

<b>DISCLOSURE AND COMMUNICATIONS POLICY</b>	
Type:	<i>Corporate Governance</i>
Author:	<i>Senior Management Team</i>
Approved by:	<i>Board of Directors</i>
Issue Date:	
Revision Date:	<i>December 15, 2016</i>

## **1 OBJECTIVE AND SCOPE**

- 1.01 This Disclosure Policy (the "Policy") is to ensure that communications to the investing public about Noront are:
- in compliance with all applicable regulatory requirements;
  - timely, factual and accurate; and
  - broadly disseminated in accordance with all applicable legal and regulatory requirements.
- 1.02 The goal of this Policy is to set out clear principles and critical procedures that can be followed by every director, officer and employee relating to the Company's communications. Additional procedures may exist outside this document.
- 1.03 This Policy extends to all employees of the Company, its board of directors and those authorized to speak on its behalf including external investor relations consultants. It covers disclosures in documents filed with securities regulators 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 Website 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**

- 2.01 The Board of Directors ("the Board") has appointed a disclosure policy committee ("Disclosure Committee") responsible for overseeing and monitoring the Company's disclosure practices. The Disclosure Committee currently consists of the following officers of the Company:
- Chief Executive Officer;
  - Chief Financial Officer;
  - Chief Development Officer;
  - and the Company's lead legal counsel (if required);

All disclosure must be reviewed by the Disclosure Committee prior to release.

In circumstances where there is significant judgement, as determined by the Disclosure Committee, whether disclosure is required, a formal meeting of the Disclosure Committee will be called. The formal meeting will be minuted, will include a quorum of at least two members of the Disclosure Committee and legal counsel,

- 2.02 The members of Disclosure Committee may be changed as deemed appropriate by the Board

from time to time. In accordance with the Company's Audit Committee Charter, in addition to the review by the Disclosure Committee, the Audit Committee shall review all press releases relating to disclosure of the Company's financial information, based on or derived from the Company's financial statements.

- 2.03 The Disclosure Committee will determine when developments justify public disclosure. The Disclosure Committee will meet as conditions dictate. It is essential that the Disclosure Committee be kept fully apprised of all pending significant developments relating to the Company in order to evaluate and discuss those events and to determine the appropriateness and timing for public release of information. If it is deemed that certain information should remain confidential, the Disclosure Committee will determine how that information will be controlled. The Disclosure Committee will review and recommend updates to the Board, if necessary, regarding this Policy on an annual basis or as needed to ensure compliance with applicable regulatory requirements.

The Disclosure Committee will impose and revoke trading Blackout Periods in accordance with the Company's Insider Trading Policy.

### **3 PRINCIPLES OF DISCLOSURE OF MATERIAL INFORMATION**

- 3.01 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 decisions.

Determining whether information is material involves taking into account both the likelihood that the event or activity will occur and the magnitude or effect thereof within the context of the business of the Company.

Examples of information or events that are likely to require disclosure are listed in Appendix A. :

Where there is any doubt as to whether information is material, the Disclosure Committee will assess the circumstances in conjunction with the Chair of the Board of Directors of the Company and, if necessary, seek external professional advice.

- 3.02 In complying with the requirement to disclose forthwith all material information under applicable laws and stock exchange rules, the Company will adhere to the following basic disclosure principles:
1. Material information will be publicly disclosed immediately (within 24hrs) via news release. The news release will include the name and contact information of the spokesperson for the Company to be contacted for further information.
  2. In certain circumstances, the Disclosure 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 Disclosure Committee determines it is appropriate to publicly disclose. In such circumstances, if the information involves a material change, the Disclosure Committee will cause a confidential material change report to be filed with applicable securities regulators, and will periodically (at least every 10 days) review its decision to keep the information confidential.
  3. Disclosure must be factual and balanced and contain sufficient detail to enable the media and investors to understand the substance and importance of the material

information so that investors may make informed decisions. Disclosure must include any information the omission of which would make the rest of the disclosure misleading.

4. Unfavourable material information must be disclosed as promptly and completely as favourable information.
5. No selective disclosure. Non-public material information must not be disclosed to selected individuals (for example, an interview with an analyst or a conversation with an investor). If non-public material information has been inadvertently disclosed to a person not bound by an express confidentiality obligation, such information must be broadly disclosed immediately via news release.
6. Disclosure on the Company's Website alone does not constitute adequate disclosure of material information.
7. The Chief Financial Officer will monitor the disclosure contained on the Company's Website.
8. Disclosure must be corrected immediately if the Company subsequently learns that an earlier disclosure by the Company contained a material error at the time it was given.

