Managing Confidential Information Policy

In the context of negotiations and agreements leading up to the announcement of a material transaction, the following procedures should be followed by the directors, management and specified insiders of Golden Queen Mining Co. Ltd. and its subsidiaries (the "Company"):

1. General

(a) Do not disclose information concerning a potential transaction to any person, unless the President of the Company has been notified of the identity and relationship of the person and has approved the disclosure to that person. This includes major shareholders as well as professional advisors and financial advisors who are not engaged by the Company. In the present case, Landon Clay, Harris Clay and Leucadia National Corporation are expected to be consulted in any negotiations, and accordingly, should be subject to a form of confidentiality agreement with the Company.

(b) Provide a list of names to the President identifying each person who receives information relating to the transaction pursuant to paragraph 1 above.

(c) Expect that both FINRA and IIROC will ask directors and management for information on persons who had knowledge of the proposed transaction prior to the public announcement of the transaction. This is now a routine request by both FINRA and IIROC.

(d) Expect that a potential acquiror will want to receive a list of all persons receiving access to information prior to the public announcement of a transaction. This is less common, however may be permitted under Confidentiality Agreements.

2. Telephone Correspondence

(a) Until a transaction is publicly announced, directors and management must <u>not</u> state or imply to an inquiring investor or other member of the public that (i) a transaction is being negotiated, (ii) a financial advisor has been engaged or (iii) a confidentiality agreement has been entered into. The response to any such inquiry must be generic and can only restate what has already been disclosed by the Company. For example, a response could be that "we are working towards advancing the project, which might include financing or bringing in a partner, but timing is still to be determined. We are conducting some groundwork to prepare the project and conducting an infill drilling program. Nothing more at the moment… etc…."

3. Email Correspondence

(a) Until a transaction is publicly announced, directors and management should use extra caution in email correspondence, including verifying that correct email addresses are used so that emails do not go to unintended recipients.

(b) All persons with access to servers or computers used by directors and management should be identified and be subject to a confidentiality agreement. In addition, all servers and home office computers should have updated security software in place to prevent unauthorized access.

(c) Industry standard protocol for email correspondence is to refer to the transaction and the parties to the transaction by pseudonym. For example, the title line of an email would read "Re: Project Grouse – Draft Document" and the body of the email would refer to the parties as Cypress and Seymour rather than use actual party names. Counsel can assign project names once a counterparty has been identified.

4. Confidentiality Agreement

(a) Directors and management should be notified of each Confidentiality Agreement that the Company enters into, and will be provided with a copy on request. Any questions should be directed to the President or legal counsel to the Company as appropriate. The fact that the Company has entered into a Confidentiality Agreement should not be disclosed to any third party.

Approved: June 2012

Amended: December 2014