



Code of Business Conduct and Ethics

(Effective Date: 2022-11-30)

1. Introduction

The Board of Directors (the “**Board**”) of Moneta Gold Inc. (“**Moneta**” or the “**Company**”) has determined that Moneta should formalize the principles of conduct and ethics to be followed by the employees, officers (including, without limitation, the President & Chief Executive Officer, Chief Financial Officer), and directors with the Code of Business Conduct and Ethics (“**Code**”).

2. Objective of the Code

The objectives of this Code are to:

- (a) promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) promote avoidance of conflicts of interest, including disclosure to an appropriate person of any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
- (c) promote full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the securities regulators and in other public communications made by the Company;
- (d) promote compliance with applicable governmental laws, rules and regulations;
- (e) promote the prompt internal reporting of violations of the Code to an appropriate person ;
- (f) promote accountability for adherence to this Code;
- (g) provide guidance to employees, officers, and directors to help them recognize and deal with ethical issues;
- (h) provide mechanisms to report unethical conduct; and
- (i) help foster the Company’s culture of honesty and accountability.

The Company expects all its employees, officers, consultants, contractors and directors to comply and act in accordance, always, with the principles stated above and the more detailed provisions provided hereinafter. **Violations of this Code are grounds for disciplinary action up to and including immediate termination of contracted services, employment, officership, or directorship.**

This Code should be read and interpreted in conjunction with Moneta's other policies all of which are available on Moneta's website ('www.monetagold.com') or available in hard copy from the Corporate Secretary:

- Moneta - Anti-Corruption Anti-Bribery Policy
- Moneta - Compensation Recovery Policy
- Moneta - Corporate Disclosure Policy
- Moneta - Health and Safety Policy
- Moneta - Insider Trading Policy
- Moneta - Internet and Technology Policy
- Moneta - Respectful Workplace Policy
- Moneta - Social Media Policy
- Moneta - Whistle-Blower-Policy

3. Workplace

3.1 A Nondiscriminatory Environment

The Company (and its subsidiaries and affiliates) fosters a work environment in which all individuals are treated with respect and dignity. The Company is an equal opportunity employer and does not discriminate on the basis of race, colour, religion, sex, national origin, age, sexual orientation or disability or any other category protected by Canadian federal and provincial laws and regulations and, in addition, in accordance to the laws or regulations applicable in the jurisdiction where individuals are located. The Company will make reasonable accommodations for its employees in compliance with applicable laws and regulations. The Company is committed to actions and policies to ensure fair employment, including equal treatment in hiring, promotion, training, compensation, termination, and corrective action and will not tolerate discrimination by its employees, directors or officers.

3.2 Harassment-Free Workplace

The Company will not tolerate harassment of its employees, customers, contractors or consultants in any form.

3.3 Sexual Harassment

Sexual harassment is illegal and all employees, officers, directors, and others are prohibited from engaging in any form of sexually harassing behavior. Sexual harassment means unwelcome sexual conduct, either visual, verbal or physical, and may include, but is not limited to, unwanted sexual advances, unwanted touching, and suggestive touching, language of a sexual

nature, telling sexual jokes, innuendoes, suggestions, suggestive looks, and displaying sexually suggestive visual materials.

3.4 Substance Abuse

The Company is committed to maintaining a safe and healthy work environment free of substance abuse. Employees, officers, directors, and others are expected to perform their responsibilities in a professional manner and, to the degree that job performance or judgment may be hindered, be free from the effects of drugs and/or alcohol.

3.5 Workplace Violence

The workplace must be free from violent behavior. Threatening, intimidating or aggressive behaviour, as well as bullying, subjecting to ridicule or other similar behavior toward fellow employees or others in the workplace will not be tolerated. The Company will take whatever steps are reasonable to protect workers from workplace violence from all sources, including, but not limited to hitting, pushing, physical assault, sexual assault, stalking, criminal harassment, robbery, or threats of violence.

4. Environment, Health, and Safety

4.1 Environment

The Company is committed to sound environmental management. It is the intent of the Company to conduct itself in partnership with the environment and community at large as a responsible and caring corporate citizen. The Company is committed to managing all phases of its business in accordance with industry practice and in an effort to minimize any adverse effects of its operations on the environment.