#### **4 REVIEW OF DOCUMENTS**

- 4.01 The Disclosure Committee will review all communications to the public to ensure that they are full and accurate and comply with all of the obligations of the Company. Such communications include news releases, analyst, investor and other presentations, prospectuses and other offering documents, corporate publications and Website content. These reviews are subject to the signoff from a member of the Disclosure Committee.

Any electronic copies provided to the public shall only be in PDF form.

#### **5 DEFINITIONS**

- 5.01 None

#### **6 TRADING RESTRICTIONS AND BLACKOUT PERIODS**

- 6.01 The Company has implemented an Insider Trading Policy, which governs trading restrictions and blackout periods. All employees, directors and officers are required to comply with the Insider Trading Policy.

#### **7 MAINTAINING CONFIDENTIALITY**

- 7.01 Any officer, director or employee of the company, privy to confidential information, is prohibited from communicating such information to anyone else, unless it is necessary to do so in the course of business. Efforts will be made to limit access to such confidential information to those who need to know the information and such persons will be advised that the information is to be kept confidential.
- 7.02 Employees must be aware that any communication by email leaves a physical track of its passage that may be subject to later decryption attempts. Employees must use their best judgement in determining whether certain confidential information should be transmitted by email.
- 7.03 Outside parties (such as contractors, service providers and suppliers) privy to undisclosed material information concerning the Company will be advised that they must not divulge such

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.

- 7.04 In order to prevent the misuse or inadvertent disclosure of material information, the procedures set forth in Appendix "B" should be observed at all times.

## **8 DISCLOSURE OF EXPLORATION INFORMATION**

- 8.01 The following practices shall govern the company's disclosure of exploration information and results;

1. The company will ensure a Qualified Person (QP), as defined by NI 43-101, has been selected and is clearly named in any disclosure materials of exploration results as having reviewed and approved of its technical content.
2. All disclosure of exploration results must be approved by the Chief Development Officer, VP exploration and the designated Qualified Person (QP);
3. Disclosure of visual data from observation of the drill core is prohibited unless such observation represents a material change to the company (e.g. massive or net-texture sulfides of a significant width in a new target or zone).
4. The Chief Development Officer, VP Exploration and QP are the individuals responsible for gathering and compiling exploration results. These individuals immediately shall notify the Chief Executive Officer of any potential material events affecting the company (new discoveries, erroneous data, etc.)
5. No members of the Disclosure Committee shall share or otherwise discuss the contents of a press release with any employees, officers or directors of the corporation until the press release has been issued publically.

## **9 DESIGNATED SPOKESPERSONS**

- 9.01 The Company designates a limited number of spokespersons responsible for communication with the investment community, regulators or the media. The Chief Executive Officer and/or the Vice President of Government Affairs shall be the official spokespersons for the Company. Individuals holding this office may, from time to time, designate others within the Company to speak on behalf of the Company as back-ups or to respond to specific inquiries. Directors and employees who are not authorized spokespersons must not respond under any circumstances to inquiries unless specifically asked to do so by an authorized spokesperson. All such inquiries shall be referred to the Chief Executive Officer.

## **10 NEWS RELEASES**

- 10.01 Once the Disclosure Committee determines that a development is material, it will authorize the issuance of a news release. If the Disclosure Committee determines that such developments must remain confidential, appropriate confidential filings will be made and procedures to control the confidential information will be instituted. Should a material statement inadvertently be made in a selective forum, the Company will immediately issue a news release in order to fully disclose that information.
- 10.02 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 will be provided to the market surveillance department when required to enable a

trading halt, if deemed necessary by the stock exchange. If disclosure is made when the stock exchange is not open for business, the Company will give the stock exchange notice of the material information and a copy of the news release before the stock exchange opens for trading.

- 10.03 Annual and interim financial results will be publicly available on Sedar and on the Company's website promptly following board approval of the financial statements.
- 10.04 News releases will be disseminated through an approved newswire service that provides simultaneous national and/or international distribution. News releases will be transmitted to all stock exchange members, relevant regulatory bodies, major business wires, national financial media and the local media in areas where the Company has its headquarters and operations.
- 10.05 News releases will be posted on the Company's Website immediately after release over the news wire..

