

**QUEBEC PRECIOUS METALS CORPORATION  
(THE “CORPORATION”)**

**TIMELY DISCLOSURE, CONFIDENTIALITY AND INSIDER TRADING POLICY**

**1. Purpose of this Policy**

The purpose of this timely disclosure, confidentiality and insider trading policy (the “**Policy**”) of the Corporation is to set forth certain policies to ensure that:

- the Corporation complies with its timely disclosure obligations as required under applicable Canadian and Quebec securities laws, ;
- the Corporation prevents the selective disclosure of material changes (as defined herein) to analysts, institutional investors, market professionals and others;
- documents released by the Corporation or public oral statements made by a person with actual, implied or apparent authority to speak on behalf of the Corporation that relate to the business and affairs of the Corporation do not contain a misrepresentation (as defined herein);
- all persons to whom this Policy applies understand their obligations to preserve the confidentiality of Undisclosed Material Information (as defined herein);
- all appropriate parties who have Undisclosed Material Information are prohibited from trading in securities of the Corporation on such Undisclosed Material Information and Tipping (as defined herein) under applicable laws, stock exchange rules and this Policy; and
- the Chief Executive Officer and the Chief Financial Officer receive reports prior to such officers executing their certifications related to the Corporation’s Core Documents (as defined herein) setting out the evaluation, findings and conclusions of the Disclosure Committee (as defined herein) regarding the effectiveness of the Corporation’s disclosure controls and procedures (as defined herein) and the Disclosure Committee’s assessment of the quality of the disclosure made in the Core Documents.

**2. Application of this Policy**

The main groups of persons to whom this Policy apply are set forth in Schedule “A” attached hereto. Each section of the Policy that imposes restrictions and obligations will describe which groups of persons are subject to that section. References in this Policy to “any person to whom this Policy applies” or similar references are intended to include persons in all of the groups described in Schedule “A”.

### **3. Disclosure Committee**

#### **3.1 Structure of the Disclosure Committee**

The Corporation will create a corporate disclosure committee (the “**Disclosure Committee**”), which would be responsible for approving press releases and other public disclosure materials in situations where there is insufficient time or it is otherwise not practicable for the Board to approve same. The Disclosure Committee shall consist of the Chief Executive Officer, the President, the Chairman of the Audit Committee and the Chairman of the Board of directors of the Corporation or such other Director as may be designated from time to time by the Board and, where such press release or other disclosure involves or includes financial information, the Chief Financial Officer. Notwithstanding the foregoing, the composition of the Disclosure Committee may change from time to time and the Corporation shall advise all persons to whom this Policy applies of any such changes. A majority of the members of the Disclosure Committee present in person or by conference call at the time a meeting of this committee is convened shall constitute a quorum for all purposes. The Disclosure Committee may adopt disclosure controls and procedures in addition to those set out herein.

#### **3.2 Responsibilities of the Disclosure Committee**

The Disclosure Committee shall have the responsibility to:

- (a) evaluate the necessity of making public disclosures;
- (b) review and approve, before they are Generally Disclosed (as defined herein), each Document (as defined herein) to assess the quality of the disclosures made in the Document including, but not limited to, whether the Document is accurate and complete in all material respects;
- (c) review and approve the guidelines and procedures to be distributed to appropriate management and other Corporation personnel designed to gather the information required to be disclosed in Core Documents;
- (d) establish timelines for the preparation of Core Documents, which timelines shall include critical dates and deadlines during the disclosure process relating to the preparation of drafts, the circulation of drafts to appropriate Corporation personnel, the Corporation’s independent auditors, and the Audit Committee of the Board, the receipt of comments and the review of the comments by the Disclosure Committee. Such timetables should allow for circulation of draft Core Documents to the Chief Executive Officer, the President, the Chief Financial Officer, the Audit Committee of the Board and the Board, sufficiently in advance of the applicable filing deadline in order to enable such persons to review carefully the filing and discuss any questions and comments related thereto;