4.2 Health and Safety

The Company is committed to providing a healthy and safe workplace in compliance with applicable laws, rules, and regulations. Employees and others must be aware of the safety issues and policies that affect their job, other employees, and the community in general. Managers, upon learning of any circumstance affecting the health and safety of the workplace or the community, must act immediately to address the situation. Employees must immediately advise their managers of any workplace injury or any circumstance presenting a dangerous situation to them, other co-workers, or the community in general, so that timely corrective action can be taken.

5. Third Party Relationships

5.1 Conflict of Interest

Employees, officers, directors, and others are required to act with honesty and integrity and to avoid any relationship or activity that might create, or appear to create, a conflict between their personal interests and the interests of Company. Employees must disclose promptly in writing possible conflicts of interest to their manager, or if the manager is involved in the conflict of

interest, to the Chairperson of the Company's Audit Committee. Officers and directors should disclose, in writing, any perceived or potential conflicts to the Chairperson of the Audit Committee.

Conflicts of interest arise where an individual's position or responsibilities with the Company present an opportunity for personal gain apart from the normal rewards of employment, officership or directorship, to the detriment of the Company. They also arise where a director's, officer's, or employee's personal interests are inconsistent with those of the Company and create conflicting loyalties. Such conflicting loyalties can cause a director, officer, or employee to give preference to personal interests in situations where corporate responsibilities should come first. Directors, officers, and employees shall perform the responsibilities of their positions based on what is in the best interests of the Company and free from the influence of personal considerations and relationships.

Directors, officers, and employees shall not acquire any property, security, or any business interest which they know that the Company is interested in acquiring, or that the Company may become interested in acquiring in the future. All investments made by officers, directors, and employees of the Company in property, securities, or business interests which the Company is, or may become interested in acquiring in the foreseeable future must be disclosed in writing to the Chairperson of the Company's Audit Committee in advance of such employee, director or officer making such investments. Failure to disclose such investments to the Chairperson of the Company's Audit Committee may result in disciplinary action up to and including termination of employment, directorship, or officer status.

In addition, it is strictly prohibited for directors, officers and employees to provide services to and/or receive any compensation, fees or other form of remuneration from any company or entity in which the Company is or may become interested to invest in within the ambit of the Company's business without the prior approval of the Chairperson of the Company's Audit Committee. Failure to follow this requirement may also result in disciplinary sanctions.

Employees, directors, officers, and others shall not act on any advance information acquired while carrying out their duties with the Company to acquire any property, security or business interest for speculation or investment. Employees, directors, and officers acknowledge that certain investment opportunities may be presented to them from time to time because of their status with the Company. Such investment opportunities are the property of the Company and employees, directors, and officers shall not appropriate such investment opportunities for their own use unless previously approved by the Audit Committee. The Company considers the appropriation of such corporate opportunities to be a form of theft and regards this as among the most serious violations of the Company's code of ethics. **Appropriation of corporate opportunity may result in disciplinary action, up to and including, termination and/or loss of directorship or officership and/or legal proceeds against such officer or director.**

5.2 Gifts and Entertainment

Employees, officers, and directors or their immediate families shall not use their position with the Company to solicit any cash, gifts or free services from any Company customer, supplier, contractor, actual or potential acquisition target, or any actual or potential business partner for their or their immediate family's or friend's personal benefit. Gifts or entertainment from others

should not be accepted if they could be reasonably considered to be extravagant for the employee, officer or director who receives it, or otherwise improperly influence the Company's business relationship with or create an obligation to a customer, supplier, or contractor. The following are guidelines regarding gifts and entertainment:

- (a) nominal gifts and entertainment, such as logo items, pens, calendars, caps, shirts, and mugs are acceptable;
- (b) reasonable invitations to business-related meetings, conventions, conferences or product training seminars may be accepted;
- (c) invitations to social, cultural or sporting events may be accepted if the cost is usual, reasonable and customary in light of your position, and your attendance serves a customary business purpose such as networking (e.g., meals, holiday parties, and tickets to sport or cultural events);
- (d) invitations to golfing, fishing, sports events, or similar trips that are usual, reasonable and customary for your position within the Company and the industry and promote good working relationships with customers and suppliers may be accepted provided, in the case of employees, they are approved in advance by your manager.

5.3 Competitive Practices

The Company firmly believes that fair competition is fundamental to the continuation of the free enterprise system. The Company complies with and supports laws all of which prohibit restraints of trade, unfair practices, or abuse of economic power.

