GRG RESOURCES CORP.
(the "Company")

WHISTLEBLOWER POLICY

The Company is dedicated to promoting ethical behaviour and is committed to complying with all applicable laws, rules and regulations in every jurisdiction where the Company and its subsidiaries conduct business. The Company expects Subject Persons (as defined below) to fully comply, and assist the Company in complying, with its internal and external financial accounting controls, the Company's Code of Business Conduct and Ethics (the "**Code**"), and its obligation under all applicable laws, rules and regulations.

National Instrument 52-110 *Audit Committees* states that the Audit Committee (the "**Audit Committee**") of the Company's board of directors (the "**Board**") must establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. The Company has adopted this Whistleblower Policy (this "**Policy**") to: (i) create a safe and confidential environment for Subject Persons to come forward in good faith with genuine concerns regarding accounting, internal accounting controls or auditing matters involving the Company and its subsidiaries, or violations of the Code; and (b) establish procedures for the receipt, retention and treatment of such complaints received by the Company.

APPLICATION

This Policy applies to all directors, officers, employees, agents, contractors and consultants of the Company and its subsidiaries (collectively, "**Subject Persons**").

CONDUCT COVERED BY THIS POLICY

Subject Persons are required to report the following types of wrongdoing in accordance with this Policy:

(a) all concerns about accounting, audit, internal controls or financial reporting matters which are considered to be questionable, incorrect, misleading or fraudulent, or with respect to matters that would otherwise be a violation of applicable law;

(b) violations of the Code; and

(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.

COMPLAINT PROCEDURES

Reporting Concerns

Anyone 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 communicate in writing (which may be done anonymously as set forth below) to the Chair of the Audit Committee addressed as follows:

(a) by mail or delivery: GRG Resources Corp.
#411, 837 West Hastings Street,
Vancouver BC V6C 3N6
Attention: Chair of the Audit Committee
(Marked "CONFIDENTIAL – To only be opened by the Addressee")

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 in order 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.

Concerns must not be reported in bad faith. If, after investigation, a matter reported under this Policy is found to be without substance and to have been made in bad faith, 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 into a complaint. 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

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 (which may include dismissal for cause) in a written letter.

PROTECTION OF WHISTLEBLOWERS

Any Subject Person who makes a disclosure or raises a concern under this Policy will be protected, if the Subject Person disclosed the information in good faith and reasonably believed the information to be substantially true (unless such Subject Person was involved in the wrongdoing). In particular, the Company will not discharge, demote, suspend, threaten or harass or in any manner, discriminate or retaliate, and shall not condone any retaliation by another employee, against any Subject Person making a complaint pursuant to this Policy who:

(a) submits a complaint in good faith regarding any wrongdoing required to be reported under this Policy that the complainant reasonably believes to be substantially true; or

(b) assists, in good faith, with any investigation or proceeding relating to wrongdoing required to be reported under this Policy.

Any effort to retaliate against any Subject Person who made a complaint in good faith under this Policy is strictly prohibited and shall be reported immediately to the Chair of the Audit Committee and may result in disciplinary action, including dismissal for cause.

REPORTING AND RETENTION OF COMPLAINTS

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 complaint, 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 at all times 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 of his or her employment or appointment with or engagement by the Company for cause without notice.

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

Should any Subject Person have any questions or wish information concerning the above, please contact the **Chair of the Audit Committee**.

EFFECTIVE DATE

This Policy was implemented by the Board on October 3, 2022.