



CODE OF CONDUCT AND ETHICS

April 1, 2020

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A MESSAGE FROM THE CHAIR OF THE BOARD AND THE PRESIDENT AND CEO

After almost three decades of continuous operation, Wesdome has a rich history and an engaging story. A story full of challenges, changes and success. This Code of Conduct and Ethics tells the story of Wesdome's long standing commitment to ethical business practices. It describes what we believe in, what we care about, and our ability and willingness to be held accountable for all aspects of our business.

Put more simply, we believe in doing the right things for the right reasons. We are committed to putting the health and safety of our people first. We understand that we have a tremendous responsibility to protect the environment, and to engage and support the communities in which we operate. We believe in conducting business transparently and in compliance with laws and regulations. We act fairly, behave honestly and treat each other with respect.

Of paramount importance is preserving our reputation as an ethical company that conducts business with unwavering integrity. Every Wesdome director, officer, employee, consultant, contractor and partner is expected to read and understand the Code, and make decisions and take actions in keeping with our values. Working together, we can ensure that Wesdome continues to be a company that makes us all proud.



Warwick Morley-Jepson
Chair of the Board






Duncan Middlemiss
President & Chief Executive Officer

OVERVIEW OF THE CODE

The Code of Business Conduct and Ethics (“Code”) of Wesdome Gold Mines Ltd. (“**Wesdome**” or the “**Company**”) is a mandate for ethical behavior by all of our employees, officers, directors, consultants, contractors and partners (“**Wesdome Representatives**”). The Code sets out the ethical standards required of all Wesdome Representatives, and, together with other Wesdome policies implemented by the Company from time to time (each a “**Wesdome Policy**” and collectively “**Wesdome Policies**”), is intended to promote honest conduct, compliance with applicable laws, rules and regulations and to foster a work environment founded on respect and dignity.

While the Code is founded on general legal principles and sound judgment, Wesdome Representatives should be familiar with all applicable laws, Wesdome Policies, and site-specific policies and procedures. The Code does not address every situation that may arise. Therefore, in considering any challenging or uncertain situation, we should:

-  Consider what is legal and fair
-  Ask ourselves the question - Does it just "feel wrong"?
-  Apply the “newspaper test” – how would I feel if I read about my actions on the front page of the newspaper?

If you are still uncertain after considering the above, you should ask your immediate supervisor, or one of the Primary Contacts listed in Appendix A to the Code (the “**Primary Contacts**”).

APPLICATION OF THE CODE

All Wesdome Representatives are expected to comply with the principles set out in the Code at all times, and everyone is required to sign an acknowledgement form on an annual basis confirming that the individual has read, understands and agrees to comply with the principles set out in the Code and all other Wesdome Policies.

RESPONSIBILITY FOR THE CODE

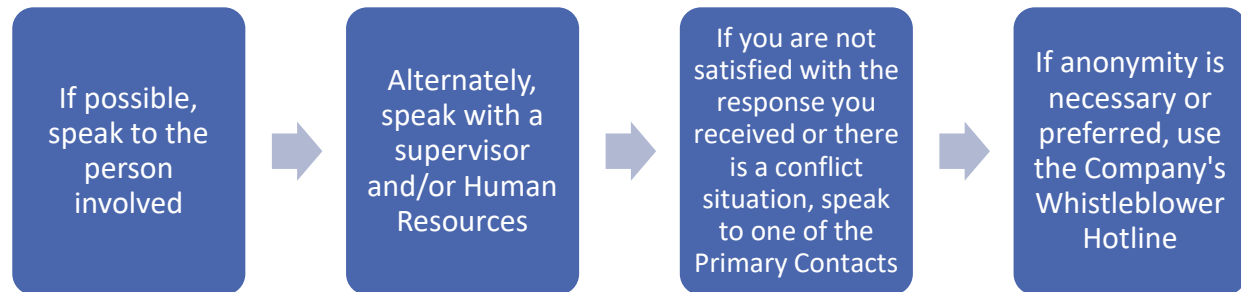
The Board of Directors of the Company (the “**Board**”) has overall responsibility for the Code, and must approve any changes before they can be made and put into practice. You will be informed of any changes made to the Code. Compliance with the Code is monitored by the Audit Committee of the Board, either directly or through a designated officer of the Company. Executive management is responsible for maintaining the Code and putting it into practice throughout the Company. Copies of the Code are available on the Company’s website at www.wesdome.com, on the System for Electronic Document Analysis and Retrieval at www.sedar.com, and can also be obtained from any of the Primary Contacts.

