



## CORPORATE DISCLOSURE AND CONFIDENTIALITY POLICY

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### OBJECTIVE AND SCOPE

The objective of this Disclosure Policy (this “**Policy**”) is to establish principles and procedures to govern the disclosure of material or sensitive information of Imperial Metals Corporation and its subsidiaries (the “**Company**”) to the public and to ensure that when Material Information has not been disclosed, it remains confidential. Strict adherence to this Policy will help the Company comply with applicable securities and other laws and ensure that disclosures are timely, factual, accurate and complete.

This Policy covers all electronic, written and oral communications (“**Disclosure**”) and applies to all directors, officers, employees and Designated Spokespersons of the Company; and also applies to all other persons involved in business with the Company who, by virtue of such relationship, have access to non-public Material Information related to the Company (collectively, “**Covered Persons**”).

This Policy shall be reviewed periodically by the Corporate Governance and Nominating Committee. Any amendments to this Policy shall be subject to approval by the Company’s board of directors (“**Board**”).

### DEFINITIONS USED IN THIS POLICY

**Designated Spokesperson:** an individual who is designated by the President to speak on behalf of the Company or to respond to specific inquiries from any Stakeholder.

**Executive:** the Company’s President, Chief Financial Officer, and Chief Legal Officer.

**Material Change:** 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 any of the securities of the Company and includes a decision to implement the change by the Board of Directors of the Company.

**Material Fact:** a fact that significantly affects, or would reasonably be expected to have a significant effect on, the market price or value of the Company’s securities.

**Material Information:** information (Material Fact or Material Change) which would reasonably be expected to have a significant effect on: (i) an investor’s decision to buy or sell the securities of the Company; or (ii) the market price or value of the securities.

**Official Spokesperson:** the Company’s President.

**Stakeholder:** any member of the investment community, media or other interested party, including (but not limited to) the general public.

**Undisclosed Material Information:** Material Information pertaining to the Company that has not been publicly disclosed or information that has been publicly disclosed, but a reasonable period of time for its dissemination has not passed.

## **DISCLOSURE**

The Board is responsible for developing and overseeing the Company's corporate disclosure policies, protocols and practices with respect to all Disclosure of corporate information. The Board may seek advice from outside legal counsel on matters covered by this policy.

The Board's responsibilities will include assessing controls, procedures and policies with respect to all Disclosure of corporate information. The Executive will together be primarily responsible for making judgments on what information is material, determine when developments affecting the Company's business require or justify public disclosure and review and authorize all Disclosure in advance of public release. The Board will also scrutinize the effectiveness and compliance with its disclosure controls, procedures and policies and ensure that Covered Persons are aware of all matters related to corporate disclosure. The Board shall establish procedures to ensure that it is fully apprised of all pending Company developments that may require public disclosure and to ensure that the Company complies with all applicable legal and regulatory requirements.

If it is deemed that the information should remain confidential, the Board will determine how that information will be controlled.

The Board will review and update, if necessary, this Policy on a regular basis to ensure compliance with changing regulatory requirements and to foster adherence to best practices. The Board will review corporate policy, protocols and disclosure practices on at least an annual basis and more frequently as required.

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

In complying with requirements to disclose all Material Information under applicable securities laws and stock exchange rules, the Company will adhere to the following basic disclosure principles:

1. Material Information will be publicly disclosed as soon as practicable via news release in compliance with all legal and regulatory requirements, unless it is deemed by the Executive to be a Material Change, in which case it will be publicly disclosed via news release as soon as possible and followed by the filing of a material change report within 10 calendar days of the change.
2. In certain circumstances, it may be determined that Disclosure would be unduly detrimental to the Company, for example, if release of the information would prejudice negotiations in a corporate transaction. In such cases the information will be kept confidential and the Executive will cause a confidential material change report to be filed, regularly updated and dealt with as required by applicable legal and regulatory requirements.
3. Disclosure must be made in terms that can be clearly understood by the reasonable investor and should include a full description of the Material Information including any information the omission of which would make the rest of the Disclosure misleading.
4. Unfavorable Material Information must be disclosed as promptly and completely as favourable information.
5. Previously undisclosed Material Information must not be disclosed to selected individuals, for example, in an interview with an analyst or in a telephone conversation with an investor. If previously undisclosed Material Information has been inadvertently disclosed to an analyst or any other person not bound by an express confidentiality obligation and other than in the necessary course of business, such information must be broadly disclosed as soon as possible via news release.

6. Disclosure on the Company's website alone does not constitute adequate Disclosure of non-public Material Information.
7. Disclosure must be corrected as soon as possible if the Company subsequently learns that earlier Disclosure by the Company contained a material error or may have contained a misrepresentation.

