

(the "Company")

WHISTLEBLOWER POLICY

1. PURPOSE

1.1 The purpose of this whistleblower policy (the "Policy") is to provide a mechanism for all employees, directors, officers, management company employees and consultants (collectively referred to herein as "Personnel") of Kodiak Copper Corp. ("Kodiak" or the "Company") to express concerns or report the existence of improper, inappropriate or fraudulent activities on a confidential basis and free of adverse consequences.

2. SCOPE

This policy relates to concerns or complaints about unethical or illegal behaviour or non-compliance with Company policies such as Code of Business Conduct, Blackout Policy, HSEC Policy or others (collectively, a "Violation"). Violations may include, without limitation:

- 2.1 illegal activity such as fraud, embezzlement, corruption, bribery or insider trading
- 2.2 deliberate error in the preparation, evaluation, review or audit of a financial statements or other reports, or in the recording and maintaining of records
- 2.3 deficiencies in or non-compliance with the Company's internal controls
- 2.4 unsafe work environment or non-compliance with appropriate safety standards and protocols
- 2.5 breaches of employment or labour laws
- 2.6 non-compliance with environmental standards and policies
- 2.7 discrimination, intimidation, bullying or harassment
- 2.8 improper use of Company property
- 2.9 improper use or disclosure of confidential information
- 2.10 conflict of interest
- 2.11 substance abuse

3. REPORTING AND INVESTIGATION OF VIOLATIONS

- 3.1 All Personnel is encouraged to promptly report all evidence of suspected Violations (a "Report") to the CEO in the first instance. If preferred, or if a satisfactory response is not received, Reports may also be addressed to the Chair of the Board of Directors, the Chair of the Audit Committee, or any director of the Company.
- 3.2 Reports may be addressed to the following emails: ceo@kodiakcoppercorp.com, chair@kodiakcoppercorp.com or auditchair@kodiakcoppercorp.com, or also made by other means such as mail or telephone, if preferred. Anonymous communications will be accepted.
- 3.3 Personnel are encouraged to provide as much specific information as possible including names, dates, places and events that took place.
- 3.4 All genuine Reports will be promptly and thoroughly investigated. All information disclosed during

the course of the investigation as well as the identity of the individual who made the Report will remain confidential, except as necessary to conduct the investigation and take any remedial action, and subject to applicable regulations or law.

- 3.5** All Reports made will be brought to the attention of the board of directors of the Company.
- 3.6** The Company will not discharge, demote, suspend, threaten, harass or otherwise discriminate or retaliate against any individual because the individual submits a Report in good faith.
- 3.7** The Company reserves the right to discipline Personnel who makes an accusation without a reasonable, good faith belief in the truth and accuracy of the information or who knowingly provides false information or makes false accusations, and such discipline may result in termination or legal proceedings.
- 3.8** All Personnel has a duty to co-operate in an investigation. Should an individual fail to co-operate or provides false information in an investigation, the Company reserves the right to take remedial action commensurate with the severity of the offence.

4. COMPLIANCE WITH THIS POLICY

- 4.1** Personnel are required to acknowledge that they have read this Policy when they are engaged or when the Policy is introduced, and annually thereafter.

Original approval date:	June 29, 2022
Revised date:	n/a
Approved by:	Board of Directors