## **11 CONFERENCE CALLS**

- 11.01 Conference calls will be held for major corporate developments as the Disclosure Committee may determine from time to time, whereby discussion of key aspects is accessible simultaneously 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 with respect to any forward-looking information and direct participants to publicly available documents containing the assumptions, sensitivities and a full discussion of the risks and uncertainties.

The Company will provide advance notice of the conference call and webcast by issuing a news release announcing the date and time and providing information on how interested parties may access the call and webcast. In addition, the Company may send invitations to analysts, institutional investors, the media and others invited to participate. Any nonmaterial supplemental information provided to participants will also be posted to the Website for others to view. A tape recording of the conference call and/or an archived audio webcast on the Internet will be made available following the call for a minimum of 30 days, for anyone interested in listening to a replay.

The Disclosure Committee will hold a debrief meeting immediately after the conference call and if such debrief uncovers selective disclosure of previously undisclosed material information, the Company will immediately disclose such information broadly via news release.

## **12 RUMOURS**

- 12.01 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 those rumours, saying, "It is our policy not to comment on market rumours or speculation." Should the stock exchange request that the Company make a definite statement in response to a market rumour that is causing significant volatility in the stock, the Disclosure Committee will consider the matter, with the benefit of legal advice if appropriate.

## **13 CONTACTS WITH ANALYSTS, INVESTORS AND THE MEDIA**

- 13.01 Disclosure in individual or group meetings does not constitute adequate disclosure of non-public material 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 disclosing that information.

- 13.02 The Company recognizes that meetings with analysts and significant investors are an important element of the Company's investor relations program. The Company will meet with analysts and investors on an individual or small group basis as needed and will initiate contacts or respond to analyst and investor calls in a timely, consistent and accurate fashion in accordance with this Policy.

The Company will provide only non-material information through individual and group meetings, in addition to regular 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.

- 13.03 The Company will maintain a "frequently asked questions" section on its Website when it deems it appropriate in order to provide the same sort of detailed, non-material information to individual investors or reporters that it has provided to analysts and institutional investors.
- 13.04 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 such meetings and if such debriefing uncovers selective disclosure of previously undisclosed material information, the Company will immediately disclose such information broadly via news release.

#### **14 REVIEWING ANALYST DRAFT REPORTS AND MODELS**

- 14.01 It is the Company's policy to review, upon request, analysts' draft research reports or models. The Company will review the report or model for the purpose of pointing out errors in fact based on publicly disclosed information. It is the Company's policy, when an analyst inquires with respect to his/her estimates, to question an analyst's assumptions if the estimate is a significant outlier among the range of estimates. The Company will limit its comments in responding to such inquiries to non-material information. The Company will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with the analyst's model and earnings estimates.

In order 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.

#### **15 DISTRIBUTING ANALYST REPORTS**

- 15.01 Analyst reports are proprietary products of the analyst's firm. The Company may post on its Website a complete list, regardless of the recommendation, of all the investment firms and analysts who provide research coverage on the Company. If provided, such list will not include links to the analysts' or any other third party Websites or publications. Recirculating a report by an analyst may be viewed as an endorsement by the Company of the report. For these reasons, the Company will not provide analyst reports through any means to persons outside of the Company or widely distribute to employees of the Company, including posting such information on its Website, unless the complete list of analysts' reports is also provided.

#### **16 FORWARD LOOKING INFORMATION**

- 16.01 Should the Company elect to disclose forward-looking information ("FLI") in continuous disclosure documents, speeches, conference calls, etc., the following guidelines will be observed.

1. The FLI, if deemed material, will be broadly disseminated via news release, in

accordance with this Policy.

2. The information will be clearly identified as forward looking.
3. The Company will identify all material factors and material assumptions used in the preparation of the FLI.
4. The FLI will be accompanied by a statement that identifies, in very specific terms, the risks and uncertainties that may cause the actual results to differ materially from the FLI, including a sensitivity analysis to indicate the extent to which different business conditions from the underlying assumptions may affect the actual outcome.
5. The FLI will be accompanied by a statement that disclaims the Company's intention or obligation to update or revise the FLI, whether as a result of new information, future events or otherwise. Notwithstanding this disclaimer, should subsequent events prove past statements about current trends to be materially off target, the Company may choose to issue a news release explaining the reasons for the difference. In this case, the Company will update its guidance on the anticipated impact on revenue and earnings (or other key metrics).