- (e) make determinations about whether:
  - (i) A Material Change has occurred;
  - (ii) Selective disclosure has been or might be made; or
  - (iii) A misrepresentation has been made;
- (f) oversee the design and implementation of this Policy and the Corporation's "**disclosure controls and procedures**," which are defined as controls and procedures that are designed to ensure that information required to be disclosed by the Corporation in its Core Documents is recorded, processed, summarized and reported within the specified time periods;
- (g) periodically evaluate the effectiveness of the Corporation's disclosure controls and procedures, particularly prior to the filing of each Core Document, and assist the Chief Executive Officer and the Chief Financial Officer with their evaluation of the effectiveness of such disclosure controls and procedures. The Disclosure Committee's evaluation shall include but not be limited to assessing the adequacy of the controls and procedures in place to ensure that material information required to be disclosed in the Corporation's Core Documents is being recorded, processed, summarized and reported;
- (h) make recommendations to the Chief Executive Officer and the Chief Financial Officer with respect to the disclosures to be contained in Core Documents to be filed by the Corporation;
- (i) in its discretion, conduct interim evaluations of the Corporation's disclosure controls and procedures in the event of significant changes in securities regulatory requirements, Canadian or United States GAAP, legal, or other regulatory policies, or stock exchange requirements, or if it otherwise considers such evaluations appropriate;
- (j) educate the Directors, Officers, Employees and Contractors about the matters contemplated by this Policy;
- (k) monitor the effectiveness of, and compliance with, this Policy and report to the Chairman of the Corporate Governance and Nominating Committee of the Board on the operation of this Policy, or to the Chief Executive Officer and the Chief Financial Officer in the case of the effectiveness of the disclosure controls and procedures and the Disclosure Committee's assessment of the quality of the disclosures made in Documents, and recommend any necessary changes to this Policy;

- (l) annually review and reassess the adequacy of this Policy and, if necessary, recommend any proposed changes to the Chief Executive Officer and the Chief Financial Officer for approval by the Board, such that it complies with changing requirements and best practices;
- (m) compile information which may be required to be reported upon or disclosed and communicated to the executive officers of the Corporation to allow the Corporation to meet its disclosure obligations on a timely basis; and
- (n) report to the Chief Executive Officer and the Chief Financial Officer prior to such officers executing their certifications related to the Corporation's Core Documents setting out the evaluation, findings and conclusions of the Disclosure Committee regarding the effectiveness of the Corporation's disclosure controls and procedures and the Disclosure Committee's assessment of the quality of the disclosures made in the Corporation's Core Documents.

### **3.3 Meetings of the Disclosure Committee**

The Disclosure Committee shall meet informally as circumstances dictate and minutes of such meetings shall be maintained by the chairman of such committee as selected by the Committee members from time to time, or such other person designated by the Chief Executive Officer. Any member of the Disclosure Committee may call a meeting of the Disclosure Committee, with or without notice as circumstances dictate, to consider any matter within the mandate of the Disclosure Committee. Unless otherwise set out in this Policy, or as established by the Disclosure Committee from time to time, all of the rules of procedure with respect to meetings and other activities of the Board shall apply to the Disclosure Committee.

### **3.4 Consulting Outside Advisors**

The Disclosure Committee may consult with the Corporation's external legal counsel and other appropriate expert advisors as it considers necessary in connection with this Policy.

## **4. Individuals Who Are Authorized to Speak on Behalf of the Corporation**

- 4.1 Unless otherwise authorized by the Disclosure Committee, only the individuals ("**Spokespersons**") listed below are authorized to make public oral statements, and otherwise communicate with analysts, the media and investors on behalf of the Corporation and only with respect to the areas noted opposite their respective names. The list may be changed by the Disclosure Committee from time to time.

<u>Spokesperson</u>	<u>Area</u>
Chief Executive Officer	All
President	All
Chief Financial Officer	Corporate and Financial

4.2 Any person (other than a Spokesperson) to whom this Policy applies who is approached by the media, an analyst, investor or any other member of the public to comment on the business and affairs of the Corporation, must refer all inquiries to the Chief Executive Officer and must immediately notify the Chief Executive Officer that the approach was made.

## 5. Procedures Regarding the Preparation and Release of Documents

5.1 The procedures in this section apply to all Directors, Officers, Employees and Contractors.

5.2 A “**Document**” means any public written communication, including a communication prepared and transmitted in electronic form:

- that is required to be filed with the Autorité des marchés financiers (the “**AMF**”) or any other securities regulatory authority in Canada, either on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) web site at [www.sedar.com](http://www.sedar.com) or otherwise;
- that is not required to be filed with the AMF or on the SEDAR web site, but is so filed;
- that is filed or required to be filed with any stock exchange or similar institution under its bylaws, rules or regulations; or
- the content of which would reasonably be expected to effect the market price or value of the securities of the Corporation.

5.3 A “**misrepresentation**” means:

- an untrue statement of a material fact (as defined herein); or
- an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the circumstances in which it is made.

5.4 The Act distinguishes between “core documents” and “non-core documents”.

For the purpose of this Policy, the following documents are “**Core Documents**”:

- press releases
- prospectuses;
- take-over bid circulars;
- issuer bid circulars;
- directors’ circulars;
- rights offering circulars;
- management’s discussion and analysis (“**MD&A**”);
- annual information forms;
- information circulars;
- annual financial statements;
- interim financial statements; and
- material change reports.