COMPLIANCE AND REPORTING

Wesdome is committed to conducting business with fairness, integrity and respect for the law. You contribute to the ethical culture of Wesdome when you report violations or suspected violations of the Code.

What should you do if you know of, or suspect, a violation of the Code by a Wesdome Representative?

SPEAK UP



You are protected from any form of retaliation when you report your concerns honestly and in good faith. If, however, a Wesdome Representative makes a false report or accusation of questionable behavior for the purpose of harming another Wesdome Representative, the reporting individual will be subject to disciplinary action.

WHISTLEBLOWER HOTLINE - CONFIDENCELINE

The Company's Whistleblower Hotline, Confidenceline, is a confidential, interactive service that puts you in touch with independent, trained professional assistants when you need help with sensitive information or issues relating to your workplace. The service is anonymous, immediate, easy to use, and available through the web or telephone in English or French, 24 hours a day, 365 days per year.

Reports received by ConfidenceLine will be sent to the Chair of the Audit Committee of the Board, the President and CEO and the Chief Governance Officer and Corporate Secretary (the "Designates"). Should any of the Designates be listed or involved in your issue or concern, you are urged to call the 1-800 service to submit your report. The ConfidenceLine Call Centre will ensure that the report is not forwarded to any individuals who may be implicated. Wesdome takes these reports very seriously and will take the appropriate action to address the situation.

REPORT SENSITIVE WORKPLACE ISSUES

1.800.661.9675

OR VISIT

WWW.WESDOME.CONFIDENCELINE.NET

WORKPLACE AND COMMUNITY

DISCRIMINATION AND HARASSMENT

Wesdome strives to create a work environment in which all individuals are treated with respect and dignity, and the Company prohibits any form of discrimination or harassment in the workplace. Discrimination is differential treatment based on personal characteristics such as age, gender, race, religion, national origin, sexual orientation, disability or any other category protected by Canadian federal and provincial laws and applicable human rights legislation. Workplace harassment includes conduct or comments which are known, or ought reasonably to be known, to be unwelcome or offensive, or otherwise create a hostile or intimidating work environment.

Wesdome Representatives are expected to report any actual or suspected incidents of workplace discrimination or harassment by informing their immediate supervisor or one of the Primary Contacts. Reports can also be made anonymously through the Whistleblower Hotline if confidentiality is preferred or necessary.

WORKPLACE VIOLENCE

Wesdome does not tolerate violence in the workplace under any circumstances. Workplace violence is the threatened, attempted or actual exercise of any physical force that causes or may cause physical injury to a person, and includes any threats which give a person reasonable grounds to believe he or she is at risk of physical injury. This applies whether the aggression is committed by one employee against another, or against anyone else an employee comes in contact with when carrying out his or her responsibilities.

Wesdome Representatives must report any act, or threatened act, of violence. Take note of the facts and then report the incident to your immediate supervisor or to the Company's security personnel. In situations of imminent danger, call the police or local emergency services and then inform your immediate supervisor and the Company's security personnel.

ENVIRONMENTAL PROTECTION

Wesdome strives to conduct business as a responsible corporate citizen in partnership with the environment and the communities in which we operate. This includes operating in a manner that reasonably minimizes any adverse effects on the environment, complying with all applicable environmental laws and regulations, and working cooperatively with neighbouring communities.

