



**SAILFISH ROYALTY CORP. ("SAILFISH" or the "COMPANY")**

**WHISTLEBLOWER POLICY**

General

Sailfish has implemented a Code of Conduct (the "Code") and an Anti-Corruption and Anti-Bribery Policy (collectively with any other policies that may be implemented from time to time by the Company, the "Policies") which, among other things, require its directors, officers, employees, consultants and certain other third party contractors, as applicable (collectively the "Representatives") to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. The Representatives are expected to practice honesty and integrity in fulfilling their responsibilities and providing services for the Company and to comply with all applicable laws and regulations.

Reporting Responsibility

It is the responsibility of all Representatives to comply with the Policies and to report any violation or suspected violation in accordance with this Whistleblower Policy.

No Adverse Consequences

No Representative who in good faith reports a violation or suspected violation of the Policies shall suffer harassment, retaliation or adverse employment consequence. The Company will not discharge, discipline, demote, suspend, threaten or in any manner discriminate against any person who reports in good faith a violation or suspected violation or provides assistance to the Company's Chief Executive Officer or, the Chair of the Audit Committee, management, or any other person or group, including any governmental, regulatory or law enforcement body, investigating a potential violation of the Policies.

A Representative who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment or termination of any other agreement that relates to the services such individual provides to the Company, as applicable. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Company rather than seek resolution outside the Company.

Violation Reporting

It is the responsibility of all Representatives to report all suspected violation *as soon as practicable and* in accordance with this Whistleblower Policy.

### **Reporting by Employees, Consultants and Third-Party Contractors**

The Company's policy is that employees, consultants and third party-contractors, as applicable, should first share their concerns with respect to any potential violation of the Policies with whoever such individual reports to ("Supervisor"). However, if the complainant is not comfortable speaking with such Supervisor, is not satisfied with the response of the Supervisor or the Supervisor is the subject of the violation, the complainant should report the violation as detailed below.

### **Reporting by Directors, Officers, Supervisors and Managers**

Directors, officers, Supervisors and managers are required to report all potential violations of the Policies directly to the Company's Chief Executive Officer or Audit Committee Chair, as detailed below.

If the violation is related to accounting or auditing matters, the complainant should report the violation to the Audit Committee Chair as shown below:

In Writing:

Sailfish Royalty Corp.  
Attention: Chair of the Audit Committee  
Sea Meadow House  
P.O. Box 116  
Road Town, Tortola,  
British Virgin Islands  
VG1110

By Telephone: 284-494-6401  
By E-mail: [info@sailfishroyalty.com](mailto:info@sailfishroyalty.com)

If the violation is related to any other matter, the complainant should report the violation to the Company Chief Executive Officer as shown below:

Sailfish Royalty Corp.  
Attention: Chief Executive Officer  
Sea Meadow House  
P.O. Box 116  
Road Town, Tortola,  
British Virgin Islands  
VG1110

By Telephone: 284-494-6401  
By E-mail: [info@sailfishroyalty.com](mailto:info@sailfishroyalty.com)

In the event the Chair of the Audit Committee or the Chief Executive Officer is the source of the potential violation, is in an actual or potential conflict of interest, or is unavailable, or if for any other reason the complainant is not comfortable with reporting the potential violation to either of those individuals, the complainant may report the potential violation directly to the Chief Financial Officer of the Company by e-mail at [pvanzoost@sailfishroyalty.com](mailto:pvanzoost@sailfishroyalty.com) or the Company's legal counsel DuMoulin Black LLP by calling or emailing Douglas Seppala at (604) 602 6819 or [dseppala@dumoulinblack.com](mailto:dseppala@dumoulinblack.com).

### Investigation of Complaints

Upon receipt of a complaint, the Company Chief Executive Officer or Chair of the Audit Committee ("Chair"), as the case may be, shall, as soon as possible:

- (a) investigate the complaint with the assistance of whomever the Chief Executive Officer or Chair thinks appropriate including, but not limited to, external legal counsel or experts at the expense of the Company;
- (b) implement such corrective measures and do such things in an expeditious manner as the Chief Executive Officer or Chair deems necessary or desirable to address the potential violation; and
- (c) where possible, and when determined by the Chief Executive Officer or Chair to be appropriate, given notice of any such corrective measures to the person who submitted the complaint.

Records of all complaints made and the resulting action or determination with respect to the complaint shall be documented and kept in the records of the Chief Executive Officer or Audit Committee, as the case may be, for a period of at least seven years and otherwise pursuant to the Company's record retention policy, if any.

### Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Policies must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense, and may be subject to legal and civil action in addition to employment review, as applicable.

### Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. All complaints or submissions will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

***Revised April 2019.***