

Harte Gold Corp.

Code of Business Conduct and Ethics

Table of Contents

Page	Subject
1	About this Code of Business Conduct and Ethics
3	Complying with the Laws that apply to Us
3	Human Rights
3	Labour Standards
3	Handling Information
5	Handling Conflicts of Interest
7	Bribery, Gifts and Political Activities
8	Protecting Our Assets
8	Maintaining a Healthy Environment
11	Ethics Reporting
12	Other Information
13	Acknowledgment Form

In this document, the terms *we*, *us*, *our* and *Harte* refer to Harte Gold Corp. *You* and *your* refer to an employee or officer of Harte Gold Corp., and to a director on the Board of Harte Gold Corp. (“Harte”). This *code* and the *code of conduct* mean this code of business conduct and ethics.

About this Code of Business Conduct and Ethics

This Code of Business Conduct and Ethics contains rules and guidelines for ethical behaviour at Harte. We have developed it based on Harte's values, and the laws, regulations and rules that apply to our businesses. It reinforces our belief in conducting ourselves to the highest standards of honesty and integrity.

Who this Code applies to

The Code applies to:

- Officers, Directors and employees of Harte any subsidiaries thereof.

If you have management or executive responsibilities, we expect that you will communicate the contents of the Code to members of your team to help them understand how it applies to their day-to-day activities. Your team also needs to understand the procedures for reporting any violations of the code, which are described in *Ethics Reporting*, below.

What this Code means to you

This Code of Conduct tells you about your responsibilities as a member of Harte's team. In addition to adhering to Harte's leadership charter, you are responsible for:

- Knowing, understanding and following the letter and spirit of this Code of Conduct;
- Always acting in the best interests of Harte;
- Avoiding conflicts of interest, and disclosing any real, perceived or potential conflicts of interest when they arise;
- Following our policies and procedures, and the laws and regulations that apply to our business. A law will still apply even if you don't know about it or understand it;
- Keeping Harte information confidential;
- Conducting your business relationships with integrity, honesty and fairness;
- Reporting any violations of our code or illegal acts;
- Asking for advice or help when you are faced with a difficult ethical situation.

We expect that you will think through the effects your behaviour and decisions could have on the people involved, act appropriately and be accountable for these actions.

It is critical to our reputation and integrity that you adhere to this Code of Conduct. Harte views any breach of this Code of Conduct as very serious.

How to use the Code

Use this Code as a guide for making decisions and for dealing with others. It may not always be clear whether a certain kind of behaviour or action might be considered unethical or inappropriate. The Code includes information to help guide your actions, your conduct and the decisions you and your colleagues make.

The code cannot cover every aspect of ethical or legal conduct, or every ethical situation or dilemma you could face in your position. In any situation, always consider and act in the best interests of Harte and treat colleagues and others you deal with, with honesty and respect. Always ask for help when you're unsure about a situation.

Where to go for Help

Inappropriate behaviour or actions can have serious implications for you and Harte. We don't expect you to deal with them on your own.

If you have any questions about the items covered in this Code, need advice about a particular situation, or suspect someone of violating the Code or carrying out illegal activities, you have an obligation to make a report.

Your manager will likely be in the best position to resolve the issue. However, if you feel uncomfortable approaching your manager with your concern, you can approach your human resources manager or another manager that you feel it would be appropriate to approach regarding the situation. If you are not comfortable in doing that, only then should you follow the procedures described under *Ethics Reporting*, below to make an anonymous report. If you follow these procedures, your report will be confidential. Your identity won't be disclosed without your permission, unless we are required to disclose it by law. Your report will be disclosed only to the person or people who need to know about it to carry out an investigation.

Questioning whether someone's behaviour is ethical or asking for help on how to handle a violation of rules or a suspected illegal act won't be held against you. We won't tolerate anyone taking action against you for reporting unethical information in good faith.