Wesdome Representatives are required to report any non-compliance or suspected non-compliance with any applicable environmental laws or regulations to their immediate supervisor or to one of the Primary Contacts. Concerns can also be reported anonymously through the Whistleblower Hotline.

HEALTH AND SAFETY

Every Wesdome Representative is accountable for the embodiment and preservation of a safety culture in our organization. The Company strives to ensure and maintain a safe and healthy working environment for all Wesdome Representatives, and the continuous improvement of the Company's health and safety practices is the responsibility of everyone.

Wesdome Representatives are expected to take reasonable care of their health and safety, and that of others who may be affected by their work activities. Each individual is responsible for managing the adverse effects of stress and fatigue, and to arrive for work each day able to perform all of their assigned duties in a safe and sound manner.

Consuming alcohol or being under the influence of alcohol or drugs, both prescribed and non-prescribed, during work hours is a violation of the Company's Fit for Work Policy, compromises the safety of the workplace for all Wesdome Representatives and is strictly prohibited. Violations of the Company's Fit for Work Policy will result in disciplinary measures up to and including termination.

Wesdome Representatives are required to inform their immediate supervisor or one of the Primary Contacts of any actual, potential or perceived safety or health risks discovered at work. If you are uncomfortable speaking to someone in the Company directly, or if you wish to maintain your anonymity, you can also report your concerns through the Whistleblower Hotline.

Safety - More Precious Than Gold

CONDUCT WITH STAKEHOLDERS

AUTHORIZED SPOKESPERSONS

The Company's Authorized Spokespersons are the President and Chief Executive Officer and the Vice President, Investor Relations (the "**Authorized Spokespersons**"). Other individuals may be authorized to respond to specific inquiries from time to time.

The Company has appointed the Authorized Spokespersons to reduce the risk of unauthorized disclosures, inconsistent statements and statements that are inconsistent with the Company's public disclosure record. Only the Company's Authorized Spokespersons are permitted to respond on behalf of the Company to members of the investment community including analysts, the media, and investors.

If you are not an Authorized Spokesperson, any request for information from the media, investment analysts, investors or others should be directed to one of the Company's Authorized Spokespersons.

SOCIAL MEDIA, CHAT ROOMS AND BULLETIN BOARDS

Wesdome Representatives shall not participate in, host or link to chat rooms, blogs, social networking sites or bulletin boards in relation to Wesdome's corporate matters. Only the Company's Authorized Spokespersons, or others from time to time authorized with the express written permission of an Authorized Spokesperson, may post on the Company's social media channels such as Facebook, LinkedIn, Twitter and YouTube.

CORPORATE DISCLOSURE

The Company endeavors to ensure that at all times our public disclosures are timely, complete, accurate and balanced. Avoiding any misrepresentation of our operations or finances is critical to our relationship with our investors. Information about our mineral reserves and resources, operating results, financial statements and corporate activities must be treated as confidential until the Company makes the determination to disclose it.

If you are involved in preparing information that is to be publicly disclosed on behalf of the Company, you must follow our disclosure and financial reporting controls and procedures, as well as securities laws and regulations. No one is authorized to release any public disclosure documents on behalf of the Company until such disclosure has been reviewed and approved by the appropriate individuals in accordance with Wesdome Policies.

CORPORATE OPPORTUNITIES

Wesdome Representatives are not permitted to compete with the Company or take personal advantage of opportunities that are discovered through their relationship with the Company and that could be of benefit or interest to the Company.

FAIR DEALING AND COMPETITION

Wesdome Representatives shall deal with all service providers, suppliers, and competitors fairly, and shall not engage in anti-competitive behaviour. Taking unfair advantage through manipulation, concealment, misrepresentation of material facts or abuse of privileged information is strictly prohibited.

BRIBERY AND CORRUPTION

The Company will not tolerate bribery or corruption. In accordance with the Company's Anti-Bribery and Anti-Corruption Policy, Wesdome Representatives shall at all times use appropriate and lawful means when engaging with government officials, partners and other stakeholders, and shall not make any payment, gift or favour to any person in a position of trust or public responsibility with the intent to induce them to violate their duties or obtain favourable treatment for the Company.

