



## INSIDER TRADING POLICY

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### 1. INTRODUCTION

Aya Gold & Silver Inc. (the “**Company**”) encourages all employees, Officers and Directors to become shareholders of the Company 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 Company’s securities before these developments, plans or information are made public. Trading securities of the Company while in possession of such information before it is generally disclosed (known as “**insidertrading**”) 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 Company’s securities, harming both the Company and its shareholders. Accordingly, the Company 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 insider trading policy (the “**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 Company’s Board of Directors (the “**Board**”) 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 **Chief Executive Officer, the Chief Financial Officer and the Corporate Secretary**.

This Policy has been reviewed and approved by the Board and may be reviewed and updated periodically by the Compensation and Corporate Governance Committee. Any amendments to this Policy shall be subject to approval by the Board.

### 2. APPLICATION

#### 2.1 *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 Company, its subsidiaries or affiliates;
- (b) Any other person retained by or engaged in business of professional activity on behalf of the Company, any of its subsidiaries or affiliates (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 Sections 2.1(a) and (b) above; and
- (d) Partnerships, trusts, corporations 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**". Sections 2.1(c) and (d) should be carefully reviewed by Company Personnel; those sections have the effect of making various family members or holding companies or trusts of the persons referred to in Sections 2.1(a) and (b) subject to the Policy.

## **2.2 Trades that are Subject to this Policy**

Unless otherwise noted herein, under this Policy, all references to **trading in securities of the Company** include: (a) any sale or purchase of securities of the Company, including the exercise of stock options granted under the Company's Equity Incentive Plans and the acquisition of shares or any other securities pursuant to any Company benefit plan or arrangement, and (b) 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.

## **3. INSIDE INFORMATION**

"**Inside Information**" means:

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

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 Company 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 6.1 of this Policy requires that certain Personnel pre-clear trades in securities of the Company.

#### **4. PROHIBITION AGAINST TRADING ON INSIDE INFORMATION**

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

- (a) One full business day 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 Company during the black-out periods described in Section 6 of this Policy.

#### **5. PROHIBITION AGAINST SPECULATING, SHORT-SELLING, PUTS AND CALLS**

Certain types of trades in Company securities 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 Company. Company Personnel are therefore prohibited at any time from, directly or indirectly, undertaking any of the following activities:

- (a) Speculating in securities of the Company, which may include buying with the intention of quickly reselling such securities, or selling securities of the Company with the intention of quickly buying such securities (other than in connection with the acquisition and sale of shares issued under the Company's stock option plan or any other Company benefit plan or arrangement);
- (b) Buying the Company's securities on margin;
- (c) Short selling a security of the Company or any other arrangement that results in a gain only if the value of the Company's securities declines in the future;
- (d) Selling a "call option" giving the holder an option to purchase securities of the Company; and
- (e) Buying a "put option" giving the holder an option to sell securities of the Company.

#### **6. RESTRICTIONS ON TRADING OF COMPANY SECURITIES**

##### **6.1 Trading Pre-Clearance**

To assist each of the Company Personnel specified below to avoid any trade in securities of the Company that may contravene or be perceived to contravene applicable securities laws or this Policy, these individuals are required to notify 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 that has not been generally disclosed:

- (a) A Director;

- (b) The Chief Executive Officer, President, Chief Financial Officer, Vice President Operations and Vice President Legal Affairs;
- (c) An employee who reports directly to the Chief Executive Officer, President, Chief Financial Officer, Vice President Operations and Vice President Legal Affairs;
- (d) All Vice Presidents of the Company;
- (e) An employee who is involved in setting the pricing or timing of the sale of production or the execution thereof;
- (f) A member of the finance staff ultimately reporting to the Chief Financial Officer;
- (g) An individual that is notified by the Insider Trading Policy Administrators that the individual's trades in securities of the Company will be subject to pre-clearance in accordance with this Policy; and
- (h) A family member, spouse or other person living in the household or a dependent child of any of the foregoing individuals.

Such notification shall be made by filing a Trade Notice in the form of Schedule "B" to this Policy with an Insider Trading Policy Administrator no later than 12:00 noon (Montreal time) on the second business day before the date of the proposed transaction. Such filing must be made by sending an E-mail to Elias J. Elias at [elias.elias@ayagoldsilver.com](mailto:elias.elias@ayagoldsilver.com), or by delivering the notice in person to the Company's headquarters located at #132-1320 Boul. Graham, Mount Royal, Quebec, H3P 3C8. The Trading Policy Administrator shall promptly notify the Plan Administrators that a Trade Notice has been received together with pertinent details. Prior to the date of the proposed transaction, an Insider Trading Policy Administrator shall notify any individual that has filed a Trade Notice in accordance with this Policy whether the Company reasonably believes that there is Inside Information that has not been generally disclosed or otherwise anticipates that the proposed trade will contravene applicable securities laws or this Policy, and whether or not the proposed trade may be made.

If an individual has filed a Trade Notice in accordance with the foregoing has not received a response from an Insider Trading Policy Administrator prior to the proposed date of the trade, the individual may proceed with such trade in accordance with applicable securities laws and this Policy.

## **6.2 Black-out Period**

A "**black-out period**" means, any time any Company Personnel is restricted by the terms of this Policy or applicable securities law from trading in securities of the Company or securities of other companies.

## **6.3 Financial Statement Black-out Periods**

No person that is required to file a Trade Notice with the Insider Trading Policy Administrators shall trade in securities of the Company during the period commencing the earlier of the date preliminary financial statements for the fiscal quarter are available and 15 calendar days after the end of each of the first, second and third financial reporting periods (60 calendar days after the end of the fiscal year) of the Company, and will end on the second business day following the public release and regulatory filing of the Company's financial statements for such fiscal quarter.

