



# WHISTLEBLOWER POLICY

**GEODRILL<sup>®</sup>**

**GEODRILL LIMITED**  
**WHISTLEBLOWER POLICY**

**I. Purpose**

The purpose of this policy is to establish procedures for (a) the receipt, retention, and treatment of complaints received by Geodrill Limited (the “**Corporation**”) regarding accounting, internal accounting controls, auditing matters or violations to the Corporation’s Code of Business Conduct and Ethics; and (b) the submission by employees of the Corporation, on a confidential and anonymous basis, of concerns regarding questionable accounting, auditing matters or violations to the Corporation’s Code of Business Conduct and Ethics.

The purpose of this policy is also to state clearly and unequivocally that the Corporation prohibits discrimination, harassment and/or retaliation against any employee, director or officer who (i) reports complaints to the Corporate Governance and Nominating Committee regarding accounting, internal controls, auditing matters or violations of the Code of Business Conduct and Ethics, or (ii) provides information or otherwise assists in an investigation or proceeding regarding any conduct which he or she reasonably believes to be a violation of employment or labour laws, applicable securities laws or regulations including the regulations of the Toronto Stock Exchange, laws regarding fraud or the commission or possible commission of a criminal offence. Everyone at the Corporation is responsible for ensuring that the workplace is free from all forms of discrimination, harassment and retaliation prohibited by this policy. No employee, director or officer of the Corporation has the authority to engage in any conduct prohibited by this policy.

This policy protects:

1. any employee, director or officer who legitimately and in good faith discloses an alleged violation of employment or labour laws, securities laws and regulations, laws regarding fraud or the commission or possible commission of a criminal offense, by any person with supervisory authority over the employee, director or officer, or any other person working for the Corporation who has the authority to investigate, discover or terminate conduct prohibited by this policy;
2. any employee, director or officer who legitimately and in good faith files, causes to be filed, testifies, participates in, or otherwise assists in a proceeding filed under employment or labour laws, securities laws or regulations or laws regarding fraud;
3. any employee who legitimately and in good faith provides information, causes information to be provided, or otherwise assists in an investigation regarding any conduct which the employee reasonably believes constitutes fraud when the information or assistance is provided to or the investigation is conducted by law enforcement, regulatory authorities, a legislature, or the Corporation; or
4. any employee who in good faith submits any complaint to the Corporate Governance and Nominating Committee, regarding financial statements disclosures, accounting,

internal accounting controls, auditing matters or violations to the Corporation's Code of Business Conduct and Ethics in accordance with the procedures set out herein.

If an employee, director or officer legitimately and in good faith engages in any of the activities listed above, the Corporation will not discharge, demote, suspend, threaten, harass or otherwise discriminate or retaliate against him or her in the terms or conditions of employment because of that activity. However, since such allegation of impropriety may result in serious personal repercussions for the target person or entity, the employee, director or officer making the allegation of impropriety should have reasonable and probable grounds before reporting such impropriety and should undertake such reporting in good faith, for the best interests of the Corporation and not for personal gain or motivation.

## **II. Complaint Procedures**

1. Any employee, director or officer who legitimately and in good faith believes that he or she may have been the subject of prohibited discrimination, harassment and/or retaliation or is aware of any conduct which may be prohibited by this policy is strongly encouraged to report such belief to the Chairman of the Corporate Governance and Nominating Committee by a sealed confidential letter or a confidential email to [complaints@geodrill-gh.com](mailto:complaints@geodrill-gh.com). The Chairman of the Corporate Governance and Nominating Committee will immediately forward the letter to one or more members of the Corporate Governance and Nominating Committee. Any employee, director or officer who receives such a complaint or witnesses any conduct which he or she legitimately and in good faith believes may be prohibited by this policy must immediately notify his or her supervisor and/or the Chairman of the Corporate Governance and Nominating Committee. Such concerns and/or complaints may be communicated anonymously if desired.
2. Upon receiving a complaint, the Corporate Governance and Nominating Committee will promptly conduct a thorough investigation. The Corporate Governance and Nominating Committee shall notify the board of directors of the Corporation (the "**Board**") and the Chief Executive Officer of such investigations. It is the obligation of all employees, directors and officers to cooperate in such investigation. Those responsible for the investigation will maintain the confidentiality of the allegations of the complaint and the identity of the persons involved, subject to the need to conduct a full and impartial investigation, remedy any violations of the Corporation's policies, or monitor compliance with or administer the Corporation's policies.
3. The investigation generally will include, but will not be limited to, discussion with the complainant (unless the complaint was submitted on an anonymous basis), the party against whom allegations have been made, and witnesses, as appropriate.
4. In the event that an investigation establishes that an employee, director or officer has engaged in conduct or actions constituting discrimination, harassment and/or retaliation in violation of this policy, the Corporation will take immediate and appropriate corrective action up to and including termination of an employee's employment.
5. 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 will take whatever disciplinary action may be appropriate in the circumstances.

