

SULLIDEN MINING CAPITAL INC.

WHISTLEBLOWER POLICY

The purpose of this policy is to establish procedures for (a) the receipt, retention, and treatment of complaints received by Sulliden Mining Capital Inc. (the “Company”) regarding accounting, internal accounting controls, auditing matters or violations to the Company’s Code of Business Conduct and Ethics and other corporate governance policies, including without limitation complaints regarding discrimination or harassment because of race, religion, color, sex, sexual orientation, age, national or ethnic origin, or physical handicap and (b) the submission by employees of the Company, on a confidential and anonymous basis, of concerns regarding questionable accounting, auditing matters or violations to the Company’s Code of Business Conduct and Ethics.

The purpose of this policy is also to state clearly and unequivocally that the Company prohibits discrimination, harassment and/or retaliation against any employee, director or officer: (i) on the basis of race, religion, color, sex, sexual orientation, age, national or ethnic origin, or physical handicap; (ii) who reports complaints to the Corporate Secretary and/or the Audit Committee regarding accounting, internal controls, auditing matters or violations of the Code of Business Conduct and Ethics; or (iii) who provides information or otherwise assists in an investigation or proceeding regarding any conduct that he or she reasonably believes to be a violation of employment or labour laws, securities laws (including the rules or regulations of the Ontario Securities Commission (the “OSC”), securities regulatory authorities in other provinces of Canada or the Toronto Stock Exchange), or laws regarding fraud or the commission or possible commission of a criminal offence.

Everyone at the Company is responsible for ensuring that the workplace is free from all forms of discrimination, harassment and retaliation. No employee, director or officer of the Company has the authority to engage in any conduct prohibited by this policy.

This policy protects:

1. any employee, director or officer who legitimately and in good faith discloses an alleged violation of employment or labour laws, securities laws, laws regarding fraud or the commission or possible commission of a criminal offense, by any person with supervisory authority over the employee, director or officer, or any other person working for the Company who has the authority to investigate, discover or terminate conduct prohibited by this policy;
2. any employee, director or officer who legitimately and in good faith files, causes to be filed, testifies, participates in, or otherwise assists in a proceeding filed under employment or labour laws, securities laws or laws regarding fraud;

3. any employee who legitimately and in good faith provides information, causes information to be provided, or otherwise assists in an investigation regarding any conduct which the employee reasonably believes constitutes fraud when the information or assistance is provided to or the investigation is conducted by law enforcement, regulatory authorities, a legislature, or the Company; or

4. any employee who in good faith submits any complaint to the Audit Committee, regarding financial statements disclosures, accounting, internal accounting controls, auditing matters or violations to the Company's Code of Business Conduct and Ethics or other corporate governance policies, including without limitation, complaints regarding discrimination or harassment because of race, religion, color, sex, sexual orientation, age, national or ethnic origin, or physical handicap, in accordance with the procedures set out herein.

If an employee, director or officer legitimately and in good faith engages in any of the activities listed above, the Company will not discharge, demote, suspend, threaten, harass or otherwise discriminate or retaliate against him or her in the terms or conditions of employment because of that activity. However, since such allegation of impropriety may result in serious personal repercussions for the target person or entity, the employee, director or officer making the allegation of impropriety should have reasonable and probable grounds before reporting such impropriety and should undertake such reporting in good faith, for the best interests of the Company and not for personal gain or motivation. In this regard, it is noted that each and every officer, director and employee of the Company is obligated to maintain the confidentiality of all confidential information of the Company.

1. COMPLAINT PROCEDURES

- a) Any employee, director or officer who legitimately and in good faith believes that he or she may have been the subject of prohibited discrimination, harassment and/or retaliation or is aware of any conduct that may be prohibited by this policy is strongly encouraged to report such belief to the Chief Executive Officer who will immediately forward the report to one or more members of the Corporation's Audit Committee. Any employee, director or officer who receives such a complaint or witnesses any conduct that he or she legitimately and in good faith believes may be prohibited by this policy must immediately notify his or her supervisor and/or the Chief Executive Officer of the Corporation. Such concerns and/or complaints may be communicated anonymously if desired.
- b) Upon receiving a complaint, the Audit Committee will promptly conduct a thorough investigation. The Audit Committee shall notify the Board of Directors and the Chief Executive Officer of such investigations. It is the obligation of all employees, directors and officers to cooperate in such investigation. Those responsible for the investigation will maintain the confidentiality of the allegations of the complaint and the identity of the persons involved, subject to the need to conduct a full and impartial investigation, remedy any violations of the Corporation's policies, or monitor compliance with or administer the Corporation's policies.

- c) The investigation will generally include, but will not be limited to, discussion with the complainant (unless the complaint was submitted on an anonymous basis), the party against whom allegations have been made, and witnesses, as deemed appropriate.
- d) In the event an investigation establishes that an employee, director or officer has engaged in conduct or actions constituting discrimination, harassment and/or retaliation in violation of this policy, the Corporation will take immediate and appropriate corrective action up to and including termination of an employee's employment.
- e) In the event that the investigation reveals that the complaint was frivolously made, or undertaken for improper motives, made in bad faith or without a reasonable and probable basis, that complainant's supervisor will take whatever disciplinary action may be appropriate in the circumstances.

ACKNOWLEDGEMENT AND RECEIPT OF WHISTLEBLOWER POLICY

To the Board of Directors of Sulliden Mining Capital Inc.

I, _____ have received Sulliden's Whistleblower Policy. By my signature below, I acknowledge that I have read and understand its content and agree to abide by its provisions. I further acknowledge that I have been advised that if I have a question about the meaning of the Whistleblower Policy or how it applies in a particular instance, I may ask the Company's Chief Financial Officer or Corporate Secretary to advise me

Dated _____

Name:

Witness