



Corporate Disclosure,
Confidentiality & Securities
Trading Policy

NOVEMBER 2016

OBJECTIVE AND SCOPE

The objective of this corporate disclosure policy (Policy) is to ensure that communications to and with the investing public and other stakeholders about GT Gold Corp. (the Company) are:

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

This policy confirms the Company's existing disclosure policies and practices. Its goal is to raise awareness of the Company's approach to disclosure among its Board of Directors (the Board), management, and employees.

This policy extends to all directors, officers, employees, and authorized spokespersons of the Company and its subsidiaries and also applies to all consultants, contractors, advisors and other persons involved in business with the Company and its subsidiaries who, by virtue of such relationships, have access to material non-public information and who have agreed to comply with the terms of this policy (collectively, Covered Persons). It covers disclosures in documents filed with the securities regulators and written statements made in the Company's annual and quarterly reports, news releases, letters to shareholders, presentations by senior management and other Company personnel information contained on the Company's website, other documents publicly made available by the Company, and electronic communications. It includes oral statements made in meetings and telephone conversations with analysts, shareholders and other investors, contacts with the media as well as representatives, speeches, news conferences and conference calls.

PRINCIPLES OF DISCLOSURE OF MATERIAL INFORMATION

Material information is any fact that would reasonably be expected to have a significant effect on the market price or value of the Company's securities or that would be expected to have a significant influence on investment decisions. Material information also includes material changes relating to the business, operations or capital of the Company. A material change also includes a decision to implement a change noted above made by the Board or senior management (who believe confirmation of the decision by the Board is probable).

In complying with requirements to forthwith disclose all material information under applicable securities laws and stock exchange rules, the Company will adhere to the following basic disclosure principles:

1. Material information will be publicly disclosed as soon as practicable following established procedures via a news release.

2. In case of a material change, it may be determined that detailed disclosure would be unduly detrimental to the Company, for example, if release of the information would prejudice negotiations in a corporate transaction. In such cases, where permitted by applicable law, the information may be kept confidential until the Chief Executive Officer and the Chairman determine that public disclosure is appropriate. The Chief Executive Officer and the Corporate Secretary will cause a confidential material change report to be filed as required with applicable securities regulators.
3. Disclosure must be made in terms that can be clearly understood by the reasonable investor and should include a full description of the material information, how it positively or negatively impacts the Company and any information the omission of which would make the rest of the disclosure misleading.
4. Unfavourable material information must be disclosed as promptly and completely as favourable information.
5. 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 or inadvertently on a conference call). If undisclosed material information is inadvertently disclosed selectively to an analyst or any other person where such disclosure is not in the necessary course of business, such information must be broadly disclosed as soon as practicable through a news release. The Company also may require that a written form of confidentiality agreement be entered into with an individual who will receive undisclosed material information in the necessary course of business.
6. Disclosure on the Company's website alone does not constitute adequate disclosure of material non-public information. Disclosure on a conference call (even a webcast call) does not constitute adequate disclosure of material information.
7. Disclosure must be corrected as soon as practicable if the Company subsequently learns that earlier disclosure by the Company contained a material error at the time it was made.

SECURITIES TRADING RESTRICTIONS

It is illegal for anyone in a "special relationship" with the Company to purchase or sell securities of any public company with knowledge of material information that has not been publicly disclosed or for such a person to procure another person to trade in the securities.

Except in the necessary course of business, it also is illegal for any person in a "special relationship" with the Company to inform any other person of material non-public information other than in the ordinary course of business.

Persons in a special relationship with the Company include all Covered Persons. It also includes persons who learn of material information from a person that they know, or ought to know, is in a special relationship. Accordingly, disclosure of material information by Covered Persons to family members, for example, would put that family member in a special relationship with the Company. Each Covered Person is expected to be responsible for compliance with the trading restrictions described in this section by their spouse, minor children and anyone else living in their household; a corporation controlled by such Covered Person; a partnership in which such Covered Person is a general partner; a trust of which such Covered Person is a trustee; and an estate of which such Covered Person is an executor (collectively, Related Parties).

Therefore, Covered Persons with knowledge of confidential or material information about (i) the Company or (ii) any counter-parties in negotiations of any material potential transactions, are prohibited from trading any shares in the Company or any counter-party until the information has been fully disclosed and a reasonable period of time (a minimum of 48 hours) has passed for the information to be widely disseminated.

For the purposes of this section, references to "purchases and sales of securities" include purchases or sales of shares, bonds, options, puts and calls, as well as stock option exercises and sales of Company shares acquired upon the exercise of stock options. This section also applies to the following elections as applicable under retirement savings or similar plans: (i) increasing or decreasing periodic contributions allocated to the purchase of Company shares; (ii) intra-plan transfers of an existing balance in or out of Company shares; (iii) borrowing money against the account if the loan results, or could result, in the liquidation of any portion of Company shares; and (iv) pre-paying a loan if the pre-payment results in the allocation of the proceeds to Company shares.

