

# **FORTUNE MINERALS LIMITED**

## **Whistleblower Policy and Related Procedures**

## **Whistleblower Policy**

### **Purpose**

The purpose of this whistleblower policy adopted by the Audit Committee of Fortune Minerals Limited is to provide direction to all officers, employees, contractors, subcontractors or agents of Fortune Minerals Limited regarding the communication of concerns regarding questionable accounting, financial reporting, internal control or auditing matters.

### **Defined Terms**

#### The Company

For the purpose of this policy the “Company” means Fortune Minerals Limited and subsidiaries and joint ventures where Fortune Minerals Limited is the operator.

#### Whistleblower Incident

“Whistleblower incident” means a concern related to the Company’s accounting, financial reporting, internal controls or auditing matters.

For greater clarity, whistleblower incidents include, but are not limited to, the following:

- inappropriate revenue recognition;
- inappropriate capitalization of assets;
- inappropriate recognition of liabilities;
- circumventing of internal controls, embezzlement of assets, fraud or other criminal activity ;
- inappropriate or misrepresentation of financial information; and
- misrepresentation of non-financial information to support the Company’s financial statements.

As outlined in the above definition, whistleblower incidents relate only to matters regarding the Company’s accounting, financial reporting, internal accounting controls or auditing. Accordingly, whistleblower incidents are not intended to include such matters as:

- routine grievances on operational matters of the Company;
- harassment; and
- discrimination.

## **Policy Statement**

It is the policy of the Company that an officer, employee, contractor, subcontractor or agent who becomes aware of a whistleblower incident must immediately communicate such incident to the Chairman of the Audit Committee or the Secretary of the Company.

Whistleblower incidents shall be communicated using the Company's prescribed procedures for submission of whistleblower incidents (see the Appendix attached hereto).

It is the policy of the Company that officers, employees, contractors, subcontractors or agents will not be discharged, demoted, suspended, threatened, harassed or in any other manner discriminated against as a result of communicating a whistleblower incident.

The Company shall make available to all officers, employees, contractors, subcontractors and agents this policy and the related procedures set forth in the Appendix hereto to enable the communication of whistleblower incidents.

It is the policy of the Company to treat all reported incidents in a confidential and sensitive manner. In addition, any individual submitting a whistleblower incident shall be provided the opportunity to remain anonymous.

Additional information is available in the Company's "Whistleblower Procedures" attached as an Appendix to this policy. Questions relating to this whistleblower policy should be directed to the Chairman of the Audit Committee or the Secretary of the Company.

## APPENDIX

### Whistleblower Procedures

#### **Process for Communicating a Whistleblower Incident**

Anyone who identifies a whistleblower incident as defined in the attached Policy should communicate his or her concern in writing directly to the Chairman of the Audit Committee or the Secretary of the Company at the address set forth below. A report of a whistleblower incident should include the following information:

- the location of the incident;
- the nature of the concern regarding accounting, financial reporting, internal controls or auditing matters (include sufficient information for an independent person to understand the concern and to enable further investigation);
- the full name(s) and title(s) of individuals whom the person submitting the report suspects of wrongdoing;
- the number of times the incident has taken place, to the knowledge of the person submitting the report;
- the period of time over which the incident has taken place, to the knowledge of the person submitting the report;
- any other details of the whistleblower incident considered relevant or material by the person submitting the report;
- whether the person submitting the report would be willing to provide his or her name and contact information (if so provide the person's name and telephone number); and
- whether the person submitting the report would like to arrange a meeting or telephone call with an investigating officer to discuss the whistleblower incident(s) being reported.

Any report of a whistleblower incident should be marked "Personal and Confidential" and sent to:

Fortune Minerals Limited  
140 Fullarton Street  
Suite 1902  
London, Ontario  
N6A 5P2

Attention: Chairman, Audit Committee [or Secretary]

The Company is committed to treating each whistleblower concern received from its officers, employees, contractors, subcontractors or agents with the appropriate confidentiality and due care in performing the necessary incident investigation. Each incident reported will receive an immediate initial screening review.

### **Response Process**

Should an individual submitting a report of a whistleblower incident wish to provide his or her name, a representative of the Company charged with the responsibility of investigating the incident will contact the individual within 10 days of receipt to:

1. confirm the receipt of the whistleblower incident; and
2. indicate how the representative proposes to deal with the matter.

Due to the varied nature of whistleblower incidents, it is not possible to specify the exact timelines for the investigative process; however, the individuals assigned to this activity will ensure that investigations are undertaken as quickly as possible without adversely impacting the quality of the review. Individuals who submit reports of whistleblower incidents can be assured that the investigations will be conducted appropriately to protect identities.

Once the investigation is complete, the results of the review will be communicated to the individual who submitted the report.