Harte Leadership Charter

As an employee or a member of the Board of Directors of Harte, you are expected to conduct yourself according to the principles set out in the Harte Leadership Charter. The Charter should govern your interactions with other employees, officers or directors, the communities we operate in and our shareholders and our other stakeholders.

Each of us is expected to:

- Ensure a safe and healthy working environment and demonstrate safe working practices;
- Within the framework of our strategy, develop and communicate objectives;
- Regularly assess the achievability of our objectives and predict the outcomes;
- Deliver the predicted outcomes and deliver superior returns to our shareholders;
- Identify, evaluate and mitigate risk in all aspects of our business;
- Make decisions in a disciplined and timely manner;
- Act transparently and ethically;
- Be accountable for our actions;
- Demonstrate social and environmental responsibility in what we do;
- Clearly communicate in a way that promotes informed decision making;

- Consult and listen to others;
- Treat others fairly and respectfully.

Complying with the Laws that apply to Us

Our policy is to meet or exceed all legal and regulatory requirements that apply when and where we carry out our business.

Many of our activities are subject to complex and changing laws, rules and regulations. It's critical that you:

- Make every reasonable effort to become familiar with laws, rules and regulations that affect your activities;
- Be diligent in complying with these laws, rules and regulations;
- Make sure that employees who report to you, or people you report to, are also aware of these laws, rules and regulations.

Human Rights

We know that fundamental human rights, including the right to life and freedom of conscience, liberty, religion, association and security of person might not be upheld and protected in certain parts of the world. We recognize that we cannot by ourselves change this. Nonetheless, we support the protection of human rights within our sphere of influence and will not directly or indirectly participate or be associated in the violation of human rights.

Labour Standards

We believe that employees are entitled to certain basic rights, such as the right to equal opportunity and treatment in employment and occupation, the right to a safe and healthy work environment, the right to collective bargaining and freedom of association (the right to join or not join associations of their own choice). We will not be directly involved in situations of forced labour, including child labour, and recognize the need to be aware of the risk of being indirectly involved in forced labour through suppliers, sub-contractors or other partners.

Handling Information

Non-Public Information

You may have access to non-public information about Harte, our employees, our customers or other companies that we deal with through your position with us. Information is considered to be public if Harte or another company has communicated it through a news release or if it appears in an annual or quarterly report to shareholders, annual information form or management information circular filed with Canadian securities regulators.

A rumour (*or talk on the street*) doesn't make information public, even if it's accurate. This includes information about financial performance or an impending transaction that hasn't been publicly announced.

Material Information

Material information is any information about our business or affairs or those of other companies that would reasonably be expected to significantly affect the market price of, or an investor's decision to buy or sell, our common shares or the securities of other companies.

Why Confidentiality is Important

Disclosing or misusing non-public material information can have very serious effects. It can result in legal action against us and our employees, officers and directors, hurt our ability to compete, affect our financial position, or damage our credibility or reputation.

Handling Non-Public Material Information

You have an obligation to keep Harte's information and that of other companies we deal with confidential while you are employed with us, after you are no longer working for us or after you have retired.

As a Director on the Board of Harte, you have an obligation to keep information confidential during your appointment to the Board of Directors, after your appointment has ended and after you've retired from the Board.

You can disclose Harte's confidential information only for business reasons, or when the law requires it. In these situations:

- The person receiving the information may need to sign a confidentiality agreement first. Please check with the Corporate Secretary of Harte;
- You must advise the person who receives the information that it is to be kept confidential;
- If the information is material information, you must tell the person receiving it not to trade the common shares of Harte or of the securities of any relevant company until the information is made public.

You are responsible for guarding Harte's confidential information carefully from anyone else who does not have a legitimate need for it, including friends, family or relatives.

Confidential Information of Others

If you learn confidential information about third parties through your position with Harte, you must protect it in the same way that you protect confidential information about Harte.

