

# Empowering People. Extraordinary Performance.

















# **Stock Trading Policy**

IAMGOLD encourages all directors, employees, contractors and representatives to become and remain shareholders of the company, on a long-term basis. IAMGOLD is committed to complying with all applicable laws regarding securities trading. IAMGOLD prohibits trading in its securities based on material, nonpublic information regarding the company and the disclosure of insider information to persons or companies as to such information outside of the necessary course of business.

#### These guiding principles will be applied through a commitment to:

Requiring persons with knowledge of material, nonpublic information concerning the company to adhere to company imposed securities trading blackout periods.

Requiring persons with knowledge of material, nonpublic information concerning the company to maintain confidentiality with respect to such information.

Requiring reporting insiders of IAMGOLD to maintain current filings with applicable securities regulatory authorities of their trades of securities of IAMGOLD.

# Contents

1.0	Purpose	3
2.0	Scope	3
	General	
4.0	Blackouts	4
5.0	No Tipping	4
	Confidentiality	
7.0	Insider Filings	5

## 1.0 Purpose

The purpose of this standard is to define the minimum requirements IAMGOLD Corporation ("the Company") directors, officers, employees, consultants, contractors and representatives ("Insiders") are required to follow when trading Company securities or possessing material undisclosed information.

Securities and corporate laws ("Applicable Laws") prohibit any person from trading, directly or indirectly, in securities of the Company with knowledge of information related to the Company which may affect the price or value of securities of the Company, but which has not been generally or broadly disclosed to the public ("Inside Information").

It is a violation of Applicable Laws and this standard for Restricted Persons, as defined below, to acquire or dispose of securities of the Company while possessing Inside Information or to inform persons of Inside Information ("Tipping") other than in the necessary or ordinary course of business. Improper trading with, or disclosure of, Inside Information may expose both the Restricted Person and the Company to investigation, regulatory, criminal and/or civil proceedings and administrative, criminal and/or civil sanctions. Failure to adhere to this standard may result in disciplinary action, up to and including termination from employment for cause.

# 2.0 Scope

This standard applies to the following persons ("Restricted Persons") who are, or may be deemed to be under Applicable Laws, in possession of Inside Information:

- All Insiders;
- Family members of an Insider, including, without limitation, spouses, partners and children; and
- Corporations, trusts and other entities in or over which an Insider has control, direction or an ownership interest.

#### 3.0 General

No securities of the Company may be acquired or disposed of, directly or indirectly (for example, through a personal holding company or family member), with knowledge of Inside Information. Inside Information is not considered to be generally or broadly known to the public until the end of the second trade day after such information is released to the public, after which Inside Information is no longer such.

Examples of Inside Information include, without limitation:

- Changes in earnings and dividends;
- Proposed changes to capital structure, including stock splits and stock dividends;
- · Proposed or pending financings;
- Proposed changes to corporate structure, including amalgamations and reorganizations;

- Proposed acquisitions, including takeover bids or mergers, or dispositions;
- · Changes or developments which would reasonably be expected to materially affect earnings; and
- Significant discoveries by the Company.

The foregoing examples are not exhaustive. Inside Information is not to be traded on until the end of the second trade day after it has been released to the public. Discussing Inside Information with, or leaving material containing Inside Information exposed to, any person who has no need to know such information, outside of the necessary or ordinary course of business, must be avoided at all times.

#### 4.0 Blackouts

Insiders who participate in the preparation of the Company's financial results or who are otherwise privy to Inside Information are prohibited from, directly or indirectly, purchasing or selling securities of the Company during the period beginning on the first day of the month following the end of a fiscal quarter or the commencement of a trading blackout and ending at the end of the second trade day after the financial results or Inside Information has been disclosed by way of a widely circulated press release. For certainty, whether or not currently a director, officer or employee of the Company, at no time shall a person possessed of Inside Information trade in securities of the Company.

No Insider who is a director or officer of the Company may, directly or indirectly, purchase or sell securities of the Company, at any time, whether during a trading blackout or otherwise, without the prior written consent of the President and Chief Executive Officer or Senior Vice-President, General Counsel and Corporate Secretary of the Company, who shall confirm whether there is, at the time, material undisclosed information related to the Company.

Furthermore, no Insider, whether or not a director or officer of the Company, may instruct an employee of the Company to override, and no employee shall override, a trading blackout imposed by the share trading platform used by the Company to administer equity compensation grants (the Shareworks platform administered by Solium) without providing the employee with written authorization from the President and Chief Executive Officer or Senior Vice-President, General Counsel and Corporate Secretary of the Company to so override a trading blackout. The employee shall retain such authorization.

The foregoing prohibitions do not apply to purchases or sales of the Company's securities that occur automatically, without a decision on the part of the Insider, pursuant to an automatic securities purchase plan (as in the case of the Employee Share Purchase Plan) or disposition plan that is entered into at a time outside a trading blackout or otherwise when the Insider is not possessed of Inside Information. The Chair of the Nominating and Corporate Governance Committee and the Senior Vice-President, General Counsel and Corporate Secretary must be informed of any such plan.

### 5.0 No Tipping

Inside Information is to be kept strictly confidential, at all times, until it has been released to the public. Insiders must not pass on Inside Information to persons outside of the Company, except as is strictly necessary in the normal or ordinary course of business and only in circumstances where the recipient has

agreed to keep such information confidential, for example, pursuant to a non-disclosure or confidentiality agreement approved by the Legal Department.

# 6.0 Confidentiality

In the course of conducting the business of the Company, Insiders will be in possession of Inside Information. Access to such information must be limited strictly to those persons who require it in order to perform the duties expected of them. Precautions must be adopted by each Insider to ensure that Inside Information is not available to, or accessible by, persons, inside or outside of the Company, who have no need to know such information.

## 7.0 Insider Filings

Insiders who are reporting Insiders of the Company (generally, directors and executive officers) are reminded of the importance of maintaining current filings of their trades of securities of the Company with securities regulatory authorities (within five calendar days of the date of trade). The onus for complying with insider reporting requirements is on the reporting Insider.

This standard does not reflect all legal requirements pertaining to the use of Inside Information, which are more complex, nor does it guarantee compliance with Applicable Laws regarding the use of Inside Information. The ultimate responsibility to comply with Applicable Laws rests with the Restricted Person. While no single rule can possibly cover all situations, a good general rule to follow at all times is to *Avoid Any Trading Or Disclosure (Tipping) Which Might Be, Or Appear To Be, Unfair To The Company's Investors*.