GOLDQUEST

Insider Trading Policy

A. Introduction

GoldQuest Mining Corp. (the "**Corporation**") encourages all employees, officers and directors to become shareholders of the Corporation on a long-term investment basis. These individuals will from time to time become aware of corporate developments or plans or other information that may affect the value of the Corporation's securities before these developments, plans or information are made public. Trading securities of the Corporation while in possession of such information before it is generally disclosed (known as "**insider trading**"), or disclosing such information to third parties before it is generally disclosed (known as "**tipping**"), is against the law and may expose an individual to criminal prosecution or civil lawsuits. Such action will also result in a lack of confidence in the market for the Corporation's securities, harming both the Corporation and its shareholders. Accordingly, the Corporation has established this Policy to assist its employees, consultants, officers and directors in complying with the prohibitions against insider trading and tipping.

The procedures and restrictions set forth in this Policy are only a general framework to assist Company Personnel, as defined below, in ensuring that any purchase or sale of securities occurs without actual or perceived violation of applicable securities laws. Company Personnel have the ultimate responsibility for complying with applicable securities laws and should obtain additional guidance, including independent legal advice, as may be appropriate for their own circumstances.

The Corporation's Board of Directors will designate one or more individuals from time to time as Insider Trading Policy Administrators for the purpose of administering this Policy. At the date hereof, the designated Insider Trading Policy Administrators are the Corporation's Chief Executive Officer ("**CEO**") and the Chair of the Corporation's Audit Committee. This Policy has been reviewed and approved by the Corporation's Board of Directors and may be reviewed and updated periodically. Any amendments to this Policy shall be subject to approval by the Board of Directors.

B. Application

Persons that are Subject to this Policy

The following persons are required to observe and comply with this Policy:

(a) all directors, officers and employees of the Corporation or its subsidiaries;

(b) any other person retained or engaged by or on behalf of the Corporation or any of its subsidiaries (such as a consultant, independent contractor or adviser);

(c) any family member, spouse or other person living in the household or a dependent child of any of the individuals referred to in subsection B(a) and (b) above; and

(d) partnerships, trusts, corporations, R.R.S.P.'s and similar entities over which any of the above-mentioned individuals exercise control or direction.

For the purposes of this Policy, the persons listed above are collectively referred to as **"Company Personnel"**. Paragraphs (c) and (d) should be carefully reviewed by Company Personnel; those paragraphs have the effect of making various family members or holding companies or trusts of the persons referred to in paragraphs (a) and (b) subject to the Policy.

Trades that are Subject to this Policy

Under this Policy, all references to trading in securities of the Corporation include (i) any sale or purchase of securities of the Corporation, including the exercise of stock options granted under the Corporation's stock option plan and the acquisition of shares or any other securities pursuant to any Corporation benefit plan or arrangement, and (ii) any derivatives-based or other transaction or arrangement that would be required to be reported by insiders in accordance with applicable laws or regulations relating to derivatives or equity monetization transactions (including Multilateral Instrument 55-103 – *Insider Reporting for Certain Derivative Transactions (Equity Monetization)*.

C. Inside Information

"Inside Information" means:

(i) a change in the business, operations or capital of the Corporation that would reasonably be expected to have a significant effect on the market price or value of the securities of the Corporation (which includes any decision to implement such a change by the Board of Directors or by senior management who believe that confirmation of the decision by the Board of Directors is probable);

(ii) a fact that significantly affects, or would reasonably be expected to have a significant effect on, the market price or value of the securities of the Corporation; or

(iii) any information which is not generally available to the public that a reasonable investor would be likely to consider important in deciding whether to buy, hold or sell securities of the Corporation,

in each case, which has not been generally disclosed. Examples of information that may constitute Inside Information are set out in Schedule "A" attached hereto. **It is the responsibility of any Company Personnel contemplating a trade in securities of the Corporation to determine prior to such trade whether he or she is aware of any information that constitutes Inside Information. If in doubt, the individual should consult with an Insider Trading Policy Administrator.** In addition, section G of this Policy requires that certain Company Personnel pre-clear trades in securities of the Corporation.