Fair Dealing

You must deal fairly with Harte's customers, suppliers, competitors and others. Dealing fairly means *not* taking advantage of the fact that you have privileged information by manipulating, concealing or abusing it, misrepresenting material facts or otherwise behaving unfairly.

Data protection and privacy laws that affect the collection, use and transfer of personal information of individuals is a changing area of law, and infringing on these laws can have serious implications. If you have questions about the appropriate use of this information, speak to your manager. If you are unsure about your obligation to maintain confidentiality, speak to the Corporate Secretary of Harte.

Publicly Communicating on behalf of Harte

Harte Gold Corp.

You must be an authorized spokesperson to publicly communicate on behalf of Harte. Only authorized spokespersons should release information, discuss issues with or answer questions from the investment community, the general public, the media, government authorities or other third parties. Only senior officers of Harte, general managers of Harte operations or those Harte employees designated by them are authorized to act as spokespersons (*Spokespersons*).

Our public statements and responses to questions can have far-reaching implications. When providing information about Harte, we must:

- Make sure the information is accurate and appropriate for public release;
- Comply with legal and regulatory requirements about how and when we disclose information. There are strict consequences if we don't comply.

If you receive a request for information from a third party, are planning to issue a news release, make an industry presentation or formally issue any information about Harte and you are not a *Spokesperson*, you should first speak to one of the individuals indicated above who are *Spokespersons*.

Insider Trading

Canadian securities legislation imposes trading restrictions when you have publicly undisclosed material information about a public company. Generally, you will be an insider if you are an officer or director of Harte. It is against the law:

- For you, family members, friends or others to buy or sell the common shares of Harte or the securities of other companies based on non-public material information you obtained through your work with us; or
- To pass or "tip" this information on, intentionally or not, to someone who then buys or sells the common shares of Harte or the securities of other companies. This can include your spouse, family members, friends and others.

If you are not sure whether information is material, you should speak to the Corporate Secretary of Harte before trading in any of the common shares of Harte or securities of companies that we may deal with.

Handling Conflicts of Interest

As an employee, officer or director, you are required to place Harte's business interests and reputation ahead of your personal interests. You must avoid actual conflicts of interest and be careful not to enter into situations that could appear to be a conflict of interest.

What is Conflict of Interest

You have a conflict of interest if you allow, or appear to allow, your personal or private interests to affect your ability to perform your work for Harte objectively and effectively. Actions that make it appear that you have a conflict of interest can be just as damaging as a real conflict of interest.

All business decisions must be made in the best interest of Harte. You must not make decisions for personal gain, or to benefit or advantage yourself, another person or another business entity.

Conflicts of interest are not always clear-cut. Make sure you tell your manager about anything you think might give rise to a conflict of interest. You can also contact the Corporate Secretary of Harte.

Avoiding Conflicts of Interest

You probably have a conflict of interest if you are associated with any of our competitors, or with a customer, supplier or other organization that does business with Harte.

- If you are, or are planning to become, associated with any of these organizations, as a director, officer, consultant or agent for example, you need to get our approval first.
- Employees and officers must tell their Chief Executive or general manager, who will consult with the Corporate Secretary of Harte before granting approval.
- General managers, officers and directors on the Board of Harte must tell the President and Chief Executive Officer of Harte, who will present the matter for approval by Harte's Board of Directors or the appropriate Board Committee.

If anything changes with an association you have already received approval for that you think might lead to a real or perceived conflict of interest, you must let us know and get another approval.

Bribery, Gifts and Political Activities

Bribery

Corruption is the mixing together of private and professional interest. It takes place when someone, for the sake of personal gain, abuses the power or trust that he or she has been granted through his or her job. Corruption can take various forms including payments or gifts that are given, received or promised in a corrupt relationship (bribery), abuse of monies that an individual is in charge of administering (embezzlement) or enrichment of oneself by means of coercion, violence or threats (extortion).

