

1 INTRODUCTION

- 1.1 The Board of Directors of Cerrado Gold Inc.¹ has determined that Cerrado Gold Inc. should formalize its policy on matters relating to the awareness of the prohibitions on, and prevention of, Insider Trading as it relates to personnel employed by or under contract to Cerrado.

2 OBJECTIVE OF THE POLICY

- 2.1 The objective of this Insider Trading Policy (the "**Policy**") is to ensure that Cerrado Gold Inc. and all persons to whom this Policy applies meet their obligations under applicable securities laws and stock exchange rules by ensuring that all such persons who have Material Non-Public Information (as defined below) do not engage in insider trading or tipping.

3 APPLICATION OF THE POLICY

- 3.1 The provisions of this Policy apply to all directors, officers, employees, consultants and contractors of Cerrado, each of whom will agree to be bound by such provisions upon notification of the most recent copy, and all Related Persons (as defined below) of such persons (collectively, "**Restricted Persons**").
- 3.2 The provisions of this Policy that apply to trading and reporting of transactions in securities apply to all transactions in Cerrado's securities, including common shares, stock options and any other securities Cerrado Gold Inc. may issue from time to time (as well as the securities of other companies described in Section 6.4 (d) below).
- 3.3 This Policy should be read with and in conjunction to Cerrado's Corporate Disclosure Policy.
- 3.4 Any person who is unsure whether he or she may trade in a given circumstance should contact the Chief Executive Officer, Chief Financial Officer or the General Counsel for specific guidance. Persons subject to this Policy are encouraged to consult with the Chief Executive Officer, Chief Financial Officer or the General Counsel generally, prior to any trading in securities of Cerrado.
- 3.5 Reporting Insiders (as defined below) are also encouraged to seek independent legal advice for matters other than routine reporting.

¹ This Policy applies to Cerrado Gold Inc. and all of its subsidiaries. Accordingly, this Policy will refer to Cerrado Gold Inc. and its subsidiaries as "**Cerrado**" or the "**Company**".



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4 COMMUNICATION OF THIS POLICY

- 4.1 To ensure that all Restricted Persons are aware of the Policy, a copy of the Policy will be distributed to all directors, officers, employees, consultants and contractors of Cerrado, or alternatively they will be advised that the Policy is available on Cerrado's website for their review. All such persons will be informed whenever significant changes are made. New directors, officers, employees, consultants and contractors of Cerrado Gold Inc. will be provided with a copy of this Policy and will be educated about its importance.

5 DEFINITIONS & EXPLANATIONS

What is "Material Non-Public Information"?

- 5.1 "**Material Information**" is any information relating to the business and affairs of Cerrado Gold Inc. that results in, or would reasonably be expected to result in, a significant change in the market price or value of any of Cerrado's securities or that would reasonably be expected to have a significant influence on a reasonable investor's investment decisions.
- 5.2 Both positive and negative information can be material. Because trading will be evaluated after the fact with the benefit of hindsight, questions concerning the materiality of particular information should be resolved by treating such information as being material. See Section 6 of Cerrado's Corporate Disclosure Policy for more information on how to determine if information is material and also for examples of material information.
- 5.3 "**Non-Public Information**" is information that is not generally known or available to the public. Information is considered to be available to the public only when it has been released broadly to the marketplace (such as by a press release or by filings with the Securities Commissions) and the investing public has had time to absorb the information fully. As a general rule, information is considered non-public until the close of business on the second full trading day after the information is released. "**Trading day**" shall mean a day on which the Toronto Stock Exchange is open for trading.²

Who is a "Related Person"?

- 5.4 For purposes of this Policy, a "**Related Person**" includes: your spouse, minor children and anyone else living in your household, or who does not live in your household but whose transactions in Cerrado's securities are directed by you or are subject to your influence or control; partnerships in which you are a general partner; trusts of which you are a trustee; and estates of which you are an executor. Although a person's parent or sibling may not be considered a Related Person (unless living in the same household), a parent or sibling may be a "**tippee**" for securities laws purposes. See below for a discussion on the prohibition on "tipping".

² For example, if material non-disclosed information (such as quarterly results) is disclosed on a Monday at 10 am, then trading in Cerrado Gold Inc. securities (as defined in, and subject to the terms of this Policy) by a Restricted Person is not allowed until the open of business on Thursday.