5.5 Prior to the time that any Document is to be released to the public, filed with the AMF, any other securities regulatory authority in Canada or filed on SEDAR, the following procedures must be observed:

- the Document must be prepared in consultation with, and be reviewed by, personnel in all applicable internal departments of the Corporation, and input from external experts and advisors should be obtained as necessary;
- any Core Document, other than a material change report, must be reviewed and approved by the Disclosure Committee;
- any press release which contains Undisclosed Material Information or any material change report must be reviewed and approved by the Chief Executive Officer, the Chief Financial Officer and at least one other member of the Disclosure Committee;
- any press release which does not contain Undisclosed Material Information must be reviewed and approved by the Chief Executive Officer or the Chief Financial Officer and at least one other member of the Disclosure Committee;
- in the event a report, statement or opinion of any expert is included or summarized in a Document, the written consent of the expert to the use of the report, statement or opinion or extract thereof and the specific form of disclosure shall be obtained. In addition, the Disclosure Committee must be satisfied that:
  - (i) there are no reasonable grounds to believe that there is a misrepresentation in the part of the Document made on the authority of the expert; and

(ii) part of the Document fairly represents the expert report, statement or opinion;

- Core Documents, other than material change reports, must be provided to the Directors sufficiently in advance of the time they are to be filed or released to allow the Directors to review and comment on such documents. It is recognized that the requirement to make prompt disclosure of material changes by way of press releases may make it difficult to have certain press releases and material change reports reviewed by the Directors; and
- in the case of interim financial statements, annual financial statements and interim and annual MD&A, such documents must be reviewed and approved by the Audit Committee in accordance with the Audit Committee Charter following approval of the Disclosure Committee and prior to submission to the Board as a whole.

5.6 In the event that a Document contains any Forward-Looking Information (as defined herein) this information must be specifically identified as such and the following additional disclosure shall be provided in written form proximate to each place in the Document where the Forward-Looking Information appears:

- reasonable cautionary language identifying the Forward-Looking Information as such;
- identifying the material factors that could cause actual results to differ materially from expected results from a conclusion, forecast or projection in the Forward-Looking Information; and
- a statement of the material factors or assumptions that were applied in the Forward-Looking Information.

5.7 “**Forward-Looking Information**” means all disclosure regarding possible events, conditions or results (including future-oriented financial information with respect to prospective results of operations, a prospective financial position or prospective changes in financial position that is based on assumptions about future economic conditions and courses of action) that is presented as either a forecast or a projection. An example would be the discussion of trends and prospects for the Corporation in its MD&A.

## 6. Procedures Regarding Public Oral Statements

6.1 The procedures in this section apply to all Directors, Officers, Employees, Contractors and Spokespersons and any other person with actual or implied authority to make a public oral statement.

6.2 A “**public oral statement**” is any oral statement made in circumstances in which a reasonable person would believe that information contained in the statement will become generally disclosed. Examples include speeches, presentations, news conferences, interviews and discussions with analysts where the Corporation’s business and affairs, prospects or financial condition is discussed. The following procedures should be observed in respect of any public oral statements made by or on behalf of the Corporation:

- such public oral statements should be made only by the Spokespersons authorized by this Policy to make public oral statements on behalf of the Corporation;
- any public oral statement referring to a statement, report or opinion of an expert in whole or in part must have the prior consent of said expert prior to a Spokesperson making a public oral statement related thereto; and
- the Spokespersons must ensure that any public oral statements on behalf of the Corporation do not contain a misrepresentation and comply with Section 14 of this Policy (Avoiding Selective Disclosure) and Section 5.6 of this Policy (Forward-Looking Information) and should normally script their comments and prepare answers to anticipated questions in advance of the meeting or conference;
- any Undisclosed Material Information that is contained in the script must be Generally Disclosed before the meeting or conference or deleted from the script if it is premature for the information to be Generally Disclosed;
- after the public oral statements are made, the Corporation’s participants should normally meet and review the disclosures made during the course of the meeting or conference to determine if any Undisclosed Material Information was unintentionally disclosed;
- if Undisclosed Material Information was disclosed, the participants must advise a member of the Disclosure Committee, who shall take immediate steps to ensure that the information is Generally Disclosed; and
- pending the Undisclosed Material Information being Generally Disclosed, the Corporation must contact the parties to whom the Undisclosed Material Information was disclosed and inform them (1) that the information is Undisclosed Material Information and (2) of their legal obligations with respect to the Material Information.

6.3 Where a public oral statement contains Forward-Looking Information, the Spokesperson must, prior to making such a public oral statement make the following cautionary statement indicating that the public oral statement contains Forward-Looking Information;

“Some of my commentary may contain forward-looking information, therefore, you are cautioned that Quebec Precious Metals Corporation’s actual results could differ materially from my conclusions, forecasts or projections. I refer you to the section entitled “Description of the Business – Risk Factors” in our most recent annual information form available on SEDAR which sets out certain material factors that could cause actual results to differ.”