Harte will not, either directly or through an agent, pay, offer to pay or promise to give anything of value to any government, public official, political party, political party official or candidate for political office with the goal of influencing his or her decisions that may concern or affect Harte. We will not do this even if such practice is generally accepted or condoned in the country of that official. You must follow this policy and always deal with government or public officials in a way that does not call into question Harte's integrity and reputation or the integrity and reputation of those with whom Harte deals.

Gifts

You should neither ask for, encourage, give or accept a payment, contribution, gift or favour that could be viewed by a reasonable person as an attempt to influence a decision you or someone else makes concerning Harte or its business.

You can give or accept modest gifts, entertainment or other benefits from third parties doing business or seeking to do business with us, as long as the benefits you give or receive follow generally accepted business practices and would be viewed by a reasonable person as something that would not be expected to influence the recipient (whether you or the other individual) in his or her dealings concerning Harte. You should consider discussing such matters with our corporate secretary prior to acceptance.

Political Activities and Contributions

Harte does not make donations or contributions to any candidate for public office or political party, and does not approve of anyone making them in our name.

We do, however, recognize that employees, officers and directors may choose to participate in partisan political activities but these activities must not involve the use of Harte money, time, equipment, supplies, facilities or other resources. If you're participating in personal political activities, be aware that you are acting on your own behalf and not as a representative of Harte.

Protecting our Assets

We have made a significant investment in building and protecting our reputation, and have earned the trust and confidence of shareholders and others who have an interest in Harte. Using or reporting our assets improperly could seriously harm our integrity, business strategies and decisions, and weaken investor confidence. It could also be a criminal offence.

Our assets include:

- Financial controls and records;
- Information systems;
- Mineral reserves and resources;
- Memos and other documents;
- Intellectual property;
- Physical property.

We own these assets. You can use them only as needed for your position with Harte. You are responsible for protecting and safeguarding assets in your care from loss, theft, misuse, damage and waste. Our property should never be used for personal gain or illegal activities.

If you become aware of a situation that you believe puts any of our assets at risk of loss, theft, misuse, damage or waste, or have questions about an appropriate use of our assets, speak to your manager, your local human resources manager or another manager that you feel it would be appropriate to approach in the circumstances. If you are uncomfortable about approaching any of these individuals, only then should you follow the procedures described under *Ethics Reporting* to make an anonymous report.

Financial Controls and Records

- Our accounting and financial records must be accurate, complete and timely, and reflect all transactions affecting Harte, to meet statutory requirements and to ensure that Harte's consolidated and unconsolidated financial statements are properly prepared.
- All transactions must be properly authorized and approved, and recorded following the relevant generally accepted accounting principles and the highest standards of integrity.
- All transactions must be supported by documentation that is accurate, provides reasonable detail and is recorded properly.

- All assets and liabilities must be recorded as necessary and documentation maintained for them.
- Care must be taken to adequately protect our accounting and financial records from destruction or tampering.
- Information must not be concealed from external auditors, the board of directors, the audit committee or management.
- Accounting and financial records should be retained for a sufficient amount of time to meet legal requirements and to follow Harte's policies.

A Matter for All of Us

Each of us has a responsibility to raise questions or concerns in faith about accounting, auditing or the disclosure of financial information, including, among other things:

- Fraud or deliberate errors in preparing, maintaining, evaluating, reviewing or auditing any financial statement or financial record;
- Deficient internal accounting controls or failure to comply with them;
- Misrepresenting or making false statements about anything in our financial records, financial reports or audit reports, to or by a senior officer or accountant;
- Not reporting Harte's financial condition fully and fairly.

You should contact the Chief Financial Officer of Harte, or the equivalent senior financial executive or manager with responsibility for your operation if you have any questions or concerns.

Information Systems

We conduct our business through computer and information systems such as voicemail, email, the Internet and fax. You must make every effort to protect these systems and the data associated with them.

