



JAPAN GOLD CORP WHISTLEBLOWER POLICY

Introduction

The Whistle-blower Policy (the “**Policy**”) was adopted by the Board of Directors (the “**Board**”) of Japan Gold Corp. (the “**Company**”) on April 13, 2022. This policy addresses the Company’s commitment to ethical behavior by helping to foster and maintain an environment where all persons can act in confidence, without fear of retaliation. This policy is intended to supplement the more detailed provisions in Section E of the Company’s Code of Business Conduct, Ethics and Anti-Corruption, which sets out procedures for receiving and investigating complaints regarding the ethical conduct of the Company and its directors, officers, employees and consultants.

Reporting of Issues relating to the Code of Business Conduct, Ethics and Anti-Corruption

A person, either a director, an officer, an employee or a consultant or other third party, may make a complaint or disclose information relating to a Code of Business Conduct, Ethics and Anti-Corruption issue (express a “**Concern**”) either in person or anonymously to the Chair of the Nomination & Corporate Governance Committee in writing, by telephone or by email to the attention of **Chair of the Nomination & Corporate Governance Committee** at whistleblower@japangold.com. The Chair of the Nomination & Corporate Governance Committee will receive and treat such expressions of Concern in confidence and will act as the “Investigating Officer” (as that term is defined in the Company’s Code of Business Conduct, Ethics and Anti-Corruption). However, if a person wishes to file a Concern anonymously, they may do so by sending an email using instructions available at (<https://cybernews.com/secure-email-providers/how-to-send-an-anonymous-email/>). More detailed provisions respecting the expression of a Concern can be found in the Company’s Code of Business Conduct, Ethics and Anti-Corruption.

If a director, officer, employee, consultant or third party is not comfortable contacting the Chair of the Nomination & Corporate Governance Committee, a Concern can be communicated to the Chairman of the Board. The Chairman of the Board will receive and treat such expressions of Concern in confidence and will act as the “Investigating Officer” (as that term is defined in the Company’s Code of Business Conduct, Ethics and Anti-Corruption) with respect to such Concerns. Contact information for the Chairman of the Board is available on the Company’s website.

If the person who expressed a Concern has requested follow-up and has provided contact information, the Chair of the Nomination & Corporate Governance Committee, or if necessary, the Chairman of the Board, will endeavor to report back to the person on the status of the Concern and its disposition.

The Company will retain records relating to a Concern for the time and in the manner set out in the Company’s Code of Business Conduct, Ethics and Anti-Corruption.



Reporting of Financial Concerns

A person, either a director, an officer, an employee or a consultant or other third party, may express a Concern regarding any questionable accounting, internal controls and procedures or auditing matters relating to the Company (a “**Financial Concern**”) either in person or anonymously to the Chair of the Audit Committee in writing, by telephone or by email to the attention of **Chair of the Audit Committee** at whistleblower@japangold.com .

The Chair of the Audit Committee will receive and treat such expressions of Financial Concern in confidence and will act as the “Investigating Officer” (as that term is defined in the Company’s Code of Business Conduct and Ethics) with respect to such Financial Concerns. The Company will retain records relating to a Financial Concern reported to the Chair of the Audit Committee for the time and in the manner set out in the Company’s Code of Business Conduct, Ethics and Anti-Corruption.

Reports to the Board

The Chair of the Nomination & Corporate Governance Committee and/or the Chair of the Audit Committee will prepare a report for the Board once per quarter or otherwise upon request from the Board with a summary of Concerns received, outstanding and unresolved Concerns, how such Concerns are being handled, the results of any investigations and any corrective actions taken.

Retaliation

Neither a member of management nor employee of the Company may either threaten or take action against a person for expressing a Concern in good faith. A member of management or employee who retaliates against a person for expressing a Concern in good faith is subject to discipline up to and including termination of employment. This policy is intended to encourage and enable persons to express Concerns and to seek resolution internally rather than seeking resolution outside the Company.

Approved by the Board of Directors

Adopted: April 13, 2022

Updated: August 24, 2023