



## **Whistleblower Policy**

### **General**

New Carolin Gold Corp. strives to maintain financial records and prepare financial statements and reports which comply with all applicable accounting principles and laws. In addition, the Company requires employees, officers and directors of the Company to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. To that end, employees, officers and directors of the Company must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. Unlawful activity of any kind is prohibited.

### **Purpose**

The goal of this Whistleblower Policy (the "**Policy**") is to discourage illegal activity and business conduct that damages the Company's good name, business interests, and relationship with security holders, stakeholders and the community at large. This Policy provides an avenue for employees to raise concerns regarding improper conduct and questionable accounting, internal accounting controls or auditing matters and provides reassurance that they will be protected from reprisals or victimization for 'whistleblowing' in good faith.

### **Reporting Responsibility**

It is the responsibility of all employees, officers and directors of the Company to report any suspected illegal or improper activities and any concerns regarding accounting, financial statement disclosure, internal accounting or disclosure controls or auditing matters (a "**Complaint**") in accordance with this Policy.

### **No Retaliation against 'Whistleblowers.'**

No employee, officer or director of the Company making a Complaint in good faith shall suffer harassment, retaliation or adverse employment consequences. An employee that retaliates against someone who has made a Complaint in good faith is subject to discipline up to and including termination of employment.

## **Reporting Violations**

This Policy is intended to encourage and enable employees, officers and directors to raise serious concerns within the Company rather than seeking resolution outside the Company. The Company has an 'open door' policy and encourages employees to share their questions, concerns, suggestions or complaints with someone who can address them properly.

For suspected accounting, financial statement disclosure, internal accounting or disclosure controls or auditing matters, including fraud or securities law violations, individuals should directly file a Complaint with the Chairman of the Company's Audit Committee. A sample Complaint Form is attached hereto as Exhibit A. Completed forms should be sent to the Chairman of the Audit Committee in a sealed envelope marked **"To be opened only by the Audit Committee"**.

### **Chairman of the Company's Audit Committee**

The Chairman of the Company's Audit Committee is responsible for investigating all reported Complaints. The Chairman of the Company's Audit Committee and his contact information is

#### **J. Graham Eacott**

Tel: (604) 307-7401

Address: c/o FMC, 15th Floor, 1040 West Georgia Street, Vancouver, BC, V6E 4H8

### **Resolution of Complaints**

The Audit Committee shall address all reported Complaints. The Chairman of the Company's Audit Committee shall immediately notify the Audit Committee of any Complaint and work with the Audit Committee until the matter is resolved.

Investigations into Complaints will be conducted as quickly as possible, taking into account the nature and complexity of the Complaint and the issues raised therein.

### **Acting in Good Faith**

Anyone filing a Complaint must be acting in good faith and have reasonable grounds for believing the information disclosed indicates illegal or improper activity or constitutes a questionable accounting or auditing matter. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offence.

### **Confidentiality**

Complaints may be submitted on a confidential basis by the complainant or may be submitted anonymously. Complaints will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

The Audit Committee will treat all Complaints as confidential and privileged to the fullest extent permitted by law. The Audit Committee will exercise particular care to keep confidential the identity of any person making a Complaint under this procedure until a formal investigation is launched. Thereafter, the identity of the person making the Complaint may be kept confidential, if requested, unless:

- i. such confidentiality is incompatible with a fair investigation;
- ii. there is an overriding reason for identifying or otherwise disclosing the identity of the person; or
- iii. such disclosure is required by law.

In such an instance, the person making the Complaint will be so informed in advance of their being identified in connection with the Complaint. Where disciplinary proceedings are invoked against any individual following a Complaint, the Company will normally require the name of the person making the Complaint to be disclosed to the person subject to such proceedings.

The Company encourages individuals to put their name to any Complaint they make, but any person may also make anonymous Complaints. In responding to an anonymous Complaint, the Company will pay due regard to fairness to any individual named in the Complaint, the seriousness of the issue raised, the credibility of the information or allegations in the Complaint and the prospects of an effective investigation and discovery of evidence.

This Policy encourages employees to put their names to allegations because appropriate follow-up questions and investigation may not be possible unless the source of the information is identified. Reported violations or suspected violations expressed anonymously will be investigated, but consideration will be given to the following factors;

- i. the seriousness of the issue;
- ii. the credibility of the concern; and
- iii. the likelihood of confirming the allegation from a reliable source.

### **Privacy Violations**

In addition to these rules regarding accounting, internal accounting controls and auditing matters, recent privacy legislation, the Personal Information Protection and Electronic Documents Act (Canada) ("PIPEDA") and the Personal Information Protection Act (British Columbia) ("PIPA"), provide that any person who has reasonable grounds to believe that there has been a contravention of either of PIPEDA or PIPA may notify the relevant Privacy Commissioner.

An organization must not dismiss, suspend, discipline, harass or otherwise disadvantage an employee or deny an employee a benefit because the employee, acting in good faith and on the basis of reasonable belief, has disclosed to the Privacy Commissioner that the organization has contravened or is about to contravene either of PIPEDA or PIPA. Members of the public may lodge anonymous complaints to avoid the possibility of retaliation.

**Effective Date**

This Policy is in effect as of **January 25, 2010**.

*The Company reserves the right to modify or amend this Policy at any time as it may deem necessary.*

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