

	WHISTLEBLOWER POLICY		
	REVISION NUMBER	ORIGINAL ISSUE DATE March 8, 2018	EFFECTIVE DATE March 8, 2018
SCOPE: This Policy applies to all directors, officers, employees, agents, contractors and consultants of the Company and its subsidiaries (collectively "Subject Persons").			
APPROVED BY:	Board Chair	SIGNATURE: "William Lamb"	
ADMINISTERED BY:	Corporate Governance and Nominations Committee		
RELATED DOCUMENTS:	Code of Business Conduct and Ethics Anti-Corruption and Anti-Bribery Policy Conflict of Interest Policy Disclosure and Insider Trading Policy Diversity Policy Human Rights Policy Privacy Policy Responsible Resource Development Policy		

INTRODUCTION

Bluestone Resources Inc. (the "Company") is committed to complying with all applicable requirements including those concerning corporate accounting practices, accounting controls and auditing practices ("Accounting Standards") and with its *Code of Ethics*, which requires the observation of high standards of business practices and ethics in the conduct of the business and operations of the Company, its subsidiaries and affiliates.

Pursuant to the Mandate of the Audit Committee of the Board of Directors of the Company (the "Board") and applicable regulatory requirements, it is the policy of the Company to establish, maintain, and develop procedures for a confidential and anonymous complaint procedure to facilitate (1) the receipt, retention and treatment of questions and issues received by the Company regarding the Company's accounting, internal accounting controls, auditing matters and its *Code of Ethics*, and (2) the confidential, anonymous submission by directors, officers or employees of the Company and any other stakeholders, of questions and issues regarding questionable accounting or auditing matters or violations of the Company's *Code of Ethics*. To meet these needs, the Company has developed this Whistleblower Policy (the "Policy").

CONDUCT COVERED BY THIS POLICY

Examples of matters that might form the basis for a report under this Policy include:

- (a) questions and issues regarding the Company's compliance with Accounting Standards, including:
 - i. financial disclosure regarding the Company or any of its subsidiaries;
 - ii. fraud or deliberate misstatement in the preparation, evaluation, review or audit of any financial statement of the Company;
 - iii. fraud or deliberate misstatement in the recording and maintaining of financial records of the Company;
 - iv. deficiencies in or non-compliance with the Company's internal policies and controls;

- v. misrepresentation or a false statement by or to a director, officer or employee of the Company or any of its subsidiaries regarding a matter contained in the financial records or audit reports; or
 - vi. deviation from full and fair reporting of the Company's financial condition;
- (b) questions and issues regarding non-compliance with the Company's *Code of Ethics* including violation of any corporate policies, including without limitation, health and safety, environmental, operational or ethical matters; or
- (c) retaliation on any Subject Person who makes a complaint pursuant to this Policy in good faith reasonably believing it to be substantially true, or who assists in good faith with any investigation or proceeding relating to a complaint made pursuant to this Policy.

COMMUNICATION OF THIS WHISTLEBLOWER POLICY

To ensure that Subject Persons are aware of this Policy, a copy of this Policy will be distributed to all Subject Persons who will be required to annually sign an acknowledgement that they have received, read, and will abide by the Policy. All Subject Persons will be informed whenever significant changes have been made to this Policy. All new Subject Persons will be provided with a copy of this Policy together with the *Code of Ethics* and advised of its importance. Any other stakeholders can refer to the Company website page for updated information on this Policy. Whistleblower posters in English and Spanish will be hung in lunchrooms and offices and be readily visible to Subject Persons, and wallet cards with the whistleblower contact information will be handed out to all Subject Persons. A sample poster is attached to this Policy.

REPORTING RESPONSIBILITY

Any person with a complaint or concern about conduct required to be reported under this Policy should first consider seeking guidance from the person in charge of the department or group of the Company where the concern originated. Accordingly, persons in a supervisory or management position should ensure that employees under their supervision are aware of this Policy and are familiar with the mechanisms available to report any suspected wrongdoings.

Where it is not possible for a Subject Person to raise the concern with his or her supervisor, or where a Subject Person does not feel comfortable doing so, concerns regarding suspected wrongdoings should be communicated (which may be done anonymously as set forth below) to the Chair of the Audit Committee by one of the following methods:

- (a) By telephone, email, or online on a **confidential and anonymous** basis through Whistleblower Security, a hotline service contracted to handle any complaint on a confidential and anonymous basis which is unrelated to the Company and reports directly to the Chair of the Audit Committee by:

Telephone:

Call 1-866-921-6714 in North America, or call collect 1-604-922-5953 to talk to an experienced professional in your own language or leave a message.