## **7. Disclosure Controls and Procedures**

The following disclosure controls and procedures of the Corporation have been reasonably designed to ensure that information required to be disclosed is recorded, processed, summarized and reported on a timely basis:

- (a) The Disclosure Committee shall assign responsibility to the appropriate individuals to draft the required disclosures in the material public disclosures of the Corporation and shall develop a timeline to ensure the drafting and review is conducted in a timely manner.
- (b) All personnel who are requested to have direct input into the preparation of Core Documents will be provided with instructions and such other additional information as they may require to ensure that they are familiar with the Corporation’s obligations, the importance of compliant and accurate disclosure and the reliance which is being placed upon them.
- (d) The Disclosure Committee shall meet as many times as may be necessary to review the draft public disclosure, consider all comments raised by members of the Disclosure Committee and other reviewers. Concerns will be addressed with outside counsel and the independent auditors, as necessary.
- (e) Where it considers it necessary or advisable, the Disclosure Committee will have portions of Core Documents reviewed by another knowledgeable person. All financial information shall be reviewed by the auditors.
- (f) To serve as an additional record of the procedures employed, and to emphasize the importance of accurate and reliable information in the Corporation’s material public disclosures, the Disclosure Committee shall ask the appropriate senior executives to provide his or her confirmation on a quarterly basis that all material information has been brought forward to the Disclosure Committee. Each will be asked to provide their certification in a form to be approved by the Disclosure Committee.
- (g) In addition, the Corporation will establish a policy requiring the appropriate senior managers to provide their confirmation on a quarterly basis, that all material information has been communicated to the responsible executive officers.

- (h) At least on an annual basis, and prior to completion of the annual filings, the Disclosure Committee shall report to the Chief Executive Officer and the Chief Financial Officer and to the Board:
- (i) that it has followed the disclosure controls and procedures;
  - (ii) the Disclosure Committee's findings and conclusions regarding the effectiveness of the Corporation's disclosure controls and procedures; and
  - (iii) the Disclosure Committee's assessment of the quality of the disclosures made in the Corporation's Core Documents,

and the Disclosure Committee shall meet with the Chief Executive Officer and/or the Chief Financial Officer to discuss any questions, which either may have, and to report in person, upon the request of the Chief Executive Officer and/or the Chief Financial Officer.

- (i) If for any reason the Disclosure Committee cannot agree upon their report, it shall meet with the Chief Executive Officer and the Chief Financial Officer to discuss its procedures and the issues which remain outstanding.

## **8. Timely Disclosure of Material Information**

8.1 **"Material information"** consists of both "material facts" and "material changes". A **"material fact"** means a fact that significantly affects, or would reasonably be expected to have a significant effect on, the market price or value of the securities of the Corporation. A **"material change"** means a change in the business, operations or capital of the Corporation that would reasonably be expected to have a significant effect on the market price or value of any of the securities of the Corporation and includes a decision to implement such a change if such a decision is made by the Board or by senior management of the Corporation who believe that confirmation of the decision by the Board is probable.

8.2 Any person to whom this Policy applies who becomes aware of information that is potentially Material Information must immediately disclose that information to the Chief Executive Officer or other member of the Disclosure Committee and the Chief Executive Officer or such other member of the Disclosure Committee shall advise the Disclosure Committee. Schedule "B" attached hereto lists examples of Material Information.

8.3 Upon the occurrence of any change that may constitute a material change in respect of the Corporation, the Disclosure Committee, in consultation with such other advisors as it may consider necessary, shall:

- consider whether the event constitutes a material change;

- if it does constitute a material change, prepare a press release and a material change report describing the material change as required under applicable laws;
- determine whether a reasonable basis exists for filing the material change report on a confidential basis. In general, filings will not be made on a confidential basis although, in exceptional circumstances (such as disclosure related to a potential acquisition), confidential disclosure may be appropriate;
- to the extent practicable, circulate the draft press release and material change report to the members of the Board and senior management together, if applicable, with the recommendation that it be filed on a confidential basis;
- if applicable, following approval by the Disclosure Committee, file the material change report on a confidential basis and when the basis for confidentiality ceases to exist, and the event remains material, issue a press release and file a material change report in compliance with applicable securities laws, including the Act. During the period of time while a confidential material change has not been publicly disclosed, the Corporation shall not release a document or make a public oral statement that, due to the undisclosed material change, contains a misrepresentation.

8.4 Press releases disclosing Material Information will be transmitted to the TSX Venture Exchange or Toronto Stock Exchange (the “TSX”), as the case may be, relevant regulatory bodies and major news wire services that disseminate financial news to the financial press. Press releases must be pre-cleared by the TSX if issued during trading hours.

## **9. Internet Chat Rooms and Bulletin Boards**

9.1 Directors, Officers, Employees and Contractors must not discuss or post any information relating to the Corporation or any of its subsidiaries or trading in securities of the Corporation in Internet chat rooms, newsgroups or bulletin boards.

