



WHISTLEBLOWER POLICY AND PROCEDURES FOR COMPLAINTS REGARDING ACCOUNTING, INTERNAL ACCOUNTING CONTROLS OR AUDITING MATTERS

STATEMENT OF POLICY

The Audit Committee (the “**Audit Committee**”) of Highlander Silver Corp. (the “**Company**”) complies with the requirements of National Instrument 52-110 *Audit Committees* (“**NI 52-110**”), as amended. Our Audit Committee has written terms of reference (the “**Terms**”) which set out our Audit Committee’s mandate and responsibilities.

Pursuant to the Terms, our Audit Committee has established procedures:

- (i) For the receipt, retention and treatment of complaints received by our Audit Committee regarding questionable accounting, internal accounting controls, or auditing matters;
- (ii) for the confidential submission by directors, officers, employees and consultants (“**Representatives**”) of concerns regarding questionable accounting or auditing matters; and
- (iii) to facilitate disclosure relating to accounting, internal accounting controls and auditing matters (the “**Procedures**”); to encourage proper individual conduct and to alert our Audit Committee to potential problems before they have serious consequences. Accordingly, our Audit Committee has established the following Procedures for the receipt, retention and treatment of complaints regarding questionable accounting, internal accounting controls or auditing matters received by the Company (“**Complaints**”), and for the confidential, anonymous submission of such Complaints by our Representatives.

PROCEDURES FOR COMPLAINTS

A. Scope of Matters Covered by These Procedures

These Procedures include, without limitation, the following:

- 1. Fraud or deliberate error in the preparation, evaluation, review or audit of any of our financial statements;
- 2. fraud or deliberate error in the recording or maintaining of our financial records;
- 3. deficiencies in or non-compliance with our internal accounting controls;
- 4. misrepresentations or false statements to or by a Representative regarding a matter contained in our financial records, financial reports or audit reports; or
- 5. deviation from reporting of our financial condition as required by applicable laws and regulations.

B. Submission and Receipt of Complaints and Complaint Procedure

1. In General

Procedures for Reporting Accounting, Internal Accounting Controls and Audit Related Complaints.

Our Audit Committee has approved the following procedures for receipt of complaints regarding accounting, internal accounting controls or audit related matters.

A Representative with a Complaint should promptly report the Complaint in writing to our Chairman of the Audit Committee, Chief Financial Officer or legal counsel. Complaints may, however, be submitted telephonically, in person or by e-mail. Contact information for our Chairman of the Audit Committee, Chief Financial Officer and legal counsel is attached to this Whistleblower Policy. Our Chairman of the Audit Committee, Chief Financial Officer and legal counsel will maintain the confidentiality and anonymity of any Representative making a Complaint to the fullest extent reasonably practicable within the legitimate needs of law and any ensuing evaluation or investigation.

2. Anonymous Complaints

Confidential, Anonymous Employee and Non-Employee Submissions.

Representatives may report any concerns regarding accounting, internal accounting controls or audit related matters to our Chairman of the Audit Committee or Chief Financial Officer who will communicate the concerns to the Audit Committee. The addresses and telephone numbers of these individuals are listed below.

Non-employees (which include any contractor, subcontractor or other agent of the Company) may similarly report any concerns regarding accounting, internal accounting controls or audit related matters to our Chairman of the Audit Committee or Chief Financial Officer who will communicate the concerns to our Audit Committee.

Handling of Submissions

Submissions will be kept confidential to the extent possible. Our Chairman of the Audit Committee or Chief Financial Officer will notify the sender and acknowledge receipt of the submission or suspected violation. All complaints will be investigated. At the conclusion of the investigation, if our Audit Committee determines that a violation has occurred, appropriate corrective measures will be taken to address the violation with the accused party commensurate with the severity of the offence. The consequences of a violation are described in our Code of Business Conduct and Ethics. We may also report the matter to an appropriate outside agency, to ensure compliance with all laws and regulations.