## MAINTAINING CONFIDENTIALITY

Any person subject to this policy is prohibited from communicating the Company's confidential information to anyone else, unless it is necessary to do so in the ordinary course of business or is required to be disclosed in a judicial or administrative proceeding, or is otherwise requested or required to be disclosed by law or regulation. Efforts will be made to limit access to such confidential information to only those who need to know the information and such persons will be advised that the information is to be kept confidential.

Covered Persons should be aware that communication by e-mail leaves a physical track of its passage that may be subject to later decryption attempts. Caution should be taken for all confidential information being transmitted over the Internet.

Outside parties privy to undisclosed material confidential information concerning the Company will be told 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. Where appropriate, such outside parties will be requested to confirm their commitment to non-disclosure in the form of a written confidentiality agreement.

Only the Board shall, to the extent applicable, authorize, permit or acquiesce in public statements or disclosure or a filing with a securities regulatory authority by or on behalf of an influential person that relates to the Company. For these purposes, an "**influential person**" means a "control person", a "promoter", or an "insider" who is not a director or senior officer of the Company, in each case within the meaning of applicable Canadian provincial securities laws. In providing any such authorization, permission or acquiescence, the Board, as the case may be, shall apply the policies and procedures contemplated in this Policy relating to public statements or disclosure or filings by the Company, appropriately modified for proposed public statements or disclosure or filings by or on behalf of an influential person.

In order to prevent the misuse or inadvertent disclosure of confidential information, the procedures set forth below should be observed at all times:

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 who are advised that the information is to be kept confidential. Code names should be used as required.
2. Confidential matters should not be discussed in places where it is reasonable to expect that 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.

Protecting confidentiality in a remote work environment is equally important. If working from home, Company personnel must follow the procedures set forth below:

1. Do not leave important files or confidential documents on a table or otherwise out in the open in a shared household.
2. Discussions when confidential information is discussed must be kept private.
3. Laptop computers, tablets and cellphones that store confidential information or from which it can be accessed must be password protected and are not left exposed or unattended in a shared household when they are unlocked, so that others, including family members, will not have access.
4. Do not allow others, including family members, to use laptop computers, tablets and smart phones that are used for work and which store confidential information or from which it can be accessed.

## **DESIGNATED SPOKESPERSONS**

The Company designates a limited number of spokespersons responsible for communication with the investment community, regulators or the media. The President shall be the Official Spokesperson for the Company. The President 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.

Persons who are not Designated Spokespersons must not respond under any circumstances to inquiries from Stakeholders unless specifically asked to do so by a Designated Spokesperson.

In the event an initial statement to the media is required from the Company in response to an emergency or crisis event, this statement will be provided by the Designated Spokesperson if the President is unavailable. The statement will then be immediately reported by telephone to the President and appropriate officers of Company.

## **NEWS RELEASES**

Once the Executive determines that a development is material, a news release will be drafted, approved by the President and issued in accordance with the current disclosure control procedures. Should a material statement inadvertently be made on a selective basis, the Company will issue a news release as soon as possible in order to fully disclose that information. News releases issued in respect of Material Information shall contain sufficient detail to enable the media and investors to understand the substance and importance of such information while avoiding exaggerated reports or promotional commentary. Unfavourable Material Information must be disclosed as promptly and completely as favourable Material Information.

Whenever feasible, news releases will be scheduled to be issued before or after the trading hours of the stock exchange on which the Company's securities are listed or quoted. Prior to delivery to newswire service, the news release will be provided to the exchange market surveillance department. If the market surveillance department of the stock exchange is open at the time of a proposed announcement, prior notice of a news release announcing Material Information must be provided to such department, and a verbal confirmation of receipt (or such other form of acknowledgement as the stock exchange may provide) obtained, to enable a trading halt, if deemed necessary by the stock exchange.

Annual and interim financial results will be publicly released as scheduled to meet filing requirements, following audit committee approval of the financial statements, followed by board approval if necessary.

News releases will be disseminated through an approved news wire service that provides simultaneous national and/or international distribution. News releases will be transmitted to appropriate regulatory bodies, major business wires, national financial media and those media which report in areas where the Company has its headquarters and major operations.

News releases will be posted on the Company's website as soon as practicable following public dissemination.

## **CONFERENCE CALLS**

Conference calls may be held for quarterly earnings and major corporate developments, 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. 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 by issuing a news release announcing the date and time, and providing information on how interested parties may access the call. The Company may send invitations to analysts, institutional investors, the media and others invited to participate. Any non-material supplemental information provided to participants will also be posted to the website for others to view. A tape recording of the conference call will be made available following the call for a reasonable period of time for anyone interested in listening to a replay.

