

**CONTANGO ORE, INC.**  
**POLICY FOR EMPLOYEE COMPLAINT PROCEDURES**  
**FOR ACCOUNTING AND COMPLIANCE MATTERS**  
**(Adopted as of December 11, 2020)**

**I. Statement of Principles**

The Board of Directors of Contango ORE, Inc., a Delaware corporation (the “*Company*”) has constituted and established an Audit Committee (the “*Committee*”) with the authority, responsibility and specific duties as described in the Company’s Audit Committee Charter. Pursuant to the Audit Committee Charter, the requirements of the Sarbanes-Oxley Act of 2002 and the rules and regulations of the Securities and Exchange Commission, the Committee is required to establish the procedures for (1) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters (“*Accounting Matters*”), (2) the receipt, retention and treatment of complaints regarding potential violations of applicable laws, rules and regulations or of the Company’s codes, policies and procedures (“*Compliance Matters*”) and (3) the confidential, anonymous submission by employees of the Company of concerns regarding Accounting Matters and Compliance Matters. In order to facilitate the reporting of employee complaints, the Committee has adopted this Policy for Employee Complaint Procedures for Accounting and Compliance Matters (this “*Policy*”).

Pursuant to this Policy, any employee of the Company may submit a good faith complaint regarding Accounting Matters or Compliance Matters to the Company’s management without fear of dismissal or retaliation of any kind. The Company is committed to achieving compliance with all applicable laws, rules, regulations, standards and policies, including securities laws and regulations, accounting standards, accounting controls and audit practices. The Committee will oversee treatment of employee concerns in this area.

**II. Scope of Matters Covered by These Procedures**

These procedures cover employee complaints relating to any Accounting Matter, including, without limitation, the following:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any of the Company’s financial statements;
- Fraud or deliberate error in the recording and maintaining of the Company’s financial records;
- Deficiencies in or noncompliance with the Company’s internal accounting controls;
- Misrepresentation or a false statement to or by a senior officer or accountant regarding a matter contained in the Company’s financial records, financial statements or audit reports; and
- Deviation from full and fair reporting of the Company’s financial condition.

In addition, these procedures cover employee complaints relating to any Compliance Matter, including, without limitation, the following:

- Applicable laws, rules and regulations;
- Listing standards of the New York Stock Exchange applicable to domestic listed companies; and
- The Company's Corporate Code of Business Conduct and Ethics, Corporate Governance Guidelines, and Insider Trading Policy.

### **III. Reporting Procedures for Employee Complaints**

This Policy presumes that employees will act in good faith and upon reasonable belief and will not knowingly make false accusations when reporting an Accounting Matter or a Compliance Matter. If an employee or interested third party has a concern regarding an Accounting Matter or a Compliance Matter, the complaint must be submitted in writing, telephonically or in person.

Employees with concerns regarding Accounting Matters or Compliance Matters should share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's direct supervisor is in the best position to address an area of concern. However, if an employee is not comfortable speaking with his or her supervisor, or if he or she is not satisfied with the supervisor's response, the employee is encouraged to speak with anyone in management with whom the employee is comfortable approaching. Supervisors and managers are required to report concerns regarding Accounting Matters and Compliance Matters to the Company's Chief Financial Officer or such other officer designated by the Board (as applicable, the "*Compliance Officer*").

When an employee is not satisfied or comfortable with the above stated escalation policy, he or she should report complaints to the Compliance Officer directly through an anonymous whistleblower hotline or may contact the Committee directly by accessing the Company's whistleblower website. The hotline telephone number is 844-989-2851, and can be reached 24 hours a day, seven days a week. Additionally, employees can access the hotline online at : <http://contangoore.ethicspoint.com/>.

### **IV. Treatment of Complaints**

Upon receipt of a complaint, the Company's Compliance Officer will (1) determine whether the complaint actually pertains to an Accounting Matter or a Compliance Matter, (2) when possible, acknowledge receipt of the complaint to the sender and (3) investigate or take any action he or she believes is necessary or appropriate in response to any Accounting Matter or Compliance Matter raised.

Complaints relating to Accounting Matters will be reviewed under the Committee’s oversight by the Company’s Compliance Officer, internal audit department or such other persons as the Committee determines to be appropriate. Complaints relating to Compliance Matters will be reviewed under the Committee’s oversight by the Company’s Compliance Officer or such other persons as the Committee determines to be appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.

Any employee who reports a complaint in good faith should not be concerned about experiencing any adverse consequences from the Company for having done so. Employees will not be penalized or retaliated against in any way with regard to their employment, nor harassed or threatened for reporting such good faith concerns. As part of its compliance program, the Company must rely on its employees to bring to its attention any conduct that might violate legal requirements or internal policies. Consequently, the Company cannot, and will not, tolerate retaliation against an employee who has reported a compliance concern in good faith. In addition to this Policy prohibiting such retaliation, the Sarbanes-Oxley Act of 2002 and other laws protect employees who report violations of certain laws (such as rules and regulations of the Securities and Exchange Commission or anti-fraud statutes) from retaliation with respect to their employment. Claims of retaliation will be taken seriously and investigated. Anyone found responsible for retaliating against an employee who reported a compliance concern in good faith will be subject to disciplinary action, up to and including dismissal.

#### **V. Reporting and Retention of Complaints and Investigations**

The Company’s Compliance Officer will maintain a log of all complaints relating to an Accounting Matter or a Compliance Matter, tracking their receipt, investigation and resolution, and will prepare a periodic summary report for the Committee. Copies of the complaints and the log will be maintained in accordance with the Company’s document retention policy, which is set forth in the Company’s Corporate Code of Business Conduct and Ethics.

#### **VI. Amendments**

The Committee may amend these procedures at any time, consistent with requirements of applicable laws, rules and regulations.

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