



WINSHEAR METALS CORPORATION
(the "Company")

WHISTLEBLOWER POLICY

*Adopted by the Board of Directors of
Winshear Metals Corporation
on February 26, 2021*

Purpose

Winshear is committed to maintaining the highest standards of business conduct and ethics. The Company is governed by the Code of Business Conduct and Ethics; the Corporate Disclosure and Insider Trading Policy; and other policies related to the workplace conditions, safety, environment, and community. It is our policy to comply with, and require our employees to comply with, all applicable legal and regulatory requirements relating to corporate reporting and disclosure, accounting and auditing controls and procedures, securities compliance, internal accounting controls and matters that potentially involve fraud against the Company.

Winshear's Whistleblower Policy governs the process through which all stakeholders-- the employees, suppliers, customers and community members or government at all jurisdictions of operations and projects-- can anonymously and confidentially report any potential violation of, or concern about, any of the Company's policies or local laws or regulations. This Policy describes the process that will be followed by the Company in evaluating and investigating such reports.

Principles

The primary function of the Audit Committee (the "**Audit Committee**") of the board of directors of the Company (the "**Board**") is to assist the Board in fulfilling its oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. The integrity of the financial information of the Company is of paramount importance to the Audit Committee and to the Board.

This policy outlines the procedure which the Audit Committee is establishing for the confidential, anonymous submission by stakeholders of the Company of any concerns which they may have regarding questionable accounting or auditing matters. In addition, the Audit Committee will receive concerns about any potential violations of

any of the Company's policies or local laws and regulations, directing them to the appropriate officer of the Company for investigation and resolution.

All stakeholders are encouraged to submit all good faith concerns and complaints in respect of the accuracy and integrity of the Company's accounting, auditing and financial reporting and compliance with other Company policies and local laws and regulation without fear of retaliation of any kind.

Procedure for Reporting Concerns

Employees may report the matter to their supervisor or, alternatively, to the Audit Committee Chairperson. Employees should describe their concern in writing and should include sufficient information to allow the Audit Committee to understand and review their concern. If employees wish to remain anonymous, their written communication should clearly indicate this wish for anonymity. All concerns should be forwarded to the Chairperson of the Audit Committee in a sealed envelope addressed to Winshear at the below address (or any more current head office address of the Company):

**Winshear Gold
Suite 580 - 625 Howe Street
Vancouver, British Columbia
Canada, V6C 2T6**

The outside of the envelopes should be labelled:

" by the Audit Committee only."

With a copy to:

**Winshear Gold Corp.
c/o Bennett Jones LLP, Att: S. Lockwood
666 Burrard Street, Suite 2500
Vancouver, B.C.
V5C 2X8**

CONFIDENTIAL

If employees or other stakeholders wish to discuss their concerns with the Audit Committee, they should indicate this in their submission. In order to facilitate such a discussion, stakeholders may include a telephone number or e-mail at which they can be contacted, which of course will void their anonymity.

Any such envelopes received by the Company will be forwarded promptly and unopened to the Chairperson of the Audit Committee.

Handling of Concerns Raised

Promptly following the receipt of any complaints submitted to it, the Audit Committee will

acknowledge receipt of the report to the submitter (if they have included their contact details); investigate each complaint; and take appropriate corrective actions. An explanation of the outcome of investigation will be returned to the submitter if they have included their contact details.

Investigations

The Audit Committee has the authority to:

- a) conduct any investigation which it considers appropriate, and has direct access to the external auditor of the Company, as well as officers and employees of the Company; and
- b) retain, at the Company's expense, special legal, accounting, technical or such other advisors, consultants or experts it deems necessary in the performance of its duties.

In conducting any investigation, the Audit Committee shall use reasonable efforts to protect employees' anonymity.

Records

The Audit Committee will retain as part of its records, any complaints or concerns for a period of no less than seven years. The Audit Committee will keep a written record of all such reports or inquiries and make quarterly reports on any ongoing investigation which will include steps taken to satisfactorily address each complaint.

Stakeholder Protection

All stakeholders are assured that no retaliation of any kind is permitted against them for complaints or concerns made in good faith. No employee will be adversely affected because the employee refuses to carry out a directive which, in fact, constitutes corporate fraud, or is a violation of national or local law.

Questions about this Policy

If you have any questions, contact the CEO or Chairperson of the Audit Committee.

End