The Company will not enter arrangements that unlawfully restrict its ability to compete with other businesses, or the ability of any other business organization to compete freely with the Company. The Company's policy also prohibits employees, officers, and directors from entering or discussing any unlawful arrangement or understanding that may result in unfair business practices or anticompetitive behavior.

5.4 Supplier and Contractor Relationships

The Company selects its suppliers and contractors in a non-discriminatory manner based on the quality, price, service, delivery, and supply of goods and services. Your decision must never be based on personal interests or the interests of family members or friends.

Employees must inform their managers, and officers and directors must inform the Chairperson of the Audit Committee of any relationships that appear to create a conflict of interest. In cases where employees are not comfortable addressing their concerns with their management or members of the Board of Directors, employees should contact the Whistleblower Hotline as outlined in part 14 of this Code.

5.5 Public Relations and Communications

The Company's President & Chief Executive Officer (for all matters) and Chief Financial Officer (for financial matters) are responsible for all public relations, including all contact with the media. Unless you are specifically authorized to represent the Company to the media, you may not respond to inquiries or requests for information. This includes newspapers, magazines, trade publications, radio, and television as well as any other external sources requesting information about the Company. If the media contacts you about any topic, immediately refer the call to one of the above individuals.

Employees must be careful not to disclose confidential, personal, or business information through public or casual discussions to the media or others.

5.6 Government Relations

Employees, officers, and directors may participate in the political process as private citizens. It is important to separate personal political activity and the Company's political activities, if any, to comply with the appropriate rules and regulations relating to lobbying or attempting to influence government officials. The Company's political activities, if any, shall be subject to the overall direction of the Board. The Company will not reimburse employees for money or personal time contributed to political campaigns. In addition, employees may not work on behalf of a candidate's campaign while at work, or at any time use the Company's facilities for that purpose, unless approved by the Chairperson of the Audit Committee.

No employee or officer may offer improper payments when acting on behalf of the Company.

Company funds must not be used to make payment or provide anything of value, directly or indirectly (through agents or otherwise), in money, property, services or any other form to a government official, political party or candidate for political office in consideration for the recipient agreeing to:

- (a) exert influence to assist the Company in obtaining or retaining business or secure any advantage; or
- (b) commit any act in violation of a lawful duty or otherwise influence an official act.

If you are in doubt about the legitimacy of a payment that you have been requested to make, refer such situations to the Chairperson of the Audit Committee by contacting the Whistleblower Hotline outlined in part 14 of this Code.

In addition, the Company, its employees, officers, and directors are strictly prohibited from attempting to influence any person's testimony in any manner whatsoever in courts of justice or any administrative tribunals or other government bodies.

Employees, officers, and directors must also refer to and comply with the Company's Anti-Corruption & Anti-Bribery Policy that provides details and guidelines on the scope of improper payments.

5.7 Bribery and Other Improper Payments

The Company is subject to a variety of anti-bribery and anti-corruption laws that apply to its operations, including Canada's Corruption of Foreign Public Officials Act ("CFPOA"), and others in the jurisdictions in which the Company operates. These laws prohibit the Company from paying, offering, or promising anything of value, directly or indirectly, to any third party, including any government official, to obtain an improper advantage or improperly influence an official act or decision related to its business. The Company's policies also prohibit improperly seeking or accepting anything of value to provide an improper advantage to vendors or other business partners.

Moneta employees, officers, and directors should be familiar with and are expected to comply with the Company's Anti-Corruption and Anti-Bribery Policy and any other related programs, standards, and procedures.

No employee, officer or director may, directly or indirectly, give, offer, demand, solicit or accept a bribe to or from anyone while conducting business on behalf of the Company, including for the purpose of obtaining or retaining business, or for any other advantage. No employee, officer or director may, directly or indirectly, give, offer, demand, solicit or accept any improper payment to or from anyone while conducting business on behalf of the Company, including for the purpose of obtaining or retaining business, or for any other advantage. Improper payments include, without limitation, any gift, gratuity, reward, advantage, or benefit of any kind (monetary or non-monetary). For greater certainty, a third-party intermediary, such as an agent or family member, cannot be used to further any bribe or improper payment or otherwise violate the spirit of this Code.