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Who is a "Reporting Insider"?

- 5.5 All directors, officers and certain designated employees of Cerrado Gold Inc. as listed in Section 5.6 below are considered as Reporting Insiders and, in addition to the terms and conditions of this Policy, are subject to the reporting obligations stipulated in applicable securities laws.
- 5.6 **"Reporting Insider"** means an insider of Cerrado if the insider is:
- the Chief Executive Officer, Chief Financial Officer or Chief Operating Officer, of Cerrado Gold Inc. or of a major subsidiary.;
 - a director of the Cerrado Gold Inc. or of a major subsidiary;
 - a person or company responsible for a principal business unit, division or function of Cerrado Gold Inc.;
 - any other insider who:
 - (a) in the ordinary course receives or has access to information as to material facts or material changes concerning Cerrado Gold Inc. before the material facts or material changes are generally disclosed; and
 - (b) directly or indirectly exercises, or has the ability to exercise, significant power or influence over the business, operations, capital or development of Cerrado.
- 5.7 If an individual falls into one of the above categories, that individual is required to file insider trading reports and should consult with General Counsel to confirm his or her reporting obligations.

6 SPECIFIC POLICIES AND GUIDELINES

Non-disclosure of Material Non-Public Information

- 6.1 Maintaining the confidentiality of information of Cerrado Gold Inc. is essential for competitive, security and other business reasons, as well as to comply with securities laws. You should treat all information you learn about Cerrado Gold Inc. or its business plans in connection with your employment or association as confidential and proprietary to Cerrado. Inadvertent disclosure of confidential or inside information may expose Cerrado Gold Inc. and you to significant risk of investigation and liability.
- 6.2 The timing and nature of Cerrado's disclosure of Material Information to outsiders is subject to legal rules, the breach of which could result in substantial liability to you, Cerrado Gold Inc. and its management. Accordingly, Material Non-Public Information must not be disclosed to anyone, except to persons within Cerrado Gold Inc. or third party agents of Cerrado Gold Inc. (such as investment banking advisors or outside legal counsel) whose positions require them to know it, until such information has been publicly released by Cerrado.



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- 6.3 For further information on the treatment of confidential information, reference should be made to Cerrado's Corporate Disclosure Policy.

Prohibited Trading in Cerrado Gold Inc. Securities

- 6.4 No Restricted Person shall, directly or indirectly, engage in any transaction involving a purchase or sale of Cerrado's securities during any period commencing with the date that he or she possesses Material Non-Public Information of Cerrado Gold Inc. and ending at the close of business on the first full trading day following public disclosure of that information. For greater certainty, examples of prohibited transactions would include, but are not limited to the following:
- (a) buying or selling securities of Cerrado, other than through the exercise of Cerrado Gold Inc. granted fixed price share options or warrants, but not the sale of the securities so acquired (see below);
 - (b) buying or selling securities whose price or value may reasonably be expected to be affected by changes in price of securities of Cerrado;
 - (c) selling securities acquired through the exercise of share options or warrants; and
 - (d) buying or selling securities of another company in which Cerrado Gold Inc. proposes to invest or with which Cerrado Gold Inc. has a business relationship or where the individual, in the course of employment with Cerrado, becomes aware of Material Non-Public Information concerning that other company.
- 6.5 Restricted Persons may be subject to civil and criminal liabilities for engaging in such transactions at a time when they have knowledge of Material Non-Public Information about or affecting Cerrado.

"Tipping" Information to Others

- 6.6 No Restricted Person shall disclose ("**tip**") Material Non-Public Information to any other person (including Related Persons) where such information may be used by such person to his or her benefit by trading in the securities of companies to which such information relates, nor shall such Restricted Person make recommendations or express opinions on the basis of Material Non-Public Information as to trading in securities of Cerrado Gold Inc. or other companies.
- 6.7 Restricted Persons may also be liable for improper transactions by any person (commonly referred to as a "**tippee**") to whom they have disclosed Material Non-Public Information or to whom they have made recommendations or expressed opinions on the basis of such information.



