

GREENHEART GOLD INC.

CORPORATE DISCLOSURE POLICY

1. PURPOSE OF THIS POLICY

The purpose of this corporate disclosure policy (the “**Policy**”) is to summarize Greenheart Gold Inc. (“**Greenheart**”) corporate disclosure and communication practices and to provide guidance to the directors and officers, employees and consultants of Greenheart and its subsidiaries who may, from time to time, possess confidential information.

The objectives of this Policy are to:

- reinforce Greenheart's commitment to make timely, informative and accurate disclosure of material information in compliance with applicable continuous disclosure obligations;
- establish disclosure policies, guidelines and procedures; and
- ensure that all persons to whom this Policy applies understand their obligations to preserve the confidentiality of material information.

2. APPLICATION OF THIS POLICY

This Policy applies to Greenheart and its subsidiaries (together, the “**Company**”) and all their respective directors, officers, employees, consultants as well as those persons authorized to speak on their behalf (collectively referred to as “**Personnel**”).

This Policy covers disclosure in documents filed with the securities regulators and written letters to shareholders, presentations by senior management, information contained on the Company’s website and other electronic communications including social media. It also covers any oral communication with the public in general, including investors, brokers, analysts, interviews with the media as well as speeches, press conferences, conference calls and webcasts.

A copy of this Policy will be distributed from time to time to all Personnel to ensure they are all aware of this Policy. Personnel will be informed whenever significant changes are made to this Policy.

3. DISCLOSURE COMMITTEE

A disclosure committee (the “**Disclosure Committee**”) is established upon adoption of this Policy to oversee the Company’s disclosure practices, including monitoring the effectiveness of and compliance with this Policy. The Disclosure Committee consists of the Chief Executive Officer (“**CEO**”), the Chief Financial Officer (“**CFO**”), the Senior Vice President Corporate Development and the Corporate Secretary. The Chair of the Disclosure Committee is the CEO. In carrying out its functions, the Disclosure Committee may meet either in person or by telephone, video or other electronic means, and it may act by majority decision.

The Disclosure Committee is responsible for overseeing the Company’s disclosure practices including:

- (i) reviewing and authorizing disclosure (including electronic, written and prepared oral disclosure) in advance of its public release;
- (ii) determining whether or not any pending development or information concerning the Company constitute Material Information (as defined below) and, if so, whether such information shall remain confidential; and
- (iii) monitoring the Company’s website.

The disclosure Committee shall report to the board of directors of Greenheart (the “**Board**”) or its Compensation and Governance Committee.

4. DESIGNATED SPOKESPERSONS

The primary spokespersons for the Company are Greenheart’s Executive Chairman, President and CEO, CFO, Senior Vice President Corporate Development, Corporate Secretary, and any other person so designated by the CEO (“**Designated Spokespersons**”).

Personnel who are not authorized spokespersons must not respond under any circumstances to inquiries from the public, shareholders, the investment community, the media or others if the inquiries pertain to a development or event that may be Material Information. All such inquiries should be referred to Greenheart’s Executive Chairman or the CEO. If in doubt, Personnel is urged to contact the CEO for advice and instructions.

5. OBLIGATIONS TO DISCLOSE MATERIAL INFORMATION

The Company is subject to continuous disclosure and reporting obligations under Canadian securities laws and the TSX Venture Exchange (“**TSXV**”) policies. These obligations require the Company to provide appropriate disclosure of material information, and to ensure that employees and others do not benefit from having and using undisclosed material information. “**Material Information**” is any fact, event, circumstances or change in the activities, business or assets of the Company that is not known to the public and that results in, or would reasonably be expected to result in, a significant change in the market price or value of the securities of the Company; it also means any information that would reasonably be expected to have a significant influence on any reasonable investor’s decision to buy, sell or hold securities of Greenheart. Examples of the types of events or information which may be potentially Material Information are set forth in Canadian National Policy 51-201.

All Personnel have the responsibility to inform Greenheart’s senior management on a timely basis of events or developments that might constitute Material Information. As soon as Greenheart’s senior management becomes aware of a potential development that may require the Company to disclose Material Information, they must inform a member of the Disclosure Committee. The Disclosure Committee (or a majority of its members) will then meet as promptly as practicable and determine if the development constitutes Material Information that must be disclosed.

At all times, the Company shall act to disclose Material Information in accordance with all applicable securities laws, rules and regulations, and in accordance with this Policy. Unfavourable Material Information must be disclosed as promptly and completely as favourable Material Information.

6. TIMELY DISCLOSURE OF MATERIAL INFORMATION

The Company must disclose Material Information concerning its business and affairs forthwith upon the information becoming known to management, or upon it becoming apparent that the information is material. The Company shall immediately issue and file a news release disclosing the nature and substance of the Material Information. If Material Information constitutes a material change, a material change report must be filed within the prescribed period.