The trading restrictions described in this section continue to apply after termination of employment or other relevant relationship with the Company to the extent that a former Covered Person is in possession of material non-public information at the time of termination. In such cases, no trading may take place until the information is widely disseminated or ceases to be material.

Transactions that may be necessary or justifiable for independent reasons, such as the need to raise money for an emergency expenditure, are no exception. Even the appearance of an improper transaction must be avoided.

PRE-CLEARANCE OF TRADES

To protect the reputation of the Company and to avoid the appearance of impropriety, all directors, officers, employees, consultants and advisors of the Company and its subsidiaries, whether or not they are Covered Persons, are required to pre-clear with the Chief Executive Officer or such other person as may be designated by the Company from time to time, all proposed trades in the Company's securities, whether by themselves or by their Related Parties – and also all of their exercises of stock options.

If pre-clearance to trade is not granted, it would be a breach of this policy to proceed with the trade.

ADDITIONAL PROHIBITED TRANSACTIONS

It is improper and inappropriate for any Covered Person to engage in short-term or speculative transactions involving the Company's securities. It is the policy of the Company that Covered Persons and their Related Parties should not engage in any of the following activities with respect to securities of the Company:

1. Purchases of Company stock on margin.
2. Short sales of Company stock (i.e. selling stock such person does not own and borrowing the shares to make delivery), other than in connection with the exercise of options.
3. Buying or selling puts, calls or other derivatives in securities of the Company.

BLACKOUT PERIODS

Trading blackouts are periods of time during which Covered Persons cannot trade the Company's securities or other securities whose price may be affected by undisclosed material non-public information.

The Company observes a trading blackout that commences no less than 15 calendar days in advance of the regulatory filing date of financial statements for each of the financial reporting periods of the fiscal year, and ends 48 hours after the release of the related financial reports. This period applies to all Covered Persons.

Ad-hoc blackout periods may be prescribed for Covered Persons, from time to time, in circumstances in which undisclosed material non-public information exists. All persons with knowledge of such information will be covered by the blackout, including external advisors such as legal counsel and investment bankers.

Persons subject to the blackout period restrictions whose employment or other relationship with the Company terminates during a blackout period will remain subject to the restrictions until the end of such period.

The Company will treat the creation, modification or termination of a pre-planned trading program or arrangement as a transaction subject to the blackout rules. Transactions effected pursuant to a properly established pre-planned trading program, such as the ongoing and routine purchases of Company stock under a retirement savings or similar plan will not be subject to blackout periods.

MAINTAINING CONFIDENTIALITY

Covered Persons subject to this policy are prohibited from communicating confidential information to anyone else, unless it is necessary to do so in the ordinary course of business. Efforts will be made to

limit access to such confidential information only to those who need to know the information and such persons will be advised that the information is to be kept confidential.

Covered Persons should be aware that communication by e-mail creates an electronic record that may be subject to later decryption attempts. Caution should be taken for all confidential information being transmitted over the Internet. All confidential e-mails should be secured by appropriate encryption and validation methods where feasible.

Outside parties privy to undisclosed material non-public information concerning the Company will be told that they must not divulge 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 publicly disclosed. Where appropriate, such outside parties will be requested to confirm their commitment to non-disclosure in the form of a written confidentiality agreement.

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

1. Documents and files containing confidential information should be kept in a safe place to which access is restricted to individuals who "need to know" such information in the necessary course of business. Code names should be used as required.
2. Confidential matters should not be discussed in places where it is reasonable to expect that the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis.
3. Confidential documents should not be read or displayed in public places and should not be discarded where others can retrieve them.
4. Employees must ensure they maintain the confidentiality of information in their possession outside of the office as well as inside the office.
5. Transmission of documents by electronic means, such as by fax or directly from one computer to another, should be made only where it is reasonable to believe that the transmission can be made and received under secure conditions.
6. 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.
7. Access to confidential electronic data should be restricted through the use of passwords.

DESIGNATED SPOKESPERSONS

The Company designates a limited number of spokespersons to be responsible for communication with the investment community, regulators and the media. The Chairman, the Chief Executive Officer, and the Vice President, Exploration shall be the official spokespersons for the Company. Individuals holding these offices may, from time to time, designate others within the Company to speak on behalf of the Company as back-ups or to respond, as agreed upon, to specific inquiries. Where practicable, official

spokespersons should prepare a script of any required response or communication and refer to it when communicating on behalf of the Company.

Persons who are not official spokespersons must not respond under any circumstances to any inquiries, including those from the investment community, the media or others, unless specifically asked to do so by an official spokesperson. If a person who is not designated receives any such inquiry, they should refer the inquiry to a designated spokesperson.

