



## TIMELY DISCLOSURE, CONFIDENTIALITY AND INSIDER TRADING POLICY

### PURPOSE

Securities legislation, rules and regulations impose various requirements on Lomiko Metals Inc. and its subsidiaries (the “**Company**”), the directors, officers and employees of the Company and other persons in similar relationships with the Company (collectively, “**Lomiko Personnel**”) that are intended to ensure that:

- communications about the Company are:
  - o timely, factual, accurate and balanced; and
  - o broadly disseminated 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 non-public material information; and
- individuals do not pass on or tip that information to others.

This Timely Disclosure, Confidentiality and Insider Trading Policy (the “**Policy**”) is intended to help to ensure that the Company and Lomiko 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 Lomiko Personnel in securities of the Company and other issuers (“**Special Relationship Issuers**”) in respect of which Lomiko Personnel may receive non-public material information while representing the Company, if the Lomiko Personnel are in possession of non-public material 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.**

This Policy extends to all Lomiko Personnel, those authorized to speak on behalf of the Company and all other insiders of the Company. Lomiko Personnel are responsible for ensuring compliance with this Policy by their family members with whom they reside and other members of their households and entities over which they exercise voting or investment control.

This Policy covers disclosures in documents filed with the securities regulators, financial and non-financial disclosure, and 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 and other electronic communications. It also extends to oral statements made in speeches, press conferences and conference calls, those made in meetings and telephone conversations with analysts and investors, and in interviews with the media.

This Policy supplements securities legislation, rules and regulations regarding disclosure and trading, as well as the policies and procedures set out in the Company's other corporate governance documents. In particular, the Audit Committee Charter, the Disclosure Committee Charter, the Code of Business Conduct and Ethics provide additional information regarding procedures for review of disclosure, conduct and reporting of violations.

The Board of Directors may change this Policy and the procedures that it contemplates as appropriate to carry out the purposes of this Policy and applicable legal requirements.

### **DISCLOSURE COMMITTEE**

The disclosure committee is the management committee responsible for overseeing the Company's disclosure practices and ensuring that all disclosure meets the standards set out in securities legislation, rules and regulations and this Policy (the "**Disclosure Committee**"). The Disclosure Committee consists of the Executive Chair of the Board, the Chief Executive Officer ("**CEO**") and Chief Financial Officer ("**CFO**"). It is essential that the Disclosure Committee be kept fully apprised of all pending material developments in order to evaluate and discuss those events to determine the appropriateness and timing for the public release of information.

The Audit Committee should review and recommend for approval by the Board of Directors, before public disclosure, financial statements, Management's Discussion and Analysis, earnings press releases and any disclosure derived from the financial statements, as well as any financial information and earnings guidance, if any, provided to analysts, as contemplated by the Audit Committee Charter. Financial results will be publicly released immediately following approval by the Audit Committee and the Board of Directors. The Board of Directors should also review, before public disclosure, all substantive materials filed with securities regulators. All written and oral disclosure, including news releases, should be approved, before public disclosure by at least two members of the Disclosure Committee. In exceptional circumstances, the CEO may approve press releases for issuance where other Disclosure Committee members are unavailable and immediate release is required to comply with securities legislation, rules

and regulation.

## **NON-PUBLIC MATERIAL INFORMATION**

### **Material Information**

The term “**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 Company. A “**material change**” means a change in the business, operations or capital of the Company that would reasonably be expected to have a significant effect on the market price or value of any of the securities of the Company and includes a decision to implement such a change if such a decision is made by the Board of Directors or by senior management who believe that confirmation of the decision by the Board of Directors is probable. In general terms, material information includes any information that:

- results, or could reasonably be expected to result, in a significant change in the market price or value of any of the securities of the issuer to which the information relates; or
- there is a substantial likelihood would be considered by a reasonable security holder to be important in making an investment decision.

Both positive and negative information may be material. While it is not possible to identify all information that would be considered to be “material”, regulators have suggested that the types of information listed on Schedule “A” could ordinarily be considered material.

### **Non-Public Information**

Information generally is “**non-public**” if it has not been widely disseminated through major newswire services, national news services and financial services. For the purposes of this Policy, information will be considered public (no longer “**non-public**”) after the close of one full trading day following the widespread public release of the information.