Where the nature of the Material Information to be disclosed in a news release requires pre-filing under the policies of the TSXV, prior notice of the news release must be provided to the Canadian Investment Regulatory Organization (“**CIRO**”) to seek approval of the news release, to watch for unusual trading and to determine if a halt in trading is required.

All news releases announcing Material Information must be approved by the Disclosure Committee.

News releases announcing Material Information must be disseminated through a newswire service approved by the TSXV that provides simultaneous national distribution to stock exchange members, relevant regulatory bodies and appropriate financial media.

7. EXCEPTION TO TIMELY DISCLOSURE REQUIREMENT

In restricted circumstances, the Disclosure Committee may allow Material Information to be kept confidential for a limited period of time if early disclosure would be unduly detrimental to the Company's interests and the detriment to the Company resulting from such disclosure would outweigh the detriment to the market in not having access to such Material Information (for example, if release of the Material Information would prejudice negotiations in a corporate transaction). In such a case, the Company shall immediately file a confidential material change report, and may otherwise keep news of the material change confidential until the Disclosure Committee determines that it is appropriate to disclose it publicly, or the Company is compelled to disclose it under applicable continuous disclosure obligations.

If disclosure of Material Information is delayed, complete confidentiality must be maintained. That is, the Material Information should not be disclosed to anybody, inside the Company or outside, except those who have need to know in the necessary course of the Company's business.

8. PROHIBITION ON SELECTIVE DISCLOSURE

Disclosure to any person or select group (including investment analysts, institutional investor and the media) of Material Information that has not been generally disclosed is considered selective disclosure and is prohibited by securities laws. Selective disclosure is a prohibited activity unless such disclosure is made in the necessary course of business, which is a limited exception to the tipping restrictions and exists so as not to unduly interfere with a company's business activities. In order for Personnel to be permitted to communicate non-public Material Information in the necessary course of the Company's business (a) the person receiving such information must first enter into a confidentiality agreement in favour of the Company or (b) the disclosing Personnel must make sure that the person receiving such information understands his or her legal obligations with respect to non-public Material Information and there must be no grounds for the disclosing Personnel to believe that the non-public Material Information will be used or disclosed contrary to applicable law by the person receiving such information.

Consultation with the Company's legal counsel is recommended before making selective disclosure considered to be **"in the necessary course of business."**

If previously undisclosed Material Information has been inadvertently disclosed to an analyst or investor, or any other person not bound by an express confidentiality obligation, the person responsible for the disclosure, and any other employee, officer or director learning of it, must contact a member of the Disclosure Committee which will ensure that the information is broadly disclosed immediately via news release.

9. RESTRICTIONS ON TRADING

Securities laws prohibit any insider or anyone having a close or special relationship with the Company from purchasing or selling securities of the Company when any such person has knowledge of material non-public information about the Company's activities, business, operations and assets. To avoid the potential for selective disclosure or even the perception or appearance of selective disclosure, the Company will observe blackout periods prior to key announcements or when material changes are pending. For more detailed information, definitions, and procedures regarding insider trading, refer to the Company's Insider Trading Policy.

10. TECHNICAL INFORMATION

The Company shall disclose to the public the results of exploration and development activities on the Company's projects in accordance with applicable securities laws, TSXV requirements (including Policy 3.3—Timely Disclosure and Appendix F—Mining Standards Guidelines) and the applicable requirements of National Instrument 43-101 Standards of Disclosure for Mineral Projects, the Canadian Institute of Mining, Metallurgy and Petroleum Exploration Best Practices Guidelines and Estimation of Mineral Resources and Mineral Reserves Best Practice Guidelines.

11. PROVISION OF FORWARD-LOOKING INFORMATION

To help the investor community, the Company sometimes discloses forward-looking information. Where it does so, the Company shall ensure that prospective statements are clearly identified as forward looking and are accompanied by meaningful cautionary language identifying important factors that could cause actual results to differ materially from those projected in the statements.

12. CORRECTIONS

The Company shall immediately correct disclosure where it subsequently learns that the earlier disclosure contained a material error at the time it was given and the correction would constitute Material Information. The Disclosure Committee shall ensure that a news release is issued immediately to correct the error and that appropriate notifications are made to CIRO or the TSXV so that a halt to trading may be instituted, if necessary.

13. WEBSITE AND PRESENTATIONS

The Company shall post on its website all supplemental information provided by the Company to analysts, institutional investors and other market professionals, including fact sheets, slides of investor presentations and other materials distributed at analyst or industry presentations.

Any new documents or information items to be added to the Company's website will be referred to the Disclosure Committee for review before being posted or made public.

The Company shall ensure that the website is up-to-date and accurate.

14. CHAT ROOMS, BULLETIN BOARDS AND EMAILS

Company Personnel are prohibited from discussing corporate matters in Internet chat rooms or bulletin boards. Any director, officer or employee discovering discussion about the Company on the Internet shall report that fact to a member of the Disclosure Committee.