## **10. Rumours**

The Corporation shall not comment on rumours. This also applies to rumours on the Internet or any other social media platform. Spokespersons will respond consistently to those rumours, saying: “It is our policy not to comment on market rumours or speculation.” If the TSX or a securities regulatory authority requests that the Corporation make a statement in response to a market rumour, the Disclosure Committee will consider the matter and make a recommendation to the Chief Executive Officer as to the wording and context of any response.

## 11. Website

11.1 The Chief Executive Officer (or an officer or employee designated by him) and the Director, Investor Relations (or a person acting in such capacity) of the Corporation are responsible for creating and maintaining the Corporation's website. The Corporation's website must be maintained in accordance with the following.

- the following information must be included on the website:
  - (1) all Material Information that has previously been Generally Disclosed, including, without limitation, all documents filed on SEDAR or a link to those documents on SEDAR;
  - (2) all non-Material Information that is given to analysts, institutional investors and other market professionals (such as fact sheets, fact books, slides of investor presentations, materials distributed at analyst and industry conferences);
  - (3) web replays of shareholder meetings or analysts' conferences; and
  - (4) all press releases or a link to those press releases;
- the website must contain an e-mail link to an investor relations contact for the Corporation to facilitate communication with investors;
- the website must include a notice that advises the reader that the information was accurate at the time of posting, but may be superseded by subsequent disclosures;
- inaccurate information must be promptly removed from the website and a correction must be posted;
- information contained on the website must be removed or updated when it is no longer current;
- a list of all analysts known to follow the Corporation may be posted on the investor relations page, but analysts' reports must not be posted on the Corporation's website or linked to the Corporation's website;
- all links from the Corporation's website must be approved by the Corporation's Chief Financial Officer and all links must include a notice that advises the reader that he or she is leaving the Corporation's website and that the Corporation is not responsible for the contents of the other site; and

- no links will be created from the Corporation's website to chat rooms, newsgroups or bulletin boards.
- 11.2 All information on the Corporation's website will be retained for a period of six years from the date of issue.
- 11.3 The Chief Executive Officer should maintain a file (for at least six years) containing all known material public information about the Corporation, including continuous disclosure documents, new releases, analysts' reports, transcripts or tape recordings of conference calls, debriefing notes, notes from meetings and telephone conversations with analysts and investors, and newspaper articles.
- 11.4 If the Corporation is considering a distribution of its securities, the content of the website must be reviewed with the Corporation's corporate counsel before and during the offering to ensure compliance with applicable securities laws.

## **12. Confidentiality of Undisclosed Material Information**

- 12.1 **"Undisclosed Material Information"** of the Corporation is Material Information about the Corporation that has not been **"Generally Disclosed"**, that is, disseminated to the public by way of a press release together with the passage of a reasonable amount of time (24 hours, unless otherwise advised that the period is longer or shorter, depending on the circumstances) for the public to analyze the information.
- 12.2 Any person to whom this Policy applies and who has knowledge of Undisclosed Material Information must treat the Material Information as confidential until the Material Information has been Generally Disclosed.
- 12.3 Undisclosed Material Information shall not be disclosed to anyone except in the necessary course of business. If Undisclosed Material Information has been disclosed in the necessary course of business, anyone so informed must clearly understand that it is to be kept confidential, and, in appropriate circumstances, execute a confidentiality agreement. Schedule "C" attached hereto lists circumstances where securities regulators believe disclosure may be in the necessary course of business. When in doubt, all persons to whom this Policy applies must consult with the Chief Executive Officer to determine whether disclosure in a particular circumstance is in the necessary course of business. For greater certainty, disclosure to analysts, institutional investors, other market professionals and members of the press and other media will not be considered to be in the necessary course of business. **"Tipping"**, which refers to the disclosure of Undisclosed Material Information to third parties outside the necessary course of business, is prohibited.
- 12.4 In order to prevent the misuse of inadvertent disclosure of Undisclosed 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 and/or encrypted passwords should be used if necessary;
- Confidential matters should not be discussed in places where the discussion may be overheard;
- Transmission of documents containing Undisclosed Material Information by electronic means will be made only where it is reasonable to believe that the transmission can be made and received under secure conditions such as a dedicated server; and
- Unnecessary copying of documents containing Undisclosed Material Information must be avoided and all copies of documents must be promptly removed from meeting rooms and work areas at the conclusion of the meeting and must be destroyed if no longer required. The use of memory sticks should be avoided.

