

	VICTORIA GOLD CORP.		
	TRADING & DISCLOSURE POLICY		
Department:	Communications	Document No.:	TD-02
		Effective Date:	January 21, 2021
Revision:	July 7, 2020	Replaces:	TD-01, July 2010
Approved:	Approved by the Board of Directors		

1. Objective and Scope

The objective of Victoria Gold Corp. (the "Company" or "Victoria") disclosure and trading policy is to ensure that communications with the investing public are:

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

This disclosure and trading policy confirms in writing our existing policies and practices. Its goal is to raise awareness of the Company's approach to disclosure and trading among the board of directors, senior management and employees.

This policy extends to all employees of the Company, its board of directors, those authorized to speak on its behalf and all other insiders. It covers disclosures in documents filed with securities regulators, financial and non-financial disclosure, including management's discussion and analysis ("MD&A") and written statements made in the Company's annual and interim reports, news releases, letters to shareholders, presentations by senior management and information contained on the Company's web site and other electronic communications. It extends to oral statements made in meetings and telephone conversations with analysts and investors, interviews with the media as well as speeches, press conferences and conference calls.

2. Disclosure Policy Committee

The board of directors has established a disclosure and trading policy committee (the "Committee") responsible for all regulatory disclosure requirements and for overseeing the Company's disclosure and trading practices. The Committee consists of the Chief Executive Officer ("CEO"), the Chief Financial Officer ("CFO"), and the Chief Operating Officer ("COO").

It is essential that the Committee be kept fully apprised of all pending material developments with respect to the Company in order to evaluate and discuss those events to determine the appropriateness and timing for public release of information. If it is deemed that material information should remain confidential, the Committee will determine how that information will be controlled and monitored.

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The Committee will identify appropriate industry and company benchmarks for a preliminary assessment of materiality. Guided by these benchmarks, the Committee will use experience and judgment to determine the timing for public release of material information. The Committee is responsible for ensuring appropriate systems, processes and controls for disclosure and will review all news releases and core disclosure documents prior to their release or filing. The Committee will meet quarterly or as conditions dictate and records will be kept of these meetings.

The Committee will review and update, if necessary, this disclosure policy annually or as needed to ensure compliance with changing regulatory requirements. The Committee will report to the board of directors on no less than an annual basis. The Committee is also responsible for ensuring that the Company's spokespersons receive adequate training and supervision.

3. Principles of Disclosure of Material Information

Material information is any information relating to the business and affairs of the Company that results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's securities or that would reasonably be expected to have a significant influence on a reasonable investor's investment decision in respect of the securities of the Company. In complying with the requirement to immediately disclose all material information under applicable laws and stock exchange rules, the Company will adhere to the following basic disclosure principles:

- Material information will be publicly disclosed immediately, following the receipt of proper approvals from the officers and directors of the company and any partner company, via news release.
- In certain circumstances, the Committee may determine that such disclosure would be unduly detrimental to the Company (for example, if release of the information would prejudice negotiations in a corporate transaction), in which case the information will be kept confidential until the Committee determines it is appropriate to publicly disclose. In these circumstances, the Committee will cause a confidential material change report to be filed with the applicable securities regulators, and will periodically (at least every 10 days) review its decision to keep the information confidential (see "Rumours").
- Disclosure must include any information the omission of which would make the rest of the disclosure misleading (half truths are misleading).
- Unfavourable material information must be disclosed as promptly and completely as favourable information.
- There must be no selective disclosure. Previously undisclosed material information must not be disclosed to selected individuals (for example, in an investor meeting or during a telephone conversation with an analyst). If previously undisclosed material information is inadvertently disclosed, this information must be broadly disclosed immediately via news release.

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- Disclosure should be consistent among all audiences, including the investment community, the media, customers and employees.
- Disclosure on the Company's web site alone does not constitute adequate disclosure of material information.
- Disclosure must be corrected immediately if the Company subsequently learns that earlier disclosure contained a material error at the time it was given.

4. Trading Restrictions and Blackout Periods

It is illegal for anyone with knowledge of material information affecting a public company that has not been publicly disclosed to purchase or sell securities of that company. It is also illegal for anyone to inform any other person of material non-public information, except in the necessary course of business. Therefore, insiders and employees with knowledge of confidential or material information about the Company or counter-parties in negotiations of potentially material transactions are prohibited from trading securities of the Company or those of any counter-party (including any transaction or arrangement pursuant to which an insider or employee of the Company enters into, materially amends or terminates an agreement, arrangement or understanding of any nature or kind, the effect of which is to alter, directly or indirectly, (i) the economic interest (as such term is defined in Multilateral Instrument 55-103 - *Insider Reporting for Certain Derivative Transactions (Equity Monetization)*) of the insider or employee in a security of the Company or any applicable counter-party, or (ii) the economic exposure (as such term is defined in Multilateral Instrument 55-103 - *Insider Reporting for Certain Derivative Transactions (Equity Monetization)*) of the insider or employee to the Company or any applicable counterparty) until the information has been fully disclosed and a reasonable period has passed for the information to be widely disseminated.