5.8 Directorship

Employees and officers of the Company shall not act as directors or officers of any other corporate entity or organization, public or private, without the prior written approval of the President & Chief Executive Officer or the Board of Directors in the case of officers. Directorships or officerships with such entities will not be authorized if they are contrary to the interests of the Company. The President & Chief Executive Officer may provide authorizations for directorships/officerships that are necessary for business purposes or for directorships/officerships with charitable organizations or other entities that will further the Company's profile in the community.

6. Legal Compliance

6.1 Compliance with Laws, Rules, and Regulations (including Insider Trading Laws and Timely Disclosure)

A variety of laws apply to the Company and its operations. It is the Company's policy to comply with all applicable laws, including employment, discrimination, intimidation, harassment, health, safety, competition, securities, banking, and environmental laws. Employees, officers, and directors are expected to always comply in good faith with all applicable laws, rules and regulations and behave in an ethical manner.

Employees, officers, and directors are required to comply with the Company's Insider Trading Policy and all other policies and procedures applicable to them that are adopted by the Company from time to time.

Employees, officers, and directors must cooperate fully with those responsible for preparing reports filed with the securities' regulatory authorities and all other materials that are made available to the investing public to ensure those persons are aware in a timely manner of all information that is required to be disclosed. Employees, officers, and directors should also cooperate fully with the independent auditors in their audits and in assisting in the preparation of financial disclosure.

Senior officers of the Company must comply with the Company's policies on timely disclosure adopted from time to time and provide full, fair, accurate, understandable, and timely disclosure in reports and documents filed with, or submitted to, securities regulatory authorities and other materials that are made available to the investing public.

Employees, officers, and directors may, at any time purchase Company securities and exercise options granted to them in accordance with the Insider Trading Policy, so long as those purchases are not decisions based on inside information, and the employee, officer or director has confirmed in advance that no trading blackout is in effect and there is no undisclosed material information.

7. Information and Records

7.1 Confidential and Proprietary Information and Trade Secrets

Employees, officers, and directors may be exposed to certain information that is considered confidential by the Company. All such information, whether the subject of copyright or patent, are the sole property of the Company. Employees shall not disclose confidential information to persons outside the Company, including family members, and should share it only with other employees who have a "**need to know**".

Employees, officers, and directors are responsible and accountable for safeguarding the Company documents and information to which they have direct or indirect access because of their employment, officership or directorship with the Company.

7.2 Financial Reporting and Records

The Company maintains a high standard of accuracy and completeness in its financial records. These records serve as a basis for managing our business and are crucial for meeting obligations to employees, investors, and others, as well as for compliance with regulatory, tax, financial reporting, and other legal requirements. Employees, officers, and directors who make entries into business records or who issue regulatory or financial reports, have a responsibility to fairly present all information in a truthful, accurate and timely manner. No employee, officer or director shall exert any influence over, coerce, mislead or in any way manipulate or attempt to manipulate the independent auditors of the Company.

In addition, it is the Company's policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws, rules, and regulations in all reports and documents that the Company files with, or submits to, the Canadian securities regulators and in all other public communications made by the Company. The Company's management have the general responsibility for preparing such filings and such other communications and shall ensure that such filings and communications comply with all applicable laws, rules, and regulations. Employees, officers, and directors must provide all necessary information to management when requested and must inform management if they become aware that information in any such filing or communication was untrue or misleading at the time such filing or communication was made or if they had information that would affect any filings or communications to be made in the future.

7.3 Record Retention

The Company maintains all records in accordance with laws and regulations regarding retention of business records. The term "**business records**" covers a broad range of files, reports, business plans, receipts, policies, and communications, including hard copy, electronic, audio recording, microfiche and microfilm files whether maintained at work or at home. The Company prohibits the unauthorized destruction of or tampering with any records, whether written or in electronic form, where the Company is required by law or government regulation to maintain such records or where it has reason to know of a threatened or pending government investigation or litigation relating to such records.

8. Company Assets

8.1 Use of Company Property

The use of Company property for individual profit or any unlawful unauthorized personal or unethical purpose is prohibited. The Company's information, technology, intellectual property, buildings, land, equipment, machines, software, and cash must be used only for business purposes, except as provided by the Company policy or officially approved by management.

8.2 Destruction of Property and Theft

Employees, officers, and directors shall not intentionally damage or destroy the property of the Company and others or commit theft.