## **PROCEDURES AND GUIDELINES GOVERNING CONFIDENTIALITY**

### **Principles of Confidentiality**

The protection of confidentiality is vital to the operations and affairs of the Company. As importantly, securities legislation expressly prohibits Lomiko Personnel from disclosing non-public material information concerning the Company or any Special Relationship Issuer to any person (including, among others, family members, analysts, individual investors and members of the investment community and news media), except in the necessary course of business and then, provided steps are taken to maintain confidentiality.

In the course of the Company's ongoing business operations, Lomiko Personnel often are engaged in transactions or other activities that are or may become material to the Company but which have not been generally disclosed to the public. Examples of transactions or activities that may give rise to material information include the acquisition or sale of significant assets, the acquisition or development of new products or technology, the entering into of a significant new contract or any other development that would reasonably be expected to significantly affect the market price or value of the outstanding shares of the Company. Because it may be difficult to determine what information is confidential, all non-public information that might be considered to influence an investor or harmful to the Company or the person to whom it relates if disclosed should also be treated as if it were confidential.

As a general guideline, Lomiko Personnel should limit discussions with outsiders regarding the Company and should not discuss the confidential affairs of the Company or Special Relationship Issuers with outsiders. Except as contemplated in this Policy under "**Procedures and Guidelines Governing Disclosure**", no Lomiko Personnel should disclose any confidential information or non-public material information unless that disclosure is required as part of his or her regular duties. Where that information is to be disclosed to third parties, the Company may want to take specific steps to preserve the confidentiality of the information, including requiring the recipient of the information to sign an appropriate form of confidentiality agreement. All inquiries (other than information of a type previously approved for disclosure on a confidential basis in the necessary course of business) from outsiders regarding confidential or material, non-public information about the Company or any Special Relationship Issuers should be referred to a member of the Disclosure Committee who will arrange a response.

### **Guidelines for Maintaining Confidentiality**

**General Guidelines.** To protect the Company's confidential information, the following general guidelines should be followed on all matters. More stringent measures may be adopted for particularly sensitive matters at the discretion of the responsible individual:

- Only those third parties with a need to know should be provided with confidential information.
- Confidential information should not be discussed in public places such as elevators, hallways, restaurants, airplanes, health clubs, taxis or the subway.
- Materials containing confidential information (whether in printed or electronic format) should not be read, discarded or carried in public places in a manner that others also might read them.
- The affairs of the Company or Special Relationship Issuers should not be discussed by Lomiko Personnel in chat rooms, bulletin boards or other public forums.

- Materials containing confidential information (and computers, cell phones or other similar devices providing electronic access to such documents) should not be left unattended in public places, such as meeting rooms, reception areas or washrooms, or visible in vehicles.
- Laptops, cell phones and similar devices should be carried in carry-on luggage (and not checked) when travelling.
- Persons from outside the Company should not be allowed to use or be in an area (such as an employee's office) unattended where materials containing confidential information might be read by them.
- Persons who are not Lomiko Personnel should not be told whether a special blackout period has been designated under this Policy except where such disclosure is necessary to ensure compliance with this Policy and securities legislation, rules and regulations.
- The whereabouts of Lomiko Personnel outside the office or the identity of visitors in the office should not be disclosed to outsiders or to Lomiko Personnel who don't have a need to know. (Any person receiving a request should agree to contact the employee and relay the message.)

***Special Measures.*** While judgment and care should be exercised at all times, the individual responsible for a particularly sensitive matter should consider whether other steps would be appropriate to minimize the risk of the confidentiality of information being compromised. Those steps might include:

- Restricting access to the information.
- Marking all envelopes or packages or other materials containing sensitive materials as confidential and for opening by the addressee only.
- Securing or coding all communications that will be sent by fax or e-mail.
- Storing sensitive information on computers in a manner that limits the risk that unauthorized operators might gain access.
- Logging-off computers when away from the terminal for any substantial period.
- Putting laptops, cell phones or other similar devices away when at home or travelling.
- Omitting names of parties and other identifying information from preliminary drafts of documents for sensitive matters and assigning code names to any confidential matters.

- Destroying all confidential waste paper by shredding.
- Holding of telephone and other conversations (and particularly those on speaker phones) regarding a confidential matter behind closed doors.