### **III. Corporate Governance and Nominating Committee Procedures**

The Corporate Governance and Nominating Committee has adopted the following procedures:

1. Management of the Corporation shall promptly forward to the Corporate Governance and Nominating Committee any complaints that it has received regarding financial statement disclosures, accounting, internal accounting controls or auditing matters.
2. Any employee of the Corporation may submit, on a confidential, anonymous basis if the employee so desires, any concerns regarding financial statement disclosures, accounting, internal accounting controls, auditing matters or violations of the Corporation's Code of Business Conduct and Ethics. All such concerns shall be set forth by confidential email to [complaints@geodrill-gh.com](mailto:complaints@geodrill-gh.com) or in writing and forwarded in a sealed envelope to the Chairman of the Corporate Governance and Nominating Committee in an envelope labeled with a legend such as "To be opened by the Corporate Governance and Nominating Committee only, being submitted pursuant to the "Whistleblower Policy" adopted by the Corporation". Only the Chairman of the Corporate Governance and Nominating Committee shall have access to the confidential mailbox. If an employee would like to discuss any matter with the Corporate Governance and Nominating Committee, the employee should indicate this in the submission and include a telephone number at which he or she might be contacted if the Corporate Governance and Nominating Committee deems it appropriate. If any such envelope is received by the management, it shall be forwarded promptly and unopened to the Chairman of the Corporate Governance and Nominating Committee. The Chairman of the Corporate Governance and Nominating Committee can be reached as follows:

PRIVATE AND CONFIDENTIAL

Attn: Chairman of the Corporate Governance and Nominating  
Committee  
Geodrill Limited  
P.O. Box KIA 16184  
20B Aviation Road, Airport Residential  
Accra, Ghana

3. Following the receipt of any complaints submitted hereunder, the Corporate Governance and Nominating Committee will investigate each matter so reported and take corrective and disciplinary actions, if appropriate, which may 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. The Corporate Governance and Nominating Committee shall notify the Board and the Chief Executive Officer of such investigations.
4. During investigations, the Corporate Governance and Nominating Committee shall endeavour to act in a prudent and reasonable manner, with minimal disruption to the business and affairs of the Corporation and with sensitivity to the personal circumstances of the individual being investigated.

5. In circumstances of impropriety alleged against the Board, as a whole or any member thereof, the Chief Executive Officer shall be responsible to investigate such allegations and the Chief Executive Officer shall report his findings to the Board.
6. The Corporate Governance and Nominating Committee may enlist employees of the Corporation 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 violations of the Corporation's Code of Business Conduct and Ethics. In conducting any investigation, the Corporate Governance and Nominating Committee shall use reasonable efforts to protect the confidentiality and anonymity of the complainant.
7. The Corporate Governance and Nominating Committee shall retain as a part of the records of the Corporate Governance and Nominating Committee any such complaints or concerns for six (6) years.
8. The Corporate Governance and Nominating Committee will review and evaluate this Policy on an annual basis to determine whether the Policy is effective in providing appropriate procedures to report violations or complaints regarding Accounting Standards or the Code of Business Conduct & Ethics. The Corporate Governance and Nominating Committee will submit recommended changes to the Board for Approval.