Your privacy is not protected when you use our systems. While we do not randomly access or monitor the email or voicemail messages of Harte employees, they are considered Harte property because they involve our systems, and we have the right to access them whenever we need to. For example, we may need to access these messages to:

- Investigate a breach of security or corporate procedure;
- Respond to external requests for information that Harte is legally required to provide.

Maintaining a Healthy Environment

As part of our safety, health and environmental practices, we:

- Design, implement, continually evaluate and improve management systems and other tools;
- Regularly measure our performance against recognized industry standards;
- Continuously improve our performance;

- Give employees the necessary resources to identify, manage and reduce environmental and workplace risk to achieve zero harm.
- Expect each employee to be responsible for safety, health and the environment by:
 - Using risk management tools to recognize hazards and reduce risk to as low a level as can be reasonably achieved;
 - Being accountable to work safely under all circumstances;
 - Participating in training sessions;
 - Understanding compliance obligations and acting accordingly;
 - Communicating unacceptable work practices and/or hazards to management;
 - Strictly complying with the letter and spirit of the occupational, health and safety laws that apply to what they do and the public policies they represent;
 - Following procedures, work instructions, and rules concerning health and safety matters;
 - Not performing any activity that is illegal or dangerous.

Environment

Our activities can profoundly impact the environment. For that reason, we strive to:

- Understand the environmental impact of our activities;
- Treat it as an integral part of our decisions;
- Continuously improve our overall environmental performance;
- Be open and accountable for our environmental performance;
- Adhere to comprehensive environmental standards and practices so that our actions are carried out in a responsible manner;
- Seek to employ preventive measures to prevent impacts rather than rectifying the damage afterwards (the precautionary principle).

We will not initiate or continue a business activity without the confidence that we can operate safely, protect the environment, respect the needs and concerns of our stakeholders, help the communities in which we operate achieve their development goals and do business with those who do not conduct their business in a manner consistent with ours.

Workplace Safety and Health

Harte is committed to the health, safety and well-being of all of our employees and contractors.

As part of this commitment, we provide an environment that:

- Develops, maintains and promotes safe and productive work practices in all aspects of our business;
- Is a safe and healthy place to work;
- Provides an environment of respect, dignity and trust;

- Respects the communities we operate in;
- Complies with all occupational health and safety laws and regulations governing its activities.

We firmly believe that the health and safety of our employees and contractors is critical to the success of our business. Every employee and contractor has a shared responsibility to promote these things.

Workplace Respect and Dignity

Harte is committed to establishing and maintaining a work environment where every employee (full-time, part-time or casual), director, contractor, volunteer and customer is treated with respect, dignity and trust.

We all have the right to have our dignity honoured and our rights protected, and we have an obligation to treat others the same way. This extends to every aspect of the workplace, including the physical work site, washrooms, cafeterias, training sessions, business travel, off-site conferences, work related social gatherings and your home.

Discrimination

We do not tolerate discrimination against any individual or group in the workplace or in any aspect of your employment relationship with us. This includes discrimination based on race, gender, religion, national origin, marital or family status, sexual orientation, age, physical limitation or any other personal characteristics protected by law.

Your employment relationship includes recruitment, promotion, training opportunities, salary, benefits and terminations regardless of reporting or non-reporting relationships.

Harassment and Bullying

We do not tolerate intimidation, harassment or bullying of any kind. Harassment is any type of repeated unwelcome offence, including sexual, racial, religious, psychological, physical or verbal or other abuse. A person who is bullying intentionally or unintentionally misuses the power of his or her position, knowledge or personality to domineer, intimidate or humiliate.

Harassment and bullying are serious offences, and can lead to disciplinary action including loss of employment.

If you think you are being harassed or bullied, you can:

- Deal with it informally by telling the person that the behaviour is unwelcome;
- Tell your supervisor, manager, department head or the designated contact person in your office or location;
- Contact our Corporate Secretary directly. This option is more appropriate if you feel your manager or more senior manager is the source of the harassment.