This period applies to all Company Personnel. The trading restrictions described above also apply to the exercise of stock options granted under the Company's stock option plan and any other securities that

may be acquired pursuant to any Company benefit plan or arrangement, and any securities of the Company that may be sold, transferred or hypothecated by the holder. For absence of doubt, only the exercise/conversion of securities (such as warrants) of Company exercisable/convertible for other underlying securities (such as common shares) of the Company is permissible during Financial Statement Black-out Periods.

#### **6.4 Equity Offering Black-out Periods**

No person that is required to file a Trade Notice with the Insider Trading Policy Administrators shall trade in securities of the Company during the period commencing the earlier of the day the Board approves the terms of an equity offering by the Company, and end the date the Company publicly announces the closing or termination, as the case may be, of such equity offering. This period applies to all Directors and Officers of the Company. The selling restrictions described above also apply to the exercise of stock options granted under the Company's stock option plan and any other securities that may be acquired pursuant to any Company benefit plan or arrangement and to any securities of the Company that may be sold, transferred or hypothecated by the holder. For absence of doubt, only the exercise/conversion of securities (such as warrants) of Company exercisable/convertible for other underlying securities (such as common shares) of the Company is permissible during Equity Offering Black-out Periods.

#### **6.5 Extraordinary Black-out Periods**

Additional black-out periods may be prescribed from time to time by the Insider Trading Policy Administrators at any time at which it is determined there may be undisclosed Inside Information concerning the Company that makes it inappropriate for individuals required to file a Trade Notice with the Insider Trading Policy Administrators to be trading. In such circumstances, the Insider Trading Policy Administrators will issue a notice instructing these individuals not to trade in securities of the Company 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 rumors and must be kept confidential.

#### **6.6 Exemptions**

Individuals subject to a black-out period who wish to trade securities of the Company may apply to an Insider Trading Policy Administrator for approval to trade securities of the Company 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.

### **7. PROHIBITION AGAINST TIPPING**

Company Personnel are prohibited from communicating Inside Information to any person outside the Company, unless: (a) disclosure is in the necessary course of the Company's business provided that the person receiving such information first enters into a confidentiality agreement in favor of the Company (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 Company that has not been generally disclosed and to such recipient disclosing information to another person or company such 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 Company; (b) disclosure is compelled by judicial process; or (c) disclosure is expressly authorized by the Disclosure Committee.

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 securities of the Company, 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.

## **8. SECURITIES OF OTHER COMPANIES**

In the course of the Company'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.

## **9. REPORTING REQUIREMENTS**

The Directors, certain Officers and certain other employees of the Company, its subsidiaries and affiliates 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 Company and of any change in such ownership, control or direction. In addition, Reporting Insiders must also include in their reports any monetization, non-recourse loan or similar arrangement, trade or transaction that changes the Reporting Insider's economic exposure to or interest in securities of the Company and which may not necessarily involve a sale, whether or not required under applicable law.

It is the responsibility of each Insider (and not the Company) to comply with these reporting requirements, and Reporting 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 Company will assist any Insider in the preparation and filing of insider reports upon request.

Some Officers of the Company, its subsidiaries or affiliates may be eligible to be exempted by applicable securities law from the requirements to file insider reports.

A person that is uncertain as to whether he or she is a Reporting Insider or whether he or she may be eligible to be exempted from these requirements should contact an Insider Trading Policy Administrator. Reporting Insiders who are exempted from these requirements remain subject to all of the other provisions of applicable securities law and this Policy.

## **10. 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 the greater of (i) \$3,000,000 and (ii) three times the profit made;

- (b) Prison sentences for a term not exceeding three years; and
- (c) Civil liability for compensation to the seller or purchaser of the relevant securities for damages as a result of the trade.

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.

## **11. ENFORCEMENT**

All Directors, Officers, employees and consultants of the Company and its subsidiaries will be provided with a copy of this Policy, and shall execute the Acknowledgement of New effective Policies they will receive. 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 Company 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 Company may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.

Should you have any questions or wish information concerning the above, please contact an Insider Trading Policy Administrator.

## 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 production or sales which would materially affect earnings upwards or downwards
- Material changes in the business of the Company
- Changes in senior management or control of the Company
- Bankruptcy or receivership
- Changes in the Company's auditors
- The financial condition and results of operations of the Company
- 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
- Transactions with directors, officers or principal securityholders
- The granting of options or payment of other compensation to directors or officers



**SCHEDULE "B"**  
**Trade Notice**

TO:           **INSIDER TRADING POLICY ADMINISTRATORS**  
FROM:       **[EMPLOYEE'S NAME]**  
RE:           Aya Gold & Silver Inc. Insider Trading Policy  
DATE:       ● ●, 20●

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I, or a family member or other person living in my household or a dependent child proposes to **[buy/sell]** securities of Aya Gold & Silver Inc. (the "**Company**") in the amount of up to **[NUMBER OF SECURITIES]**.

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

1.       I have read and understand the Policy.
2.       I do not have (and in the case of a trade by a family member or other person living in my household or a dependent child, such family member, other person or child does not have) knowledge of Inside Information (as defined in the Policy) which has not been generally disclosed.
3.       I understand that I may buy and sell securities of the Company only during a period ("Trading Window") that is not within a black-out period (as defined in the Policy).
4.       Unless I am notified earlier by an Insider Trading Policy Administrator designated under the Policy that the trade may be completed earlier, the trade referred to in this Notice will not be completed until two business days after delivery of this Notice.
5.       I understand that the Trading Window may be "closed" at any time at which it is determined there may be undisclosed Inside Information concerning the Company that makes it inappropriate for Company 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.

DATE:

**[Employee's Signature]**

**[EMPLOYEE'S NAME]**

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TITLE: \_\_\_\_\_