### **13. Avoiding Selective Disclosure**

- 13.1 When participating in shareholder meetings, news conferences, analysts’ conferences and private meetings with analysts or institutional investors, Spokespersons must only disclose information that either (1) is not Material Information or (2) is Material Information but has previously been Generally Disclosed. For greater certainty, acceptable topics of discussion include the Corporation’s business prospects (subject to the provisions of this Policy), the business environment, management’s philosophy and long-term strategy. Any selective disclosure of Undisclosed Material Information, including Earnings Guidance, is not permitted.
- 13.2 To protect against selective disclosure, the procedures outlined in Section 6 (Procedures Regarding Public Oral Statements) should be followed.
- 13.3 If Material Information that has not been Generally Disclosed is inadvertently disclosed, the Corporation shall contact the parties to whom the Material Information was disclosed and inform them: (a) that the information is Undisclosed Material Information, and (b) of their legal obligations with respect to the Material Information.

### **14. Analyst Reports and Meetings with Analysts**

- 14.1 When reviewing analysts’ reports, comments of Directors, Officers, Employees and Contractors must be limited to identifying factual information that has been Generally Disclosed that may affect an analyst’s model and pointing out

inaccuracies or omissions with respect to factual information that has been Generally Disclosed.

Any comments must contain a disclaimer that the report was reviewed for factual accuracy only. No comfort or guidance shall be expressed on the analysts' earnings models or earnings estimates and no attempt shall be made to influence an analyst's opinion or conclusion.

- 14.2 Analysts reports are proprietary products of the analyst's firm. Re-circulating a report by an analyst may be viewed as an endorsement by the Corporation of the report. For these reasons, the Corporation should not provide analysts' reports through any means to persons outside of the Corporation or to employees of the Corporation, including posting such information on its website.
- 14.3 The Corporation may from time to time give Earnings Guidance or any other Forward-Looking Information through voluntary disclosure by way of a press release, provided that the cautionary language described in Section 5.6 accompanies the information.
- 14.4 The Corporation recognizes that meetings with analysts and significant investors are an important element of the Corporation's investor relations program. The Corporation may meet with analysts and investors on an individual or small group basis as needed, and should initiate contacts or respond to analyst and investor calls in a timely, consistent and accurate fashion in accordance with this policy.
- 14.5 The Corporation should provide only non-material information through individual and group meetings, in addition to regular publicly disclosed information. It is recognized that an analyst or investor may construct this information into a mosaic that could result in material information. However, the Corporation should not alter the materiality of information by breaking down the information into smaller, non-material components.
- 14.6 The Corporation should maintain a "frequently asked questions" section on its web site (if applicable) and should thereby provide the same sort of detailed, non-material information to individual investors or reporters that it has provided to analysts and institutional investors.
- 14.7 Spokespersons should keep notes of telephone conversations with analysts and investors and, where applicable, more than one Corporation representative should be present at all individual and group meetings. A debriefing should be held after such meetings and, if such debriefing uncovers selective disclosure of previously Undisclosed Material Information, the Corporation should promptly disclose such information via news release.

## 15. Trading of Securities of the Corporation

- 15.1 **“Insider Trading”** which refers to persons in a Special Relationship with the Corporation purchasing or selling or otherwise monetizing securities of the Corporation while in possession of Undisclosed Material Information, is prohibited.
- 15.2 In addition to Section 16.1, Directors, Officers, Head Office Employees and Consultants shall not purchase or sell or otherwise monetize securities of the Corporation except during a **“Trading Window”**, provided there is no **“Blackout Period”** in effect.

**“Trading Window”** means: (1) the period of time beginning on the second day on which the TSXV is open for trading and on which the trading in the Corporation’s securities is not halted or suspended (a **“Trading Day”**) after the financial results for the first, second, third fiscal quarter or the fiscal year (as applicable) have been disclosed by way of a news release and ending ten (10) days prior to the scheduled issuance of the financial news release for the next fiscal quarter or fiscal year (as applicable); and (2) any other period designated by the Disclosure Committee and communicated to those persons to whom this Policy applies. If the Trading Window ends on a weekend or statutory holiday, it shall be deemed to have ended on the last business day before the weekend or statutory holiday.

**“Blackout Period”** means: (1) any time when trading securities of the Corporation is prohibited pursuant to this Policy; and (2) any other period designated by the Disclosure Committee and communicated to those persons to whom this Policy applies.

- 15.3 Notwithstanding Section 16.2, a Director, Officer, Employee or Contractor may purchase or sell securities during a Blackout Period with the prior written consent of the Chief Executive Officer. The Chief Executive Officer will grant permission to purchase or sell during a Blackout Period only in the case of unusual, exceptional circumstances. Without limiting the generality of the foregoing provisions of this paragraph, “unusual, exceptional circumstances” may include the sale of securities in the case of severe financial hardship or where the timing of the sale is critical for significant tax planning purposes.
- 15.4 The trading prohibitions in Sections 16.1 and 16.2 do not apply to the acquisition of securities through the exercise of share options or shares issued under similar incentive plans but do apply to the sale of the securities acquired through the exercise of the option or similar securities issued under an incentive plan.
- 15.5 The period beginning at the end of each quarter and ending two (2) trading days following the date of public disclosure of the financial results for that quarter is particularly sensitive, as officers, directors and employees will often possess Undisclosed Material Information about the expected financial results for the quarter. Accordingly, to ensure compliance with this policy and applicable

securities laws, all directors, officers and employees having access to internal financial statements or other Undisclosed Material Information shall refrain from undertaking transactions involving the purchase or sale of the Corporation's securities during this time.