Following the call, if it is determined that during the call comments by management disclosed previously undisclosed Material Information, the Company will disclose such information broadly via news release as soon as possible.

## **RUMOURS**

The Company does not comment, affirmatively or negatively, on rumours unless required to do so by applicable securities laws or stock exchange rules. This also applies to rumors promulgated on the Internet. The Company's spokespersons will respond consistently by saying, "It is our policy not to comment on market rumours or speculation." Should a stock exchange or other regulatory authority request that the Company make a definitive statement in response to a market rumour that is causing significant volatility in the stock, the Board will consider the matter and decide whether to make a policy exception, provided that an exception will be made if the Company must make such a statement under the applicable securities laws or stock exchange rules.

## **EXPERTIZED DISCLOSURE**

Prior to any public statement or disclosure or a filing with a securities regulatory authority by the Company or by a person on behalf of the Company that includes, summarizes or quotes from a report, statement or opinion made by an “expert” (as that term is understood pursuant to applicable securities laws) and unless the Board determines otherwise or there is no legal requirement to do so, the Company shall obtain the written consent of such expert to such statement, disclosure or filing (which has not been withdrawn in writing by the expert prior to the Company’s disclosure or filing) and the Board shall make reasonable efforts to determine that the Company or the relevant person does not know and has no reasonable grounds to believe that there is a misrepresentation in the applicable statement, disclosure or filing made on the authority of the expert and to determine that the statement, disclosure or filing fairly represents the report, statement or opinion made by the expert.

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

Disclosure in individual or group meetings does not constitute adequate disclosure of information that is considered non-public Material Information. If the Company intends to announce Material Information at an analyst or shareholder meeting, press conference or conference call, the announcement must be preceded by a news release.

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 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.

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

It is the Company’s policy to review, upon request, analysts’ draft research reports or models for the sole purpose of referring to publicly available factual information that may affect the analyst’s report or model and pointing out inaccuracies or omissions in fact based on publicly disclosed information. When an analyst inquires with respect to their estimates, the Company will question an analyst’s assumptions if the estimate is significantly different than the range of estimates provided in the Company’s published guidance. 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 (a) shall not confirm, or attempt to influence, an analyst’s opinions or conclusions, (b) shall not express comfort with the analyst’s report, model or earnings estimates, (c) shall only provide its comments verbally or attach a disclaimer to written comments to indicate the report was reviewed only for factual accuracy, and (d) shall comment only on draft research reports, not final reports.

## **DISTRIBUTING ANALYST REPORTS**

Analyst reports are proprietary products of the analyst’s firm. Including an analyst report in the distribution of the Company’s investor information package may be viewed as an endorsement by the Company of the report, and should be avoided. The Company may post on its website a complete list, regardless of the

recommendation, of all the investment firms and analysts who have provided recent research coverage on the Company. If provided, such list will not include links to the analysts' websites or publications.

## **FORWARD-LOOKING INFORMATION AND GUIDANCE**

Subject to authorization from the Board, the Company may elect to discuss material forward-looking information in disclosure documents filed by the Company, materials provided to securityholders, securities regulatory authorities or stock exchanges, press releases, conference calls or presentations, or materials posted to the Company's website, social media channels or through other electronic communications. Should the Company elect to disclose forward-looking information in continuous disclosure documents, speeches, conference calls, etc., the following guidelines will be observed.

1. The information, if deemed material, will be broadly disseminated via news release, in accordance with this disclosure policy.
2. The information will be clearly identified as forward-looking.
3. The Company will identify all material assumptions used in the preparation of the forward-looking information.
4. The Company will endeavour to ensure that there is a reasonable basis for drawing any conclusions or making any forecasts or projections set out in the forward-looking information.
5. The information will be accompanied by a statement that identifies the risks and uncertainties that may cause the actual results to differ materially from those projected in the information.
6. The information will be accompanied by a statement that the information is given as of a current date and may be subject to future change and that the Company disclaims any intention or obligation to update or revise the forward-looking information, whether as a result of new information, future events or otherwise unless required by securities laws. Notwithstanding this disclaimer, should subsequent events prove past statements about current trends to be materially off target, the Company may choose to update its guidance on the anticipated impact on revenue and earnings or other key measures of corporate performance via news release, explaining underlying reasons.