D. Prohibition Against Trading on Inside Information

Company Personnel must not purchase, sell or otherwise trade securities of the Corporation with the knowledge of Inside Information until:

(a) two days after the disclosure to the public of the Inside Information, whether by way of press release or a filing made with securities regulatory authorities; or

(b) the Inside Information ceases to be material (e.g. a potential transaction that was the subject of the information is abandoned, and either Company Personnel are so advised by the Insider Trading Policy Administrators or such abandonment has been generally disclosed).

In addition, Company Personnel must not make any trades in securities of the Corporation during the black out periods described in section F of this Policy.

E. Prohibition Against Speculating, Short-Selling, Puts and Calls

Certain types of trades in securities of the Corporation by Company Personnel can raise particular concerns about potential breaches of applicable securities law or that the interests of the persons making the trade are not aligned with those of the Corporation. Company Personnel are therefore prohibited at any time from, directly or indirectly, undertaking any of the following activities:

(a) speculating in securities of the Corporation, which may include buying with the intention of quickly reselling such securities, or selling securities of the Corporation with the intention of quickly buying such securities (other than in connection with the acquisition and sale of shares issued under the Corporation's stock option plan or any other Corporation benefit plan or arrangement);

(b) short selling a security of the Corporation or any other arrangement that results in a gain only if the value of the Corporation's securities declines in the future;

(c) selling a "call option" giving the holder an option to purchase securities of the Corporation; and

(d) buying a "put option" giving the holder an option to sell securities of the Corporation.

F. Restrictions on Trading of Company Securities

Scheduled Black-out Periods

No Company Personnel shall trade in securities of the Corporation during any period (a "**black-out period**"):

(a) commencing on the day that is five days prior to the anticipated date for the public filing of interim or annual financial statements of the Corporation for such fiscal quarter or year, as applicable, and

(b) ending on the second business day following the date on which the applicable interim or annual financial statements of the Corporation are publicly filed.

The trading restrictions described above also apply to the exercise of stock options granted under the Corporation's stock option plan and any other securities that may be acquired pursuant to any Corporation benefit plan or arrangement.

The Chief Financial Officer of the Corporation (the "**CFO**") on behalf of the Insider Trading Policy Administrators will issue a notice instructing Company Personnel not to trade in securities of the Corporation during the scheduled black-out periods.

Extraordinary Black-out Periods

Additional black-out periods may be prescribed from time to time by the Insider Trading Policy Administrators or the Board of Directors at any time at which it is determined there may be undisclosed Inside Information concerning the Corporation that makes it inappropriate for Company Personnel to be trading. In such circumstances, the CFO on behalf of the Insider Trading Policy Administrators will issue a notice instructing these individuals not to trade in securities of the Corporation until further notice. This notice will contain a reminder that the fact that there is a restriction on trading may itself constitute Inside Information or information that may lead to rumours and must be kept confidential.

Exemptions

Individuals subject to a black-out period who wish to trade Corporation securities may apply to an Insider Trading Policy Administrator for approval to trade securities of the Corporation during the black-out period. Any such request should describe the nature of and reasons for the proposed trade. The Insider Trading Policy Administrator will consider such requests and inform the requisitioning individual whether or not the proposed trade may be made. The requisitioning individual may not make any such trade until he or she has received the specific approval from an Insider Trading Policy Administrator.

G. Trading Pre-Clearance

To assist each of the Company Personnel specified below in avoiding any trade in securities of the Corporation that may contravene or be perceived to contravene applicable securities laws, these individuals are required to notify, and obtain written pre-clearance from, an Insider Trading Policy Administrator of any proposed trade of securities of the Company before effecting the trade in order to confirm that there is no Inside Information:

(a) Company Personnel who are "Reporting Insiders" of the Company (as defined in National Instrument 55-104 – *Insider Reporting Requirements and Exemptions*) (i.e., Company Personnel who are required to report their insider trading activities on the electronic filing system known as SEDI);

(b) any employee who reports directly to the CEO, the CFO or the Country Manager of the Corporation;

(c) a member of the finance staff; and

(d) an individual that is notified by the Insider Trading Policy Administrators that the individual's trades in securities of the Corporation will be subject to pre-clearance in accordance with this Policy.

Notification is required not only for trades by the foregoing Company Personnel, but also for any proposed trades by any other person if such Company Personnel has control or direction over such securities (for example, if such Company Personnel has the authority to direct the sale or acquisition of Corporation securities by a personal holding company, spouse or minor children).