## **PROCEDURES AND GUIDELINES GOVERNING DISCLOSURE**

### **Disclosure Principles**

It is a basic principle of securities legislation that all persons investing in securities should have equal access to information that may affect their investment decisions. The Company is committed to effective communication and disclosure policy for the benefit of all stakeholders, including shareholders, suppliers, customers, governmental authorities, employees and market participants that is consistent with all applicable legislation, rules and regulations.

### **Guidelines for Disclosure**

***Full, Fair, Accurate, Timely and Understandable Disclosure.*** The Company should ensure that its disclosure is full, fair and accurate. Disclosure should include any information the omission of which would make the rest of the disclosure misleading. The Company should disclose all material information on a timely basis as required by all applicable legislation, rules and regulations. The Company also should strive to ensure that its disclosure is clear and understandable.

In preparing documents or presentations, if the Company included derivative information (information extracted from a document filed on behalf of another person or company), the Company should include a reference identifying the document that was the source of the information.

***Open Disclosure.*** The Company should use all reasonable efforts to ensure that any material information that is disclosed is distributed on a broad, non-exclusionary basis (for example, through a widely circulated news or wire service).

The Company should not make selective disclosure. Non-public material information should not be disclosed to selected individuals (for example, in an investor meeting or during a telephone conversation with an analyst). If previously non-public material information is inadvertently disclosed, this information should be broadly disclosed immediately by way of a news release. If the information is inadvertently disclosed during the business hours of Investment Industry Regulatory Organization of Canada (“**IROC**”), the Company should call IROC to discuss a halt in trading until a news release is broadly disseminated.

The Company may, however, in the necessary course of business, disclose such information:

- to persons subject to duties of trust or confidence (such as lawyers, bankers and accountants);

- to persons with a business need to know and who agree to maintain the information in confidence;
- to credit rating agencies;
- in connection with registered or prospectus securities offerings; or
- as otherwise required or permitted by applicable legislation, rules and regulations or similar requirements of authorities with appropriate jurisdiction.

In some circumstances involving a material change, the Company may determine that disclosure would be unduly detrimental to the Company, in which case the information may be kept confidential until the Company determines it is appropriate to make public disclosure. In these circumstances, the Company will 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.

**News Releases.** The Investor Relations representative will arrange for the issuance of all news releases to be disseminated in accordance with the Company's policies and securities legislation, rules and regulations.

News releases should be posted on the Company's website immediately after confirmation of dissemination over the newswire.

The Company may from time to time use statements to the press to convey information locally (at a mine site) that is non-material with the objective of managing an orderly and responsive communications process on-site (i.e. during a crisis situation or to promote a local event). These press statements are reviewed by the Disclosure Committee and posted on the website in English and the local language.

**Information Meetings and Conference Calls.** Information meetings or conference calls may be held after the release of quarterly and annual results and in association with the release of other material information by the Company. These meetings and calls should be accessible simultaneously to all interested parties, some as participants and others in a listen-only mode by telephone and/or webcast over the Internet. At the beginning of the meeting or call, a Company spokesperson will provide appropriate cautionary language regarding any forward-looking information and direct participants to publicly available documents containing the assumptions, sensitivities and a full discussion of the risks and uncertainties applicable to the information discussed.

To ensure the most open access that is practical in the circumstances, the Company generally should provide notice of the conference call and webcast by issuing a news release announcing the date, time and general substance and providing information on how interested parties may access the meeting or call and webcast, and how long, the public will be able to access transcripts or replays. These details also should be provided on the Company's website. In addition, the Company may send invitations to analysts,

institutional investors, the media and others. Any non-material supplemental information provided to participants should also be posted to the Company's website.

The information proposed to be provided by the Company at these meetings and calls should be reviewed by the Disclosure Committee (and, as appropriate, the Board of Directors) in advance of the meeting or call and, where practical, statements and responses to anticipated questions should be discussed in advance. In addition, the CEO will consider whether there is any concern that selective disclosure may have been made, and if it is determined that selective disclosure of non-public material information or misleading disclosure has occurred, the Company should immediately disclose or correct the information by issuing a broadly disseminated news release in accordance with the procedures set out herein.

A tape replay of the meeting or call should be made available for a minimum of seven days.

***Communications with Analysts, Investors and the Media.*** The Company recognizes that meetings and calls with analysts and investors are an important element of its investor relations program. However, the Company's disclosure should be consistent among all audiences, including the investment community, the media, customers and Lomiko Personnel.

