

**CONDOR ENERGIES INC.  
WHISTLE BLOWER POLICY**

**I. INTRODUCTION**

The Corporation is 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 “**Accounting Concerns**”).

Pursuant to its charter, the Audit Committee (referred to in this Policy as, the “**Committee**”) is responsible for establishing procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. In order to carry out its responsibilities under its charter, the Committee has adopted this Whistleblower Policy (the “**Policy**”).

The purpose of this policy is to establish procedures for (a) the receipt, retention and treatment of reports received by the Corporation regarding Accounting Concerns or violations of the Corporation’s Code of Business Conduct and Ethics; and (b) the submission by employees of the Corporation, on a confidential and anonymous basis, of reports of concerns regarding questionable accounting, internal accounting controls or auditing matters, or violations of the Corporation’s Code of Business Conduct and Ethics (each, a “**Report**”).

For the purposes of this Policy, “Accounting Concerns” 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 the Corporation 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 any corporate policies;
- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of Corporation or any of its subsidiaries;
- fraud or deliberate error in the recording and maintaining of financial records of Corporation or any of its subsidiaries;
- deficiencies in or noncompliance with Corporation or any of its subsidiaries’ internal policies and controls;
- misrepresentation or a false statement by or to a director, officer or employee of Corporation or any of its subsidiaries respecting a matter contained in the financial records, reports or audit reports;
- deviation from full and fair reporting of Corporation’s consolidated financial condition.

The purpose of this Policy is also to state clearly and unequivocally that the Corporation prohibits discrimination, harassment and/or retaliation against any employee who (i) submits a Report to the Committee; and/or (ii) provides information or otherwise assists in an investigation or proceeding relating to any conduct which he or she reasonably believes to be a violation of securities laws, laws regarding fraud, the rules or regulations of applicable securities regulatory authorities (the “**Securities Regulators**”) or the rules of any stock exchange (an “**Exchange**”) on which securities of the Corporation may be listed from time to time or any provision of law relating to fraud against shareholders of the Corporation

("Shareholders"), or the commission or possible commission of a criminal offence. All directors, officers, employees, agents, contractors or subcontractors of the Corporation are responsible for ensuring that the workplace is free from all forms of discrimination, harassment and retaliation prohibited by this policy. No director, officer, employee, agent, contractor or subcontractor of the Corporation has the authority to engage in any conduct prohibited by this policy.

## **II. COMMUNICATION OF THE POLICY**

To ensure that all directors, officers, employees, consultants and contractors of the Corporation 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 Corporation'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 and will be educated about its importance.

## **III. REPORTING ALLEGED VIOLATION AND COMPLAINTS**

Reporting Procedure:

1. Any employee of the Corporation may submit, on a confidential, anonymous basis if the employee so desires, a Report. All such reports shall be set forth in writing and forwarded in a sealed envelope to the Chair of the Audit Committee in an envelope labeled with a legend such as "To be opened by the Audit Committee only" to the following address:

Chair of the Audit Committee of Condor Energies Inc.  
c/o Condor Energies Inc.  
2400, 144 - 4<sup>th</sup> Avenue S.W.  
Calgary, Alberta, Canada  
T2P 3N4

If an employee would like to discuss any matter with the Audit Committee, the employee should indicate this in the submission and include a telephone number at which he or she might be contacted if the Audit Committee deems it appropriate.

2. If any such envelope is received by any members of the Board or any other person, it shall be forwarded promptly and unopened to the Chair of the Audit Committee.
3. The Chair of the Audit Committee will notify the sender and acknowledge receipt of a Report within five (5) business days except where a Report was submitted on a confidential, anonymous basis.
4. Following the receipt of a Report submitted hereunder, the Audit Committee will investigate each matter so reported and take corrective and disciplinary actions, if appropriate, which may include, alone or in combination, a warning or letter of reprimand, demotion, loss of merit increase, bonus or stock options, suspension without pay or termination of employment.
5. The Audit Committee may enlist employees of the Corporation and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation relating to the concerns set forth in a Report. In conducting any investigation, the Audit Committee shall use reasonable efforts to protect the confidentiality and anonymity of the complainant.
6. The Audit Committee shall retain as a part of the records of the Audit Committee any Report for a period of no less than seven (7) years.