OR

Email Message to:

bluestone@integritycounts.ca

This Whistleblower service will maintain the anonymity of the reporter on request. However, use of a non-identifiable or third-party email address may also be used to maintain anonymity.

OR

Online:

www.integritycounts.ca/org/bluestone

OR

(b) In writing to the Chair of the Audit Committee of the Board as follows:

Confidential

Chair, Audit Committee
Bluestone Resources Inc.
2000 - 885 West Georgia Street
Vancouver, BC V6C 3E8
Canada

Complaints regarding an alleged violation or concern should be based on fact rather than speculation and should include as much specific information as possible, including sufficient corroborating information to support the commencement of an investigation. The Company may determine not to commence an investigation if a complaint contains unspecified or broad allegations of wrongdoing without factual support.

When reporting concerns, the Company prefers that the complainant identify him or herself to facilitate the Company's ability to take appropriate steps to address the report, including conducting any appropriate investigation. However, the Company also recognizes that some people may feel more comfortable reporting a suspected violation anonymously. If the complainant wishes to remain anonymous, he or she may do so, and the Company will use reasonable efforts to protect the confidentiality of the reporting person, subject to applicable law, rule or regulation or to any applicable legal proceedings.

NO RETALIATION OR ADVERSE CONSEQUENCES

No Subject Person who in good faith (a) raises questions or issues regarding the Company's compliance with Accounting Standards, (b) reports a violation of the *Code of Ethics*, or (c) provides assistance to the Audit Committee, management of the Company or any other person or regulatory or law enforcement body regarding such a report, shall suffer harassment, retaliation or adverse employment consequences. Any employee who retaliates against someone who has raised a question or issue in good faith is subject to discipline up to and including termination of employment. All other stakeholders who act in good faith shall also suffer no consequences for bringing about legitimate matters to the Audit Committee for consideration.

ACTING IN GOOD FAITH

This Policy is intended to encourage and enable Subject Persons to raise serious concerns within the Company rather than seeking resolution outside the Company. Anyone filing a report must be acting in good faith and have reasonable grounds for filing a report. Any allegations that prove not to be substantiated and that have been made maliciously or knowingly to be false will be viewed as a serious offence and the reporting individual could be subject to disciplinary action up to and including dismissal for cause.

TREATMENT AND INVESTIGATION OF COMPLAINTS

The Chair of the Audit Committee shall promptly investigate each reported incident, unless he or she determines that no reasonable basis exists for commencing an investigation. In conducting his or her investigation, the Chair of the Audit Committee may enlist employees of the Company and/or outside legal, accounting or other advisors, as deemed appropriate by the Chair of the Audit Committee. It is the obligation of all Subject Persons to cooperate in any investigation conducted as a result of a complaint made pursuant to this Policy. An investigation may include discussions with the complainant (unless the complaint was submitted on an anonymous basis), the party against whom allegations have been made and witnesses, as appropriate.

Concerns will be investigated as quickly as possible. The nature of the complaint may necessitate the Company to refer the matter to an external agency, which may lead to an extension of the investigation process. Further, the complexity of the complaint may increase the time it takes to investigate it.

The Company will strive to conduct all investigations pursuant to this Policy in a confidential manner. Information regarding a complaint, including the identity of the complainant, will only be disclosed to persons that specifically need to know such information, or as otherwise required or permitted by applicable laws. Where possible, the final determination/decision of an investigation will be communicated to the person who brought forth the applicable complaint.

REMEDIAL ACTION REPORTING AND RETENTION OF COMPLAINTS

At the conclusion of any review or investigation of a complaint that the Chair of the Audit Committee determined was made in good faith, the Chair of the Audit Committee shall report such findings to the Audit Committee. The Audit Committee, with the input of the Company's management, if requested, will determine the validity of a complaint and whether any remedial action is appropriate. The Chair of the Audit Committee shall promptly inform the Board of such proposed remedial action in a written letter.

The Chair of the Audit Committee must provide a written report to the Board on any complaints received pursuant to this Policy on a quarterly basis. The Company shall retain records of any such complaints, including documentation outlining any investigations or actions taken, for a period of no less than seven (7) years.

ENFORCEMENT

It is a condition of the appointment, employment or engagement of all Subject Persons that they always abide by the standards, requirements and procedures set out in this Policy. Any such person who violates this Policy may face disciplinary action up to and including termination for cause without notice of his or her employment or appointment with or engagement by the Company.

Failure to read or understand this Policy does not excuse you from compliance with this Policy.

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 appropriate procedures to report violations or complaints regarding Accounting Standards or the *Code of Ethics*. The Audit Committee will submit any recommended changes to the Board for approval.

QUERIES

Questions about how this Policy should be followed in a particular case can be reviewed with the Chair of the Audit Committee.