8.3 Intellectual Property of Others

Employees, officers, and directors may not reproduce, distribute, or alter copyrighted materials without permission of the copyright owner or its authorized agents. Software used in connection with the Company's business must be properly licensed and used only in accordance with that license.

8.4 Information Technology

The Company's information technology systems, including computers, e-mail, intranet and internet access, telephones, and voice mail are the property of the Company and are to be used

primarily for business purposes. The Company's information technology systems may be used for minor or incidental personal messages provided that such use is kept at a minimum and follows Company policy.

Employees, officers, and directors may not use the Company's information technology systems to:

- (a) allow others to gain access to the Company's information technology systems through the use of your password or other security codes;
- (b) send harassing, threatening or obscene messages;
- (c) send chain letters;
- (d) access the internet for inappropriate use;
- (e) send copyrighted documents that are not authorized for reproduction;
- (f) make personal or group solicitations unless authorized by a senior officer; or
- (g) to conduct personal commercial business.

The Company may monitor the use of its information technology systems.

9. Use of E-mail and Internet Services

E-mail and internet services are provided to help the Company's employees perform their duties on behalf of the Company. Incidental and occasional personal use is permitted, so long as it is not for personal gain nor for any other improper purpose. Employees, officers, and directors may not access, send, or download any information that could be insulting or offensive to another person, such as sexually explicit material or jokes, unwelcome propositions, ethnic or racial slurs, or any other message that could be viewed as harassment. In addition, employees, officers, and directors should remember that "**flooding**" the Company systems with junk mail and trivia hampers the ability of the systems to handle legitimate business and is prohibited.

Employees, officers, and directors should not download copyrighted materials or copy material that is not licensed to the Company and should follow the terms of a license when using material that is licensed to the Company. No changes should be made to licensed materials without the prior consent of the Company. In addition, employees, officers, and directors are discouraged from downloading games and screensavers, as these are common sources of viruses.

Employees, officers, and directors must comply with all employment-related obligations in both their personal and professional activity, including standards for workplace behaviour, privacy, confidentiality, and conflict of interest. These obligations apply to social media use, including on accounts unaffiliated to the workplace.

Employees, officers, and directors should use their best judgment when using social media, both personally and professionally. When in doubt, seek clarification from the Compliance Officer.

9.1 Personal Social Media Use

Moneta employees, officers, and directors should be familiar with and are expected to comply with the Company's Social Media Policy and any other related programs, standards, and procedures.

Postings and communications made through social media are, or can become, public and they may be difficult or impossible to rescind. Employees, officers, and directors must consider the potential impact their personal posts may have on the Company reputation and be guided by the standards set out in this Code. While social media can be used to create greater awareness and promote the Company's brand, it is not an appropriate venue for employees, officers, and directors to express concerns about the Company or its stakeholders, employees, or competition. If employees, officers, and directors have concerns, they should speak to the Company's Corporate Secretary.

Personal social media accounts may include well-known channels such as Facebook, Twitter, LinkedIn, and YouTube, but extends to any site where an employee, officer and director may be posting content. This can include anything from pictures of family members and vacations on photo sharing sites, to comments on a news article, or a hobby blog unrelated to work.

A personal social media account:

- (a) does not represent your role as an employee, officer or director of the Company;
- (b) does not represent the Company;
- (c) does not require the Company's approval; and
- (d) is managed and populated with content by the employee, officer, or director.

9.2 Guidelines for a Personal Account

- (a) do not reveal confidential/private or personal information gained through work; and
- (b) do not use visuals (images, logos, etc.) that suggest the account represents the Company.

9.3 Collecting Personal Information, Privacy, and Permissions

Regarding work-related activities, it is important that employees responsible for Social Media do not collect, post or share private or personal information (including photos) about others without proper permissions and approvals.

10. **Outside Activities/Employment and Civic/Political Activities**

Any outside activity must not significantly encroach on the time and attention that employees, officers, and directors devote to their duties for the Company and should not adversely affect the quality or quantity of their work. In addition, employees, officers, and directors may not imply the Company's sponsorship or support of any outside activity that is not official business of the Company, and under no circumstances are employees, officers and directors permitted to take for themselves or their family members' business opportunities that are discovered or made available by virtue of their positions at the Company. Moreover, except as permitted by the following paragraph or by the Chairperson of the Audit Committee, no employee of the Company may perform services for or have a financial interest in any entity that is, or to such employee's knowledge may become, a vendor, client, or competitor of the Company. Employees of the Company are prohibited from taking part in any outside employment without the prior written approval of the President & Chief Executive Officer.