Insiders are personally responsible for filing accurate and timely insider trading reports. Insiders are required to provide a copy of all insider reports to the Chief Financial Officer or other designated person.

The following trading blackouts shall apply to all directors, officers, employees and other insiders of the Company:

4.1. Quarterly Financial Results

A trading blackout will commence 5 days prior to the expected release of quarterly or annual financial statements, and end on the third business day following the issue of a news release disclosing the quarterly or annual financial results, as the case may be. The trading blackout will, at a minimum, apply to the CEO, CFO, COO and the audit committee.

4.2. Drilling Results

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Any director, officer, employee or other insider who is privy to technical data, resource information or actual material assay results will be prohibited from trading from the time that he or she is aware of the results until the third business day following the issue of a news release disclosing said assay results.

4.3. Other

A corporate trading ban can be instituted by any of the CEO, CFO, COO or VP Exploration upon each individual's discretion.

Blackout periods may be prescribed from time to time by the Committee as a result of special circumstances relating to the Company when insiders should be precluded from trading in its securities. All persons with knowledge of such special circumstances should be covered by the blackout.

To protect the reputation of the Company and avoid the appearance of impropriety, all directors, officers, employees and other insiders are required to provide advanced notification in writing of all proposed trades in the Company's securities (including the exercise of stock options) with the Chief Financial Officer or if that is not practical, the Chief Executive Officer. Further, the Company shall not be permitted to grant any options to acquire securities of the Company during a time in which any insider or employee of the Company is prohibited from trading in securities of the Company pursuant to this section. (see Appendix 1 – ADVANCE NOTIFICATION FORM FOR TRADING)

5. Maintaining Confidentiality

Any employee or consultant of the Company who is privy to confidential information is prohibited from communicating such information to anyone else, unless required to do so in the necessary course of business. Efforts will be made to limit access to confidential information to only those who need to know the information and those persons will be advised that the information is to be kept confidential.

Outside parties privy to undisclosed material information concerning the Company will be told that they must not divulge this information to anyone else, other than in the necessary course of business and that they may not trade in the Company's securities until the information is publicly disclosed. Such outside parties will confirm their commitment to non-disclosure in the form of a written confidentiality agreement.

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

- Documents and files containing confidential information should be kept in a safe place, with access restricted to individuals who "need to know" that information in the necessary course of business. Code names should be used if necessary.

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- Confidential matters should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis.
- Confidential documents should not be read or displayed in public places and should not be discarded where others can retrieve them.
- Employees must ensure they maintain the confidentiality of information in their possession outside of the office as well as inside the office.
- Transmission of documents by electronic means, such as by fax, e-mail or directly from one computer to another, should be made only where it is reasonable to believe that the transmission can be made and received under secure conditions.
- Unnecessary copying of confidential documents should be avoided and documents containing confidential information should be promptly removed from conference rooms and work areas after meetings have concluded. Extra copies of confidential documents should be shredded or otherwise destroyed.
- Access to confidential electronic data should be restricted through the use of passwords.

6. Designated Spokespersons

The Company designates a limited number of spokespersons with authority for communication with the investment community, regulators and the media. The Chief Executive Officer shall be the official spokesperson for the Company. The individuals holding this office may, from time to time, designate others within the Company with authority to speak on behalf of the Company as back-ups or to respond to specific inquiries.

Employees who are not authorized spokespersons must not respond under any circumstances to inquiries from the investment community, the media or others, unless specifically asked to do so by an authorized spokesperson. All such inquiries are to be referred to the Chief Executive Officer.

7. News Releases

Once the Committee determines that a development is material, it will authorize the issuance of a news release unless the Committee determines that such developments must remain confidential for the time being. If developments are to remain confidential, appropriate confidential filings must be made and control of the inside information must be instituted. Should a material statement inadvertently be made in a selective forum, the Company will immediately issue a news release to fully disclose that information.

Financial results will be publicly released as soon as practicable following audit committee and director approval of the MD&A, financial statements and notes.

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If the stock exchange upon which shares of the Company are listed is open for trading at the time of a proposed announcement, prior notice of a news release announcing material information must be provided to its market surveillance division to enable a trading halt, if deemed necessary by the stock exchange. It is recommended that news releases of a technical nature, including exploration results, be sent to market surveillance for review prior to release. It is recommended that news releases of a corporate or financial nature, including AGM results and quarterly and annual financial results, be sent to legal counsel for review prior to release.

