



A2 GOLD CORP.
(the “Company”)

CONFIDENTIALITY AND INSIDER TRADING POLICY

I. CONFIDENTIALITY OF UNDISCLOSED MATERIAL INFORMATION

- A. **“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 Company in its MD&A.
- B. **“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 or by senior management of the Company who believe that confirmation of the decision by the Board is probable.
- C. **“Undisclosed Material Information”** of the Company is Material Information about the Company 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.
- D. 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.
- E. 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. When in doubt, all persons to whom this Policy applies must consult with either the CEO or the CFO 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.

- F. In order to prevent the misuse of inadvertent disclosure of Undisclosed 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**” that information in the necessary course of business and code names should be used if necessary;
 2. Confidential matters should not be discussed in places where the discussion may be overheard;
 3. 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; and
 4. Unnecessary copying of documents containing Undisclosed Material Information must be avoided and extra 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.

II. QUIET PERIOD

- A. Each period (1) beginning on the first day following the end of each fiscal quarter and each fiscal year, and (2) ending at the end of the trading day after the day when the earnings for that quarter or year have been Generally Disclosed by way of a press release, will be a “**Quiet Period**”. During a Quiet Period, the Company must not provide any Forward-Looking Information relating to the business and affairs of the Company or any of its subsidiaries, including information relating to expected revenues, net income or profit, earnings per share, expenditure levels, and other information commonly referred to as earnings guidance (“**Earnings Guidance**”) or comments with respect to the financial results for the current fiscal quarter or current fiscal year. Notwithstanding this general restriction not to provide Forward-Looking Information during a Quiet Period, the Company may make General Disclosure of Forward Looking Information during a Quiet Period if the Audit Committee has concluded that the Forward Looking Information constitutes Material Information requiring disclosure under securities laws or stock exchange policies, or is otherwise in the best interests of the Company. During a Quiet Period, spokespersons may respond to unsolicited inquiries about information either that is not Material Information or that has been Generally Disclosed.

III. AVOIDING SELECTIVE DISCLOSURE

- A. When participating in shareholder meetings, news conferences, analysts’ conferences and private meetings with analysts or institutional investors, spokespersons for the Company 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 Company’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.

- B. If Material Information that has not been Generally Disclosed is inadvertently disclosed, the Company 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.

IV. ANALYST REPORTS

- A. 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.

- B. Analysts' reports shall not be posted on or linked from the Company's website.
- C. The Company may from time to time give Earnings Guidance or any other Forward-Looking Information through voluntary disclosure by way of a press release.

V. TRADING OF SECURITIES OF THE COMPANY

- A. No Person in a Special Relationship with the Company shall purchase or sell or otherwise monetize securities of the Company while in possession of Undisclosed Material Information.
- B. All Directors, Officers, Employees and Contractors who are so advised by the CEO or CFO, shall be prohibited from purchasing or selling securities of the Company during any period designated by the CEO or CFO (the "**Specific Blackout**").
- C. Notwithstanding Section V.B, a Director, Officer, Employee and Contractor may purchase or sell securities during any blackout period with the prior written consent of the CEO or CFO. The CEO or CFO will grant permission to purchase or sell during a blackout period only in the case of unusual, exceptional circumstances, and after consulting with counsel.
- D. For the purposes of Sections V.A and V.B of this Policy, the terms "**purchase**" and "**sell**" shall be interpreted broadly in the context of National Instrument 55-104 – Insider Reporting Requirements and Exemptions ("**NI 55-104**") in order to include (i) transactions involving any interest in, or right or obligation associated with, a related financial instrument involving a security of the Company that is subject to primary insider reporting requirement of Part 3 of NI 55-101, and (ii) any equity monetization

transaction or other derivative based transaction that falls within the supplemental insider reporting requirements of Part 4 of NI 55-104.

VI. INSIDER REPORTS

- A. A reporting Insider (as defined in NI 55-104) is required to file an initial insider report within 10 days of becoming a Reporting Insider and subsequent insider reports within five days following any trade of securities of the Company. If a Reporting Insider does not own or have control over or direction over securities of the Company, or if ownership or direction or control over securities of the Company remains unchanged from the last report filed, a report is not required.
- B. If a Reporting Insider has made a trade and requires assistance with the filing of an insider report, such Reporting Insider should contact the CFO or VP, Legal who will arrange for assistance with the preparation and filing of an insider report.
- C. Reporting Insiders of the Company include:
 - 1. the CEO and CFO and COO of the Company,
 - 2. each director of the Company.
 - 3. any person responsible for a principal business unit, division or function of the Company,
 - 4. any 10% shareholder of the Company and each director and the CEO, CFO or COO of such shareholder.

VII. COMMITMENT

- A. To demonstrate our determination and commitment to the purposes of this Policy, the Company asks each Employee to review this Policy periodically throughout the year. Take the opportunity to discuss with management any circumstances that may have arisen that could be a breach of this Policy.
- B. Directors and Officers are required to acknowledge they have read this Policy annually. Employees are required to sign the Policy when they are engaged or when the Policy is significantly revised.

RECEIPT AND ACKNOWLEDGEMENT

I, _____, hereby acknowledge that I have received and read
(Print Name)

a copy of the “Confidentiality and Insider Trading Policy” and agree to comply with its terms. I understand that a 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 disciplinary action by the Company up to and including termination.

Signature

Date

SCHEDULE “A”

Examples of Information that may be Material

(Based on National Policy 51-201 – Disclosure Standards and Section 410 of the TSX Company Manual)

Changes in corporate structure

- changes in share ownership that may affect control of the company
- 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 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

- any 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 or executive management, including the departure of the company's Chairman, CEO, 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