GIVING AND RECEIVING GIFTS OR BENEFITS

Modest gifts and reasonable entertainment may be given or received for business purposes by appropriate Wesdome Representatives, where legally permitted and in accordance with local business practices. No gift or entertainment should be of such value as to constitute a real or perceived personal enrichment to the recipient, or be of such a nature as might affect, or be reasonably perceived to affect, the recipient's judgment or conduct in matters involving the Company. Always check with a supervisor or one of the Primary Contacts if you are unsure about whether or not you should give or receive a gift in your capacity as an employee of Wesdome.

FINANCIAL REPORTING AND ADMINISTRATION

The Company strictly adheres to all applicable securities laws, regulations, accounting standards, accounting controls, audit practices and keeps proper records to meet our legal and financial obligations and to manage our business. Wesdome Representatives must never falsely record information about Company assets or hide information about assets, liabilities, revenues or expenses. Inaccurate financial reports can bring stiff penalties and prosecutions under securities and criminal laws.

If you prepare a financial report for shareholders and the public, it must fairly present the information and follow international financial reporting standards as well as all applicable laws and regulations. If you have any responsibility for creating or keeping records, ensure they are accurate and complete, and that you follow the corporate procedures relevant to your job.



HOW TO REPORT A CONCERN ABOUT AN ACCOUNTING PRACTICE

If you have any concerns about our accounting or auditing practices, you should report them to a supervisor, or if this would create a conflict for you, you may also report concerns to one of the Primary Contacts, directly to the Chair of the Audit Committee of the Board or anonymously through the Whistleblower Hotline. Anyone from outside the Company can also report a concern. If you receive a concern from someone outside the Company, report it promptly to a supervisor or to one of the Primary Contacts. If this creates a conflict for you, or you require anonymity and confidentiality, you may also report your concerns directly to the Chair of the Audit Committee of the Board, or through the Whistleblower Hotline. The Audit Committee is responsible for ensuring that all such concerns are appropriately dealt with.

LEGAL COMPLIANCE

COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Wesdome Representatives are expected to be familiar with, and follow, the laws, rules and regulations that apply to their respective jobs. Make sure you act ethically and are alert to any potentially unethical practices of others. Check with your immediate supervisor if you are not sure of the laws, rules and regulations that apply to your job.

INSIDER TRADING

Buying or selling shares or financial securities of Wesdome when you have knowledge of material non-public information about the Company, any of its customers, suppliers, service providers or other business partners, or passing on the information to anyone else except in the necessary course of business, is illegal, prohibited and a violation of the Code. Material information is information which would reasonably be expected to result in a significant change to, or to have a significant effect on, the market price or the value of a corporation's securities which could affect the decision of a reasonable investor to invest in a corporation's securities.

Before you purchase or sell any securities of the Company or exercise any options to acquire shares of the Company, make sure you have read, understand and follow Wesdome Policies.

Material Non-Public Information is information that is not publicly available and could reasonably be expected to affect a person's decisions about whether to buy or sell securities of the Company.

NOTIFICATION OF INTENTION TO TRADE

To prevent insider trading violations and avoid even the appearance of an improper trade, special rules apply to all directors, officers and certain senior employees of the Company who are considered to be "**Designated Persons**". Designated Persons are those individuals identified by executive management of the Company as individuals who may, from time to time, be in possession of or have access to material non-public information regarding the Company. Individuals who have been identified as Designated Persons will be informed of this by one of the Primary Contacts.

In advance of any trading activity involving securities of the Company, directors, officers and Designated Persons must notify the Primary Contacts at

preclear@wesdome.com

One of the Primary Contacts will respond within 24 hours in writing with approval.

REPORTING INSIDERS

Certain directors and officers of the Company are considered to be “reporting insiders” under Canadian securities laws and are obligated to file reports with the securities commissions in Canada for all trades made in the Company’s securities. You will be informed by one of the Primary Contacts if you are a reporting insider, and assistance with filing the required reports will be made available.