The Company should meet with analysts and investors individually or in small groups 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. All analysts should receive fair treatment regardless of whether they are recommending buying or selling the Company's securities.

The Company should adhere to similar procedures for meetings and calls with analysts, investors and the media as set out above for information meetings and conference calls initiated by the Company. (See "**Information Meetings and Conference Calls**".) In particular:

- at the beginning of the meeting or call, a Company spokesperson will provide appropriate cautionary language;
- the information proposed to be provided by the Company at these meetings and calls should be reviewed by the Disclosure Committee;
- any non-material supplemental information provided to participants should be posted to the website; and
- the Disclosure Committee will consider whether there is any concern that selective disclosure may have been made, and if it is determined that selective disclosure or misleading disclosure has occurred, the Company should immediately disclose or correct any information by issuing a broadly-disseminated news release.



Members of the media should not receive material information on an exclusive, embargoed or selective basis. They should receive material information at the same time as everyone else, when a broadly disseminated news release is issued. The Company will provide only non-material information through individual and group meetings, statements to the press, in addition to previously publicly disclosed information, recognizing that an analyst or investor may construct this information into a mosaic that could result in material information. The materiality of information generally cannot be altered by breaking down the information into smaller, non- material components.

When practical, more than one Company representative should be present at all individual and group meetings. Company spokespersons should keep notes of telephone conversations with reporters and may follow up with reporters when there is an inaccuracy in an article, in order to set the record straight, and ensure that the same error does not recur in future articles.

***Use of the Website.*** To increase the accessibility of information, all material information disseminated by the Company should be posted on the Company's website (or, in the case of documents filed with regulators, links may be provided to sites on which those documents are available). However, disclosure on the Company's website alone does not constitute adequate disclosure of information that is considered material. Any disclosures of material information on the website should be preceded by the issuance of a broadly disseminated news release.

The CEO will have primary responsibility for oversight of the review of the Company's website on a regular basis to recommend changes to ensure that it does not contain misrepresentations as a result of information that is, or is not, available on or through the site. The Company should maintain a copy of all material information that has been posted on the website for at least five years.

A review of the Company's website should be conducted under the supervision of the Disclosure Committee periodically to ensure that:

- the website is up to date and accurate;
- all material information available on the website is dated when posted or modified and there is a notice that advises the reader that the information was accurate at the time of posting, but may be superseded by subsequent disclosures;
- outdated information is appropriately archived; and
- supplemental information given to analysts, institutional investors and other market professionals is posted to the website as determined appropriate.

The Disclosure Committee should approve all links from the Company's website to third party websites. The Company's website will include a notice that advises readers that,

when using those links, they are leaving the Company's website and that the Company is not responsible for the contents of the other site.

***Analysts' Reports.*** As a general guideline, the Company does not intend to provide comments on analysts' reports or models and Lomiko Personnel should refrain from so doing unless specifically authorized. The Disclosure Committee may authorize specific persons who may review analysts' reports or models for factual accuracy based on publicly disclosed information. Any review of an analyst's report should be limited to reviewing factual information to point out inaccuracies with respect to, or omissions from, public information or to identify recently disclosed factual information that may reasonably be expected to affect the analysts' model. To avoid appearing to endorse an analyst's report or model, the Company should provide comments orally or attach a disclaimer to written comments to indicate the report was reviewed only for factual accuracy.

No Lomiko Personnel should:

- confirm the analyst's estimate or that any estimate is too high or too low, whether directly or indirectly through implied guidance;
- permit an analyst to quote any Lomiko Personnel or consent to or approve the attribution of information to the Company (except to the extent the quote or other information is contained in a news release issued by the Company or another document issued by the Company that is publicly available) unless he or she is specifically authorized by the Disclosure Committee to engage in such discussions with analysts.

The Company may post on its website a complete listing, regardless of the recommendation, of all the investment firms and analysts who provide research coverage on the Company. If provided, this list should not include links to the analysts' or any other third party's websites or publications.