No employee of the Company may acquire securities of a customer, supplier, or other party if ownership of the securities would be likely to adversely affect either the employee's ability to exercise independent professional judgment on behalf of the Company or the quality of such employee's work. Employees, officers, and directors must always follow the Company's other policies concerning the trading of securities, including those further described in this Code.

Employees, officers, and directors are encouraged to participate in civic, charitable or political activities so long as such participation does not encroach on the time and attention they are expected to devote to their Company-related duties. Such activities are to be conducted in a manner that does not create an appearance of the Company's involvement or endorsement. Employees may not make, or commit to make, political contributions on behalf of the Company without the approval of the President & Chief Executive Officer.

11. **Confidentiality of the Company's Information**

All employees, officers, and directors must maintain the confidentiality of confidential information entrusted to them by the Company in their capacity as an employee, officer, or director, except when the Company authorizes disclosure or when required by laws, regulations, or legal proceedings. "**Confidential Information**" is all non-public information entrusted to or obtained by an employee, officer or director by reason of his or her position as an employee, officer or director. It includes, but is not limited to, non-public information that might be of use to competitors or harmful to the Company or its shareholders, if disclosed, such as:

- (a) non-public information about the Company's financial condition, exploration activities, and expenditures;
- (b) non-public information concerning possible transactions with other companies or information about the Company's suppliers or joint venture partners, which the Company is under an obligation to maintain as confidential;
- (c) non-public information, including any customer, supplier, business partner, and employee data; and

- (d) non-public information about discussions and deliberations relating to business issues and decisions, between and among employees, officers, and directors.

Employees, officers, and directors must keep Confidential Information strictly confidential, by limiting access to those who have a need to know, avoiding discussion of Confidential Information in public areas such as airplanes, elevators, and restaurants and on mobile phones, and avoiding inadvertent disclosure of Confidential Information through the use of laptop computers or other similar electronic devices in public places.

Whenever feasible, employees should consult an appropriate supervisor if they believe they have a legal obligation to disclose Confidential Information.

Information is generally widely disseminated by way of a press release, then via the annual report, annual information form, management information circular, media coverage, or interim reports. The circulation of rumors, even if accurate, is not considered general disclosure to the public.

Generally, no employee, officer or director shall:

- (a) use Confidential Information for his or her own personal benefit or to benefit persons or entities outside the Company; and
- (b) disclose Confidential Information outside the Company, either during or after his or her service as an employee, officer, and director of the Company, except as required to conduct the Company's business or as may be otherwise required by law.

12. Privacy and Personal Information

The Company collects personal information as reasonably necessary or appropriate for business, legal, security or contractual purposes or for purposes related to establishing, maintaining, managing, and concluding an employment or other business relationship. The Company collects, uses, or discloses personal information as described in and in accordance with this Code and any other applicable Company policy, or otherwise with your consent where consent is required by applicable privacy laws. Examples of the types of personal information that is collected from employees, officers and directors include name, photograph, personal contact information, emergency contact information, date of birth, information needed for payroll, information provided by the employees, officers and directors or obtained through background checks of employees, officers and directors; information collected while using Company computers, internet, electronic systems, and from mobile devices that have access to the Company systems; information collected through security and workplace monitoring systems; information obtained through investigations into allegations of unlawful or improper activity. Where required by law, employees, officers, and directors will sign a consent form authorizing the Company to collect personal information for the purpose of personal data processing and will be provided with information on how personal data will be processed and/or transferred and the rights of data subjects.

12.1 Purposes for Collection and Use of Personal Information

The personal information of employees, officers and directors may be used by the Company for the following purposes:

- (a) to determine suitability for employment or promotion;
- (b) to review and evaluate performance;
- (c) to monitor attendance;
- (d) to determine eligibility for salary increases, bonuses, and other incentive-based compensation;
- (e) to administer payroll services;
- (f) to administer health, dental, pension, and other benefit programs;
- (g) to investigate suspected misconduct or non-performance of duties;
- (h) to determine physical and/or mental fitness for work;
- (i) to ensure compliance with internal policies, and procedures;
- (j) to monitor use of company resources;
- (k) to operate and manage the IT and communications systems, including disaster recovery systems;
- (l) to comply with statutory requirements (e.g., Income Tax Act, workers' compensation, and labor and employment standards) and the agencies and governmental bodies administering those statutes; and
- (m) as otherwise permitted or required by applicable law.