News releases will be disseminated through an approved news wire service that provides simultaneous national distribution. News releases will be posted on the Company's web site immediately after confirmation of dissemination over the news wire .Conference Calls/Webcasts

To the extent considered appropriate at the relevant time, conference calls and simultaneous webcasts will be used to communicate additional public or non-material information. Calls will be accessible to all interested parties, some as participants by telephone and others in a listen-only mode by telephone or via a webcast over the Internet. **The call will be preceded by a news release containing all relevant material information.** At the beginning of the call, a Company spokesperson will provide appropriate cautionary language regarding any forward-looking information and direct participants to publicly available documents containing the assumptions, sensitivities and a full discussion of the risks and uncertainties applicable to the news.

The Company will provide advance notice of the conference call and webcast by issuing a news release announcing the date, time and topic and providing information on how interested parties may access the call and webcast. These details will also be provided on the Company's web site. In addition, the Company may send invitations to analysts, institutional investors, the media and others. Any non-material supplemental information provided to participants will also be posted to the web site for others to view.

A tape replay of the conference call will be made available for a minimum of seven days and an archived audio webcast and/or text transcript will be made available on the Company's web site for a minimum of 90 days.

The Committee will hold a debriefing meeting immediately after the conference call and if it determines that selective disclosure of previously undisclosed material information has occurred, the Company will immediately disclose the information broadly via news release.

8. Rumours

The Company does not comment, affirmatively or negatively, on rumours. This also applies to rumours on the Internet. The Company's spokespersons will respond consistently to any rumours, saying, "It is our policy not to comment on market rumours or speculation."

Should the stock exchange request that the Company make a definitive statement in response to a market rumour that is causing significant volatility in the stock, the Committee will consider the matter and decide

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whether to make a policy exception. If the rumour is true in whole or in part, this may be evidence of a leak, and the Company will immediately issue a news release disclosing the relevant material information.

9. Communication with Analysts, Investors and the Media

Disclosure in individual or group meetings does not constitute adequate disclosure of information that is considered material non-public information. If the Company intends to announce material information at an analyst or shareholder meeting or a press conference or conference call, the announcement must be preceded by a news release.

The Company recognizes that meetings with analysts and significant investors are an important element of its investor relations program. The Company will meet with analysts and investors individually or in small groups as needed and will initiate contacts or respond to analyst and investor calls in a timely, consistent and accurate fashion in accordance with this disclosure policy. All analysts will receive fair treatment regardless of whether they are recommending buying or selling the Company's securities.

The Company will provide only non-material information through individual and group meetings, in addition to publicly disclosed information, recognizing that an analyst or investor may construct this information into a mosaic that could result in material information. The Company cannot alter the materiality of information by breaking down the information into smaller, non-material components.

The Company will provide the same sort of detailed, non-material information to individual investors or reporters that it has provided to analysts and institutional investors and may post this information on its web site.

Spokespersons will keep notes of telephone conversations with analysts and investors and where practicable more than one Company representative will be present at all individual and group meetings. A debriefing will be held after these meetings and if it is determined that selective disclosure of previously undisclosed material information has occurred, the Company will immediately disclose the information broadly via news release.

Further consideration is recommended of the establishment of a "Social Media" Policy. The various forms of permitted social media platforms should be clearly defined (i.e. LinkedIn, Facebook, blogs and Twitter).

10. Reviewing Analyst Reports and Financial Models

Upon request, the Company may review analysts' draft research reports or financial models for factual accuracy based on publicly disclosed information. The Company will not confirm, or attempt to influence,

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an analyst's opinions or conclusions and will not express comfort with the analyst's financial model and earnings estimates.

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

11. Limits on Distributing Analyst Reports

Analyst reports are proprietary products of the analyst's firm. Distributing or referring to analyst reports, or providing links to them, may be viewed as an endorsement by the Company of the reports. For these reasons, the Company will not provide analyst reports through any means to persons outside of the Company or generally to employees of the Company, including posting such reports on its web site. Notwithstanding the foregoing, the Company will distribute analyst reports to its directors and senior officers to monitor the communications of the Company and to assist them in understanding how the marketplace values of the Company and how corporate developments affect the analysis. Analyst reports may also be provided to the Company's financial and professional advisors in the necessary course of business. The Company may post on its web site a complete listing, regardless of the recommendation, of all the investment firms and analysts who provide research coverage on the Company, provided, this list will not include links to the analysts' or any other third party web sites or publications.