#### **IV. CONFIDENTIALITY**

All submissions to the Chair shall be treated on a confidential and anonymous basis.

#### **V. PROTECTION AND NO ADVERSE CONSEQUENCES**

This policy protects:

1. any employee who legitimately and in good faith discloses an alleged violation of applicable securities laws, applicable laws regarding fraud, the rules or regulations of the Securities Regulators or an Exchange or any provision of law relating to fraud against Shareholders, or the commission or possible commission of a criminal offence, to a regulatory or law enforcement agency, any person with supervisory authority over the employee, or any other person working for the Corporation who has the authority to investigate, discover or terminate conduct prohibited by this Policy;
2. any employee who legitimately and in good faith files, causes to be filed, testifies, participates in, or otherwise assists in a proceeding filed under applicable securities laws, applicable laws regarding fraud, the rules or regulations of the Securities Regulators or an Exchange or any provision of law pertaining to fraud against Shareholders, or in relation to the commission or possible commission of a criminal offence;
3. any employee who legitimately and in good faith provides to a law enforcement officer any truthful information relating to the commission or possible commission of any criminal offence; or
4. any employee who in good faith submits a Report to the Audit Committee in accordance with the procedures set out above.

If an employee legitimately and in good faith engages in any of the activities listed above, the Corporation will not discharge, demote, suspend, threaten, harass or otherwise discriminate or retaliate against the employee 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 person against whom such allegations are made, the employee making the allegation of impropriety should have reasonable and probable grounds for believing that such impropriety has occurred before reporting such impropriety and should undertake such reporting in good faith, for the best interests of the Corporation and not for personal gain or motivation.

#### **VI. TREATMENT OF ACCOUNTING CONCERNS SUBMISSIONS**

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

Where possible and when determined to be appropriate by the Committee notice of any such corrective measures will be given to the person who submitted the Accounting Concern.

The Board of Directors has adopted the following procedures:

1. Any employee who legitimately and in good faith believes that they have been the subject of prohibited discrimination, harassment and/or retaliation or is aware of any conduct which may be prohibited by this policy is strongly encouraged to report immediately the facts forming the basis of that belief or knowledge to their supervisor/manager and the Chair of the Audit Committee. Any employee who receives such a complaint or witnesses any conduct which they legitimately and in good faith believe may be prohibited by this policy must immediately notify their supervisor (unless the complaint or conduct involves the supervisor) and the Chair of the Audit Committee.

2. Upon receiving a complaint, the Chair of the Audit Committee will promptly conduct or mandate any other appropriate person to conduct a thorough investigation. It is the obligation of all employees to cooperate in such investigation. Those responsible for the investigation will maintain the confidentiality of the allegations 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 of any applicable laws, or monitor compliance with or administer the Corporation's policies.
3. The investigation generally will include, but will not be limited to, discussion with the complaining employee (unless the complaint was submitted on an anonymous basis), the party against whom allegations have been made, and witnesses, if appropriate.
4. In the event that an investigation establishes that an employee 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 that employee's employment.
5. In the event that the investigation reveals that the complaint was frivolously made or undertaken for improper motives or made in bad faith or without a reasonable basis, that complainant's supervisor will take whatever disciplinary action may be appropriate in the circumstances.

#### **VII. RETENTION OF RECORDS**

The Audit Committee shall retain, for a period of no less than seven (7) years, all records relating to any Accounting Concern or report of a retaliatory act and to the investigation of any such report for the period noted above or any other 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.

#### **VIII. REVIEW OF POLICY**

The 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 Accounting Concerns.

#### **IX. QUERIES**

Any person with questions about how this Policy should be followed in a particular case should contact the Chair of the Audit Committee.

#### **X. AVAILABILITY OF POLICY**

This Policy will be available on request or through Condor's website at:

<http://www.condorenergies.ca>.