NEWS RELEASES

Once a determination is made that a development constitutes material information, a news release will be drafted, circulated to directors for review and approval, and issued. Should material information inadvertently be made public on a selective basis, the Company will issue a news release as soon as practicable following established procedures to ensure full public dissemination of that information.

Whenever feasible, news releases will be scheduled to be issued before or after the trading hours of the stock exchange(s) on which the Company's securities are listed. Regular practice shall be to notify the market surveillance and/or company announcements departments of the relevant stock exchange(s) of the planned distribution of a news release, to provide an advance copy of the news release and to obtain official acknowledgement that the news release has been received and/or reviewed. Whenever it is necessary to issue a news release during market trading hours, copies of the news release will be provided to the market surveillance or company announcements departments for the relevant exchange(s) and confirmation of receipt before proceeding with public distribution of the news release.

Following approval of the applicable financial statements by the Audit Committee and the Board, annual and interim financial results will be publicly released in accordance with filing requirements.

News releases will be disseminated through an approved service provider to ensure appropriate national and/or international public distribution. News releases also will be transmitted to appropriate regulatory bodies, international, national, regional and local media.

News releases also will be posted on the Company's website as soon as practicable after initial public distribution.

CONFERENCE CALLS

Conference calls may be held to discuss financial results and material 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 through an Internet webcast. The Company will provide advance notice of the conference call and/or webcast by issuing a news release announcing the date and time and providing information on how interested parties may access the call and webcast. In addition, the Company may send invitations to participate to analysts, institutional investors, media representatives and others.

Relevant material information expected to be discussed during the conference call will be disclosed in advance through a news release. Any non-material supplemental information provided to participants also will be posted to the Company's website for public access. A recording of the conference call and/or an archived Internet audio webcast will be made available for a reasonable period of time following the conference call.

At the beginning of the call, a Company representative will read, or refer participants to, a statement containing appropriate cautionary language about forward-looking information and direct participants to publicly available documents containing the assumptions, sensitivities and a full discussion of the risks and uncertainties.

If it is later determined that comments made during the conference call included previously undisclosed non-public material information, the Company will broadly disclose such information through a public news release as soon as practicable.

RUMOURS

The Company, as a general principle, does not comment on rumours. If asked about a specific rumour, the Company's spokespersons may reply with a consistent response that the Company does not comment on market rumours or speculation.

However, when deemed appropriate and in the best interests of the Company and its shareholders, the Chief Executive Officer and/or Chairman, may determine that corrective or clarifying statements should be made by the Company to address incorrect or misleading published information or public statements.

CONTACTS WITH ANALYSTS, INVESTORS AND THE MEDIA

Disclosure in individual or group meetings does not constitute adequate disclosure of information that is considered undisclosed material non-public information. If the Company intends to announce material information at a meeting attended by one or more analysts or shareholders, or during a conference call or media news conference, such an announcement must be preceded by a news release to ensure full public dissemination of that information. Such a news release should be issued as soon as practicable before the meeting, conference call or media news conference, in order to assist in its wide dissemination and to avoid the appearance of selective disclosure.

The Company recognizes that meetings and discussions with analysts and significant 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 calls in a timely, consistent and accurate fashion in accordance with this policy.

The Company will provide only non-material information through individual and group meetings, in addition to regular, previously publicly disclosed information, recognizing that audience members may seek points of information that may be used in attempts to learn undisclosed material information. The Company cannot alter the materiality of information by breaking down the information into smaller, non-material components.

REVIEWING ANALYSTS' DRAFT REPORTS AND MODELS

It is the Company's policy to review, upon request, draft research reports or models prepared by analysts for the purpose of identifying for the authors errors of fact, based on publicly disclosed information. When requested, the Company will question an analyst's factual assumptions if the analyst's draft estimate is significantly different than the range of estimates provided in the Company's published earnings expectations. The Company will limit its comments in responding to such inquiries to non-material information. The Company will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express any encouragement for, or concurrence with, an analyst's model and earnings estimates.

To avoid appearing to "endorse" an analyst's report or model, the Company will provide its comments orally or will attach a disclaimer to written comments to indicate the report was reviewed only for factual accuracy.

DISTRIBUTING ANALYSTS' REPORTS

An analyst's report is a proprietary product of the analyst's firm. The inclusion of an analyst's report in the Company's information package that is distributed to investors may be viewed as an endorsement by the Company of the report, and should be avoided. Certain securities commissions also will consider that the Company is responsible for any breaches of the mining disclosure rules (NI 43-101) if the Company re-distributes an analyst report that is not NI 43-101 compliant.

The Company may post on its website a complete list, regardless of the recommendation, of all of the investment firms and analysts who have provided recent research coverage on the Company. Such list will not include links to the analysts' websites or publications. The Company does not post analyst reports on its website.

