

## WHISTLEBLOWER POLICY

### GEOMEGA RESOURCES INC. (the "Corporation")

#### 1. GENERAL

The Corporation is committed to maintaining the highest standards of business conduct and ethics, as well as full compliance with all applicable government laws, rules, and regulations, corporate reporting and disclosure, accounting practices, accounting controls, auditing practices and other matters relating to fraud against the Corporation or its shareholders (collectively, the "Wrongdoings"). Pursuant to its charter, the audit committee (the "Audit Committee") of the Board of Directors (the "Board") of Corporation is responsible for ensuring that a confidential and anonymous process exists whereby persons can report any Wrongdoing relating to the Corporation and its subsidiaries. In order to carry out its responsibilities under its charter, the Audit Committee has adopted this whistleblower policy (the "Policy"). For the purposes of the Policy, "Corporation Personnel" shall mean the directors, officers, employees of the Corporation, management company employees and those who provide services to the Corporation.

#### 2. WRONGDOINGS

For the purposes of this Policy, Wrongdoing is intended to be broad and comprehensive and to include any matter, which in the view of the complainant, is illegal, unethical, contrary to the policies of the Corporation or in some other manner not right or proper:

- a) violation of any applicable law, rule or regulation that relates to corporate reporting and disclosure;
- b) fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Corporation;
- c) fraud or deliberate error in the recording and maintaining of financial records of the Corporation;
- d) deficiencies in or non-compliance with the Corporation's internal policies and controls;
- e) misrepresentation or a false statement by or to a director, officer or employee of the Corporation or any of its subsidiaries respecting a matter contained in the financial records, reports or audit reports; and
- f) deviation from full and fair reporting of the Corporation's financial condition.

Any information concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the ability to record, process and report financial data; or (b) any fraud, whether or not material, that involves management or other Corporation Personnel who have a significant role in financial reporting, disclosures or internal controls should be reported to the Chair of the Audit Committee.



Corporation Personnel shall not confront the individual being investigated, or initiate independent investigations. In those instances where the investigation indicates criminal activity, the appropriate law enforcement agency will be informed.

## **7. TREATMENT OF WRONGDOING SUBMISSIONS**

Wrongdoings will be reviewed as soon as possible by the Chair of the Audit Committee or any other person or organization deemed appropriate by the Chair of the Audit Committee including legal counsel. The Chair of Audit Committee is responsible of the implementation of corrective measures and does such things in an expeditious manner as he deems necessary or desirable to address the Wrongdoing.

Where possible and when determined to be appropriate by the Chair of Audit Committee, notice of any such corrective measures will be given to the person who submitted the Wrongdoing.

In the event that the implementation of corrective measures is deemed necessary, the Chair of the Audit Committee will consult, prior to implantation, other audit committee members.

Some concerns may be resolved by agreed action without the need for investigation. If urgent action is required, it will be taken before any investigation is conducted.

Within 20 business days of a concern being raised, the Chair of the Audit Committee shall notify the person alleging a Wrongdoing :

- acknowledging that a concern has been received;
- indicating how he proposes to deal with the matter;
- giving an estimate of how long it will take to provide a final response;
- indicating whether any initial enquiries have been made; and
- indicating whether further investigations will take place.

The Chair of the Audit Committee, on behalf of the Corporation, will take steps to minimize any difficulties that may be experienced as a result of raising a concern about a Wrongdoing. For instance, if the whistleblower is required to give evidence in criminal or disciplinary proceedings, the Corporation will arrange for legal advice about the procedure.

## **8. RETENTION OF RECORDS**

The Chair of the Audit Committee will retain all records relating to any Wrongdoing or report of 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 Chair of the Audit Committee will include records of all steps taken in connection with the investigation and the results of any such investigation.

## **9. REVIEW OF THE WHISTLEBLOWER POLICY**

The effectiveness of the Policy will be monitored by the Audit Committee of the Board of directors.

The Committee will review and evaluate this Policy on an annual basis to determine whether the Policy is effective in providing a confidential and anonymous procedure to report violations or complaints regarding Wrongdoings.

#### **10. PUBLICATION OF THE WHISTLEBLOWER POLICY**

The directors, through the Corporation's management, shall cause the Policy to be posted in hardcopy format for viewing in all Corporation locations.

The policy is posted on the Corporation's website at [www.ressourcesgeomega.ca](http://www.ressourcesgeomega.ca).

#### **11. APPLICABLE LAW**

The provisions of the Policy will be amended, as and to the extent necessary, to comply with applicable regulations and policies imposed by the various jurisdictions in which the Corporation and Corporation Personnel operate.

APPROVED BY THE BOARD OF DIRECTORS ON DECEMBER 9, 2013