When responding to emails received through the Company's website, the person responding should be mindful of the risk of selective disclosure of Material Information, and if in doubt, refer the email correspondence to a member of the Disclosure Committee for appropriate response.

15. RUMOURS

The Company will not comment, affirmatively or negatively, on rumours, including those rumours disseminated on the Internet. The Company's Designated Spokespersons will respond consistently to those rumours, saying "It is our policy not to comment on market rumours or speculation." If a stock exchange or securities regulatory authority requests the Company to make a statement in response to a market rumour, the Disclosure Committee will consider the matter and decide whether to issue a press release. 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.

16. DEALING WITH REGULATORS

Members of the Disclosure Committee will be responsible for receiving inquiries from the CIRO with respect to unusual trading activity or market rumours. If requested to make a public statement, the Disclosure Committee will consider making a statement or not, and determine the content of such statement.

17. DEALING WITH THE INVESTMENT COMMUNITY

General

In communicating with investment analysts, security holders, potential investors and the media, the following practices must be avoided:

- Announcing Material Information that has not been previously announced in a news release;
- Selective disclosure;
- Distribution of investment analyst reports; and
- Commenting on unreleased technical information or current period earnings estimates and financial assumptions other than those already publicly disclosed.

Conference Calls and Webcasts

The Company may hold investor conference calls with investment analysts and other interested parties as soon as practicable (usually within one business day) after the release of quarterly financial results or significant technical or other material news. Media are invited to listen to investor conference calls and investors are able to listen to media conference calls. Conference calls may also be held following announcements of Material Information and events. The Company will issue a news release containing all relevant Material Information prior to all conference calls.

Analyst Meetings

The Company's Designated Spokespersons may meet with analysts and portfolio managers on an individual or small group basis, as required, and initiate or respond to analyst and investor calls in a timely manner. The Designated Spokespersons attending such meetings shall keep detailed records and/or transcripts of all meetings, and ensure that selective disclosure Material Information does not occur and to allow follow-up cross-briefing with other Designated Spokespersons to ensure that communication is consistent amongst all Designated Spokespersons.

All analysts that cover the Company shall receive fair and equitable treatment regardless of whether they are recommending buying or selling Greenheart's securities. In general, conversations with analysts should be limited to explanations or clarifications of publicly disclosed Material Information or other non-material information or non-confidential information. The Company will keep a written log of these meetings, which will be maintained for at least five years. It is not required to capture the various non-material discussions held formally.

If for any reason Material Information is selectively disclosed to analysts, investors or media in any forum, the Disclosure Committee should be notified immediately, and the Company will immediately disclose such Material Information in a news release, and take any other steps the Disclosure Committee deem appropriate.

Analyst Reports and Models

When reviewing analysts' reports, comments of Designated Spokespersons must be limited to identifying factual information that has been generally disclosed that may affect an analyst's model and pointing out inaccuracies or omissions with respect to factual information that has been generally disclosed.

Any comments must contain a disclaimer that the report was reviewed for factual accuracy only. No comfort or guidance shall be expressed on the analysts' earnings models or earnings estimates and no attempt shall be made to influence an analyst's opinion or conclusion.

The Company shall not distribute analysts' reports to any third parties and analysts' reports shall not be posted on or linked from the Company's website. However, the Company will post, on its website, a complete listing of the analysts who have reports available for their retail clients (regardless of their recommendation) and their firm.

The Designated Spokespersons responding to inquiries by analysts regarding the Company's rate of expenditures, cash forecasts, revenues and earnings, and other estimates will be limited to: company forecasts and guidance already publicly disclosed and the range and average of estimates made by other analysts. The Company must not guide analysts with respect to financial estimates.

Should management determine that future results likely will be materially out of range of any previously issued guidance by the Company, the Company will disclose such information in a news release, and take any other steps the Disclosure Committee deems appropriate, including a conference call to explain the change.

Industry Conferences

The Company may participate in various industry conferences in Canada and elsewhere. In general, conversations with interested parties should be limited to discussions on or clarifications of publicly disclosed Material Information or other non-material information or non-confidential information. The Disclosure Committee should approve brochures or other material prior to dissemination to the public. If unintentional selective disclosure Material Information occurs, the Disclosure Committee should be notified immediately, and the Company will immediately disclose such Material Information in a news release, and take any other steps the Disclosure Committee deems appropriate.

18. CONSEQUENCES OF NON-COMPLIANCE WITH POLICY

Failure to comply with this Policy may result in severe consequences, which could include internal disciplinary action or termination of employment or consulting arrangements without notice. The violation of this Policy may also violate certain securities laws and could lead to penalties, fines or even possibly imprisonment.

19. REVIEW

The Governance Committee of the Board of the Company has the responsibility of reviewing this Policy annually, of assessing its effectiveness and of recommending any changes to the Board. The Board has the authority to amend this Policy, as required.

20. PUBLICATION

This Policy will be posted on the Company's website at: www.greenheartgold.com

21. ADOPTION

This Policy was adopted by the Board on November 26, 2024.