FORWARD-LOOKING INFORMATION

Should the Company elect to disclose forward-looking information in continuous disclosure documents, in information materials such as speeches, or in conference calls, the following guidelines will be observed:

1. The information, if deemed material, will be broadly disseminated through news releases, in accordance with this Policy.

2. The information will be clearly identified as forward looking.
3. The Company will identify all material assumptions used in the preparation of the forward-looking information.
4. The information will be accompanied by a statement that identifies, in very specific terms, the risks and uncertainties that may cause the actual results to differ materially from those projected in the information, including a sensitivity analysis to indicate the extent to which business conditions different from the underlying assumptions may affect the actual outcome.
5. The information will be accompanied by a statement that the information is given as of a current date and may be subject to future change and that the Company disclaims any intention or obligation to update or revise the forward-looking information, whether as a result of new information, future events or otherwise. Notwithstanding this disclaimer, should subsequent events prove past statements about current trends to be materially off target, the Company may choose to issue a news release to update its guidance on the anticipated impact on revenue and earnings or other key measures of corporate performance, explaining underlying reasons.

PROVIDING GUIDANCE

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

While the Company currently does not provide earnings or financial results guidance, if the Company has determined that it will be reporting results materially different from market expectations, it will disclose this information in a news release to avoid the risk of selective disclosure.

QUIET PERIODS

To avoid the appearance of selective disclosure, the Company will observe a quiet period following the end of each financial reporting period during which no guidance as to revenues, earnings or other measures of corporate performance will be provided externally until 48 hours after the financial reports related to the financial reporting period are filed.

DISCLOSURE RECORD

The Chairman or the Chief Executive Officer may designate one or more locations at which the files containing all public information about the Company may be kept, including continuous disclosure documents, news releases, analysts' reports, transcripts or recordings of conference calls, debriefing notes, notes from meetings and telephone conversations with analysts and investors, as well as news articles.

RESPONSIBILITY FOR INTERNET-BASED COMMUNICATIONS

This Policy also applies to corporate and stakeholder communications that utilize the Internet and other electronic mail systems for storage and distribution of public information. Accordingly, those responsible for written and oral public disclosures shall also be responsible for content and procedures involved in Internet-based communications.

The Chief Executive Officer and the Vice President, Exploration, are jointly responsible for the review and preparation of information to be posted on the Company's website and for monitoring of the website to ensure that the posted information is, and remains, accurate, complete, up-to-date and in compliance with relevant securities laws. Only those documents may be posted to the Company's website that are publicly filed on the Canadian SEDAR information retrieval system, corporate information materials approved by the Chief Executive Officer or the Vice President, Exploration, or certain other non-material information such as photographic images of projects and updates to information already posted on the website.

The Company's website shall maintain a disclaimer advising visitors that the website may provide links to other websites maintained by third parties and that the Company is not responsible for the contents that may exist on any linked sites.

Information materials of specific interest to investors, including regulatory filings and quarterly and annual reports, shall be stored and listed within a dedicated section of the Company's website. Such materials shall include a notice that advises readers that the information posted was accurate at the time of posting, but may be superseded by subsequent disclosures. All data posted to the website, including text and images, shall show the date on which such material was originally issued and/or, where applicable, when updated. Any subsequent changes to material information posted on the Company's website must be updated as soon as practicable.

The Chief Executive Officer or a designated investor relations/corporate communications senior staff representative(s) shall be responsible for responses to requests for information received through the Company's website. Only public information or information that otherwise is eligible to be disclosed in accordance with this Policy - and thereby enter the public domain - shall be utilized in responding to enquiries received through the Company's website or email system.

To ensure that no non-public material information is inadvertently disclosed, Covered Persons are prohibited from active participation as contributors or interveners in the exchange of information in Internet forums on matters pertaining to the Company's activities or its securities. Such forums may include chat rooms, newsgroup discussions, comments on media news reports, electronic bulletin boards and web logs (blogs). Any Covered Person who becomes aware of an active discussion or exchange pertaining to the Company should advise the Chief Executive Officer as promptly as possible so the discussion may be monitored. Any required corporate response to news, information and

statements published in any form on the Internet shall be determined and coordinated directly by the Company's designated investor relations/corporate communications senior staff representative(s) working in conjunction with, and approved by, the Company's Chief Executive Officer.

COMMUNICATION AND ENFORCEMENT

This Policy extends to all Covered Persons, as defined under the heading "Objective and Scope". New Covered Persons will be provided with a copy of this Policy and will be educated about its importance. This Policy will be circulated to all Covered Persons whenever changes are made.

Any Covered Person who violates the Policy may face disciplinary action up to and including termination of his or her employment with the Company without notice. The violation of this Policy also may violate certain securities laws, which could lead to penalties, fines or imprisonment. Violation of the trading restrictions under "Securities Trading restrictions" also may constitute an offence under the Criminal Code of Canada.