

## FOREST GATE RESOURCES INC.

### WHISTLEBLOWER POLICY

#### 1. Purpose

- 1.1 This Whistleblower Policy outlines the procedure, which the Audit Committee is establishing, for the confidential, anonymous submission by employees of Forest Gate Resources Inc. (the "Corporation") and third parties of any concerns that they may have regarding questionable accounting, internal accounting controls or auditing matters associated with the Corporation. This policy is posted on the Corporation's website in order to make it available to external parties.

#### 2. Responsibility

- 2.1 Employees, consultants and directors are required to submit and other external parties are requested to submit, all good faith concerns and complaints in respect of the accuracy and integrity of the Corporation's accounting or auditing matters that may constitute a breach of the Corporation's Code of Ethics (the "Code"). If you have any concerns about matters, which you consider questionable, incorrect, misleading, fraudulent or unethical, you are required to come forward with any such information, complaints or concerns, without regard to the position of the person or persons responsible for the subject matter of your complaint or concern. In "good faith" means a report which is made honestly, whether or not the person has all of the facts or is certain a breach has occurred; a report which is knowingly false would not be in good faith.

The Corporation will not tolerate any retaliation or reprisal against anyone who in good faith reports a potential breach of the Code or raises a concern with respect to whether certain conduct constitutes a breach.

- 2.2 The Audit Committee (the "Audit Committee") of the Board of Directors of the Corporation is comprised of independent directors as defined by the applicable rules and regulations of the securities regulatory authorities and/or stock exchanges.
- 2.3 Any complaint to be made under this policy shall be submitted to the Audit Committee, via mail to [auditcommittee@forestgate.ca](mailto:auditcommittee@forestgate.ca) or in writing to the corporate office, in a sealed envelope labeled as follows: ***To be opened by the Audit Committee only.***

Supervisors who receive (or become aware) of a complaint from an employee are required to submit all complaints they receive to the Audit Committee in the manner described above and to senior management on a timely basis. Where a complaint involves a potentially significant impact on the financial results or an issue that involves senior management the matter shall be reported to the Audit Committee within 48 hours.

2.4 The Corporation's lawyers may receive complaints regarding violations of the Code. They are required quarterly to report such complaints to the Audit Committee, except in a case where the complaint involves a potentially significant impact on the financial results or an issue that involves senior management, in which case, the matter should be reported to the Audit Committee within 48 hours.

2.4 If you have any questions, contact Mr. Vince Portulese, Chief Financial Officer or Mr. Peter G.M. Cox, Chairman of the Audit Committee.

### **3. Procedure**

3.1 You should describe your concern in writing and should include sufficient information to allow the Audit Committee to understand and review your concern. If you wish your identity to be treated confidentially, you should state this in your communication.

3.2 If you wish to make an anonymous complaint, your written communication should clearly indicate this wish for anonymity.

3.3 All concerns should be forwarded to the Audit Committee in the manner described in Paragraph 2.3 above.

3.4 If you wish to discuss any matter with the Audit Committee, you should indicate this in your submission. In order to facilitate such a discussion, you may include a telephone number at which you can be contacted. Any such e-mails or envelopes received by the Corporation or Other Entities will be forwarded promptly and, in the case of envelopes, unopened to the Audit Committee.

3.5 All concerns are to be reviewed promptly following the receipt. The Audit Committee, at its discretion, will investigate complaints and take appropriate corrective actions. The Audit Committee has the authority to:

- (a) conduct any investigation which it considers appropriate, and has direct access to Ernst & Young, the external auditor of the Corporation, as well as officers and employees of the Corporation and Other Entities, as applicable; and
- (b) retain, at the Corporation's expense, special legal, accounting 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 any request for your identity to be handled confidentially.

3.6 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 of any ongoing investigation, which will include steps taken to satisfactorily address each complaint.