

# **AFRICAN GOLD GROUP, INC.**

## **WHISTLEBLOWER POLICY**

### **1. OBJECTIVE AND SCOPE**

African Gold Group, Inc. is committed to the highest standards of openness, honesty and accountability that its various stakeholders are entitled to expect.

As a result, African Gold Group, Inc. and its subsidiaries and affiliates (collectively, the “**Company**”) need to know about any and all dishonest, fraudulent or unacceptable behaviour, conduct or practices committed by the Company's employees regarding accounting matters generally, internal accounting and/or controls, the conduct of the audit of its financial accounts and statements or related matters, or other "non-financial" matters, which, if disclosed, could reasonably be expected to raise concerns regarding the integrity, ethics or bona fides of the Company (a “**Questionable Event**”). The Company expects its employees to feel confident about disclosing and reporting on any concerns they may have about any Questionable Event they become aware of.

In accordance with the Company's commitment set out above, this Whistleblower Policy is meant to provide a formal yet simple procedure to facilitate the receipt, retention, review and resolution of complaints, denunciations, warnings, given in any form by any employee of the Company, regarding a Questionable Event.

### **2. BACKGROUND AND ALERT PROCEDURE**

Employees, who are often the first to realize that there may be something seriously wrong within a company, may not express or report their concerns because they feel that speaking up would be disloyal to their colleagues or the Company, or may even, jeopardize their position in, or employment by, the Company. Even when an employee does raise or report any suspicions, colleagues or superiors of such employee may decide to ignore his or her concerns so raised rather than address same or report through higher channels what might ultimately turn out to be just a suspicion of fraudulent or wrongful practices.

The Company expects employees who have reasonable grounds for believing that there is occurring, or has occurred, a Questionable Event within the Company to come forward and voice those concerns responsibly.

This Policy is intended to encourage and enable employees to voice their concerns regarding any Questionable Event within the Company rather than ignoring them or, ultimately, feeling compelled to deal with the Questionable Event outside the Company due to a lack of the availability of the mechanism provided hereunder.

Any employee who finds his concerns about a Questionable Event not satisfactorily addressed by his immediate supervisor (or higher-ranking persons) or who feels that the seriousness and sensitivity of the issues or people involved require that the reporting of such Questionable Event should neither be addressed to the attention of his immediate supervisor, nor follow the normal

corporate reporting channels, should contact the Chairman of the Audit Committee of the Board of Directors of the Company (who is not an internal employee of the Company) (the “Alert Officer”) by any of the following methods:

- Telephone: +44 (0) 7793 651 636
- E-mail: Jan-Erik.Back@africangoldgroup.com
- Mail: Private & Confidential  
Jan-Erik Back  
Chairman of the Audit Committee of African Gold Group, Inc. 65 Queen Street  
West, Suite 800  
Toronto, Ontario, Canada M5H 2M5

### 3. SAFEGUARDS AGAINST RETALIATION, HARASSMENT OR VICTIMIZATION

The Company understands and acknowledges that one’s decision to report a Questionable Event can be a difficult one to make. Employees who raise serious concerns should have nothing to fear. Therefore, the Company shall not tolerate any retaliation, harassment or victimization (including informal pressures) and shall take appropriate action to protect employees who raise any concerns under this Policy in good faith (a “**Concerned Employee**”).

### 4. CONFIDENTIALITY

All expressions of concerns or reports on Questionable Events within the Company, filed with the Alert Officer pursuant to this Policy, will proceed internally on a confidential basis.

### 5. ANONYMOUS ALLEGATIONS

Expressions of serious concerns or reports on Questionable Events within the Company filed with the Alert Officer on an anonymous basis will also be treated appropriately.

Any Concerned Employee wishing to make an anonymous report may do so.

### 6. UNTRUE ALLEGATIONS

In the event that, in good faith, a Concerned Employee reports a Questionable Event that is not confirmed by subsequent investigation or otherwise, no action shall be taken against such Concerned Employee. Conversely, in the event a Concerned Employee reports a Questionable Event for frivolous or malicious purposes or for his or her personal gain, the appropriate disciplinary or legal action will be taken against such Concerned Employee, including possible dismissal for cause.

### 7. HOW TO RAISE A CONCERN

Concerns may be raised with the Alert Officer verbally or in writing (including by mail, e-mail or telephone). Concerned Employees who wish to make a written report are asked to provide:

- the background and history of the Questionable Event (giving relevant dates);
- the reasons prompting the particular concern about the situation;
- the extent to which the Concerned Employee has personally witnessed or experienced; and
- the Questionable Event (providing documented evidence where possible).

## 8. RECORDS AND REPORTING

The Alert Officer will maintain a record of concerns raised and the outcomes (but in a form which does not endanger the confidentiality of a Concerned Employee's identity where necessary) and will report to the Chairman of the Audit Committee, and, as necessary, to management and/or the independent directors of the Board of Directors of the Company, having regard to the nature of the Questionable Event raised and whether or not it relates to the financial position and/or financial statements and/or disclosures of the Company or to other "non-financial" matters related to the Company.

## 9. INVESTIGATION

The Chairman of the Audit Committee or, in the event that the Questionable Event is of a "non-financial" nature, the independent members of the Board of Directors (or a Committee of independent directors so designated by the Board of Directors), shall determine the steps and procedures to be taken to address the concern appropriately and whether an investigation is appropriate and, if so, what form such investigation should take as well as other parameters (for example whether external investigators should be employed, the timing of such investigation and other such matters as are deemed appropriate in the circumstances).

Except, of course in the case of anonymous allegations, the Concerned Employee will be informed of the outcome of any investigation and/or any treatment of his or her claim or notice.