***Forward-Looking Information.*** Should the Company elect to disclose forward-looking information in continuous disclosure documents or other public disclosure (whether written or oral and including speeches and conferences), the following guidelines should be observed:

- disclosure of forward-looking information will be consistent with the policies set out herein for disclosure of all other information;
- the information will be published only if there is a reasonable basis for drawing the conclusions or making the forecast and projections set out therein;
- the disclosure containing the forward-looking information must have, proximate to that information:

- o reasonable cautionary language identifying the forward-looking information as such, and identifying material factors that could cause actual results to differ materially from a conclusion, forecast or projection in the forward-looking information;
- o a statement of the material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection set out in the forward-looking information; and
- o a statement that the information is stated as of the current date, is subject to change after that date and the Company does not undertake to update any forward-looking information; and
- the information may be accompanied by supplementary information such as a range of reasonably possible outcomes or a sensitivity analysis to indicate the extent to which different business conditions may affect the actual outcome.

Once disclosed, the Company's practice for updating forward-looking information should be to regularly assess whether previous statements of forward-looking information should be replaced by new financial outlooks and ensure that past disclosure of forward-looking information is accurately reflected in current Management's Discussion and Analysis.

***Communication on Behalf of the Company.*** The only individuals that should communicate on behalf of the Company with market participants (investment dealers, analysts, bankers and advisers, institutional investment managers, investment companies or retail investors) or the media, in respect of the Company's financial affairs or business condition or prospects, are the members of the Disclosure Committee or persons designated in writing by the Disclosure Committee. No other persons should hold themselves out as being authorized to undertake such communications on behalf of Company. All information requests from market participants or investors, as well as inquiries with respect to market rumours, should be referred to the Investor Relations representative, who will be responsible for co-ordinating a response.

The Investor Relations representative, with the assistance of other senior management, should be available to investors to hear, understand and address any questions or concerns that they may have. All material questions and concerns raised by investors should be reported to the Board of Directors on a periodic basis.

### **Rumours**

The Company does not intend to comment, affirmatively or negatively, on rumours, including those on the Internet. The Company should respond consistently to any rumours, saying, "It is our policy not to comment on market rumours or speculation."

Should any regulatory body request that the Company make a definitive statement in response to a market rumour that is causing significant volatility in the Company's

securities, the Disclosure Committee will act in accordance with the Company's policies and securities legislation, rules and regulations.

Lomiko Personnel who become aware of inaccurate information on the Internet, in a chat room, newsgroup or any other source, should report the information to CEO and Investor Relations Representative.

## **PROCEDURES AND GUIDELINES GOVERNING TRADING**

### **Company Securities**

The following procedures and guidelines governing trading apply to all shares, options, warrants, notes and any other securities that the Company may issue from time to time (such as bonds, debentures, convertible debentures, subscription receipts and other convertible securities) and includes, for the purposes of this Policy, any Related Financial Instrument (the "**Company Securities**").

For the purpose of this Policy, "**Related Financial Instrument**" means (1) any instrument, agreement or security whose value, market price or payment obligations are based on the value, market price or payment obligations of a security of the Company; and (2) any other instrument, agreement or understanding that affects, directly or indirectly, a person's economic interest in a Company Security.

### **Trading For Speculative Purposes**

To limit the possibility of any suspicion of improper trading, Lomiko Personnel should trade in Company Securities or securities of Special Relationship Issuers (including the exercise of stock options and exchange-traded options or other derivative securities that are not issued by the Company or Special Relationship Issuer but are based on its securities, collectively "**Relevant Securities**") only for investment, and not speculative, purposes.

### **Prohibited Activities**

No Lomiko Personnel (and no entity in respect of which he or she has or shares voting or investment control) should:

- trade in Relevant Securities while in possession of non-public material information concerning the issuer;
- trade in Company Securities outside of the applicable "trading windows" or during any special "blackout periods" described below under "**Trading Windows and Blackout Periods**", except as described under "**Exercise of Options**";
- engage in (i) short sales; (ii) transactions in derivatives in respect of Relevant Securities such as put and call options; or (iii) any other hedging or equity monetization transaction in which the individual's economic

interest and risk exposure in Relevant Securities is changed, such as collars or forward sales contracts;

- disclose (“tip”) non-public material information to any other person (including members of his or her immediate family or household), nor shall such Lomiko Personnel or related person make recommendations or express opinions as to trading in Company Securities or other companies while having non-public material information. Tipping is a violation of law, even if the person disclosing the information does not personally make a trade or otherwise benefit from disclosing the information.

