

**Schedule “A”**  
**PRIME MINING CORPORATION**  
**WHISTLEBLOWER POLICY**

**INTRODUCTION**

The purpose of this Whistleblower Policy (the “Policy”) is establish procedures for the receipt, retention and treatment of complaints received by Prime Mining Corporation (the “Company”) regarding accounting, internal accounting controls, auditing matters of fraud.

This Policy protects any individual who is good faith submits any complaint on a confidential and anonymous basis in accordance with the procedures set out below.

**1. COMPLAINT PROCEDURE**

The Company’s Code of Business Conduct and Ethics provides that an individual may report any concerns or complaints regarding accounting, internal accounting controls, audit-related matters or fraud to the Chair of the Audit Committee (the “Chair”) of the Board of Directors of the Company.

Such concerns and/or complaints will be kept confidential any may be communicated anonymously if desired. If an alleged concern or complaint is reported anonymously, enough information about the incident or situation must be provided to allow the Chair to investigate properly. All such concerns shall be set forth either through the Company’s **Confidence Line** (detailed below), an independent and confidential alternative reporting channel providing another mean to raise and report ethics-related concerns, or in writing, through email or sealed in an envelope marked “**Confidential**” and /or “**To be opened by the Chair of the Audit Committee only**” and forwarded to the attention of the Chair at the following address:

Prime Mining Corporation  
Attention: Chair of the Audit Committee  
1507 – 1030 West Georgia Street,  
Vancouver, BC V6E 2Y3 Canada  
**Email address:** whistleblower@primeminingcorp.ca  
**Confidence Line web address:** (web access: [www.primeminingcorp.ca](http://www.primeminingcorp.ca))  
**Phone number:** 1-604-428-6128

Such letters will be forwarded promptly to the Chair.

Following receipt of any complaints submitted hereunder, the Chair shall promptly investigate each matter so reported. The Chair may enlist employees of the Company and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation of complaints regarding financial statement disclosures, accounting, internal accounting controls, auditing matters or other violations of the Company’s Code of Business Conduct and Ethics. In conducting any investigation, the Chair shall use reasonable efforts to protect the confidentiality and anonymity of the complainant. If appropriate, the Chair may take corrective and disciplinary actions, which include, alone or in combination, a warning or

letter of reprimand, demotion, loss of merit increase, bonus or stock options, suspension without pay or termination of employment or engagement. It is the obligation of all employees, officers and directors to cooperate with such investigations. The Chair shall retain as a part of the records of the Audit Committee any such complaints or concerns for a period of no less than seven years.

## **2. NO RETALIATION**

A Submission under this Policy may be made by a director, officer, employee or consultant 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 reports in good faith a whistleblower issue or provides assistance to the Chair, management or any other person or group, including governmental, regulatory or law enforcement body, investigating a whistleblower issue.

## **3. ACTING IN GOOD FAITH**

In the event that the investigation reveals that the complaint was frivolously made or undertaken for improper motives or made in bad faith or without a reasonable and probable basis, that complainant's supervisor may take such disciplinary action as it is appropriate in the circumstances.

## Schedule "B"

### PRIME MINING CORPORATION

#### Code of Business Conduct and Ethics Certification

I acknowledge that I have reviewed the Code of Business and Ethics (the "Code") of Prime Mining Corporation (the "Company") and understand that, I have an obligation to fully adhere to these policies and principals. In particular, I acknowledge and affirm that:

In carrying out my responsibilities, I agree to adhere to the Code and I further agree that I have not, and will no, and will ensure that no person acting on my behalf or at my direction will, offer, promise, pay, or give, or authorize the offer, promise, payment, or giving of , any financial or other advantage, including money or anything of value, whether by direct or indirect means, to any person for the purpose of obtaining or retaining business, inducing that person or any other person to act, rewarding him/her for acting, or securing an improper advantage, improperly or otherwise.

I certify that I have no knowledge that I or anyone acting on my behalf or at my discretion has engaged or is engaging in such activities. I also certify that I am using my best efforts to effectively implement the Code in a prompt and timely manner. I understand that IU will be subject to disciplinary actions, including potential termination of my relationship and /or employment with the Company as a result of breaching any provision of the Code.

By: \_\_\_\_\_  
[Signature]

\_\_\_\_\_  
[Printed Name}

Date: \_\_\_\_\_