

## **Whistle Blower Policy**

### **Introduction**

Geomark Exploration Ltd. ("Geomark" or the "Company") is instituting the attached Whistle Blower Policy as a result of recent requirements made to securities and civil legislation. The Company has always had an informal open door policy for all employees, contractors and other stakeholders to discuss all matters pertaining to the operation and reporting of activities of the Company and its affiliated organizations.

Employees of entities are often the first to realize that there may be something seriously wrong with an organization. However, they may decide not to express their concerns because they feel that speaking up would be disloyal to their colleagues or to the organization. They may also fear harassment or victimization. In these circumstances, they may feel it would be easier to ignore the concern rather than report what may just be a suspicion of malpractice.

This Policy document for Geomark makes it clear that employees can do so without fear of victimization, subsequent discrimination or disadvantage. This Whistle Blowing Policy is intended to encourage and enable employees to raise serious concerns within the Company rather than overlooking a problem or seeking a resolution for the problem outside the Company.

This Policy applies to all employees and those contractors working for Geomark. It is also intended to provide a method for other stakeholders (suppliers, customers, shareholders etc.) to voice their concerns regarding the Company's business conduct.

The Policy is also intended as a clear statement that if any wrongdoing by the Company or any of its employees or by any of its contractors or suppliers is identified and reported to the Company, it will be dealt with expeditiously and thoroughly investigated and remedied. The Company will further examine the means of ensuring that such wrongdoing can be prevented in the future.

### **Policy**

#### **What is Whistle-blowing?**

Whistle-blowing can be described as giving information about potential illegal and/or underhanded practices i.e. wrong doing.

#### **What is wrong doing?**

Wrong doing involves any unlawful or illegal behaviour and can include:

- An unlawful act, whether civil or criminal;
- Breach of or failure to implement or comply with any published Geomark policy;
- Knowingly breaching mandatory federal or provincial laws or regulations;
- Unprofessional conduct;
- Questionable accounting or auditing practices;
- Dangerous practice likely to cause physical harm/damage to any person/property;
- Failure to rectify or take reasonable steps to report a matter likely to give rise to a significant and
- Avoidable cost or loss to the Company;
- Abuse of power or authority for any unauthorized or ulterior purpose; and
- Unfair discrimination in the course of employment or provision of services.

This list is not definitive, but is intended to give an indication of the kind of conduct which might be considered as "wrong doing".

### **Who is protected?**

This Policy is set in the context of the statutory provisions of the Canadian Securities Association (CSA) Multilateral Instrument 52-109. Any employee who makes a disclosure or raises a concern under this Policy will be protected if the employee:

- Discloses the information in good faith;
- Believes it to be substantially true;
- Does not act maliciously or make false allegations; and
- Does not seek any personal or financial gain.

### **Who should you contact?**

1. Anyone with a complaint or concern about the Company should try to contact their supervisor, manager or Vice President responsible for the area which provides the relevant service. This depends however, on the seriousness and sensitivity of the issues involved and who is suspected of malpractice and therefore contact directly to the President and CEO may be warranted.
2. As an alternative, they can contact directly any one of Geomark's audit committee members listed below:

- Mr. William Woodward - fwwoodward@hotmail.com or by phone at 403-269-7043;
- Mr. Carl Jonsson - jonsson@securitieslaw.bc.ca or by phone at 604-640-6357;
- Mr. Gary Drummond - drummer@rogers.blackberry.net or by phone at 242-363-1310.

### **How will Geomark respond?**

The Company will respond positively to your concerns. Do not forget that testing out your concerns is not the same as either accepting or rejecting them.

Where appropriate, the matters raised may:

- Be investigated by management, the Board of Directors, or through a disciplinary process;
- Be referred to the police;
- Be referred to the external auditor; or
- Form the subject of an independent inquiry.

In order to protect individuals and those accused of misdeeds or possible malpractice, initial enquiries will be made to decide whether an investigation is appropriate and, if so, what form it should take.

Some concerns may be resolved by agreed action without the need for investigation. If urgent action is required, this will be taken before any investigation is conducted. Within 15 calendar days after a concern is raised, the person contacted or a representative thereof will write to you:

1. Acknowledging that the concern has been received;
2. Indicating how they propose to deal with the matter;
3. Giving an estimate of how long it will take to provide a final response;
4. Telling you whether any initial enquiries have been made; and
5. Telling you whether further investigations will take place and if not, why not.

The amount of contact between the persons considering the issues and you will depend on the nature of the matters raised, the potential difficulties involved and the clarity of the information provided. If necessary, the Company will seek further information from you.

The Company will take steps to minimize any difficulties which you may experience as a result of raising a concern. For instance, if you are required to give evidence in criminal or disciplinary proceedings, the Company will arrange for you to receive advice about the procedure.

The Company accepts that you need to be assured that the matter has been properly addressed. Thus, subject to legal constraints, we will inform you of the outcomes of any investigation.

### **Time scale**

Concerns will be investigated as quickly as possible. It should also be borne in mind that it may be necessary to refer a matter to an external agency and this may result in an extension of the investigative process. It should also be noted that the seriousness and complexity of any complaint may have an impact upon the time taken to investigate a matter. A designated person will attempt to indicate at the outset the anticipated time scale for investigating the complaint.

### **Prevention of recriminations, victimization or harassment**

Geomark will not tolerate an attempt on the part of anyone to apply any sanction or detriment to any person who has reported to the Company a serious and genuine concern that they may have concerning an apparent wrong doing.

### **Confidentiality and anonymity**

The Company will respect the confidentiality of any whistle-blowing complaint received by the Company when the complainant requests confidentiality. However, it must be appreciated that it will be easier to follow up and to verify complaints if the complainant is prepared to give his or her name. In addition, confidentiality cannot be maintained if such confidentiality is incompatible with a fair investigation or if there is an overriding reason for identifying or otherwise disclosing the identity of the person making the complaint, or if disclosure of the identity of the complainant is required by law. In the event that anonymity is requested the person should contact one of the above mentioned audit committee members by phone who will give a case number and a time or times when he or she can call back for updates on the investigation of his or her complaint.

### **False and malicious allegations**

The Company is proud of its reputation of adhering to high standards of honesty. It will therefore ensure that resources are put into investigating any complaint which it receives. However, it is important to realize that the Company will view very seriously any allegations which prove not to be substantiated (unless made in good faith pursuant to this Policy) or which prove to have been made maliciously or knowing them to be false. The Company will regard the making of any deliberately false or malicious allegations by any employee of the Company as a serious disciplinary offence which may result in disciplinary action including dismissal for cause and pursuing civil remedies.