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Avoid Speculation

- 6.8 In order to ensure that perceptions of improper insider trading do not arise, Restricted Persons should not "speculate" in securities of Cerrado. For the purpose of this Policy, the word "speculate" means the purchase or sale of securities with the intention of reselling or buying back in a relatively short period of time in the expectation of a rise or fall in the market price of such securities. Speculating in such securities for short-term profit is distinguished from purchasing and selling securities as part of a long-term investment program. "Speculation" does not include the exercise of Cerrado Gold Inc. granted, fixed price share options or warrants and sale of the securities so acquired in order to take the benefit of long term appreciation inherent in such options or warrants, so long as the sale does not involve the use of Material Non-Public Information.

7 TRADING RESTRICTIONS

No Trade Periods

Mandatory Periodic Blackouts

- 7.1 Designated persons, including directors, officers, senior management and employees of Cerrado Gold Inc. who may have access to material undisclosed information as a result of special circumstances relating to Cerrado ("Designated Insiders") may not trade in Cerrado's securities during the period starting one week prior to the earlier of, (i) the filing deadline for interim and annual financial, and (ii) the date in which the Board of Directors is scheduled to meet to approve financial statements, until the close of business on the second full trading day following public disclosure of such financial statements.

Event Specific Blackout Periods

- 7.2 From time to time, information may develop or an event may occur that is material to Cerrado but is not yet disclosed or disclosable (e.g., material drilling results that are in the process of assay and verification, or negotiation of a material contract). The Chief Executive Officer, Chief Financial Officer, General Counsel or their designee will inform Designated Insiders of an event specific blackout by means of e-mail notification and any other necessary means. All Designated Insiders are prohibited from trading securities of Cerrado Gold Inc. during the event specific blackout. The existence of any event specific blackout is itself confidential and must be kept confidential by all directors, officers, employees, consultants and contractors. Once instituted, an event specific blackout period will continue to exist until the Chief Executive Officer, Chief Financial Officer, General Counsel or designated person communicates its termination.



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No Hedging

No officer or director is permitted to purchase financial instruments for the purpose of, or shall otherwise engage in, hedging or other price protective transactions with respect to options or other equity or equity related securities of the Company which are held, directly or indirectly, by the officer or director. In addition, no officer or director is permitted to engage in the short sale of securities of the Company or sales of borrowed securities of the Company. For the purposes hereof, the concurrent short sale of Company shares as a method of facilitating the exercise of a vested option granted by the Company shall be deemed not to be a short sale for purposes of the aforementioned restriction.

Exception to Trading Restriction

- 7.3 Trading by Restricted Persons during blackout periods may be permitted in exceptional circumstances with the prior approval of the Chief Executive Officer, Chief Financial Officer, provided that the individual is not in possession of Material Non-Public Information. Exceptional circumstances may, for example, arise where the individual is subject to a pressing financial commitment that cannot be satisfied other than by the sale of securities of Cerrado, or where the timing of the trade is important for tax planning purposes. The approval for such trades will only be provided upon receipt of positive clearance by legal counsel and may require the Restricted Person to make specific representations regarding the circumstances. If such a pre-clearance is granted under this Policy, such persons are reminded of the general prohibition against insider trading under Canadian securities laws generally, and that compliance with those laws is the sole responsibility of the Restricted Person.
- 7.4 For greater certainty, the prohibition regarding trading in securities of Cerrado Gold Inc. during a blackout period does not apply to the acquisition of securities through the exercise of Cerrado Gold Inc. granted fixed price share options or warrants, but does apply to the sale of the securities acquired through the exercise of the options or warrants. The prohibition regarding trading in securities of Cerrado Gold Inc. during a blackout period similarly does not apply to the acquisition of securities pursuant to an automatic dividend reinvestment plan, restricted share unit plan or any other similar blind or automatic plan that was entered into by the person or company prior to the acquisition of knowledge of the material fact or material change.

8 REPORTING REQUIREMENTS

- 8.1 To comply with Canadian securities laws, but subject to certain limited exceptions, all "**Reporting Insiders**" as listed in Section 5.6 must file an "**Insider Report**" within 10 days of first becoming a Reporting Insider, disclosing the Reporting Insider's:
- (a) beneficial ownership of, or control or direction over, whether direct or indirect, securities of Cerrado, and
 - (b) interest in, or right or obligation associated with, a related financial instrument involving a security of Cerrado.



