



U.S. GOLDMINING INC.

WHISTLEBLOWER POLICY (August 28, 2023)

This Whistleblower Policy (this "**Policy**") is binding upon you as an employee, officer or director of U.S. GoldMining Inc. (the "**Company**") or any of its subsidiaries or as a consultant or contractor working for such entities. Consult with the Company's Chief Financial Officer or Audit Committee Chairperson if you have any questions about this Policy.

Policy Overview

The purpose of this Policy is to reinforce the business integrity of the Company by providing a safe and reliable means for employees and others to report concerns they may have about conduct at the Company. By following this Policy, you can raise concerns, confidentially and anonymously if desired, and free of any retaliation, discrimination, or harassment.

Whether you are an employee, an officer or director, consultant, contractor or someone who does business with us, we ask that you bring to light good faith concerns regarding the Company's business practices.

We ask that you follow this Policy to report good faith concerns regarding any of the following:

- Suspected violations of our Code of Business Conduct and Ethics, which we refer to in this policy as "**Ethics Violations.**"
- Suspected violations of any other Company policies or procedures, which we refer to in this policy as "**Corporate Policy Violations.**"
- Questionable accounting, violations of internal accounting controls, or any other auditing or financial matters, or the reporting of fraudulent financial information, which we refer to in this policy as "**Fraudulent Auditing and Accounting Activities.**"
- Suspected violations of law or fraudulent activities other than Fraudulent Auditing and Accounting Activities, which we refer to in this policy as "**Legal Violations,**" and collectively with Ethics Violations and Corporate Policy Violations as "**Violations.**"

If requested, we also ask that you provide truthful information in connection with an inquiry or investigation by a court, an agency, law enforcement, or any other governmental body.

Who Does This Policy Cover?

This policy applies to all employees, officers and directors of the Company or any of its subsidiaries and any consultant or contractor working for such entities, all of whom are referred to collectively as

"employees" or "you" throughout this policy. In this policy, “we,” and “our” refers to the Company and its subsidiaries.

As a Company employee, if you are aware of a potential Violation or Fraudulent Auditing and Accounting Activity and do not report it according to this policy, your inaction may be considered a Violation itself, which may result in disciplinary action, up to and including termination of your employment or any other relationship that you may have with Company.

Reporting and Investigation

If you believe that any Violation or Fraudulent Auditing and Accounting Activity has occurred or is occurring or you have a good faith concern regarding conduct that you reasonably believe may be a Violation or Fraudulent Auditing and Accounting Activity, we encourage you to promptly take one or more of the following actions:

- Discuss the situation with your supervisor.
- If you are uncomfortable speaking with your supervisor or believe they have not properly handled your concern or is involved in the Violation or Fraudulent Auditing and Accounting Activity, contact the Chief Financial Officer of the Company or the Chair of the Company's Audit Committee.
- If you do not believe your concern is being adequately addressed, or you are not comfortable speaking with one of the above-noted contacts, report your concern using one of the methods listed below, through which you may choose to identify yourself or remain anonymous:
- by mail to the Chair of the Company's Audit Committee at **46 Colleton Gardens Colleton, St. Lucy, Barbados BB27190;**
- by email to a.bukacheva@gmail.com; or
- via our ethics or reporting platform online at <https://usgoldmining.allvoices.co/>.

This Policy provides a mechanism for the Company to be made aware of any alleged wrongdoings and address them as soon as possible. However, nothing in this Policy is intended to prevent any employee from reporting information to federal, state or provincial law enforcement agencies when an employee has reasonable cause to believe that the violation of a federal, state or provincial law has occurred. A report to law enforcement, regulatory, or administrative agencies may be made instead of, or in addition to, a report directly to the Company through the ethics or reporting platform or any other reporting method specified in this Policy.

Receipt of the report will be acknowledged to the sender within a reasonable period following receipt if the sender supplied an address for response.

All reports of a Violation or Fraudulent Auditing and Accounting Activity will be taken seriously and will be promptly and thoroughly investigated. The specific action taken in any particular case depends on the nature and gravity of the conduct or circumstances reported and the results of the investigation.

If a Violation or Fraudulent Auditing and Accounting Activity has been reported, investigated, and confirmed, the Company will take corrective action proportionate to the seriousness of the offense. This action may include disciplinary action against the accused party, up to and including termination of employment or any other working relationship that the offending party may have with the Company. Reasonable and necessary steps will also be taken to prevent any further Violation or Fraudulent Auditing and Accounting Activity.

