

Whistle Blower Policy

1. General

The Company is committed to the highest standards of conduct and ethical behaviour in all its business activities and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

Whistleblowing refers to the act of raising concerns about potential, suspected, or actual misconduct such as serious breach of Group policies, illegal activities, unethical conduct, bullying, discrimination, fraud, theft, acts of bribery, conduct that risks the health and safety of workers, conduct detrimental to the Group's reputation, cover up or attempt to cover up serious wrongdoing ("Reportable Conduct"), and is a key element to achieving transparency and accountability in the business.

2. Whistleblower Policy

An important aspect of accountability and transparency is a mechanism to enable staff and other members of the Company to voice concerns in a responsible and effective manner. It is a fundamental term of every contract of employment that an employee will faithfully serve his or her employer and not disclose confidential information about the employer's affairs. Nevertheless, where an individual discovers information which they believe shows serious malpractice or wrongdoing within the organisation then this information should be disclosed internally without fear of reprisal. This Whistleblower Policy sets out the framework for reporting, investigating and addressing allegations of Reportable Conduct where that Reportable Conduct concerns the activities of the Group or current and former directors, officers, employees, consultants and contractors of the Group and provides reassurance to everyone who raise any concerns that they can do so without fear of retaliation, even if they turn out to be mistaken.

The aims of the Whistleblower Policy are to:

- provide Whistleblowers with a clear understanding of how allegations will be handled;
- protect Whistleblowers from victimisation and retaliation;
- ensure any reports of Reportable Conduct are dealt with appropriately;
- afford natural justice and procedural fairness to anyone who is the subject of an allegation of Reportable Conduct.

The Audit and Risk Management Committee is responsible for overseeing this Whistleblower Policy.

3. Reporting

Reporting of a Reportable Conduct may be made verbally or in writing to a person's immediate supervisor or to a department head. If the Reportable Conduct involves the Whistleblower's immediate supervisor or department head or is not comfortable with reporting the Reportable Conduct to them, the Whistleblower may make the report to the Chair of the Company's Audit and Risk Management Committee.

4. Investigation

Investigations of Reportable Conduct will be conducted in a manner that is timely, confidential, fair and objective. Confidentiality will be extended to all information received and the anonymity of the Whistleblower will be protected. Where possible and appropriate, the Whistleblower will be informed of the investigation's progress in a timely way.

Any investigations will be conducted by person or persons independent of the department in which the Whistleblower is employed and also of any person or persons to whom a complaint relates. An external investigator may be appointed if deemed necessary.

5. Whistleblower Protection

The Company will not tolerate retaliation or adverse action, such as dismissal, harassment or discrimination, against a Whistleblower who has made allegations in good faith and followed company procedures in reporting a Reportable Conduct. Support and protection from personal or financial disadvantage applies to anyone making a report under this policy and extends to anyone assisting the investigation.

BY ORDER OF THE BOARD OF DIRECTORS OF THETA GOLD MINES LIMITED