



## WHISTLEBLOWER POLICY

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### INTRODUCTION

Imperial Metals Corporation and its subsidiaries (collectively, the "**Company**") are committed to maintaining the highest standards of business conduct and ethics, as well as full compliance with all applicable government laws, rules and regulations, corporate reporting and disclosure, accounting practices, accounting controls, auditing practices and other matters relating to fraud against shareholders (collectively "**Reportable Matters**").

Pursuant to its charter, the Audit Committee (the "**Committee**") of the Board of Directors of the Company is responsible for ensuring that a confidential and anonymous process exists whereby persons can report any real or credibly suspected Reportable Matters relating to the Company and any subsidiaries (a "**Report**"). To carry out its responsibilities under its charter, the Committee has adopted this Whistleblower Policy (the "**Policy**").

For the purposes of this Policy, Reportable Matters are intended to be broad and comprehensive and to include any matter which in the view of the Reporter (as defined below), is illegal, unethical, contrary to the policies of the Company or in some other manner not right or proper.

Examples would include:

- violations of law, including all concerns about accounting, audit, corporate governance, internal controls or financial reporting matters which are believed to be questionable, incorrect, improper, misleading or fraudulent or with respect to matters that would otherwise be a violation of applicable law, including human rights and environmental legislation;
- violations of, including any deficiencies in, or noncompliance with, any corporate or internal policies or controls, including health, safety, environmental and operational;
- fraud or deliberate error in the recording and maintaining of financial records, or the preparation, evaluation, review or audit of any financial statement of the Company;
- misrepresentation or a false statement by or to a director, officer or employee of the Company respecting a matter contained in the financial records, reports or audit reports;
- deviation from full and fair reporting of the Company's consolidated financial condition; and
- contravening the Company's: Code of Business Conduct and Ethics; Anti-Bribery, Anti-Corruption and Anti-Fraud Policy; Trading and Black-Out Policy for Insiders and Restricted Persons; and Corporate Disclosure and Confidentiality Policy.

## COMMUNICATION OF THE POLICY

To ensure that all directors, officers and employees of the Company are aware of the Policy, a copy of the Policy will be distributed to all directors, officers and employees, or alternatively they will be advised that the Policy is available on the Company's website for their review. All directors, officers and employees will be informed whenever significant changes are made. New directors, officers and employees will be provided with a copy of this Policy.

## REPORTING ALLEGED VIOLATION AND COMPLAINTS

### Reporting Procedure

Any person (the "**Reporter**") with a real or suspected Reportable Matter relating to the Company is encouraged and expected to first discuss the alleged wrongdoing with their direct supervisor, manager, the human resources department or, if appropriate, a member of the Company's officers ("**Management**"). In situations where a Reporter has sound reasons to believe that reporting such Reportable Matter to Management is not appropriate or they have failed to resolve said Reportable Matter, the Reporter may submit their real or suspected Reportable Matter in writing marked "Personal and Confidential" as follows:

1. For Accounting, Financial and Auditing Matters:

To: Chair of the Audit Committee  
Imperial Metals Corporation  
200 – 580 Hornby Street  
Vancouver, BC V6C 3B6  
E-mail: [auditchair@imperialmetals.com](mailto:auditchair@imperialmetals.com)

2. For All Other Matters:

To: Chair of the Corporate Governance & Nominating Committee  
Imperial Metals Corporation  
200 – 580 Hornby Street  
Vancouver, BC V6C 3B6  
E-mail: [corpgovchair@imperialmetals.com](mailto:corpgovchair@imperialmetals.com)

Reports should be made in a timely manner.

If the Reporter wishes to have a face-to-face meeting to discuss any real or suspected Reportable Matter, the Reporter should indicate this in their Report. In order to facilitate such a meeting, the Reporter should include a telephone number and/or an email address at which they can be contacted.

The Reporter may submit an anonymous Report if they wish, but in any event the real or suspected Reportable Matter should be described in sufficient detail to allow the Company to understand and review the issue. Not knowing the identity of the Reporter may limit the Company's ability to appropriately investigate a Reportable Matter and/or take any remedial action.

If the Reporter has provided contact information, Reports submitted will be acknowledged within seven days of receipt.

In all instances, the Company has the exclusive authority and discretion to determine if and when Reports of alleged wrongdoing warrant a formal investigation pursuant to this Policy. However, the Company will generally investigate all Reports; a Reporter may not file a Report for informational purposes only and request that the Company not pursue an investigation.

In accordance with this Policy, if the Company determines that an investigation is warranted, it retains exclusive authority and discretion to determine the nature and extent of the investigative process.

## **GOOD FAITH**

All Reports under this Policy must be made in good faith and based on reasonable grounds. Reports made under this Policy must not be frivolous, intentionally false, misleading or malicious.

Where an investigation determines that a Reporter filed a Report in bad faith or with malicious intent, corrective actions will be taken including, if appropriate, disciplinary proceedings and termination of employment or contractual relationships with the Company.

## **CONFIDENTIALITY**

All Reports shall be treated as confidential, whether received anonymously or otherwise. However, no person shall be in breach of confidentiality when disclosing a Report or sharing information about a Report in a manner required by this Policy or applicable law. Management or the Chair of the relevant committee will provide notice of the Report and its nature to the individual charged with assessing and (where applicable) investigating the Report and such persons who have a legitimate and compelling reason to obtain such information.

