

PROBE GOLD INC.

INVESTMENT POLICY

1. Introduction

The Board of Directors of Probe Gold Inc. (“**Probe**”) has determined that Probe should formalize its policy on the investment in securities.

2. Purpose of Investment Policy

Probe is a junior resource exploration company. From time to time, Probe acquires or otherwise receives shares of public companies operating in the resource sector. The purpose of this Investment Policy (the “**Policy**”) is to provide guidelines on the purchase and disposition of these securities.

3. Investment Philosophy

Investments made by Probe evolve from property acquisition opportunities in the resource exploration sector. For greater certainty, Probe is not an investment company and security purchases are not made in the absence of a property portfolio transaction. Typical situations in which Probe makes an investment in securities are in one or more of the following circumstances:

- (a) Probe disposes of a property and receives shares in consideration for all or part of the purchase price; and/or
- (b) Probe buys or sells a property and completes a private placement to promote or otherwise support the acquisition or disposition of a property.

4. Investment Objectives

Upon completion of the investment, the primary investment objective of Probe is to balance capital appreciation against the primary purpose of Probe, which is to achieve success in exploration initiatives.

In particular, Probe will generally be biased to realizing value in portfolio investments in order to re-deploy capital to exploration initiatives rather than holding portfolio investments for gains on an isolated basis. Accordingly, on a general basis, the investment objective of the securities portfolio is short to mid-term capital appreciation.

5. Investment Strategy

(a) Acquisition of Securities

No securities shall be acquired without the approval of the Board of Directors. Management shall provide advice and recommendations with respect to any proposed acquisition of securities upon considering the following factors:

- The basis on which an investment in securities enhances the property portfolio and strategies of Probe.

- The qualities and fundamentals of the securities to be acquired.
- The investment thesis, proposed duration for holding the securities and the ultimate disposition rationale and strategy.

(b) **Monitoring of the Portfolio**

Securities in the investment portfolio will be monitored on a continuous basis and written reports will be provided to the Board of Directors on a quarterly basis. The quarterly reporting shall consider the following factors:

- (1) the potential for significant short to medium-term capital appreciation;
- (2) the probability of investment liquidity within a reasonable time frame;
- (3) the existence of or potential probability for exploration success;
- (4) quality of management:
 - ♦ commitment and integrity of management;
 - ♦ history of exploration success; and
 - ♦ capital markets experience and track record;
- (5) particulars of any niche and/or market potential or strategy in relation to company, as well as the business and affairs of Probe and any merger and acquisition strategies of Probe; and
- (6) the position of the company and its assets in the commodity cycle.

(c) **Disposition of Securities**

No securities shall be disposed without the approval of the Board of Directors. Approval for the disposition of securities shall adhere to the following guidelines:

- any authorization for the sale of securities shall be for no longer than a two week period; and
- the authorization shall consist of the maximum number of securities to be sold and the minimum price at which securities may be sold.

It is recognized that securities held in the portfolio will primarily be those of junior companies which are inherently volatile and of limited and sporadic liquidity. Management shall exercise trading authority on a disciplined and opportunistic basis. Should circumstances change and trading instructions cease to be appropriate, management shall present a revised set of proposed trading instructions to the Board of Directors for approval.

(d) **Use of Brokerage Accounts**

It is understood that Probe shall have one or more operating brokerage accounts from time to time, and each of these accounts will authorize officers of Probe to engage in securities

transactions. For greater certainty, notwithstanding any authorizations with the financial institutions at which these brokerage accounts are operated, no transactions of any nature may be effected in any of these brokerage accounts without the approval of the Board of Directors.

6. Conflict of Interest Guidelines

No person directly or indirectly responsible for the investment activity of Probe shall knowingly permit the person's interest to conflict with the person's duties and powers in respect of Probe.

Any director or officer of Probe directly or indirectly responsible for the investment activities of Probe, shall immediately disclose to the Board of Directors any actual or perceived conflict of interest that could be reasonably expected to impair or could be reasonably interpreted as impairing, his ability to render unbiased and objective advice or to fulfill his fiduciary responsibilities to act in the best interests of the shareholders of Probe. A director or officer of Probe required to make such a disclosure shall not participate in the discussion or vote on any resolution to recommend a transaction in relation to which the disclosure is required.

Examples of a conflict of interest or a perceived conflict of interest would include:

- (a) the purchase or retention, directly or indirectly, by a director, officer or their associates or affiliates, of securities in which Probe has invested, or
- (b) the purchase or retention by Probe of securities of a company in which a director, officer or their associates or affiliates, held a significant financial interest.

For greater certainty, the investments to be made by Probe in the securities of another company must be at arm's length.

7. Review of Policy

The Audit Committee will annually review and assess the adequacy of this Policy and recommend any proposed changes to the Board of Directors for consideration.

Dated: June 16, 2022

Approved by:

Board of Directors