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- 8.2 A Reporting Insider must file an "Insider Report" within 5 days following a change in the:
- (a) direct or indirect beneficial ownership of, or control over securities of Cerrado Gold Inc.(including the grant, exercise or expiration of options, warrants or other convertible or exchangeable securities of Cerrado); or
 - (b) any interest in, or right or obligation associated with, a related financial instrument of Cerrado Gold Inc.(i.e. an agreement, arrangement or understanding, the effect of which is to alter, directly or indirectly, the insider's economic interest in a security of Cerrado, or its economic exposure to Cerrado).
- 8.3 If a Reporting Insider enters into, materially amends, or terminates an agreement, arrangement or understanding which;
- (a) has the effect of altering, directly or indirectly, the Reporting Insider's economic exposure to Cerrado;
 - (b) involves, directly or indirectly, a security or related financial instrument of Cerrado;

and the Reporting Insider is not otherwise required to file an Insider Report, the Reporting Insider must, within 5 days of such event, file an Insider Report in respect of such event.

- 8.4 Currently, Insider Reports by Reporting Insiders of Cerrado Gold Inc. are required to be filed electronically on SEDI (System for Electronic Disclosure by Insiders). SEDI is available at its website, 24 hours a day, 7 days a week at <http://www.sedi.ca/>.
- 8.5 Any individual required to file on SEDI must first register with CDS, the developer of the software. Registration can only be completed by accessing the SEDI website (listed above) and completing an online user registration form. The individual user will be required to print and sign a paper copy of the registration form and deliver the signed copy to CDS by mail, courier or fax. However, once the online registration process is complete, the system is immediately available to make filings.
- 8.6 Before filing an Insider Report via SEDI, a Reporting Insider also will be required to file a profile in electronic format, containing information identifying the Reporting Insider and his or her relationship to one or more SEDI issuers. The Reporting Insider profile can only be completed by accessing the SEDI website (listed above) and completing the online profile form.
- 8.7 Any changes to a Reporting Insider's name or relationship to an issuer must be made within 10 days by filing an amended Reporting Insider profile on the SEDI website.
- 8.8 Cerrado Gold Inc. can assist any Reporting Insider with the SEDI reporting process. For assistance, please contact the Chief Executive Officer, Chief Financial Officer or General Counsel.



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9 SANCTIONS

- 9.1 Failure to comply with the Insider Trading and Tipping provisions of this Policy may result in disciplinary action, possibly including termination of employment.
- 9.2 In addition, Canadian securities laws provide various penalties (including potentially fines, civil damages and imprisonment) for insider trading and tipping.
- 9.3 Penalties may also be levied under Canadian securities laws against a Reporting Insider for not complying with the reporting requirements set out above.
- 9.4 Directors, officers, employees, consultants and contractors of Cerrado Gold Inc. who violate this Policy will be subject to disciplinary action, which may include, but is not limited to, restrictions on future participation in incentive plans or termination of employment.

10 TERMINATION OF EMPLOYMENT OR ENGAGEMENT

- 10.1 This Policy will continue to apply to you, and any transactions in the Company's securities, even if your employment or services with the Company are terminated. If you are in possession of material non-public information at the time of termination, you may not trade in the Company's securities until that information is no longer considered non-public or is no longer material.

11 AMENDMENTS AND REVIEW

- 11.1 This Policy may be amended from time to time. Any amendments to this Policy shall be approved by the Board of Directors and will be communicated to directors, officers, employees, consultants and contractors.
- 11.2 This Policy is to be reviewed on a regular basis. The Corporate Governance and Nominating Committee is to report to the Board of Directors, on an ongoing basis, any deficiencies, concerns or issues relating to the effectiveness of this Policy.

Approval Date: June 30, 2022

Approved by: Board of Directors

12 ACKNOWLEDGEMENT

I (print name) _____ acknowledge that I have read, understood and agreed to comply with the Insider Trading Policy. I have not violated the provisions of this Policy and am not aware of any violations of the Policy as of the date hereof.

Signature: _____

Date: _____



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Directors and officers of the Company will be required to complete an annual acknowledgement certification.