Complaints will be investigated carefully and quickly, and the findings will be presented in confidence to senior management.

Managers are required to put appropriate measures in place to prevent harassment and bullying, and to put a stop to it when they are aware of it, whether or not a formal complaint has been filed. If a manager does not take appropriate action, both the manager and the person who committed the offence can face disciplinary action.

Our Communities

We are committed to doing business in a way that provides benefits to the local communities affected by our activities. For our business to sustain itself, we need healthy and sustainable communities around our operations to provide the employees, contractors and services necessary to run a modern mine. This commitment may take different forms in different countries but generally, each of us must do his or her part to help Harte:

- Engage with our communities in an open and honest manner so we can inform people about our activities and the impact, both positive and negative;
- Commit to learning about the aspirations of the communities that surround our operations;
- Use our presence as a catalyst to develop sustainable communities without raising expectations and without assuming the responsibilities of governments.

Ethics Reporting

Harte views breaches of this code of business conduct and ethics as very serious.

If you do not comply with the laws or regulations that apply to Harte, this code or any other Harte policy or requirement, you will face disciplinary action that could include immediate loss of employment. In addition, if you have broken the law, we will refer the matter to the appropriate law enforcement authority.

Ethics Reporting

If you believe that you or someone else has committed a violation or is likely to commit a violation of the code, you have an obligation to report it immediately.

Your manager will likely be in the best position to resolve the issue. However, if you feel uncomfortable approaching your manager with your concern, or have questions, you can approach our corporate secretary. If you are not comfortable in approaching any of these individuals, only then should you follow the procedures described below to make an anonymous report.

Your identity will not be disclosed without your permission, unless disclosure is required by law. It will be disclosed only to the person or people who need this information to carry out an investigation.

Making a Report

All reports are made confidentially and are handled fairly and impartially.

You can make a report anonymously to either the Chairman of our Audit Committee or the Corporate Secretary at the following address:

Harte Gold Corp.

Harte Gold Corp.

8 King Street East, Suite 1700
Toronto, ON M5C 1B5
Tel: 416-368-0999

Include as much documentation with your report as you can to support an investigation. Keep in mind that it is more difficult to investigate allegations that are vague, unspecific or not supported with documentation.

You are Protected as Long as You Act in Good Faith

Good faith doesn't mean that you have to be right; it means that you believe you are providing truthful information.

Questioning in good faith whether someone's behaviour is ethical or asking for help on how to handle a violation of rules or a suspected illegal act will not be held against you. If you believe that someone has taken unfair or unlawful action against you because you have brought forward concerns about an actual or potential violation of this code, you can file an anonymous complaint.

If you make a complaint that you do not believe in good faith is true, or you knowingly provide false information to cause harm, you will face disciplinary action, which may include loss of employment.

Other Information

The Code does not affect your Terms of Employment

This code does not change your terms of employment or relationship with Harte. The code, its policies and any statements made by any employee of Harte, whether oral or written, do not give you any rights, privileges or benefits, create any entitlement to continued employment at Harte, establish conditions of employment, or create an express or implied employment contract of any kind between employees and Harte.

We can make Changes to the Code

This code is intended to serve as a reference tool. We have the right to change, suspend or cancel it and any policy or procedure it describes or refers to, in whole or in part, at any time.

Acknowledgement Form

I have received and read the Code of Business Conduct and Ethics and I understand its contents. I do hereby confirm that I am presently in compliance and I agree to comply fully with the standards contained in the Code of Business Conduct and Ethics and the Corporation's related policies and procedures. I understand that I have an obligation to report violations of the Code of Business Conduct and Ethics to the Corporate Secretary, Chief Financial Officer or a member of the Corporate Governance and Nominating Committee (in the case of employees) or the Corporate Governance and Nominating Committee (in the case of directors and officers).

Printed Name

Signature

Date