

**WHISTLEBLOWER POLICY
GEOMEGA RESOURCES INC.
(the « company »)**

1. Generalities

The company is committed to maintaining the highest standards of business conduct and ethics and to complying with all applicable government laws, rules and regulations and corporate reporting obligations, information, accounting practices, accounting controls, auditing practices and other matters relating to fraud against the Company or its shareholders (collectively, “Wrongdoing”). Pursuant to its charter, the Audit Committee (the “Audit Committee”) of the Board of Directors (the “Board”) of the Company is responsible for ensuring that there is a confidential and anonymous process by which individuals can report any wrongdoing relating to the company and its subsidiaries. In order to fulfill its responsibilities under the Charter, the Audit Committee has adopted this Whistleblower Policy (the “Policy”). For the purposes of this policy, the expression "company personnel" means directors, members of senior management, employees of the company, employees of management companies and those who provide services to the society.

2. Wrongdoings

For the purposes of this policy, the concept of wrongdoing is broad and broad. It includes any act that, in the opinion of the complainant, is illegal, unethical, contrary to company policies or in any way wrongful or inappropriate, including:

- a) a breach of any applicable law, rule or regulation that relates to the disclosure of corporate information;
- b) a fraud or deliberate error in the preparation, evaluation, review or audit of financial statements of the company;
- c) a fraud or deliberate error in the registration and maintenance of the financial records of the company;
- d) deficiencies in, or failure to comply with, company policies and internal controls;
- e) a false declaration by a director, officer or employee of the company or one of its subsidiaries or to them relating to an element of the registers or financial reports or audit reports;
- f) a failure relating to the obligation to present the financial situation of the company completely and faithfully.

Any information regarding a) significant deficiencies in the design or operation of internal controls that could adversely affect the recording, processing, and reporting of financial data; or (b) any fraud, whether material or not, that involves management or other personnel of the company who play a significant role in financial reporting or internal controls must be reported to the President of the audit committee.

6. NO ADVERSE CONSEQUENCES

No Company personnel who, in good faith, raises a concern or reports suspected wrongdoing will be subject to harassment, retaliation or adverse employment action. A manager or employee who retaliates against someone who, in good faith, raises a concern or reports an alleged wrongdoing is subject to disciplinary measures up to and including dismissal. The policy aims to encourage company personnel to raise serious concerns within the company and enable them to be raised rather than looking for solutions outside the company.

Company personnel should refrain from confronting the person being investigated, or conducting independent investigations. In cases where an investigation reveals criminal activity, the appropriate law enforcement agency will be notified.

7. PROCESSING REPORTS OF WRONGDOINGS

Wrongdoing will be investigated as soon as possible by the Chairman of the Audit Committee or any other person or body deemed appropriate by the Chairman of the Audit Committee, including external legal advisors. The chairman of the audit committee is responsible for implementing corrective measures and promptly takes any action he deems necessary or desirable in relation to the wrongdoing.

To the extent possible and when the chair of the audit committee deems it appropriate, notice of the corrective measures is given to the person who reported the wrongdoing.

In the event that the implementation of corrective measures is deemed necessary, the chairman of the audit committee will consult the members of the audit committee before implementation.

Some problems can be resolved by an agreed measure without the need for investigation. If urgent action is required, it is taken before any investigation is carried out.

Within 20 business days of the date an issue is raised, the chair of the audit committee must give the person alleging wrongdoing notice:

- recognizing that a concern has been raised;
- indicating how he proposes to handle the matter;
- giving an estimate of how long it will take to provide a final response;
- indicating whether initial investigations have been carried out;
- indicating whether further investigations will take place.

The Chairman of the Audit Committee, on behalf of the Company, will take steps to minimize any difficulty that may arise as a result of raising concerns about wrongdoing. For example, if the whistleblower must testify during a criminal or disciplinary proceeding, the company will ensure that the person concerned receives legal advice in relation to the procedure.

8. RECORD KEEPING

The chair of the audit committee will retain all documents relating to any wrongdoing or report of retaliation and any investigation relating to this report for a period deemed appropriate

depending on the importance of the matter. The types of documents that will be retained by the chair of the audit committee include documents that document all actions taken in connection with the investigation and the results of the investigation.

9. REVIEW OF WHISTLEBLOWING 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 annually to determine whether it provides an effective confidential and anonymous procedure for denouncing misconduct or filing a complaint regarding wrongdoing.

10. PUBLICATION OF WHISTLEBLOWING POLICY

The directors, through the management of the company, must ensure that a copy of the policy is posted for inspection at all locations of the company.

The policy is posted on the company's website at www.geomega.ca.

11. APPLICABLE LAW

The provisions of the Policy will be amended, from time to time, to the extent necessary to bring them into compliance with the regulations and policies imposed by the various territories in which the Company and the Company's personnel carry on business.

Approved by the board of directors on January 27, 2021