

## **PROCEDURES FOR RECEIPT OF COMPLAINTS AND SUBMISSIONS RELATING TO ETHICAL CONDUCT, BULLYING, HARASSMENT AND ACCOUNTING MATTERS**

These procedures (the “**Procedures**”) have been approved by the board of directors (the “**Board**”) of Liberty Gold Corp. and its subsidiaries (the “**Corporation**”).

### **Objective and Scope**

The Corporation expects directors, officers, employees and key consultants (being, those who are engaged in an employee-like capacity) (collectively, the “**Personnel**”) of the Corporation to take all responsible steps to prevent violations of its Code of Business Conduct and Ethics (the “**Code**”), to identify and raise potential issues before they lead to problems, and to seek additional guidance when necessary.

The Corporation is also committed to maintaining a workplace in which the Corporation can receive, retain and address all complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters. To achieve this goal, the Board has delegated to the Audit Committee of the Corporation (the “**Audit Committee**”) the responsibility for establishing procedures for (a) the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

These Procedures have been adopted by the Corporation to establish and describe procedures governing the receipt, retention, investigation and treatment of submissions concerning suspected wrongdoing or misconduct (“**Submissions**”), to provide an atmosphere of open communication for compliance issues and to ensure that Personnel acting in good faith have the means to report actual or potential violations.

### **Reporting Responsibility**

If any Personnel observe or become aware of an actual or potential violation of the Code or of any applicable law or regulation (including securities laws and regulations), whether committed by Personnel or by others associated with the Corporation (for example, external parties with whom the Corporation has contracted), it is their responsibility to promptly report the circumstances as outlined herein and to cooperate with any investigation by the Corporation.

It is also the responsibility of Personnel who have concerns regarding questionable accounting, internal financial controls, or auditing matters to report such concerns in accordance with the procedures outlined herein.

Examples of issues to be reported are set out in Schedule “A” to these Procedures.

### **No Retaliation and Acting in Good Faith**

Any allegation that proves not to be substantiated and which proves to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense and may result in disciplinary action up to and including termination.

However, none of the Corporation nor any Personnel of the Corporation will take any reprisal or retaliation measures (including those that are prohibited by law), including to end the employment of, demote, discipline, suspend or impose a penalty related to the employment of any employee of the Corporation or intimidate or coerce any employee of the Corporation in relation to their employment (or threaten to do any of the foregoing) based upon any lawful action taken by or on behalf of that employee (i) with respect to the good faith reporting of complaints or concerns under these procedures, seeking advice with respect to such reporting, or indicating a good faith intent to make such a report, (ii) in co-operating with or participating in an internal investigation of a Submission pursuant to these procedures, (iii) in providing information, causing information to be provided, or otherwise assisting in an investigation regarding any conduct which the employee reasonably believes constitutes criminal conduct or a violation of applicable laws, where the information or assistance is provided to or the investigation is conducted by a regulatory, legislative or law enforcement authority, or (iv) in filing, causing to be filed, testifying, participating in, or otherwise assisting in a proceeding filed or about to be filed relating to alleged criminal conduct or an alleged violation of applicable laws.

Any act of retaliation should be reported immediately to Chair of the Corporation's Corporate Governance and Nominating Committee (the "**Governance Committee**") or to the individual designated from time to time by the Audit Committee to whom complaints and submissions can be made regarding such matters (the "**Complaints Officer**"), as applicable. Any Personnel who retaliates against a person who has reported a violation in good faith is subject to discipline up to and including dismissal.

Persons filing a Submission under these Procedures should be acting in good faith and have an honest belief that the Submission is well-founded, including a reasonable factual or other basis. Any Submission based on allegations that are without basis, cannot be substantiated or that are proven to be intentionally misleading or malicious will be viewed as a serious offense.

### **Reporting Procedures**

For assistance with compliance matters or clarification as to the manner in which to report actual or potential compliance infractions, Personnel should contact the Chief Financial Officer of the Corporation.

#### General compliance matters

Personnel may submit reports of alleged violations of this Code in writing on a confidential basis to the Chair of the Governance Committee via email or in an envelope labeled with a legend such as "*To be opened by the Corporate Governance and Nominating Committee only, being submitted pursuant to the Code of Business Conduct and Ethics.*" Personnel may submit such confidential envelopes directly or via any officer of the Corporation, who shall pass it on forthwith to the Chair of the Governance Committee.

#### Compliance related to financial and accounting matters

If such perceived violations of the Code involve matters related to accounting, internal accounting controls or auditing matters or issues of concern regarding questionable accounting or auditing matters, Personnel may submit reports of such violations to the Complaints Officer or the Chair of the Audit Committee. Personnel may submit such

Submissions via email or confidential envelopes directly or via any officer of the Corporation, who shall pass it on forthwith to the Complaints Officer (or Chair of the Audit Committee).

Officers and directors who become aware of any violation of the Code shall promptly report them to (i) the Chair of the Governance Committee openly or confidentially (in the manner described above) or (ii) one of the Complaints Officer or the Chair of the Audit Committee, in those instances described above.

In reporting any actual or potential violation of the Code, an individual should provide, to the extent possible, such relevant documents to support the allegations being made, such as e-mails, handwritten notes, photographs, or physical evidence.

Any report of actual or potential violation of the Code should include, at a minimum the following information:

- the names of the parties involved;
- any witnesses to the incident(s);
- the location, date, and time of the incident(s);
- details about the incident (behaviour and/or words used); and
- any additional details that would help with an investigation.

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. If not made anonymously, the Chair of the Governance Committee or Complaints Officer (as applicable) will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days.

