filed with IIROC is whether it contains "material information". If in doubt the release should be pre-filed with IIROC.
5. Dissemination of news releases shall be conducted in accordance with the investor relations department's dissemination protocol, as updated from time-to-time, which shall include dissemination through an approved wire service, SEDAR filing, and posting to the Company's website.