



## WHISTLEBLOWER POLICY

As part of our commitment to responsible mineral exploration and mining, Emgold Mining Corporation and its subsidiaries (collectively, the “**Company**” or “**we**”) strives to operate with integrity, accountability and in accordance with all applicable laws and regulations. This commitment is reflected in our Code of Conduct and Ethics (the “**Code**”) which sets out the standards of conduct and ethics that we expect each of our directors, officers, employees, consultants and third parties working or acting on our behalf (each, a “**Responsible Person**”) to meet.

The audit committee (“**Audit Committee**”) of the board of directors (the “**Board**”) of the Company is responsible for ensuring that a process is available for the receipt, retention and treatment of complaints or concerns regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters (“**Accounting Concerns**”).

The compensation and corporate governance committee (“**Compensation and Corporate Governance Committee**”) of the Board is responsible for ensuring a process is available for the receipt, retention and treatment of complaints or concerns regarding safety, environmental, and community stewardship matters. Please refer to the Company’s Safety, Environmental, and Community Stewardship Policy on how to handle complaints related to any other known or suspected conduct relating to the Company that may be improper, illegal, or unethical in regard to areas of safety, environmental, or community stewardship, or any breach of the Code in those areas (collectively, “**Other Concerns**”).

### 1 When to Report

Any person acting in good faith who has a Concern (a “**Concerned Person**”) should report it as described in this Whistleblower Policy. Examples of Concerns that should be reported, include but are not limited to:

- accounting and auditing irregularities, including any fraud or deliberate error in any financial statements of the Company;
- non-compliance with internal auditing controls;

- falsification of company records;
- violation of any applicable law, rule or regulation, including those relating to corporate reporting and disclosure;
- fraud, money laundering, bribery or corruption, misappropriation of funds or other dishonest behaviour;
- insider trading, tipping or any unauthorized disclosure of confidential or proprietary information;
- discrimination, bullying or harassment of any description and including retaliation against whistleblowers;
- violation of the Code or other policy of the Company, including the Anti-Corruption Policy;
- conflict of interest; or
- illegal conduct, including theft, dealing in or using illicit drugs, violence or threatened violence and criminal damage against property.

## **2 How to Report a Concern**

Concerns can be reported using one of the following methods. You may choose to provide your name and contact details with your report, or you can report anonymously.

- 2.1 It is the responsibility of all directors, officers and employees to report all suspected Concerns in accordance with this Whistleblower Policy. The Company maintains an open-door policy and suggests that Concerned Persons share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, if the Concerned Person is an employee of the Company, the Concerned Person's supervisor is in the best position to address a 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.
- 2.2 However, if a Concerned Person is not comfortable speaking with their supervisor or is not satisfied with the supervisor's response, the Concerned Person is encouraged to speak with a member of the Audit Committee, or anyone in management whom the Concerned Person is comfortable in approaching. Alternatively, a Concerned Person may forward written notice to the Chairperson of the Audit Committee in a sealed envelope labelled as follows:

Emgold Mining Corporation  
Attention: Chair of Audit Committee (Confidential)

789 West Pender Street, Suite 1010  
Vancouver, B.C. V6C 1H2

Alternatively, emails can be sent to [info@emgold.com](mailto:info@emgold.com) with the subject line: **Please forward to Chair of Audit Committee (Confidential)**

- 2.3 Supervisors and managers are required to report suspected Concerns to the Chair of the Audit Committee, which has specific and exclusive responsibility to investigate all reported Concerns.
- 2.4 For suspected fraud or securities law violations, or when an employee is not satisfied or is uncomfortable with following the Company's open-door policy, the Concerned Person should contact the Chair of the Audit Committee or any other member of the Audit Committee directly.
- 2.5 If you wish to discuss any Accounting Concerns with the Chair of the Audit Committee, please indicate this preference in your report. You can report an Accounting Concern directly to the Chair of the Audit Committee, Andrew MacRitchie, by email at: [amacritchie@skeenaresources.com](mailto:amacritchie@skeenaresources.com) or by telephone at: (604) 558-7687.

### **3 How We Protect Whistleblowers**

Provided you are acting in good faith, we will protect you in the following ways when you report a Concern:

#### **3.1 Confidentiality and Anonymity**

We will not identify you without your consent, or unless such disclosure is required or permitted by law. All files relating to your report will be kept secure and the information that you provide will be held in confidence. The persons who may be advised of a Concern and/or receive a report on the findings of an investigation are described below. We will only disclose information to persons not connected to the investigation if you have provided your consent, or if the disclosure is required or permitted by law.

You can submit your report anonymously. If you report anonymously, please ensure that your report contains enough information so that, if necessary, we can conduct a meaningful investigation.

#### **3.2 No Retaliation**

The Company will not tolerate any retaliation, or threat of retaliation, against you for reporting a Concern in good faith under this Whistleblower Policy. Retaliation includes discrimination,

intimidation, harassment and reprisals. Retaliation against anyone who, in good faith, has reported a Concern is a serious disciplinary offence and should be reported in accordance with this Whistleblower Policy.

## **4 Investigation Process**

### **4.1 Review and Investigation of Reports**

Promptly following the receipt of any Concerns submitted to it, the Audit Committee will promptly investigate each Concern and take appropriate actions. In respect of Accounting Concerns, the Chair of the Audit Committee must be notified immediately in cases where the Concern was reported to a supervisor or any other Responsible Person who is not a member of the Audit Committee.

In addition, appropriate Responsible Persons may also be notified of a Concern and a decision will then be made on whether to proceed with further investigation.

### **4.2 External Legal Counsel; Advisors**

The Company or the Chair of the Audit Committee may engage external legal counsel and/or financial or other professional advisors to assist with the conduct of an investigation. Any external advisors will be subject to appropriate confidentiality obligations.

### **4.3 Retention of Reports**

All reports submitted under this Whistleblower Policy, along with documents evidencing any subsequent investigation and resolution, will be retained in compliance with applicable law.

### **4.4 Reporting to Audit Committee & External Auditor**

Each calendar quarter, the Company will provide a report to the Audit Committee that summarizes Concerns raised during the preceding period. In respect of Accounting Concerns, the summary may also be provided to the Company's external auditor but will be prepared on an anonymous basis and will not name any individuals.

## **5 Fair treatment**

The Company is committed to treating everyone involved in a Concern fairly. All Concerns referred to an investigation will be investigated thoroughly and will be conducted on a timely and impartial basis.

## **6 False reporting**

Provided you are acting in good faith, you will be protected as described in this Whistleblower Policy when you report a Concern. It is a serious disciplinary offence for any employee of the Company to submit a false report and appropriate disciplinary action may be taken if an investigation reveals that a report was made for improper motives or in bad faith.

## **7 Communication and training**

This Whistleblower Policy will be available at: [www.skeenaresources.com](http://www.skeenaresources.com). In addition, copies of this Whistleblower Policy will be provided to new employees as part of their onboarding process. The Company will provide training to its directors, officers and employees about their rights and obligations under this Whistleblower Policy.

## **8 Annual review**

The Board will review this Whistleblower Policy annually to ensure that it is effectively facilitating confidential and anonymous reporting of Concerns. Any recommended changes to the Whistleblower Policy will be considered by the Audit Committee and, if appropriate, submitted to the Board for approval.

## **9 Questions**

Please direct any questions about this policy to the CFO of the Company, the Chair of the Audit Committee, or as appropriate, your supervisor.

*Approved and adopted by the Board as of October 26, 2021.*