BLACKOUT PERIODS

The Company imposes both scheduled and ad hoc trading blackout periods pursuant to which directors, officers and Designated Persons are precluded from trading in securities of the Company. Notices of such blackout periods will be provided by one of the Primary Contacts.

CONFLICTS OF INTEREST

A conflict of interest occurs when an individual’s personal interests, relationships or actions interfere, might interfere, or even appear to interfere with the interests of the Company. Such conflicts of interest can undermine your business judgment and your responsibility to the Company, and threaten the Company’s business and reputation. All apparent, potential, and actual conflicts of interest should be avoided.

If you have or are aware of any situation that is or could reasonably be expected to give rise to an actual, potential or perceived conflict of interest, you must disclose the situation promptly to a supervisor or to one of the Primary Contacts. You will be in violation of the Code and subject to discipline, or even dismissal, if you do not disclose any conflict of interest you may have.

PROTECTION OF INFORMATION, ASSETS AND PROPERTY

CONFIDENTIAL INFORMATION

As part of your work, you may learn confidential information about the Company. You must always maintain the confidentiality of this information except when you have permission from your supervisor to disclose it or are required to disclose it by law.

You are prohibited from:

- Sharing confidential information that you obtain through your work at Wesdome with anyone outside the Company, verbally or in writing, including through social media platforms
- Granting, sharing or providing access to confidential information to any unauthorized person
- Sharing information from an employee’s personnel file. Employee files are available only to appropriate employees on a “need-to-know” basis and in compliance with applicable law
- Using confidential information obtained through your work at Wesdome for your own personal benefit, the benefit of your friends or family members or anyone else other than the Company

INFORMATION TECHNOLOGY

Information technology systems including computers, mobile devices, internet access, email, telephone systems and voicemail (collectively, “**Information Systems**”) are provided to Wesdome Representatives and are to be used in a professional, lawful and ethical manner as business tools. Although some personal use may be inevitable, such personal use should be kept to a reasonable minimum. The information you view and share must be appropriate, respectful and according to Wesdome Policies.

You are responsible for taking the precautions necessary to prohibit unauthorized access to Wesdome Information Systems, including protecting passwords and other means of access.

PRIVACY

The privacy of personal information shall be respected at all times. Wesdome Representatives must collect, use, store, handle, and disclose individual personal information in accordance with applicable laws. Wesdome Representatives may not, however, claim any privacy privileges for communications transacted through Wesdome Information Systems, and Wesdome is authorized to supervise the use of the Company’s Information Systems subject to applicable legislation. All communications made through the Company’s Information Systems shall be treated as Wesdome business information and so may be accessed, retrieved, and monitored by the Company.

COMPANY PROPERTY AND ASSETS

The Company’s property, including Information Systems, intellectual property, buildings, land, equipment, software and all other assets, including materials, programs, designs and strategies developed by Wesdome Representatives during their employment with the Company, belong to Wesdome and are intended to be used for Wesdome business purposes only. Company property and assets should be safeguarded. No Wesdome Representative shall intentionally damage or destroy Company property or assets.

ADMINISTRATION OF THIS CODE

ANNUAL REVIEW OF THE CODE

Wesdome Representatives must read and acknowledge the Code annually by completing and signing the relevant Acknowledgement Form contained at Appendix B and C, confirming that the individual has read, understands and agrees to follow the Code. The Board will review this Code annually and make amendments as necessary. Amended versions of the Code will be made available to all Wesdome Representatives.

VIOLATIONS OF THE CODE

There are serious consequences for violating the Code. You could be reprimanded, demoted, suspended or terminated. Not following a Wesdome Policy will be treated as a violation of the Code. Report any concerns regarding a violation or potential violation of this Code to a supervisor or to one of the Primary Contacts. You can also report your concern anonymously through the Whistleblower Hotline, which is available 24/7 and is operated by an external service provider.