## **16. Insider Reports**

- 16.1 An insider (as defined in the Act) of the Corporation (an **“Insider”**) is required to file (on SEDI) an initial insider report within five (5) days of becoming an Insider and subsequent insider reports within five (5) days following any trade of securities of the Corporation. If an Insider of the Corporation does not own or have control over or direction over securities of the Corporation, or if ownership or direction or control over securities of the Corporation remains unchanged from the last report filed, a report is not required.
- 16.2 If an Insider has made a trade and requires assistance with the filing of an insider report, such Insider should contact the Chief Executive Officer who will arrange for assistance with the preparation and filing of an insider report.

## **17. Commitment**

- 17.1 To demonstrate its determination and commitment to the purposes of this Policy, the Corporation asks each Employee to review this Policy periodically throughout the year. The Employee should take the opportunity to discuss with management any circumstances that may have arisen that could be considered a breach of this Policy.
- 17.2 The following individuals are required to sign this Policy annually: Directors, Officers, existing employees who are senior managers or managers of business units of the Corporation, full-time or quasi full-time consultants to the Corporation and such other employees, consultants and/or advisers of or to the Corporation as the Chief Executive Officer and/or the Corporate Governance and Nominating Committee of the Corporation may, from time to time, designate. Individuals listed above are required to sign the Policy when they are engaged or when the Policy is significantly revised. All Employees of the Corporation are to be given a copy of this policy.

## **18. Managing Expectations**

- 18.1 The Corporation should try to ensure, through its regular public dissemination of quantitative and qualitative information, that analysts' estimates are in line with the Corporation's own expectations. The Corporation should not confirm, or attempt to influence, an analyst's opinions or conclusions and should not express comfort with analysts' models and earnings estimates.

- 18.2 If the Corporation has determined that it will be reporting results materially below or above what it considers to be generally publicly held expectations, it should disclose this information in a news release in order to enable discussion without risk of selective disclosure.

**19. Potential Liability**

- 19.1 Insiders may be subject to penalties of up to the greater of (a) \$5 million and (b) triple any profits earned and imprisonment for engaging in transactions in the Corporation's securities at a time when they have knowledge of Undisclosed Material Information about the Corporation.
- 19.2 Insiders may also be liable for improper transactions by any person to whom they have disclosed Undisclosed Material Information on the Corporation or to whom they have made recommendations or expressed opinions on the basis of such information. The various provincial securities commissions have imposed large penalties even when the disclosing person did not profit from the trading. The various provincial commissions and the stock exchanges use sophisticated electronic surveillance techniques to detect insider trading.
- 19.3 Employees who violate this Policy will be subject to disciplinary action by the Corporation, which may include restrictions on future participation in equity incentive plans or termination of employment.

**Noncompliance with this Policy is a serious breach of the terms and conditions of engagement and will be dealt with accordingly.**

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**RECEIPT AND ACKNOWLEDGEMENT**

I, \_\_\_\_\_, hereby acknowledge that I have received and read  
(Print Name)  
a copy of the “Disclosure, Confidentiality and Insider Trading Policy” of Quebec Precious Metals Corp. and agree to comply with its terms. I understand that violation of insider trading or tipping laws or regulations may subject me to severe civil and/or criminal penalties, and that violation of the terms of the above-noted policy may subject me to discipline by the Corporation up to and including termination.

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Signature

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October 18, 2019

## Schedule "A"

### Individuals and Entities to Whom This Policy Applies

**"Board Members, Officers, Employees and Contractors"** means a Board Member, an officer, an Employee or an independent contractor (who is engaged in an employee-like capacity) of the Corporation or its subsidiaries. As described below, all Board Members, Officers, Employees and Contractors are also persons in a Special Relationship with the Corporation.

**"Employee"** means a full-time, part-time, contract or secondment employee of the Corporation or any of its subsidiaries.

**"Insider"** means:

- (1) a Board Member or a Senior Officer of the Corporation;
- (2) a person who beneficially owns, directly or indirectly, more than 10% of the voting securities of the Corporation or who exercises control or direction over more than 10% of the votes attached to the voting securities of the Corporation (a **"10% Shareholder"**);
- (3) a Board Member or a Senior Officer of a subsidiary of the Corporation; or
- (4) a Board Member or a Senior Officer of a 10% Shareholder of the Corporation.