C. Content of Complaints

To assist us in the response to an investigation of a Complaint, the Complaint should be factual rather than speculative, and contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of the matter that is the subject of the Complaint. It is less likely that we will be able to conduct an investigation based on a Complaint that contains unspecified wrongdoing or broad allegations without verifiable evidentiary support. Without limiting the foregoing, the Complaint should, to the extent possible, contain the following information:

- the alleged event, matter or issue that is the subject of the Complaint;
- the name of each person involved;
- if the Complaint involves a specific event or events, the approximate date and location of each event; and
- any additional information, documentation or other evidence available to support the Complaint.

D. Retention of Complaints

Our Chairman of the Audit Committee will maintain a log of all reports, tracking their receipt, investigation and resolution. Each member of our Audit Committee and, at the discretion of our Chairman of the Audit Committee, other personnel involved in the investigation of reports, shall have access to the log. Copies of:

- the log,
- all documents obtained or created in connection with any investigation, and
- written copies of all Complaints,

shall be maintained for three years from when the matter was officially closed.

E. Treatment of Complaints

A copy of all Complaints shall promptly be forwarded to our Audit Committee. Our Chairman of the Audit Committee and/or the Chief Financial Officer shall evaluate each Complaint and may, in consultation with our Audit Committee, conduct an investigation based upon a Complaint. Our Audit Committee may, in its discretion, appoint a person other than our Chairman of the Audit Committee or Chief Financial Officer to initiate and direct an investigation, including an outside attorney or consultant. Our Audit Committee may, at any time, request a briefing regarding any investigation of a Complaint and any findings regarding a Complaint. Our Audit Committee shall have full authority to determine the corrective action, if any, to be taken in response to a Complaint and to direct additional investigation of any Complaint.

F. Confidentiality/Anonymity

We shall maintain the confidentiality or anonymity of the person making the Complaint to the fullest extent reasonably practicable within the legitimate needs of law and of any ensuing evaluation or investigation. Legal or business requirements may not allow for complete anonymity. Also, in some cases it may not be possible to proceed with or properly conduct an investigation unless the complainant identifies himself or herself. In general, it is less likely that an investigation will be initiated in response to an anonymous Complaint due to the difficulty of interviewing anonymous complainants and evaluating the credibility of their Complaints. In addition, persons making Complaints should be cautioned that their identity might become known for reasons outside of our control. The identity of other persons subject to or participating in any inquiry or investigation relating to a Complaint shall be maintained in confidence subject to the same limitations.

G. Protections from Retaliation

Our Representatives are entitled to protection from retaliation for having, in good faith, made a Complaint, disclosed information relating to a Complaint or otherwise participated in an investigation relating to a Complaint. We shall not discharge, demote, suspend, threaten, harass or in any manner discriminate against any Representative under the terms and conditions of employment based upon any lawful actions of such Representative with respect to good faith reporting of Complaints, participation in a related investigation or otherwise. A Representative's right to protection from retaliation does not extend immunity for any complicity in the matters that are the subject of the Complaint or an ensuing investigation.

These procedures are in no way intended to limit the rights of our Representatives to report alleged violations relating to accounting or auditing matters to proper governmental and regulatory authorities.

H. Administration

A copy of this Policy will be included in the orientation of new Representatives and provided to existing Representatives on an on-going basis.

Approved by the Board of Directors of Highlander Silver Corp. on April 29, 2025

Option 1: Submissions should be in writing and addressed “Private and Confidential” to either the Chairman of the Audit Committee or the Chief Financial Officer at:

Chairman of Audit Committee:

Tom Whelan
Suite 555 – 999 Canada Place
Vancouver, British Columbia, V6C 3E1

Telephone: (604) 505 3050
Email: tswhelan33@gmail.com

Chief Financial Officer:

Sunny Lowe
Suite 555 – 999 Canada Place
Vancouver, British Columbia, V6C 3E1
Telephone: (416) 366-5678 ext. 211

Email: slowe@highlandersilver.com

Option 2: Submissions may also be reported to our outside legal counsel who will refer the Complaint to our Chairman of the Audit Committee. In this case the contact information for the submission is:

Our Canadian Counsel:

Graeme Martindale
Borden Ladner Gervais LLP
Water front Centre Suite 1200, 200 Burrard Street
Vancouver BC V7X 1T2
Direct: (604) 640 4179
E-mail: gmartindale@blg.com