If Company Personnel seeking such pre-clearance is an Insider Trading Policy Administrator, then such pre-clearance shall be sought from another Insider Trading Policy Administrator.

In all cases, pre-clearance must be requested by completing the trade notice set out in Schedule "B" to this Policy and sending it by email to the Insider Trading Policy Administrators. Such a request must be made sufficiently far in advance of the date of the proposed transaction in order to allow the Insider Trading Policy Administrators to properly consider the request.

If pre-clearance is received for a proposed trade, it will, unless otherwise specified, be effective until the conclusion of the fifth trading day following the day on which pre-clearance is granted. If the proposed trade is not completed within such time, it will be necessary for the Company Personnel to reapply for pre-clearance. If any Company Personnel who has requested pre-clearance for a proposed trade and has not received such pre-clearance from an Insider Trading Policy Administrator by the date of the proposed transaction, the Company Personnel may not proceed with such trade.

If any Company Personnel has any doubt with respect to whether they are subject to trade pre-clearance, they should contact the Insider Trading Policy Administrators.

H. Prohibition Against Tipping

Company Personnel are prohibited from communicating Inside Information to any person outside the Corporation, unless: (i) disclosure is in the necessary course of the Corporation's business provided that the person receiving such information first enters into a confidentiality agreement in favour of the Corporation (which should contain, among other things, an acknowledgement by the recipient of the requirements of applicable securities laws relating to such recipient trading securities with knowledge of a material fact or material change in respect of the Corporation that has not been generally disclosed and to such recipient information another person or company such a material fact or material change) and the disclosure is made pursuant to the proper performance by such

Company Personnel of his or her duties on behalf of the Corporation; (ii) disclosure is compelled by judicial process; or (iii) disclosure is expressly authorized by the Board of Directors of the Corporation.

Subject to the above, Inside Information is to be kept strictly confidential by all Company Personnel until after it has been generally disclosed. Discussing Inside Information within the hearing of, or leaving it exposed to, any person who has no need to know is to be avoided at all times. Company Personnel with knowledge of Inside Information shall not encourage any other person or company to trade in the securities of the Corporation, regardless of whether the Inside Information is specifically communicated to such person or company.

If any Company Personnel has any doubt with respect to whether any information is Inside Information or whether disclosure of Inside Information is in the necessary course of business, the individual is required to contact an Insider Trading Policy Administrator.

I. Securities of Other Companies

In the course of the Corporation's business, Company Personnel may obtain information about another publicly traded company that has not been generally disclosed. Securities laws generally prohibit such Company Personnel from trading in securities of that other company while in possession of such information or communicating such information to another person. The restrictions set out in this Policy apply to all Company Personnel with respect to both trading in the securities of another company while in possession of such information, and communicating such information.

J. Reporting Requirements

Certain persons related to the Corporation, including its directors, senior officers, persons who receive material information and direct its operations (including employees, contractors and geologists), persons who are responsible for a principal business unit and significant shareholders are "reporting insiders" under applicable securities laws. Reporting insiders are required to file reports with Canadian provincial securities regulators, pursuant to the electronic filing system known as SEDI, of any direct or indirect beneficial ownership of, or control or direction over, securities of the Corporation and of any change in such ownership, control or direction. In addition, reporting insiders must also include in their reports any agreement, arrangement or understanding that has the effect of altering the reporting insider's economic exposure to the reporting issuer and or involves a security of the reporting issuer and which may not necessarily involve a sale.

It is the responsibility of each insider (and not the Corporation) to comply with these reporting requirements, and insiders are required to provide the Insider Trading Policy Administrators with a copy of any insider report completed by the insider concurrent with or in advance of its filing. The Corporation will assist any insider in the preparation and filing of insider reports upon request.

K. Penalties and Civil Liability

The applicable securities laws that impose insider trading and tipping prohibitions also impose substantial penalties and civil liability for any breach of those prohibitions, namely:

(a) Criminal fines of up to $5,000,000 and three times the profit made or loss avoided;

(b) Prison sentence of up to five years less a day; and

(c) Civil liability of up to three times the profit made or loss avoided by reason of the contravention.

Where a company is found to have committed an offence, the directors, officers and supervisory Company Personnel of the company may be subject to the same or additional penalties.