### **Trading Windows and Blackout Periods**

**Reporting Insiders.** For the purposes of Canadian securities legislation, rules and regulations, the “**Reporting Insiders**” of the Company are:

- the CEO and CFO of the Company, of a significant shareholder<sup>1</sup> of the Company or of a major subsidiary<sup>2</sup> of the Company;
- a director of the Company, of a significant shareholder of the Company, or of a major subsidiary of the Company;
- a person or Company responsible for a principal business unit, division or function of the Company;
- a significant shareholder of the Company;
- a significant shareholder based on post-conversion beneficial ownership of the Company Securities and the CEO and CFO and any director of such significant shareholder;
- a management company that provides significant management or administrative services to the Company or a major subsidiary of the Company, and every director, CEO and CFO and significant shareholder of that management company.
- an individual performing functions similar to the functions performed by any of the Reporting Insiders described above;

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<sup>1</sup> A person or company that has beneficial ownership of, or control or direction over, whether direct or indirect, more than 10% of the Company’s outstanding common shares.

<sup>2</sup> A subsidiary whose assets or revenues, on a consolidated basis with its subsidiaries, as included in the most recent financial statements of the Company, represent 30% or more of the consolidated assets or revenues of the Company.

- the Company itself, if it has purchased, redeemed or otherwise acquired a security of its own issue, for so long as it continues to hold that security; or
- any other insider<sup>3</sup> of the Company that: (a) in the ordinary course receives or has access to information as to material facts or material changes concerning the Company before such facts or changes are generally disclosed; and (b) directly or indirectly exercises, or has the ability to exercise, significant power or influence over the business, operations, capital or development of the Company.

All Reporting Insiders must comply with the insider trading reporting requirements of Canadian securities laws in respect of any trades in the Company Securities. Any questions concerning those requirements or the status of any particular Lomiko Personnel as a Reporting Insider should be addressed to the CEO or Executive Chair.

**Trading Windows.** Lomiko Personnel may trade in Company Securities only during the period beginning after the close of one full trading day following the Company's public release of financial results for any fiscal quarter or year and ending ten (10 days) prior to the scheduled issuance of the financial results for the next fiscal quarter or fiscal year and then only so long as there is no special blackout period in effect, as described under "**No Trading During Special Blackout Periods**". Even during these trading windows, Lomiko Personnel may trade in Company Securities only after obtaining approval from two members of the Disclosure Committee, in accordance with the procedures set forth below, under "**Approval of Trades by Lomiko Personnel**". 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.

**No Trading During Trading Windows While in the Possession of Non-Public Material Information.** No Lomiko Personnel in possession of non-public material information concerning the Company should trade in Company Securities even during applicable trading windows. Persons possessing such information may trade during a trading window only after the close of one full trading day following the Company's widespread public release of the information.

**No Trading During Special Blackout Periods.** In addition to the periods during which the trading window is regularly closed, as described under "**Trading Windows**", there may be circumstances in which information is in the possession of the Company that would make it appropriate for a special blackout period to apply to certain or all Lomiko Personnel. Notwithstanding any other provisions of this Policy, no Lomiko Personnel should trade in Company Securities outside of the applicable trading windows or, if subject to any special blackout, during any special blackout periods that the Disclosure Committee may designate, and which will be communicated promptly on designation. No

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<sup>3</sup> This includes (i) a director of the Company or one of its subsidiaries, (ii) the Chair, Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, and (iii) every individual who performs functions similar to those normally performed by an individual referred to above.

Lomiko Personnel should disclose to any persons that are not Lomiko Personnel that a special blackout period has been designated.

### **Approval of Trades by Lomiko Personnel**

Lomiko Personnel should not trade in Company Securities (including the exercise of options) unless the proposed trade (including the proposed number of securities and nature of the trade) has been approved by two members of the Disclosure Committee. Any trades that have been approved must be completed within five business days (or such shorter period specified by the person approving the trade) unless such trades are made to fulfil a legally binding obligation entered into when the person making the trade did not have knowledge of non-public material information.

### **Exercise of Options**

No Lomiko Personnel will be permitted to exercise any outstanding stock options to acquire Company Securities (including similar forms of stock based compensation such as stock appreciation rights, deferred share units or restricted stock awards) or warrants issued by the Company unless permission for the proposed transaction is first obtained from two members of the Board of Directors (neither of whom then is proposing to exercise options). Unless it is clear that the proposed transaction will not contravene applicable insider trading restrictions and unless it is clear that there is no non-public material information concerning the Company, permission to complete the transaction will be denied. If approval for a proposed transaction is granted, that approval will be effective for 10 business days, unless revoked prior to that time.

