



## SUPERIOR GOLD INC. WHISTLEBLOWER POLICY

### 1.0 Introduction

Superior Gold Inc. (the “**Company**”) is committed to ensuring full compliance with all applicable government laws and regulations, corporate reporting and disclosure, accounting practices, accounting controls, auditing practices and other matters relating to fraud against shareholders (collectively “**Legal or Accounting Matters**”).

Pursuant to its charter, the Audit Committee of the Board of Directors of the Company is responsible for ensuring that a confidential and anonymous process exists whereby persons can report any concerns regarding Legal or Accounting Matters relating to the Company. In order to carry out its responsibilities under its charter, the Audit Committee, together with the Board of Directors, has adopted this Whistleblower Policy (the “**Policy**”).

For the purposes of this Policy, “Legal or Accounting Matters” is intended to include any matter, which in the view of the complainant, is illegal, unethical, or contrary to the policies of the Company. Examples would include:

- violation of any applicable law, rule or regulation that relates to corporate reporting and disclosure;
- violation of the Company’s Code of Business Conduct and Ethics;
- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the recording and maintaining of financial records of the Company;
- deficiencies in or noncompliance with the Company’s internal policies and controls;
- misrepresentation or a false statement by or to a director, officer or employee of the Company respecting a matter contained in the financial records, reports or audit reports; and
- deviation from full and fair reporting of the Company’s consolidated financial condition.

### 2.0 Communication of the Policy

Copies of this Policy are made available to directors, officers, employees and consultants. All directors, officers and employees will be informed whenever significant changes are made. New directors, officers, employees and consultants will be provided with a copy of this Policy. A copy of this Policy will also be posted on the Company website at [www.superior-gold.com](http://www.superior-gold.com).

### 3.0 Reporting Alleged Violations or Complaints

#### 3.1 Reporting Concerns

Any person, regardless of where they reside, with a concern regarding a Legal or Accounting Matter relating to the Company may submit their concern to the Company through either of two methods:

1. Submit the issue to their supervisor or the Chief Financial Officer. Supervisors and the Chief Financial Officer have a duty to report any such issues brought to their attention to the Chair of the Audit Committee of the Company (the “**Audit Committee Chair**”), or
2. It is acknowledged that there will be situations where the seriousness or sensitivity of a complaint and the parties implicated in wrongdoing, require an alternate method of reporting and therefore concerns may be submitted through a confidential reporting service as follows:

**By internet:** go to [www.integritycounts.ca/org/superiorgoldinc](http://www.integritycounts.ca/org/superiorgoldinc) and follow the directions to submit a report using the website.

**By phone:** call a toll-free hotline at 1-866-921-6717 or a toll-free hotline in Australia at 0011-800-2002-0033.

**By email:** send an email to [superiorgoldinc@integritycounts.ca](mailto:superiorgoldinc@integritycounts.ca).

#### 3.2 Anonymity and Confidentiality

The Audit Committee Chair will seek to treat submissions made under this Policy on a confidential and anonymous basis, to the fullest extent permitted under law and to the extent possible, consistent with the need to conduct an adequate investigation, save and except that submissions, other than those regarding (i) a violation of any applicable law or regulation that relates to corporate reporting and disclosure, (ii) a violation of the Company’s Code of Business Conduct and Ethics or (iii) other concerns regarding questionable accounting or auditing matters, must identify the person making the submission.

### 4.0 No Adverse Consequences

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

## **5.0 Acting in Good Faith**

Anyone filing a complaint under this Policy must be acting in good faith and have an honest belief that the complaint is well-founded, including a reasonable factual or other basis. Any complaints based on allegations that are without basis cannot be substantiated, or that are proven to be intentionally misleading or malicious will be viewed as a serious offense.

## **6.0 Treatment of Legal or Accounting Concern Submissions**

Legal or Accounting Matters 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 and 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 Legal or Accounting Matter.

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 concern regarding a Legal or Accounting Matter.

## **7.0 Annual Certification**

All directors and officers of the Company, together with any employees, consultants and contractors specified by the Board of Directors of the Company, shall provide annual certification of compliance with this Policy in the form attached to the Company's Code of Business Conduct and Ethics.

## **8.0 Retention of Records**

The Audit Committee shall retain all records relating to any Legal or Accounting Matter or report of a retaliatory act and to the investigation of any such report 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.

## **9.0 Review of Policy**

The Audit Committee will be responsible for reviewing and evaluating this Policy to determine whether the Policy is effective in providing a confidential and anonymous procedure to report violations or complaints regarding Legal or Accounting Matters.