L. Enforcement

All directors, officers, employees and consultants of the Corporation and its subsidiaries will be provided with a copy of this Policy, and shall execute the certification set out in Schedule "C" regarding acknowledgement of and compliance with the procedures and restrictions set forth in this Policy. It is a condition of their appointment, employment or engagement that each of these persons at all times abide by the standards, requirements and procedures set out in this Policy unless a written authorization to proceed otherwise is received from an Insider Trading Policy Administrator. Any such person who violates this Policy may face disciplinary action up to and including termination of his or her employment or appointment with or engagement by the Corporation without notice. The violation of this Policy may also violate certain securities laws. If it appears that a director, officer, employee or consultant may have violated such securities laws, the Corporation may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.

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Should you have any questions or wish information concerning the above, please contact the Chief Executive Officer.

M. Currency of this Policy

This policy was last revised and approved by the Board of Directors on October 27, 2025.

SCHEDULE A

Common Examples of Inside Information

The following examples are not exhaustive.

- *Proposed changes in capital structure including stock splits and stock dividends*
- *Proposed or pending financings*
- *Material increases or decreases in the amount of outstanding securities or indebtedness*
- *Proposed changes in corporate structure including amalgamations and reorganizations*
- *Proposed acquisitions of other companies including take-over bids or mergers*
- *Material acquisitions or dispositions of assets*
- *Material changes or developments in products or contracts which would materially affect earnings upwards or downwards*
- *Material changes in the business of the Corporation*
- *Changes in senior management or control of the Corporation*
- *Bankruptcy or receivership*
- *Changes in the Corporation's auditors*
- *The financial condition and results of operations of the Corporation*
- *Indicated changes in revenues or earnings upwards or downwards of more than recent average size*
- *Material legal proceedings*
- *Defaults in material obligations*
- *The results of the submission of matters to a vote of securityholders*
- *Proposed transactions with directors, officers or principal securityholders*
- *Proposed granting of options or payment of other compensation to directors or officers outside of the publicly disclosed compensation policy*

SCHEDULE B

Trade Notice

TO: Insider Trading Policy Administrators

RE: Insider Trading Policy of GoldQuest Mining Corp.

I propose to cause or direct the **[acquisition/disposition]** securities of GoldQuest Mining Corp. (the "**Corporation**") in the amount of up to **[NUMBER OF SECURITIES]** (the "**Proposed Trade**").

In accordance with the Corporation's Insider Trading Policy (the "**Policy**"), I hereby certify that:

1. I have read and understand the Policy.

2. I do not have knowledge of Inside Information (as defined in the Policy) which has not been generally disclosed by the Corporation.

3. I acknowledge and agree that it is my responsibility, both at the time of submitting this pre-clearance request and immediately prior to executing the Proposed Trade, to assess and determine whether I am in possession or otherwise aware of any Inside Information which has not been generally disclosed by the Corporation.

4. I agree that the Proposed Trade will not be completed until pre-clearance is received from an Insider Trading Policy Administrator designated under the Policy (as evidenced by their signature below).

5. I agree that if pre-clearance is received for the Proposed Trade, it will, unless otherwise specified, be effective until the conclusion of the fifth trading day following the day on which pre-clearance is granted ("**Trading Window**"). If the Proposed Trade is not completed within such time, I acknowledge that it will be necessary to reapply for pre-clearance.

6. I understand that the Trading Window may be "closed" at any time at which it is determined there may be Inside Information concerning the Corporation that makes it inappropriate for Corporation personnel to be trading. I understand that the fact that the Trading Window has been "closed" is itself Inside Information that should not be disclosed to or discussed with anyone.

7. I understand that if pre-clearance is denied, that fact is itself Inside Information that should not be disclosed to or discussed with anyone.

DATED: _____________________, 20____

____
Applicant Name:
Applicant Title:

PRE-CLEARED ON _____________________, 20____, by the following Insider Trading Policy Administrator:

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Name:
Title:

SCHEDULE C

Certification – Insider Trading Policy of GoldQuest Mining Corp.

The undersigned hereby certifies that he/she has read and understands the Corporation's Insider Trading Policy, a copy of which is attached hereto, and agrees to comply with the procedures and restrictions set forth therein.

Date: ______________________________ Signature: ____________________________________

Name: ____________________________________
(please print)