Where a Submission is made with a request for confidential treatment, in accordance with applicable law and any rules or requirements adopted by securities regulatory authorities and any stock exchange upon which the Corporation's securities are listed, the identity of the person making the Submission and information that could reasonably be expected to reveal such person's identity will be revealed only (i) to the person to whom the Submission was made, (ii) to the members of the Audit Committee, (iii) to such other persons as the Compliance Officer, the Chair of the Audit Committee, or the Chair of the Board, reasonably determines advisable in order to carry out an adequate evaluation or investigation of the matters described in the Submission, or (iv) as may be required by law, applicable regulatory authorities or a court of competent jurisdiction.

All Submissions can be submitted anonymously if so desired and no attempts will be made by the Corporation to identify the sender. However, should you choose to make a Submission anonymously, please be advised that the Corporation may not be able to adequately investigate and resolve the matters specified in your Submission if you fail to provide sufficient information.

### **Complaints Officer**

By e-mail that is disseminated to all Personnel at least annually, management of the Corporation shall advise employees of the name of the Complaints Officer for the ensuing period.

The Corporation uses a third-party reporting service allowing the Complaints Officer to be informed of any complaints or submissions anonymously. Any complaints or submissions so received must be kept confidential, and the identity of employees making complaints or submissions shall be kept confidential and shall only be communicated to the Audit Committee or the Chair of the Audit Committee.

The Corporation's Compliance Officer can be contacted as outlined below:

Tel: 1-844 487 4729

Mail: The Tandem Team, #300 - 3665 Kingsway, Vancouver, BC V5R 5W2, Canada

E-mail: [whistleblower@thetandemteam.com](mailto:whistleblower@thetandemteam.com)

Online: [www.thetandemteam.com/report-it-lgc](http://www.thetandemteam.com/report-it-lgc) (link also available on the Corporation's Intranet)

Company Code: 1001906

The Complaints Officer shall be informed that they must report to the Audit Committee as frequently as such Complaints Officer deems appropriate, but in any event no less frequently than on a quarterly basis at the quarterly meeting of the Audit Committee called to approve interim and annual financial statements of the Corporation.

### **Handling of Submissions and Investigation of Reported Violations**

Upon receipt of a Submission to the Chair of the Governance Committee, or the Complaints Officer, either the Governance Committee or Audit Committee (as applicable) shall investigate each matter so reported and recommend corrective disciplinary actions to the Board, if appropriate, up to and including termination of employment.

At a minimum, investigations will:

- be undertaken promptly and diligently, and be as thorough as necessary, given the circumstances;
- be fair and impartial, providing both the complainant and respondent equal treatment in evaluating the allegations;
- be sensitive to the interests of all parties involved, and maintain confidentiality;
- be focused on finding facts and evidence, including interviews of the complainant, respondent, and any witnesses; and
- incorporate, where appropriate, any need or request from the complainant or respondent for assistance during the investigation process.

If the Governance Committee or the Audit Committee, as applicable, determine that the matter requires further investigation, they will direct or authorize the Chair of the respective committee to engage outside advisors, as necessary or appropriate, to investigate the matter and will work with management of the Corporation to reach a satisfactory conclusion. Additional steps could include, if appropriate:

- Advising the alleged subject of the report; and
- Considering a review and revisions to workplace procedures to prevent any future violations of the Code.

Submissions will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

The Complaints Officer, Chair of the Audit Committee or Chair of the Governance Committee (as applicable) will report to the Board any Submission that they believe may be material to the Corporation, as well as on the results of the applicable investigation, and shall retain a record of a complaint or submission received for a period of six years following resolution of the complaint or submission.

### **Review of Policy**

The Governance Committee shall review these Procedures on a periodic basis to determine whether the Procedures operate effectively in respect of the receipt, retention and treatment of reports and in providing a confidential and anonymous procedure as may be required by applicable laws.

The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to shareholders, competitors, employees or other persons, or to any other liability against the Corporation.

Enacted June 13, 2011  
Revised December 12, 2013  
Revised January 28, 2022  
Revised February 6, 2022  
Revised April 3, 2023

## SCHEDULE "A"

### Examples of Submissions to be Reported

- Fraud or Theft.
- Tampering with any accounting or audit-related records or documents of the Corporation (in any format, including electronic records such as emails) or destroying any Corporation accounting or audit-related records or documents (except as otherwise permitted or required by any records retention policies or guidelines as may be adopted by the Corporation from time to time).
- Fraud or deliberate error in the preparation, evaluation, review or audit of any of the Corporation's financial statements.
- Fraud or deliberate error in the recording and maintaining of the Corporation's financial records (for example, overstating expense reports, falsifying time sheets, preparing erroneous invoices, misstating inventory records or misleading classification of expenditures).
- Deficiencies in or non-compliance with the Corporation's internal accounting controls (for example, circumventing the internal control compliance process).
- Misrepresentations or omissions regarding matters contained in the Corporation's financial records, financial reports or audit reports.
- Any effort to mislead, deceive, manipulate, coerce or fraudulently influence any internal or external auditor of the Corporation in connection with the preparation, examination, audit or review of any financial statements or other records of the Corporation.
- Auditor independence concerns.
- Workplace violence.
- Substance abuse.
- Discrimination, Bullying and Harassment.
- Falsification of Corporation Records.
- Conflicts of Interest.
- Release of proprietary information.
- Safety/Security violations.
- Malicious property damage.
- Violations of securities laws (including insider trading).

- Breaches of other applicable laws (environmental, employment, health, and safety laws).
- Ethics violations.
- Retaliation or retribution against an individual who makes a Submission.