



WHISTLEBLOWER POLICY

I. PURPOSE AND SCOPE OF THIS POLICY

Red Eagle Mining Corporation (the “**Company**”) and all entities controlled by the Company, other than those controlled entities that have securities listed on a securities exchange and are subject to their own corporate governance standards and policies (collectively, “**Red Eagle**”), are committed to the highest standards of professional and ethical conduct in all activities. Our reputation for honesty and integrity among our stakeholders is key to the success of our business. The transparency, honesty, integrity and accountability of the Company’s financial, administrative and management practices are vital.

The Company’s Code of Business Conduct and Ethics requires that all employees, officers, directors, agents, contractors and consultants (collectively, “**Personnel**”) observe high standards of business and personal ethics in the conduct of their duties and responsibilities.

The purpose of this Policy is to (a) create a safe and confidential environment for any Personnel to come forward in good faith with genuine concerns regarding financial statement disclosure issues, accounting, internal accounting controls, auditing matters or violations of the Company’s Code of Business Conduct and Ethics; and (b) to establish procedures for the receipt, retention and treatment of such complaints received by the Company.

This Policy complies with National Instrument 52-110 – *Audit Committees* concerning procedures for making complaints about regarding financial statement disclosure issues, accounting, internal accounting controls, auditing matters or violations of the Company’s Code of Business Conduct and Ethics directly to the Audit Committee of the Company’s Board of Directors (“**Audit Committee**”).

The Company’s Corporate Secretary will review this Policy on an annual basis and update as necessary to reflect current corporate governance best practices.

II. PROTECTION

If any Personnel legitimately and in good faith reports any violation or questionable conduct, or assists in the investigation of such complaint, the Company will not discharge, demote, suspend, threaten, harass or otherwise discriminate or retaliate against that person.

Any attempt to intimidate or threaten an employee, officer, director, agent, contractor or consultant to discourage reporting under this Policy, or, any retaliation or harassment based on a complaint made by a person under this Policy will not be tolerated and will result in disciplinary action.

Red Eagle is proud of its reputation as a business with high standards of integrity. The Company will therefore ensure that substantial and adequate resources are put into investigating any complaint which it receives. However, it is important to realize that the Company will regard the making of any deliberately false or malicious allegations as a serious offence. Such actions may result in disciplinary measures up to and including dismissal for cause or termination of contract, as applicable, and if warranted, legal action.



III. COMPLAINT PROCEDURES

Any Personnel who legitimately and in good faith has genuine concerns regarding financial statement disclosure issues, accounting, internal accounting controls, auditing matters or violations of the Company's Code of Business Conduct and Ethics is strongly encouraged to immediately report the facts forming the basis of that belief or knowledge to the incident reporting hotline (the "**Hotline**") maintained by the Company through Integrity Counts. Whilst complainants are encouraged to put their names to allegations to facilitate a confidential and thorough investigation, all incidents may be reported anonymously. The Hotline is available in English and Spanish, 24 hours a day, seven days a week by calling the following numbers or visiting the following website:

Integrity Counts
Red Eagle Incident Reporting Hotline:

North America: 1-866-921-6714

Colombia: 00 or 005-800-2002-0033

Web Address:
www.integritycounts.ca/org/redeaglemining

The reporting of the all incidents through the Hotline will be immediately communicated by Integrity Counts to the Chairman of the Audit Committee and the Company's Corporate Secretary.

The Chair of the Audit Committee and/or the Corporate Secretary shall promptly investigate each reported incident. In the event that such investigation establishes that an employee, officer, director, agent, contractor or consultant of the Company has engaged in conduct or actions constituting a violation of the policies of the Company, corrective and disciplinary actions will be taken, this may include, alone or in combination, a warning or letter of reprimand, demotion, loss of bonus or stock options, suspension without pay or termination of employment.

In conducting their investigation, the Chair of the Audit Committee and/or the Corporate Secretary may enlist the employees of the Company and/or outside legal, accounting or other advisors, as they deem appropriate. Every effort will be made to protect the confidentiality and anonymity of the complainant, although disclosure may be necessary in some cases to effectively conduct their investigation, support legal proceedings, or as required by applicable laws and regulations.

It is the obligation of all Personnel to cooperate in any investigation conducted by the Chair of the Audit Committee and/or the Corporate Secretary. An investigation may include discussions with the complainant (unless the complaint was submitted on an anonymous basis), the party against whom allegations have been made, and witnesses, as appropriate.



The Chair of the Audit Committee will provide a written report on any complaints received under this Policy to the Company's Board of Directors on a quarterly basis.

The Corporate Secretary shall retain records of any such complaints or concerns together with documents outlining any investigations or actions taken, in accordance with the Company's document retention policy, for a period of no less than seven (7) years.

IV. COMPLIANCE

Compliance with this Policy is a condition of your employment. Policy violations may result in severe consequences, which could include civil and criminal penalties and internal disciplinary action up to and including dismissal for cause of termination of contract.

This Policy was last approved by the Board of Directors on September 15, 2017