



P2 GOLD INC.

WHISTLEBLOWER POLICY

PURPOSE

P2 Gold Inc. (the "**Company**") has adopted a Code of Conduct and Ethics which requires the observation of high standards of business and personal ethics in the conduct of all directors, officers and other employees of the Company. In addition, audit committees of public companies in Canada are required to develop complaint procedures for employees who have concerns about questionable accounting, internal control or auditing matters. To meet this requirement, the Audit Committee of the Board of Directors of the Company (the "**Board**") has developed, and the Board has approved, this Whistleblower Policy (this "**Policy**") to handle complaints, reports and concerns by any individual regarding (i) questionable accounting practices, inadequate internal accounting controls or coercion relating to auditing matters, (ii) actual or potential violations of any applicable law and (iii) other suspected wrongdoing, including conduct prohibited under the Code of Conduct and Ethics adopted by the Company (each a "**violation**").

REPORTING RESPONSIBILITY

It is the responsibility of all directors, officers and employees to report violations or suspected violations in accordance with this Policy.

NO RETALIATION

No director, officer or employee who, in good faith, reports, or files a complaint concerning, a violation or suspected violation shall suffer harassment, retaliation or any adverse employment consequence as a consequence of making such report or filing such complaint. Any employee who retaliates against another individual who has reported a violation or suspected violation in good faith is subject to discipline, up to and including termination of employment.

ACTING IN GOOD FAITH

Any individual who reports, or files, a complaint, concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense and any individual who reports or files a complaint on such a basis will be subject to discipline, up to and including termination of employment.

REPORTING VIOLATIONS

Any employee or other person with a concern or complaint regarding a violation or suspected violation should submit their concern or complaint to the Audit Committee as follows:

- (a) by mail or delivery: P2 Gold Inc.
1100 – 335 Burrard Street.
Vancouver, BC V6C 2G8
- Attention:
Ron MacDonald, Chair of Audit Committee
Private & Confidential
- (b) by email: rmacdonald177@gmail.com

All complaints received will be considered carefully. Any complaint should provide sufficient details so that a reasonable investigation can be conducted.

If the Chair of the Audit Committee determines that the complaint is covered by this Policy, the Chair will undertake an investigation of the violation or suspected violation. In conducting the investigation, the Chair of the Audit Committee may enlist inside or outside legal, accounting, human resources or other advisors as the Chair considers advisable. The Chair of the Audit Committee shall have access to all books and records of the Company. The directors, officers, employees and agents of the Company are expected to fully co-operate in the investigation. In conducting any investigation, the Chair of the Audit Committee shall use reasonable efforts to protect the confidentiality of the complainant. Investigations will be conducted as quickly as possible taking into account the nature and complexity of the complaint and the matters raised therein.

REPORTING TO THE AUDIT COMMITTEE

Each financial quarter of the Company, the Chair of the Audit Committee will report to the Audit Committee and to the external independent auditor of the Company, in the aggregate, the number, the nature and the outcome of the complaints received and investigated under this Policy. Notwithstanding the foregoing, the Chair of the Audit Committee shall promptly report to the Audit Committee and the Board any complaint that may have material consequences for the Company.

CONFIDENTIALITY

The Company will treat all complaints as confidential and privileged to the fullest extent permitted by law. You are encouraged to put your name on any complaint you make, but a complaint may also be made anonymously.

This Policy was last reviewed and approved by the Board on May 17, 2021.