### **Statutory or Regulatory Trading Restrictions**

The provisions of this Policy will be supplemented by any greater prohibitions or restrictions prescribed by any applicable legislation, rules, regulations or other instruments. Any Lomiko Personnel who is uncertain whether other prohibitions or restrictions apply should consult with the CFO & Corporate Secretary.

## **POTENTIAL SANCTIONS**

### **Company Discipline**

Violation of this Policy or applicable legislation, rules, regulations or stock exchange requirements by any Lomiko Personnel may subject that person to disciplinary action by the Company, which could include termination for cause, as well as expose such person to criminal, penal and administrative actions by the relevant authorities, which could lead to substantial fines and imprisonment.

### **Reporting of Violations**

Any Lomiko Personnel who violate this Policy or any applicable legislation, rules, regulations or stock exchange requirements, or knows of any such violation by any other

Lomiko Personnel, should report the violation immediately to the CEO and CFO & Corporate Secretary or the Chair of the Audit Committee.

## **ADMINISTRATION OF THE POLICY**

### **Responsible Officers**

The Disclosure Committee has been designated as responsible to oversee the procedures and guidelines relating to timely and fair disclosure by the Company. In this context, the Executive Chair will administer, monitor and enforce compliance with applicable legislation, rules and regulations, as they relate to disclosure of information by the Company and recommend revisions to this Policy as necessary to reflect changes in applicable legislation, rules and regulations.

The Executive Chair of the board has been asked to:

- administer and interpret this Policy and monitor compliance with its provisions;
- respond (or co-ordinate responses) to all inquiries relating to this Policy;
- ensure that copies of this Policy and other appropriate materials are available to all current and new Lomiko Personnel, and such other persons whom he determines may have access to non-public material information concerning the Company;
- administer, monitor and enforce compliance with applicable legislation, rules and regulations of the applicable regulatory authorities as they relate to the use of confidential information and trading in Company Securities and securities of Special Relationship Issuers;
- recommend revisions to this Policy as necessary to reflect changes in applicable legislation, rules and regulations;
- maintain a list of Reporting Insiders of the Company and update those lists periodically as necessary to reflect any additions or deletions; and
- Advise all insiders of the backout period for trading.

### **Consult a member of the Disclosure Committee for Guidance**

Any Lomiko Personnel who are unsure about the application or interpretation of this Policy to a specific situation (including whether the information that they possess is material or non-public) should consult any member of the Disclosure Committee.

## **FILING INSIDER REPORTS**

Under applicable Canadian securities legislation, a person or corporation who becomes a



Reporting Insider of the Company must file an insider report within five (5) days of the date of becoming a Reporting Insider electronically through the System for Electronic Disclosure by Insiders (“**SEDI**”) at [www.sedi.ca](http://www.sedi.ca).

In addition, a Reporting Insider must file an insider trading report on SEDI within five (5) days of the date of any change in the beneficial ownership of, or control or direction over, whether direct or indirect, Company Securities or any interest in, or right or obligation associated with, a Related Financial Instrument. This includes, without limitation, the acquisition or the disposition of shares and options of the Company, as well as the entering into, amendment or termination of a Related Financial Instrument.

The CFO may assist Reporting Insiders in completing and filing insider reports provided such Reporting Insiders provide the necessary information to the Trading Officer, in a timely manner (immediately after the transaction in the case of a purchase or sale). **However, the ultimate responsibility for complying with the insider filing requirements rests with the individual trading in Company Securities.**

A failure to set up and maintain his or her SEDI profile and file the required insider reports within the appropriate deadline May result in a fine for the insider imposed by the regulatory authorities.

reports within the appropriate deadline will result in a fine for the insider for each day in arrears.

Approved by the Board of Directors of the Company on February 4, 2022.

## **Schedule “A”**

### **Changes in corporate structure**

- changes in share ownership that may affect control of the Company
- changes in corporate structure such as major 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 the Company’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 Company’s assets
- any material change in the Company’s accounting policies

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

- development that affects the Company’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 of Directors or executive management, including the departure of the Company's CEO, COO or CFO (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 Company'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 company

#### **Changes in credit arrangements**

- the borrowing or lending of a significant amount of money
- any mortgaging or encumbering of the Company'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