GOLD X2 MINING INC.

WHISTLEBLOWER POLICY

1. Objective and Scope

Gold X2 Mining Inc. (the "**Company**") is committed to the highest standards of openness, honesty and accountability that its various stakeholders are entitled to expect.

As a result, the Company, its subsidiaries and affiliates want to know about any and all dishonest, fraudulent or unacceptable behaviour, conduct or practices committed by the Company's employees and former 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**") and expects its employees and former 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 or former employee of the Company, regarding a Questionable Event. Any person, whether or not an employee of the Company, may also submit concerns regarding accounting matters, internal accounting controls, or auditing matters to the Chair of the Audit Committee using the methods set out in Section 2 below.

2. Background and Employee Alert Procedures

Employees, who are often the first ones to realize that there may be something seriously wrong within a corporation, may, however, not express or report their concerns because they feel that speaking up would be disloyal to their colleagues or to 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.

The 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 does not find his concerns about a Questionable Event 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 submit their concern in writing directly and confidentially to (i) the Chair of the Audit Committee, for any Questionable Event relating to accounting matters, internal accounting controls, the conduct of the audit of the Company's financial accounts and statements or related matters, or (ii) the Chair of the Compensation, Nominations and Governance Committee for any other Questionable Event (including non-financial matters), by any of the following methods:

By Mail:

Private & Confidential
Chair, Audit Committee
GOLD X2 MINING INC.
Suite 2300, 1021 West Hastings Street
Vancouver, British Columbia V6E 0C3

Private & Confidential
Chair, Compensation, Nominations and Governance Committee
GOLD X2 MINING INC.
Suite 2300, 1021 West Hastings Street
Vancouver, British Columbia V6E 0C3

(all mail marked "Private & Confidential" will be delivered unopened to that Committee's Chair)

By Email: whistleblower@goldx2.com

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 expression of concerns or reports on Questionable Events within the Company, filed with either Committee Chair 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 either Committee Chair on an anonymous basis will also be treated appropriately.

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 either Committee Chair verbally or in writing (including by e-mail). 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, and
- The extent to which the Concerned Employee has personally witnessed or experienced the

Questionable Event (providing documented evidence where possible).

8. Records and Reporting

The Committee Chair will maintain a record of concerns raised and the outcome (but in a form which does not endanger the confidentiality of a Concerned Employee's identity where necessary) and will report, as necessary, to management and/or the Independent Directors of the Board of the Company, having regard to the nature of the Questionable Event raised and whether or not it related to the financial position and/or financial statement and/or disclosures of the Company or to other "non-financial" matters related to the Company. For concerns relating to accounting, internal accounting controls, or auditing matters, the Audit Committee shall retain oversight of such matters and the Chair of the Audit Committee shall report to the full Audit Committee as appropriate.

9. Investigation

The Chair of either Committee 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.