12. Forward-Looking Information

A consistent approach to disclosure is important. Should the Company elect to disclose forward-looking information in continuous disclosure documents, speeches, conference calls, etc., the following guidelines will be observed:

- all material forward-looking information will be broadly disseminated via news release;
- the information will be clearly identified as forward looking;
- the Company will identify the material assumptions used in the preparation of the forward-looking information;
- the information will be accompanied by a statement that identifies, in specific terms, the risks and uncertainties that may cause the actual results to differ materially from those projected in the statement;
- the information may be accompanied by supplementary information such as a range of reasonably possible outcomes or a sensitivity analysis to indicate the extent to which different business conditions may affect the actual outcome;

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- the information will be accompanied by a statement that the information is stated as of the current date and subject to change after that date, and the Company disclaims any intention to update or revise this statement of forward-looking information, whether as a result of new information, future events or otherwise; and
- once disclosed, the Company's practice for updating forward-looking information will be to regularly assess whether previous statements of forward-looking information should be replaced by new financial outlooks, and ensure that past disclosure of forward-looking information is accurately reflected in current MD&A.

If the Company has issued a forecast or projection in connection with an offering document covered by National Policy 48 (to the extent then in effect), the Company will update that forecast or projection periodically as required by National Policy 48.

13. Providing Guidance

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

If the Company has determined that it will be reporting results materially below or above publicly held expectations, it may decide to disclose this information in a news release to enable discussion without risk of selective disclosure (see "Forward-Looking Information").

14. Quiet Periods

To avoid the potential for selective disclosure or even the perception or appearance of selective disclosure, the Company will observe quiet periods prior to quarterly earnings announcements or when material changes are pending. Regular quiet periods will commence on the date which is 5 days prior to the Anticipated Filing Date of financial statements and end with the filing of financial statements disclosing results for the quarter just ended.

During a quiet period, the Company will not initiate any meetings or telephone contacts with analysts and investors, but will respond to unsolicited inquiries concerning factual matters. If the Company is invited to participate, during a quiet period, in investment meetings or conferences organized by others, the Committee will determine, on a case-by-case basis, if it is advisable to accept these invitations. If accepted, extreme caution will be exercised to avoid selective disclosure of any material, non-public information.

15. Responsibility for Electronic Communications

This disclosure policy also applies to electronic communications. Accordingly, officers and personnel responsible for written and oral public disclosures are also responsible for electronic communications. The

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CEO or their designate is responsible for updating the investor relations section of the Company's web site and for monitoring all information placed on the web site to ensure that it is accurate, complete, up-to-date and in compliance with relevant securities laws. Disclosure on the Company's web site alone does not constitute adequate disclosure of information that is considered material non-public information. Any disclosures of material information on the web site will be preceded by the issuance of a news release. Any material changes in information must be updated immediately, following issuance of a news release. The web site will include a notice that advises the reader that the information was accurate at the time of posting, but may be superseded by subsequent disclosures.

The CEO or their designate must approve all links from the Company's web site to third party web sites. **The web site will include a notice that advises readers they are leaving the Company's web site and that the Company is not responsible for the contents of the other site.** CEO will also be responsible for responses to electronic inquiries. Only public information or information that could otherwise be disclosed in accordance with this disclosure policy shall be used to respond to electronic inquiries. In accordance with this disclosure policy, employees (including designated spokespersons) are prohibited from participating in Internet chat rooms or newsgroup discussions on matters pertaining to the Company's activities or its securities.

16. Communication, Education and Enforcement

This disclosure policy extends to all employees and officers of the Company, its board of directors and its authorized spokespersons. New directors, officers and employees will be provided with a copy of this disclosure policy and educated about its importance. A copy of this disclosure policy will be provided to each employee and will be posted on the Company's internal web site and changes will be communicated to all employees.

Any director, officer or employee who violates this disclosure policy may face disciplinary action up to and including termination of employment or service, as applicable, with the Company without notice. The violation of this disclosure policy may also violate certain securities laws, which could expose directors, officers or employees to personal, civil or criminal liability. If it appears that an employee may have violated such securities laws, the Company may refer the matter to the appropriate regulatory authorities, which could lead to fines or other penalties.

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17. Forms

Advance Notification Form for Trading

> included in Appendix #1 and available as separate Word document

18. Revision History

Noted below is the revision history of this document.

Revision	Date	Comments
TD-00	July 25, 2008	Inaugural Policy
TD-01	July 28, 2010	number of minor changes
TD-02	July 15, 2020	Social Media updates

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APPENDIX A
ADVANCE NOTIFICATION FORM FOR PROPOSED TRADES

As per Victoria Gold Corp.'s (the "Company") Trading and Disclosure Policy, all directors, officers, employees and other insiders are required to provide advance notification in writing of all proposed trades in the Company's securities (including the exercise of stock options) with the **Chief Financial Officer** or if that is not practical, the **Chief Executive Officer**.

Name

Proposed action(s) to be taken

Expected time frame of action

of securities

Other notes

CFO or CEO notification receipt

Date _____

Please note an approved Advance Notice Form is only valid for 2 weeks and may be cancelled anytime upon a pending Blackout. You must re-submit for approval after the 2-week expiry.

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