

GREENHEART GOLD INC.

WHISTLEBLOWER POLICY

1. PURPOSE

Greenheart Gold Inc. (“**Greenheart**”) and its subsidiaries (collectively the “**Company**”) are committed to the highest standards of professional and ethical conduct in all activities. To that effect, the Company has adopted certain policies, including a Code of Business Conduct and Ethics (the “**Code**”). It is the responsibility of all directors, officers, employees, consultants and third parties working for and on behalf of the Company (collectively, the “**GHRT Personnel**”) to comply with applicable laws, the Code and other policies of the Company, and to report any wrongdoing or violations or suspected violations.

The purpose of this whistleblower policy (the “**Whistleblower Policy**”) is to provide direction to all GHRT Personnel for the submission of complaints and establish procedures for the receipt, retention and treatment of complaints received.

Reportable violations include but are not limited to:

- concerns regarding the integrity of the Company’s accounting practices and internal controls
- misrepresentations regarding a matter contained in the Company’s public disclosure records
- misappropriation of the Company’s funds or properties
- discrimination, harassment, workplace violence and retaliation
- health, safety and environmental concerns
- unethical or fraudulent activities
- insider trading
- any other suspected violation or conduct prohibited under the Code.

2. REPORTING PROCEDURE

Any GHRT Personnel wishing to submit a complaint or report a concern (such complaints and concerns are herein referred to as “**Complaints**”) relating to any of the matters described above, and in the Code and other policies of the Company, should contact their supervisor or manager.

Recognizing however that the reporting of such questionable event to your supervisor may not be appropriate depending on the seriousness and sensitivity of the issues involved and who is suspected of wrongdoing, GHRT Personnel can contact either the **Chief Executive Officer** or **Chief Financial Officer** of Greenheart as follow:

Chief Executive Officer

By email: j.vandertoorn@greenheartgold.com

Chief Financial Officer

By email: a.krushnisky@greenheartgold.com

However, Complaints that may involve an officer of the Company should be reported by email to either the Chair of the Audit Committee or the Chair of the Compensation and Governance Committee of the Board of Directors of Greenheart (the “**Board**”):

Chair of the Audit Committee

Email: auditchair@greenheartgold.com

or

Chair of the Compensation and Governance Committee

Email: governancechair@greenheartgold.com

Only the Chair of the Audit Committee or the Chair of the Compensation and Governance Committee, as applicable, will have access to the emails received at their respective email address.

3. HANDLING OF REPORTS

All Complaints should contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of the matter that is the subject of the Complaint and to allow the conduct of a proper investigation, if warranted. All Complaints will be recorded and reported to the Chair of the Audit Committee for Complaints relating to financial reporting and related issues and to the Chair of the Compensation and Governance Committee for all other Complaints.

Depending on the nature of a Complaint, and its materiality, investigations will be conducted as quickly as possible using internal and external resources, as appropriate. All GHRT Personnel, including the complainant, are expected to cooperate fully. Appropriate corrective action will be taken if warranted by the investigation.

4. CONFIDENTIALITY

The Company will treat all Complaints as confidential to the fullest extent permitted by law. Generally, a report of a Complaint will only be disclosed to those persons who have a need to know in order to properly carry out an investigation of such Complaint.

5. NO RETALIATION

The Company does not tolerate acts of retaliation or retribution, including demotion, discharge, discipline, discrimination, harassment, suspension or threats against any GHRT Personnel who make a good faith report of a Complaint. GHRT Personnel who retaliates or seeks retribution against a person having made a good faith report of a Complaint will face disciplinary action, which may include termination or dismissal.

Any GHRT Personnel submitting a Complaint or reporting a concern must be acting in good faith and have reasonable grounds for believing the information disclosed. If an investigation reveals that a Complaint was frivolously made or undertaken for improper motives or made in bad faith or without a reasonable and probable basis, disciplinary action may be taken as appropriate in the circumstances.

6. RETENTION OF RECORDS

Records of any Complaints shall be retained for a period of no less than seven years.

7. REVIEW

The Audit Committee of the Board has the responsibility of reviewing this Whistleblower Policy periodically, of assessing its effectiveness and of recommending any changes to the Board. The Compensation and Governance Committee shall also review this Whistleblower Policy and may also propose amendments to the Board. The Board has the authority to amend this Whistleblower Policy, as required.

8. PUBLICATION

This Whistleblower Policy will be posted on the Company's website at: www.greenheartgold.com

9. APPROVAL

This Whistleblower Policy was adopted by the Board on November 26, 2024.