12.2 Right of Access

The Company maintains a file of certain personal information of each employee, officer, and director, which is accessible by contacting your supervisor. Employees, officers, and directors may have the right to access, review, correct, request, and destroy their personal information, subject to applicable privacy laws and the Records Retention Policy

12.3 Retention of Personal Information

Personal information will be retained only if necessary for the fulfilment of the purposes for which the information was collected or as otherwise required to meet legal or business

requirements. Retention of personal information must be done in accordance with the Records Retention Policy.

12.4 Accuracy of Personal Information

It is important to keep personal information accurate, complete, and up-to-date, particularly information required in order to process payroll and benefits and to ensure the timely delivery of documents such as income tax information slips. Employees, officers, and directors must promptly report any change in personal information to their supervisor.

12.5 Safeguards

The Company has implemented reasonable physical, technical, and organizational security measures appropriate to the risks presented to protect personal information from unauthorized access, use, copying, retention, modification, disclosure, destruction, and alteration. The Company and employees, officers, and directors are required to maintain the confidentiality and security of personal information. The Company has implemented safeguards to help ensure that only authorized individuals with a need to know for a legitimate business purpose will have access to appropriate personal information.

12.6 Disclosure of Personal Information

The Company will disclose the personal information of employees, officers, and directors to third parties where authorized by the employees, officers, and directors, or required or permitted by applicable law or as disclosed in this Code or other Company policy, including without limitation:

- (a) to third parties connected with the contemplated or actual financing, insuring, sale, merger, transfer or assignment of all or part of our business or assets;
- (b) to our financial auditors; and
- (c) to regulatory or governmental authorities for the purpose of meeting applicable legal requirements, including without limitation, the disclosure of names, personal and/or business contact information, and related information about the involvement of the employee, officer, or director to Canadian, United States or other foreign regulatory or self-regulatory securities commissions or bodies, for example for the purposes of investigating or detecting insider trading.

12.7 Transfer of Personal Information for Processing Purposes

The Company may transfer personal information to outside agents or service providers (including our Subsidiaries acting in this capacity) that perform services on our behalf such as data processing, data warehousing, administrative services, disaster management and business continuity services, conducting programs and services and otherwise collecting, using, disclosing, storing, or processing personal information on behalf of the Company. Some of these service providers may be located outside of Canada, including in the United States. When personal information is transferred or disclosed to service providers outside of Canada, it will be

subject to the laws of the jurisdiction in which it is retained and may be subject to disclosure to foreign courts, law enforcement and governmental authorities pursuant to a lawful request under the laws of the foreign jurisdiction. If any employee, officer, or director wishes to obtain access to information about our policies and practices with respect to service providers outside of Canada, please contact the CFO.

12.8 Employees, Officers, and Directors Privacy Obligations

- (a) During the course of their relationship with the Company, employees, officers, and directors may acquire certain information relating to or about, without limitation, the personal information of employees, officers and directors, customers, and other third-party individuals.
- (b) All employees, officers, and directors acknowledge and agree that, as a condition of employment with or other engagement by the Company, they shall not use or disclose such personal information to others except in the performance of their duties for the Company or in accordance with applicable laws. Each employee, officer, and director agree to undertake all reasonable precautions to safeguard such personal information, to comply with applicable privacy laws and to assist the Company in its compliance with applicable privacy laws.
- (c) If, during their relationship with the Company, an employee, officer or director does not understand the obligations set out above, the employee, officer or director should speak with the Corporate Secretary. Any breach of the undertakings or obligations of employees, officers and directors described above may result in disciplinary measures, up to and including the termination of employment, directorship or contract.
- (d) All employees, officers, and directors are expected to, comply with the Company's Policy and all applicable laws regulating the collection, use and disclosure of personal information. Employees, officers, and directors who collect personal information from other employees or third parties on behalf of the Company must do so in a lawful, ethical and non-intrusive manner and must inform the individual involved of the purpose for which information is being collected, in advance of collection.
- (e) Employees, officers, and directors must maintain the confidentiality of all personal information held by the Company. Employees, officers, and directors must not disclose such personal information to other employees, officers, and directors unless it is reasonably required by them to perform their jobs. Employees, officers, and directors must not disclose such personal information to third parties unless required by applicable law or regulation (and then only to the extent required), or unless the informed consent of the relevant individual has been obtained.