If the Company has issued a forecast or projection in connection with an offering document covered by applicable securities laws, the Company will update that forecast or projection periodically, as required by applicable securities laws.

## **17 MANAGING EXPECTATIONS**

- 17.01 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 own expectations. The Company will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with analysts' models and earnings estimates.

If the Company has determined that it will be reporting results materially below or above publicly held expectations, it will disclose this information in a news release in order to enable discussion without risk of selective disclosure.

## **18 QUIET PERIODS**

- 18.01 In order to avoid the potential for selective disclosure or even the perception or appearance of selective disclosure, the Company will observe quiet periods as the Disclosure Committee may so determine from time to time, during which the Company will not initiate or participate in any meetings or telephone contacts with analysts and investors and no forward looking statements will be provided to anyone, other than responding to unsolicited inquiries concerning factual matters. The quiet period procedures will be utilized whenever there are significant undisclosed material developments which are pending.

## **19 DISCLOSURE RECORD**

- 19.01 The Committee will maintain for a minimum of five years a file containing all public information about the Company, including continuous disclosure documents, news releases, analysts' reports, transcripts or tape recordings of conference calls.,.

## **20 RESPONSIBILITY FOR ELECTRONIC COMMUNICATIONS**

- 20.01 This Policy also applies to electronic communications. Accordingly, officers and personnel responsible for written and oral public disclosures shall also be responsible for electronic communications.
- 20.02 The CFO is responsible for approving updates to the investor relations section of the Company's Website and is responsible, for monitoring all Company information placed on the Website to ensure that it is accurate, complete, up-to-date and in compliance with relevant securities laws.
- 20.03 The Disclosure Committee must approve all links from the Company Website to a third party Website as recommended by the website manager. Any such links will include a notice that advises the reader that he or she is leaving the Company's Website and that the Company is not responsible for the contents of the other Website.
- 20.04 Investor relations material shall be contained within a separate section of the Company's Website. All data posted to the Website, including text and audiovisual material, shall show the date such material was issued. Any material changes in information must be updated immediately. The minimum retention period for material corporate information excluding the Company's corporate presentation on the Website shall be two years.
- 20.05 Disclosure on the Company's Website alone does not constitute adequate disclosure of information that is considered non-public material information. Any disclosures of material information on the Company's Website will be preceded by the issuance of a news release. The Chief Executive Officer or CFO shall also be responsible for responses to electronic inquiries. Only public information or information which could otherwise be disclosed in accordance with this Policy shall be utilized in responding to electronic inquiries.
- 20.06 In order to ensure that no undisclosed material information is inadvertently disclosed, employees are prohibited from participating in Internet chat rooms or news group discussions on matters pertaining to the Company's activities or its securities. Employees who encounter a discussion pertaining to the Company should advise the Chief Executive Officer immediately, so the discussion may be monitored.

## **21 COMMUNICATION AND ENFORCEMENT**

- 21.01 This Policy extends to all employees of the Company, its board of directors and authorized spokespersons. New directors, officers and employees will be provided with a copy of this Policy and will be educated about its importance. All employees will be asked to review this policy on an annual basis.

Any employee who violates this Policy may face disciplinary action up to and including termination of his or her employment with the Company without notice. The violation of this Policy may also violate certain securities laws. 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 penalties, fines or imprisonment.



## Appendix "A"

### Disclosure Information and Event Types

1. exploration results;
2. changes in directors and senior officers;
3. changes in corporate structure, such as reorganizations, amalgamations etc.;
4. changes in share ownership that may affect control of the Company;
5. take-over bids or issuer bids;
6. borrowing of a significant amount of funds;
7. issuances of securities;
8. amendments to the Company's share capital;
9. significant litigation;
10. acquisitions, dispositions, joint ventures or material change in assets; and
11. significant developments in new or existing projects or ventures

## Appendix "B"

### Procedures for Avoiding Inadvertent Disclosure of Material Information

1. Documents and files containing confidential information should be kept in a safe place to which access is restricted to individuals who "need to know" that information in the necessary course of business and code names should be used where appropriate.
2. Confidential matters should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis.
3. Confidential documents should not be read or displayed in public places and should not be discarded where others can retrieve them.
4. Employees must ensure they maintain the confidentiality of information in their possession outside of the office as well as inside the office.
5. Transmission of documents by electronic means, such as by fax 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.
6. 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.
7. Access to confidential electronic data should be restricted through the use of passwords.