You are protected from any form of retaliation or punishment when you report a concern with the right intentions, and individuals who try to punish you in any way for reporting a concern will face serious consequences. If you believe you are being punished in some way for reporting a concern, you should report this to a supervisor. If this creates a conflict, you can inform one of the Primary Contacts, or you may also report anonymously through the Whistleblower Hotline.

INVESTIGATIONS

The Company will investigate behavior that may violate the law, the Code, that may put the health and safety of a Wesdome Representative at risk or that may potentially harm Wesdome's reputation. Failure to cooperate with an investigation or interference with an investigation is prohibited and is a violation of the Code. You must not destroy records or information related to the investigation, lie or misrepresent facts, attempt to discover the identity of others cooperating in the investigation, disclose information to unauthorized individuals, or retaliate against anyone involved in the investigation.

The Company strives to maintain confidentiality to the greatest degree possible, and information provided or discovered in the course of an investigation will only be disclosed as necessary.

The Audit Committee will oversee the receipt, retention, treatment and investigation of complaints and alleged breaches against the Code, and will annually review the systems in place for the confidential, anonymous submission by employees of concerns regarding such matters. The Audit Committee will refer an investigation to the Governance and Nominating Committee of the Board if the complaint concerns a member of the Audit Committee, and may also elect to do so otherwise at its discretion.

WAIVERS OF THE CODE

Waivers of the Code may only be given in exceptional circumstances, and will be promptly disclosed as required by applicable securities rules and regulations. If you encounter a situation that you believe may require waiver of a provision of the Code, raise the issue promptly with your immediate supervisor or one of the Primary Contacts.

APPROVAL

The Code was first approved by the Board of Directors of the Company on November 15, 2016 and is reviewed annually.

If you need advice, or if you know of or suspect any violations of this Code, you should first speak to your immediate supervisor, or the next level of supervision in your department if this is more comfortable for you. If you are not satisfied with the response you receive or there are other circumstances that necessitate discretion or confidentiality, there are several other ways to report your concern.

WAYS TO SEEK ADVICE OR REPORT CONCERNS – PRIMARY CONTACTS

- **President & Chief Executive Officer**
Duncan Middlemiss
- **Chief Operating Officer**
Marc-Andre Pelletier
- **Chief Governance Officer & Corporate Secretary**
Heather Laxton
- **Chief Financial Officer**
Scott Gilbert
- **Vice President, Human Resources**
Stacy Kimmitt
- **Audit Committee of the Board**
Write to the attention of the Chair of the Audit Committee:
Chair of the Audit Committee c/o Chief Governance Officer
Wesdome Gold Mines Ltd.
220 Bay Street, Suite 1200
Toronto, ON M5J 2W4
issueresolution@wesdome.com
- **Whistleblower Hotline - ConfidenceLine**
 - Dial 1-800-661-9675 or visit www.wesdome.confidenceline.net

INITIAL ACKNOWLEDGEMENT FOR NEW WESDOME REPRESENTATIVES

I, _____ acknowledge that I have received, read and understand the Wesdome Gold Mines Ltd. Code of Conduct and Ethics (the “Code”) and I fully understand its provisions. I agree to adhere at all times and in all respects to the standards contained in the Code and understand that failure to do so may result in disciplinary action being taken against me, which may include reprimand, suspension without pay, demotion or dismissal.

Name: _____

Position: _____

Date: _____

Signed: _____

RENEWAL ACKNOWLEDGEMENT FOR EXISTING WESDOME REPRESENTATIVES

I, _____ acknowledge that I have received, read and understand the Wesdome Gold Mines Ltd. Code of Conduct and Ethics (the “Code”) and I fully understand its provisions. I confirm that I have not violated the provisions of the Code and am not aware of any violations of the Code by other persons within my area of responsibility. I agree to continue to adhere at all times and in all respects to the standards contained in the Code and understand that failure to do so may result in disciplinary action being taken against me, which may include reprimand, suspension without pay, demotion or dismissal.

Name: _____

Position: _____

Date: _____

Signed: _____