## **QUIET PERIODS**

In order to avoid the appearance of selective disclosure, the Company will observe a quarterly quiet period, during which no guidance as to undisclosed revenues, earnings or other measures of corporate performance will be provided externally. The quiet period commences 26 calendar days after the Company's financial quarter end (38 calendar days after the Company's financial year-end) and continues for 2 business days following the filing of the Company's quarterly and annual results. During the quiet period, spokespersons (a) will exercise extreme caution to avoid selective disclosure of any non-public Material Information concerning the Company (which includes information concerning the recently completed or current fiscal period and any non-public financial targets) and (b) shall not initiate any such discussions or communications, unless so authorized by the Board. Accordingly, spokespersons will be limited to responding to inquiries about publicly available or non-Material Information concerning the Company when communicating with Stakeholders. Any news release to be issued by the Company during the quiet period should be reviewed and authorized by the Board.

## **DISCLOSURE RECORD**

Shareholder Communications (“SC”) will maintain a file containing all public information about the Company, including continuous disclosure documents, news releases, analysts’ reports and transcripts or tape recordings of conference calls.

## **RESPONSIBILITY FOR ELECTRONIC COMMUNICATIONS**

This Policy also applies to electronic communications. Accordingly, those responsible for written and oral public disclosures shall also be responsible for electronic communications.

The President is responsible for causing the Company’s website to be updated and 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. The President shall only authorize the posting to the website documents publicly filed on the Canadian SEDAR system and other documents approved by the President, with the exception of information approved by the Board, share capital end of month updates and mine site job posts. SC shall advise the President of website information that will be removed having ceased to be accurate or relevant.

Any third party links from the Company website, will include a legal notice to advise the reader that they are leaving the Company’s website and therefore the Company is not responsible for the content of the third party sites.

Investor materials shall be contained within a separate section of the Company’s website and shall include a notice that advises the reader that the information posted was accurate at the time of posting, but may be superseded by subsequent disclosures. All data posted to the website, including text and audiovisual material, shall show the date on which such material was originally issued. Any Material Changes in information posted on the Company’s website must be updated as soon as practicable. The minimum retention period for material corporate information on the website shall be two years after the date of its posting.

SC shall be responsible for responses to inquiries directed to investor@imperialmetals.com. Only public information or information which could otherwise be disclosed in accordance with this disclosure policy shall be utilized in responding to such electronic inquiries.

After release through the newswire service, news releases are to be posted to the Company’s website. Posting on the website alone does not satisfy the requirement of broad dissemination of non-public Material Information.

In order to ensure that no undisclosed Material Information is inadvertently disclosed, Covered Persons are prohibited from participating in Internet chat rooms, social media, blogs, bulletin board discussions or other forms of newsgroup discussions on matters pertaining to the Company’s activities or its securities. Covered Persons are expressly prohibited from posting any information previously undisclosed by the Company on any Internet chat rooms, social media, blogs, bulletin board discussions or other forms of newsgroup discussions. Any Covered Person who encounters a discussion pertaining to the Company should advise the President immediately in order that the discussion may be monitored.

Postings by the Company, or on behalf of the Company by Covered Persons, on social media platforms or other electronic platforms which publicly distribute Company information to Stakeholders, including any proposed use of the Company’s trademark logo, must be reviewed and approved by the Company’s President. Depending on the nature of the subject matter, the Chief Financial Officer and Chief Legal Officer may be required to participate in the review and approval process.



Where company-related subject matter is to be presented to Stakeholders by way of:

- external seminars or presentations open to public attendance;
- publication of papers or articles in journals or other media; and/or
- public communications which include advertisements, marketing-oriented communications, pamphlets, brochures, Internet, handbooks, appointment notices, speech or audio-visual presentations produced by or on behalf of the Corporation, the Annual Report, and corporate profiles;

such communication shall be reviewed in advance, and if appropriate, approved by the President using the following criteria:

- the potential for controversy or significant publicity;
- the likelihood it may contain financial and operating information not previously disclosed to the public; and
- the breadth of circulation to external audiences.

### **ACCIDENTAL DISCLOSURE**

If a Covered Person inadvertently discloses material confidential information to an outside party and is concerned that such disclosure may have been in contravention of this Policy, such person must promptly notify an Executive. If the Board concurs, the Company will disclose that information as soon as practicably possible broadly via news release.

### **EDUCATION AND ENFORCEMENT**

This Policy extends to all Covered Persons, as defined in the Objective and Scope above. New Covered Persons will be provided with a copy of this Policy and will be educated about its importance. This Policy will be circulated to all Covered Persons whenever changes are made.

Any person covered by this Policy who violates the 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 result in the breach of the Company's confidentiality obligations and/or violate certain securities laws, corporate laws and/or criminal laws, which could lead to penalties, fines or imprisonment.