As described herein, (1) Board Members, Officers, Employees and Contractors and (2) persons in a Special Relationship with the Corporation are all considered to be Insiders.

**"Persons in a Special Relationship with the Corporation"** means:

- (1) each Board Member, Officer, Employee and Contractor;
- (2) each 10% Shareholder;
- (3) each Board Member, officer, employee or contractor of a 10% Shareholder;
- (4) each member of an operating or advisory committee of the Corporation or its subsidiaries;
- (5) each Board Member, officer, partner and employee of a Corporation that is engaging in any business or professional activity with the Corporation or its subsidiaries and who routinely comes into contact with Material Information;
- (6) each person or Corporation that learned of Material Information with respect to the Corporation from a person or Corporation described in (1) through (5) of this definition and knew or ought reasonably to have known that the other person or Corporation was in such a special relationship; and
- (7) any member of the immediate family or household of any of the individuals referred to in (1) through (6) who resides in the same household as that individual.

- (8) A Corporation is considered to be a "**Subsidiary**" of another Corporation if it is controlled by (1) that other, (2) that other and one or more companies, each of which is controlled by that other, or (3) two or more companies, each of which is controlled by that other; or it is a subsidiary of a Corporation that is that other's subsidiary. In general, a Corporation will control another Corporation when the first Corporation owns more than 50% of the outstanding voting securities of that other Corporation.

**“Senior Officer”** means:

- (1) the chair or a vice-chair of the Board of Directors of the Corporation or any of its subsidiaries, the President, Chief Executive Officer, Chief Financial Officer, a Vice-President, the Corporate Secretary, the Controller, the Treasurer or the General Manager of the Corporation or any of its subsidiaries or any of their operating divisions; or
- (2) any other individual who performs functions for the Corporation or any of its subsidiaries similar to those normally performed by an individual occupying any of the offices listed in (1) above.

## **Schedule “B”**

### **Examples of Information That May Be Material**

(Based on National Policy 51-201)

#### **Changes in corporate structure**

- changes in share ownership that may affect control of the Corporation
- changes in corporate structure such as reorganizations, amalgamations, or mergers
- take-over bids, issuer bids, or insider bids

#### **Changes in capital structure**

- the public or private sale of additional securities
- planned repurchases or redemptions of securities
- planned splits of common shares or offerings of warrants or rights to buy shares
- any share consolidation, share exchange, or stock dividend
- changes in a Corporation’s dividend payments or policies
- the possible initiation of a proxy fight
- material modifications to the rights of security holders

#### **Changes in financial results**

- a significant increase or decrease in near-term earnings prospects
- unexpected changes in the financial results for any period
- shifts in financial circumstances, such as cash flow reductions, major asset write-offs or write-downs
- changes in the value or composition of the Corporation’s assets
- any material change in the Corporation’s accounting policies

#### **Changes in business and operations**

- any development that affects the Corporation’s resources, technology, products or markets
- a significant change in capital investment plans or corporate objectives
- major labour disputes or disputes with major contractors or suppliers
- significant new contracts, products, patents, or services or significant losses of contracts or business
- significant discoveries by resource companies
- changes to the Board or executive management, including the departure of the Corporation’s Chairman, CEO, CFO, COO or President (or persons in equivalent positions)
- the commencement of, or developments in, material legal proceedings or regulatory matters
- waivers of corporate ethics and conduct rules for officers, directors, and other key employees
- any notice that reliance on a prior audit is no longer permissible

- de-listing of the Corporation's securities or their movement from one quotation system or exchange to another

### **Acquisitions and dispositions**

- significant acquisitions or dispositions of assets, property or joint venture interests
- acquisitions of other companies, including a take-over bid for, or merger with, another Corporation

### **Changes in credit arrangements**

- the borrowing or lending of a significant amount of money
- any mortgaging or encumbering of the Corporation's assets
- defaults under debt obligations, agreements to restructure debt, or planned enforcement procedures by a bank or any other creditors
- changes in rating agency decisions
- significant new credit arrangements

## **Schedule “C”**

### **Examples of Disclosures That May Be Necessary in the Course Of Business** (Reproduced from National Policy 51-201)

**(1) Disclosure to:**

- vendors, suppliers, or strategic partners on issues such as research and development, sales and marketing, and supply contracts
- employees, officers and directors
- lenders, legal counsel, auditors, underwriters, and financial and other professional advisors to the Corporation
- parties to negotiations
- labour unions and industry associations
- government agencies and non-governmental regulators
- credit rating agencies (provided that the information is disclosed for the purpose of assisting the agency to formulate a credit rating and the agency’s ratings generally are or will be publicly available)

**(2) Disclosures in connection with a private placement**

**(3) Communications with controlling shareholders, in certain circumstances**

Approved by the Board of Directors of Quebec Precious Metals Corporation on October 18, 2019.