



WHISTLEBLOWER POLICY

1.0 Introduction

GT Gold Corp. (“**GT Gold**”)¹ is committed to maintaining the highest standards of business conduct and ethics, as well as full compliance with all applicable government laws and regulations, corporate reporting and disclosure, accounting practices, accounting controls, auditing practices and other matters relating to fraud against shareholders (collectively “**Legal or Accounting Matters**”).

Pursuant to its charter, the Audit Committee of the Board of Directors of GT Gold is responsible for ensuring that a confidential and anonymous process exists whereby persons can report any concerns regarding Legal or Accounting Matters relating to GT Gold. In order to carry out its responsibilities under its charter the Audit Committee, together with the Board of Directors, has adopted this Whistleblower Policy (the “**Policy**”).

For the purposes of this Policy, “Legal or Accounting Matters” is intended to be broad and comprehensive and to include any matter, which in the view of the complainant, is illegal, unethical, contrary to the policies of GT Gold or in some other manner not right or proper. Examples would include:

- violation of any applicable law, rule or regulation that relates to corporate reporting and disclosure;
- violation of GT Gold’s Code of Conduct;
- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of GT Gold;
- fraud or deliberate error in the recording and maintaining of financial records of GT Gold;
- deficiencies in or noncompliance with GT Gold’s internal policies and controls;
- misrepresentation or a false statement by or to a director, officer or employee of GT Gold respecting a matter contained in the financial records, reports or audit reports; and
- deviation from full and fair reporting of GT Gold’s consolidated financial condition.

2.0 Communication of the Policy

Copies of this Policy are made available to directors, officers, employees and consultants, either directly or by posting of the Policy on the GT Gold website at www.gtgoldcorp.ca. All directors, officers and employees will be informed whenever significant changes are made. New directors, officers, employees and consultants will be provided with a copy of this Policy.

¹ The Policy applies to GT Gold Corp. and each of its subsidiaries. Accordingly, the Policy will refer to GT Gold Corp. and its subsidiaries as “GT Gold”.

3.0 Reporting Alleged Violations or Complaints

3.1 Reporting Concerns

Any person, regardless of where they reside, with a concern regarding a Legal or Accounting Matter relating to GT Gold may submit their concern to the Chairman of the Audit Committee of GT Gold (the “**Audit Committee Chairman**”) or the Company’s legal counsel in writing, by telephone or email as follows:

In Writing: James Rutherford, Audit Committee
Chairman GT Gold Corp.

610 1100 Melville Street,
Vancouver ,BC V6E 4A6

Neville McClure, Legal Counsel
Stikeman Elliott LLP
1700 – 666 Burrard Street,
Vancouver, BC V6C 2X8

By E-mail: whistleblower@gtgoldcorp.ca
nmclure@stikeman.com

3.2 Anonymity and Confidentiality

The Audit Committee Chairman, or legal counsel, as applicable, will seek to treat submissions made under this Policy on a confidential and anonymous basis, to the fullest extent permitted under law and to the extent possible, consistent with the need to conduct an adequate investigation, save and except that submissions, other than those regarding (i) a violation of any applicable law or regulation that relates to corporate reporting and disclosure, (ii) a violation of GT Gold’s Code of Business Conduct and Ethics or (iii) other concerns regarding questionable accounting or auditing matters, must identify the person making the submission.

4.0 No Adverse Consequences

A submission regarding a Legal or Accounting Matter may be made by an officer or employee of GT Gold without fear of dismissal, disciplinary action or retaliation of any kind. GT Gold will not discharge, discipline, demote, suspend, threaten or in any manner discriminate against any person who submits in good faith a concern regarding a Legal or Accounting Matter or provides assistance to the Audit Committee, management or any other person or group, including any governmental, regulatory or law enforcement body, investigating a Legal or Accounting Matter.

5.0 Acting in Good Faith

Anyone filing a complaint under this Policy must be acting in good faith and have an honest belief that the complaint is well-founded, including a reasonable factual or other basis. Any complaints based on allegations that are without basis cannot be substantiated, or that are proven to be intentionally misleading or malicious will be viewed as a serious offense.

6.0 Treatment of Legal or Accounting Concern Submissions

Legal or Accounting Matters will be reviewed as soon as possible by the Audit Committee with the assistance and direction of whomever the Audit Committee thinks appropriate including, but not limited to, external legal counsel and the Audit Committee shall implement such corrective measures and do such things in an expeditious manner as it deems necessary or desirable to address the Legal or Accounting Matter.

Where possible and when determined to be appropriate by the Audit Committee notice of any such corrective measures will be given to the person who submitted the concern regarding a Legal or Accounting Matter.

7.0 Annual Certification

All directors and officers of GT Gold, together with any employees, consultants and contractors specified by the Board of Directors of GT Gold, shall provide annual certification of compliance with this Policy in the form attached to GT Gold's Code of Business Conduct and Ethics.

The Chief Executive Officer of GT Gold shall be responsible for ensuring that annual certifications are obtained on or before the end of the first fiscal quarter of each year for all directors, officers, specified employees, specified consultants and specified contractors and for providing written confirmation to the Board of Directors that such certifications have been obtained and summarizing the results thereof.

8.0 Retention of Records

The Audit Committee shall retain all records relating to any Legal or Accounting Matter or report of a retaliatory act and to the investigation of any such report for a period judged to be appropriate based upon the merits of the submission. The types of records to be retained by the Audit Committee shall include records of all steps taken in connection with the investigation and the results of any such investigation.

9.0 Review of Policy

The Audit Committee will review and evaluate this Policy on an annual basis to determine whether the Policy is effective in providing a confidential and anonymous procedure to report violations or complaints regarding Legal or Accounting Matters.

10.0 Queries

If you have any questions about how this Policy should be followed in a particular case, please contact the Audit Committee Chairman.

11.0 Publication of the Policy on Website

This Policy will be posted on GT Gold's website at: www.GT Goldgold.com.

Dated: April 20, 2020
Approved by: Audit Committee
Board of Directors