However, a party who knowingly and intentionally files a false report or provides false or deliberately misleading information in connection with an investigation of a report may face disciplinary action, up to and including termination of employment or other legal proceedings.

Handling Reports

Reports of Violations, Fraudulent Auditing and Accounting Activity, or other questionable conduct that are submitted by any means specified in this Policy will be handled as follows:

All reports received will be logged and include, among other things: (1) the date the report was received, (2) a description of the report, including whether it involves accounting and auditing or non-accounting and non-auditing matters, (3) the reporting party (if provided), and (4) the status and disposition of an investigation of the report.

The Chief Financial Officer will promptly submit to the Audit Committee all reports received. The Audit Committee shall direct and oversee an investigation of all reports as it determines to be appropriate. The Audit Committee may also delegate the oversight and investigation of reports to the appropriate members of our management. The Audit Committee may request special treatment for any report and may re-assume the direction and oversight of an investigation of any report delegated to members of our management.

The Chief Financial officer shall provide the Audit Committee with a quarterly report of all reports received and an update of pending investigations.

Confidentiality

Information disclosed during the course of the investigation will, to the extent practical and appropriate, remain confidential, except as may be reasonably necessary under the circumstances to facilitate the investigation, take remedial action, or comply with applicable law.

For any Violation or Fraudulent Auditing and Accounting Activity not reported through an anonymous report, we will advise the reporting party that the Violation or Fraudulent Auditing and Accounting Activity has been addressed and, if we can, of the specific resolution. However, due to confidentiality obligations, there may be times when we cannot provide the details regarding the corrective or disciplinary action that was taken.

No Retaliation

The Company strictly prohibits and does not tolerate unlawful retaliation against any director, officer, employee, consultant or contractor for reporting a Violation or Fraudulent Auditing and Accounting Activity or suspected Violation or Fraudulent Auditing and Accounting Activity **in good faith or otherwise cooperating** in an investigation of a Violation or Fraudulent Auditing and Accounting Activity. All forms of unlawful retaliation are prohibited, including any form of adverse action, discipline, threats, intimidation, or other form of retaliation for reporting under or complying with this Policy. The Company considers retaliation a Violation itself.

If you have been subject to any conduct that you believe constitutes retaliation for having made a report in compliance with this Policy or for having participated in any investigation relating to an alleged Violation or Fraudulent Auditing and Accounting Activity, please immediately report the alleged retaliation to the Chief Financial Officer ideally within ten (10) days of the offending conduct. If, for any reason, you do not feel comfortable discussing the alleged retaliation with these people, please report the alleged retaliation to the Chair of the Audit Committee or through the ethics or reporting platform set forth under "Reporting and Investigation" above. These individuals will ensure that an investigation is conducted in a timely fashion.

Your complaint should be as detailed as possible, including the names of all individuals involved and any witnesses. The Company will directly and thoroughly investigate the facts and circumstances of all perceived retaliation and will take prompt corrective action, if appropriate.

Additionally, any manager or supervisor who observes retaliatory conduct must report the conduct to the Chief Financial Officer so that an investigation can be made and corrective action taken, if appropriate.

Bringing any alleged retaliation to our attention promptly enables us to honor our values, and to promptly and appropriately investigate the reported retaliation in accordance with the procedures outlined above. Any employee, regardless of position or title, who has been determined to have engaged in retaliation in violation of this Policy, will be subject to appropriate disciplinary action, up to and including termination of employment or any other working relationship with the Company.

No employee will be subject to liability or retaliation for disclosing a trade secret if it is done in compliance with 18 U.S.C. §1833 and is made either:

- In confidence to a federal, state, or local government official or to an attorney solely for the purpose of making a report in compliance with this Policy or participating in any investigation relating to an alleged Violation or Fraudulent Auditing and Accounting Activity; or
- In a complaint or other document filed in a lawsuit or other proceeding under seal.

Administration

The Chief Financial Officer of the Company is responsible for the administration of this Policy. All employees are responsible for consulting and complying with the most current version of this Policy. If



you have any questions regarding this Policy or concerning the scope or delegation of authority, please contact the Chief Financial Officer of the Company.

This Policy is not a contract of employment or a guarantee of continuing employment. The Company may amend, supplement or discontinue this Policy or any part of it at any time.

This Policy was reviewed by the Nominating and Corporate Governance Committee and approved by the Board on August 28, 2023.