13. Data Protection

Employees, officers, and directors should be aware that the delivery of any data or information to the Company will be handled in compliance with the Personal Information Protection and Electronic Documents Act (PIPEDA). To that end, the Company requires employees, officers, and

directors to acknowledge their consent to incorporate and process personal data in the file ownership and responsibility of the Company for the development and the functioning of the Anti-Corruption and Anti-Bribery Policy program.

14. Compliance with this Code, Waivers, and Reporting Violations

It is the responsibility of all employees, officers, and directors to understand and comply with this Code.

The Board of Directors is ultimately responsible, acting through the Audit Committee, for this Code and monitoring compliance with this Code. Any waivers of the provisions of this Code may be granted only by the Board of Directors if such waiver is for the benefit of a director or senior officer of the Company and such waiver shall be disclosed as may be required under applicable securities laws. Waiver for all other employees shall be granted exclusively by the Chairperson of the Audit Committee.

If you observe or become aware of an actual or potential violation of this Code or of any law or regulation, whether committed by the Company employees or by others associated with the Company, it is your responsibility to report the circumstances as outlined herein and to cooperate with any investigation by the Company. This Code is designed to provide an atmosphere of open communication for compliance issues and to ensure that employees acting in good faith have the means to report actual or potential violations.

For assistance with compliance matters and to report actual or potential compliance infractions, employees should contact their manager/supervisor who will inform the Chairperson of the Audit Committee. If your manager/supervisor is unable to resolve the issue or if you are uncomfortable discussing the issue with your manager/supervisor, you should seek assistance from the Chairperson of the Audit Committee. You may also submit reports for violations of this Code in writing or through the Company's Whistleblower Hotline on a confidential basis in accordance with the Company's Whistleblower Policy.

Mailed complaints should be marked "**Personal and Confidential**" and sent to the following address:

C/O Moneta Gold Inc.
Integrity Counts
Attn: Chairman of the Audit Committee - Alex Henry, CPA, CA
PO Box 91880, West Vancouver, BC, V7V 4S4

STRICTLY PRIVATE AND CONFIDENTIAL

The Whistleblower Hotline is provided through Integrity Counts, a reporting service that the Company has set up for this purpose. This service enables individuals to submit a confidential and anonymous report.

(a) **By internet:** Individuals can go to www.integritycounts.ca/org/moneta and follow the directions on the screen to submit a report using the website.

(b) **By phone:** In North America Call: 1-866-921-6714 .

- (c) **By E-mail:** moneta@integritycounts.ca
- (d) **By Fax:** 604-926-5668

Officers and directors who become aware of any violation to this Code should promptly report them to the Chairperson of the Audit Committee openly or confidentially (in the manner described above).

Following the receipt of any complaints submitted hereunder, the Audit Committee will investigate each matter so reported and take corrective disciplinary actions, if appropriate.

Conduct of employees, officers, directors of the Company and its subsidiaries that materially depart from the Code may be required to be publicly disclosed and reported to regulatory and law enforcement officials.

There will be no reprisals against employees, officers, and directors for good faith reporting of compliance concerns or violations.

The Audit Committee will confidentially retain any complaints received hereunder for a period of seven years.

15. Annual Certification

All directors and officers of Moneta, together with any employees, consultants and contractors specified by the Board of Directors of Moneta, shall provide annual Certification of Compliance with this Code.

When your employment or association with the Company begins, you must sign an acknowledgement form confirming that you have read and understand this Code and agree to abide by its provisions.

The Corporate Secretary of Moneta shall be responsible for ensuring that annual certifications are obtained on or before the end of the first fiscal quarter of each year for all directors, officers, specified employees, specified consultants and specified contractors, and for providing written confirmation to the Board of Directors that such certifications have been obtained and summarizing the results thereof.

16. Review of Code

The Board of Directors of Moneta will periodically review and evaluate this Code to determine whether this Code is effective in achieving the stated Objectives outlined in section 2.

17. Queries

If you have any questions about how this Code should be followed in a particular case, please contact the Corporate Secretary (705-264-2296) of the Company.