

**GOLDSOURCE MINES INC.**  
**AUDIT COMMITTEE OF THE BOARD OF DIRECTORS**  
**WHISTLEBLOWER POLICY**

**1. GENERAL**

- 1.1 Goldsource Mines Inc. (the “Company”) requires its directors, officers and employees to observe high standards of professionalism and ethical conduct in maintaining the financial records of the Company. Pursuant to its Charter, the Audit Committee of the Board of Directors of the Company is responsible for ensuring that a confidential and anonymous process exists whereby persons can express any concerns or complaints about the accuracy, fairness or appropriateness of any of the Company’s accounting policies or financial reports including corporate reporting and disclosure, accounting and auditing controls and procedures and any violations of applicable legal and regulatory requirements relating to securities compliance and other matters pertaining to fraud against shareholders of the Company, and the actions taken by the Company to remedy such violations. In order to carry out its responsibilities under its Charter, the Audit Committee has adopted this Whistleblower Policy.
- 1.2 For the purposes of this Policy, all accounting, internal accounting controls, auditing or other financial, securities or compliance matters which are the subject of a complaint or submission are referred to as an “Corporate Irregularity”.

**2. NO RETALIATION**

- 2.1 No officer or employee who in good faith reports an Corporate Irregularity shall suffer harassment, retaliation or adverse employment consequence. An officer or employee who retaliates against someone who has reported an Corporate Irregularity in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Company rather than seeking resolution outside the Company.

**3. REPORTING VIOLATIONS**

- 3.1 It is the responsibility of all directors, officers and employees to report all suspected Corporate Irregularities in accordance with this Whistleblower Policy. The Company maintains an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee’s supervisor is in the best position to address an area of concern. An employee’s supervisor may be more knowledgeable about the issue and will appreciate being brought into the process. It is the supervisor’s responsibility to help solve the problem.
- 3.2 However, if an employee is not comfortable speaking with the employee’s supervisor or an employee is not satisfied with the supervisor’s response, the employee is encouraged to speak with a member of the Audit Committee or anyone in management whom the employee is comfortable in approaching. Supervisors and managers are required to report suspected Corporate Irregularities to the Chair of the Audit Committee, who has specific and exclusive responsibility to investigate all reported Accounting Irregularities. For suspected fraud or securities law violations, or when an employee is not satisfied or uncomfortable with following the Company’s open door policy, the employee should contact the Chair or any other member of the Company’s Audit Committee directly.

- 3.3 To assist the Audit Committee in responding to or investigating a complaint, the complaint should be factual rather than speculative or conclusory, and contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of the matter that is the subject of the complaint. It is less likely that the Audit Committee will be able to conduct an investigation based on a complaint that contains unspecified wrongdoing or broad allegations without verifiable evidentiary support. Without limiting the foregoing, the complaint should, to the extent possible, contain the following information: (i) the alleged event, matter or issue that is the subject of the complaint; (ii) the name of each person involved; (iii) if the complaint involves a specific event or events, the approximate date and location of each event; and (iv) any additional information, documentation or other evidence available to support the complaint. Unless otherwise prohibited by applicable law, the Audit Committee may, in its reasonable discretion, determine not to commence an investigation if a complaint contains only unspecified or broad allegations of wrongdoing without appropriate informational support. Note: When reporting an alleged violation by telephone, it is not required to leave a name. In the event the act of wrongdoing concerns the Company's Auditor, if any, and/or the Company's general counsel, the report of wrongdoing should be filed directly with the Audit Committee. If a complaint involves securities law violations, you may report the alleged wrongdoing to the Company's general counsel, the Audit Committee, or directly to the TSX Venture Exchange,

#### **4. INVESTIGATIONS OF COMPLAINTS**

- 4.1 The Company's Audit Committee is primarily responsible for investigating and resolving all reported complaints and allegations concerning Corporate Irregularities. The Chair of the Audit Committee may be reached by emailing the following address: [auditcommitteechair@goldsourcemines.com](mailto:auditcommitteechair@goldsourcemines.com).
- 4.2 Complaints and allegations of Corporate Irregularities may also be addressed to the Company's legal counsel. The Company's legal counsel may be reached as follows:

Koffman Kalef LLP  
19<sup>th</sup> Floor, 885 West Georgia Street  
Vancouver, BC V6C 3H4

Telephone: (604) 891-3688  
Facsimile: (604) 891-3788

Attention: Bernard Poznanski  
Email: [bp@kkbl.com](mailto:bp@kkbl.com)

- 4.3 The Audit Committee may retain independent legal counsel, accountants or others to assist in its investigations.

#### **5. ACCOUNTING AND AUDITING MATTERS**

- 5.1 Pursuant to its Charter, the Audit Committee is responsible for addressing all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The senior financial officer of the Company is required to immediately notify the Audit Committee of any complaint of which such officer is aware and to work with the Audit Committee until the matter is resolved.

**6. ACTING IN GOOD FAITH**

- 6.1 Anyone filing a complaint concerning a suspected Corporate Irregularity must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a Corporate Irregularity. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offence.

**7. CONFIDENTIALITY**

- 7.1 Complaints or submissions concerning a suspected Corporate Irregularity may be submitted on a confidential basis by the complainant or may be submitted anonymously. All complaints or submissions will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

**8. HANDLING OF REPORTED VIOLATIONS**

- 8.1 The Chair of the Audit Committee will notify the sender and acknowledge receipt of the reported suspected Corporate Irregularity within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.
- 8.2 The Company shall retain records of complaints for a period of no less than five years as a separate part of the records of the Audit Committee.

**9. PRIVACY VIOLATIONS**

- 9.1 In addition to these rules regarding accounting, internal accounting controls and auditing matters, recent privacy legislation, the *Personal Information Protection and Electronic Documents Act* (Canada) (“*PIPEDA*”) and the *Personal Information Protection Act* (British Columbia) (“*PIPA*”), provide that any person who has reasonable grounds to believe that there has been a contravention of either of *PIPEDA* or *PIPA* may notify the relevant Privacy Commissioner.
- 9.2 An organization must not dismiss, suspend, discipline, harass or otherwise disadvantage an employee or deny an employee a benefit because the employee, acting in good faith and on the basis of reasonable belief has disclosed to the Privacy Commissioner that the organization has contravened or is about to contravene either of *PIPEDA* or *PIPA*. Members of the public may lodge anonymous complaints to avoid the possibility of retaliation.