The Company endeavours not to disclose the personal information of the Reporter, including the Reporter's identity, except where disclosure is necessary for the purposes of investigating the Report or taking responsive measures in relation thereto or as otherwise permitted by this Policy. In most cases, the Company will have to disclose to the individual alleged to have committed a Reportable Matter and potential witnesses enough information about the Report to allow them to give meaningful evidence, either in response (for the individual alleged to have committed a Reportable Matter) or generally (for witnesses). This may involve or result in the identification of the Reporter.

It is common in most Reports for the investigator to collaborate with Management and/or the Board and share information about a Report and an investigation. If a member of Management or the Board is named as a party or potential witness to the Reportable Matter, they would not participate in this collaboration.

## **NO ADVERSE CONSEQUENCES**

A good faith submission regarding a Reportable Matter may be made by a director, officer or employee of the Company without fear of dismissal, disciplinary action or retaliation of any kind. The Company will not discharge, discipline, demote, suspend, threaten or in any manner discriminate against any person who submits in good faith a real or suspected Reportable Matter or provides assistance to the investigator and/or investigating committee, Management or any other person or group, including any governmental, regulatory or law enforcement body, investigating a Reportable Matter.

## **INVESTIGATIONS**

Upon receipt of a Report, the recipient of the Report, in consultation with the Chief Legal Officer as well as with internal and/or external resources, will conduct an assessment to determine the appropriate response.

Investigations of Reports submitted directly to the Board in accordance with this Policy regarding accounting, finance or audit matters (“Financial Matters”) will be managed by the Chair of the Audit Committee, and investigations of Reports submitted directly to the Board regarding all other matters (“Non-Financial Matters”) will be managed by the Chair of the Corporate Governance & Nominating Committee, provided that investigations implicating members of the Board of Directors or Management shall be managed by the Board of Directors (excluding any Director implicated in the Report). Should a Reportable Matter concern both Financial Matters and Non-Financial Matters, the Board of Directors may form an independent committee comprising (at a minimum) the Chairs of both the Audit Committee and the Corporate Governance and Nominating Committee, and the Chair of the Board of Directors who shall also act as Chair of such independent committee. The Chair of the relevant committee or the Board may delegate management of an investigation to the Chief Legal Officer, the Corporate Secretary, or external advisors.

A Report may be dealt with summarily under this Policy if:

- The matter may be effectively resolved through an alternative, informal process with agreement of the parties involved;
- The matter is more appropriately dealt with through another established internal or external process;
- The matter is determined to be frivolous or vexatious (for a matter to be considered frivolous or vexatious or an abuse of process, the allegation must be such that no reasonable person would treat it as an allegation made in good faith);
- The Report failed to provide particulars of alleged wrongdoing; or particulars provided do not substantiate the existence of wrongdoing;
- If the matter is outside the jurisdiction of the Company (*i.e.*, Union, WorkSafe BC and Inspector of Mines Investigations), and/or
- The matter was not brought forward in good faith.

If it is determined that a Report may be dealt with summarily, Management or the Board Committee Chair responsible for this matter will communicate the decision and the basis for the decision to the Reporter (unless the Report was received without the necessary contact details required for such follow up). Within thirty (30) days of being advised of the decision, the Reporter may ask the Corporate Governance & Nominating Committee, in writing to the Committee’s Chair, to review the decision. The Reporter must set out the basis for seeking a review of this nature.

Within sixty (60) days of receiving a written request for review from a Reporter, the Corporate Governance & Nominating Committee Chair shall review the decision and provide a response to the Reporter.

If it is determined that resolution of a Report under this Policy requires a formal investigation, Management shall, in consultation with the Chief Legal Officer, determine the appropriate investigation process and the departments/organizations required to be involved, while following the confidentiality principles set out in this Policy. The Company may exercise its discretion to put certain interim measures in place, such as a suspension or leave of absence, while the investigation proceeds.

A report on conclusion of the investigation shall be submitted to the President and the appropriate Board Committee Chair.

Investigations shall adhere to principles of due process and procedural fairness. An individual alleged to have committed a Reportable Matter will be given the opportunity to know the allegations and to present full answer and defence.

## **RETENTION OF RECORDS**

The Chief Legal Officer will retain or cause to be retained written records of all Reports, reviews and investigations in compliance with applicable law and make quarterly reports to the Board of Directors on any ongoing investigation, which will include steps taken to satisfactorily address each Report. The Chief Legal Officer will cause such records to be retained no longer than necessary or proportionate to comply with applicable law.

## **QUERIES**

If you have any questions about how this Policy should be followed in a particular case, please contact the Chair of the Audit Committee or the Chair of the Corporate Governance & Nominating Committee, as applicable, at the addresses provided above.

## **TESTING AND REVIEW**

Testing of the reporting process shall occur at least once annually and the results shall be reported to the Committee.

The Company will review this Policy regularly to ensure that it complies with applicable law and is achieving its purpose.

Based on the results of the review, the Policy may be revised accordingly.

## **GENERAL**

This Policy may be changed or amended by the Company from time to time without notice.

Nothing in this Policy replaces any other legal rights an individual may have.

## **ACCESS TO THE POLICY**

This Policy will be made available upon request to the Corporate Secretary and will be posted on the Company's website at: [www.imperialmetals.com](http://www.imperialmetals.com).