



(The "Company")

WHISTLE BLOWER POLICY

Pursuant to its charter, the audit committee (the "**Audit Committee**") of the board of directors of the Company and management ("**Management**") are responsible for ensuring that a confidential and anonymous process exists whereby all directors, officers, employees and consultants of the Company (collectively "employee" or "employees") can report any complaints or expressions of concern with respect to the Company's internal controls and legal and regulatory compliance. In order, to carry out its responsibilities under its charter, the Audit Committee has adopted this Whistle Blower Policy (the "**Policy**").

RESPONSIBILITIES OF AUDIT COMMITTEE REGARDING SPECIFIED COMPLAINTS

The Audit Committee shall receive, investigate, and act on complaints and expressions of concern ("**Complaints**") by employees regarding:

- accounting, internal accounting controls and auditing matters, including those regarding the circumvention or attempted circumvention of internal accounting controls or that would otherwise constitute a violation of the Company's accounting policies (an "**Accounting Concern**");
- compliance with legal and regulatory requirements and any matter, which, in the view of the complainant, is illegal, unethical, contrary to the policies of the Company or in some other manner not right or proper; and
- retaliation against any employees who make a Complaint.

Responsibilities of the Audit Committee created by these procedures may, at the discretion of the Audit Committee, be delegated to any member of the Audit Committee.

Examples include:

- violation of any applicable law, rule, or regulation that relates to corporate reporting and disclosure;
- violation of any corporate policies, including health, safety, environmental, operational, or ethical;
- fraud or deliberate error in the preparation, evaluation, review, or audit of any financial statement of the Company or any of its subsidiaries;
- fraud or deliberate error in the recording and maintaining of financial or other records of Company or any of its subsidiaries;

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- deficiencies in or noncompliance with the Company’s internal policies and controls;
- misrepresentation or a false statement by or to any employees of the Company respecting a matter contained in the financial records, reports, or audit reports;
- deviation from full and fair reporting of the Company’s consolidated financial condition.

REPORTING ALLEGED VIOLATIONS AND COMPLAINTS

Any person with a Complaint relating to the Company may submit his/her concern in writing or by email as follows:

Option 1: Submissions should be in writing and addressed “Private and Confidential” to the Chair of the Audit Committee:

Attention: Chair of Audit Committee
Heatherdale Resources Ltd
Suite 1800 – 555 Burrard St. Box 220
Vancouver, BC V7X 1M9
Email: issueresolution@bwcg.ca

Option 2: Submissions may also be reported to the Company’s outside legal counsel who will refer the Complaint to the Company’s Chair of the Audit Committee. In this case the contact information for the submission is:

Attention: Jason Sutherland
Dumoulin Black
10th Floor - 595 How St
Vancouver, BC, V6C 2T5
Email: jsutherland@dumoulinblack.com

INVESTIGATIONS

Upon receiving a Complaint, the Audit Committee will promptly conduct a thorough investigation, which may be undertaken with the assistance of the Governance & Nominating Committee of the Board, and the Audit Committee will notify the Board of Directors of such investigations. The Audit Committee may, in its discretion, delegate some or all of the investigation to the President & Chief Executive Officer and/or other senior Management, as deemed appropriate and necessary.

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It is the obligation of all employees to cooperate in such investigations. Those responsible for the investigation will maintain the confidentiality of the allegations of the Complaint and the identity of the persons involved, subject to the need to conduct a full and impartial investigation, remedy any violations of the Company’s policies, or monitor compliance with or administer the Company’s policies.

TREATMENT OF ACCOUNTING CONCERNS

Accounting Concerns will be reviewed as soon as possible by the Audit Committee with the assistance and direction of whomever the Audit Committee thinks appropriate, including but not limited to external legal counsel. The Audit Committee shall implement such corrective measures and do such things in an expeditious manner as it deems necessary or desirable to address the Accounting Concern. Where possible and when determined to be appropriate by the Audit Committee, notice of any such corrective measures will be given to the person who submitted the Accounting Concern.

Any person with an Accounting Concern relating to the Audit Committee itself may submit his/her concern to the Lead Director of the Board in writing as follows:

Lead Director of the Board of Directors,
in confidence Heatherdale Resources Ltd
Suite 1800 – 555 Burrard Street, PO Box 200
Vancouver, BC V7X 1M9

NO ADVERSE CONSEQUENCES

The submission of a Complaint may be made by any employee without fear of dismissal, disciplinary action, or retaliation of any kind as a result. The Company will not discharge, discipline, demote, suspend, threaten, or in any manner discriminate against any person who submits in good faith a Complaint or provides assistance to the Audit Committee, Management, or any other person or group, including any governmental, regulatory, or law enforcement body investigating a Complaint.

RETENTION OF RECORDS

The Audit Committee shall retain all records relating to any Accounting Concern or report of a retaliatory act and to the investigation of any such Complaint for a period judged to be appropriate based upon the merits of the submission. The types of records to be retained by the Audit Committee shall include records of all steps taken in connection with the investigation and the results of any such investigation.

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REVIEW OF POLICY

The Audit Committee, the Governance and Nominating Committee and the Board of Directors will review and evaluate this Policy on an annual basis to determine whether the Policy is effective.

QUESTIONS

Questions about this Policy should be directed to the Chair of the Audit Committee or the Chief Financial Officer of the Company.

COMMUNICATION OF THE POLICY

To ensure that all Company Representatives are aware of the Policy, a copy will be made available on the Company’s website at www.heatherdaleresources.com, and all employees will be informed whenever significant changes are made. New Company Representatives will be provided with a copy of this Policy upon joining or being retained by the Company and will be educated about its importance.

APPROVAL OF THE POLICY

Reviewed and Adopted by the Board of Directors – January 18, 2021