

TERRAX MINERALS INC.

INTERNAL WHISTLE BLOWING POLICY

OBJECTIVE AND SCOPE

TerraX Minerals Inc. ("**TerraX**") is committed to the highest possible standards of openness, honesty and accountability as its various stakeholders are expecting this and are entitled to it.

TerraX wants to know about dishonest, fraudulent, unacceptable behaviour, conduct and practices made by its employees regarding accounting, internal accounting controls or auditing or related matters (each, a "**Questionable Event**") and expects its employees and, as applicable, those of its affiliates (TerraX and its affiliates are hereinafter referred to as the "**Corporation**" and the term "**Employees**" refers to employees of the Corporation; for practical reasons, the masculine gender includes the feminine) to feel confident about disclosing and reporting on any concerns they may have about any Questionable Event they are aware of.

In line with TerraX's above-stated commitment, this internal Whistle Blowing Policy is structured as a formal tool to allow the receipt, retention and treatment of complaints, denunciations, warnings and any form of notice by any Employee of the Corporation regarding a Questionable Event.

BACKGROUND AND WHISTLE BLOWING

Employees are often the first ones to realize that there may be something seriously wrong within the Corporation. However, they may not express their concerns because they feel that speaking up would be disloyal to their colleagues or to the Corporation. By the same token, it may also be easier for colleagues or superiors of such Employees to ignore their concerns rather than address same or report through higher echelon what might just be a suspicion of fraudulent or wrongful practices.

TerraX expects employees who have reasonable grounds for believing there is a Questionable Event within the Corporation to come forward and voice those concerns responsibly.

This policy is intended to encourage and enable Employees to voice their concerns regarding any Questionable Event within the Corporation rather than ignoring them or 'blowing the whistle' outside the Corporation prior to having proceeded with the mechanism provided hereunder.

Any Employee who finds his concerns about a Questionable Event not satisfactorily addressed by his immediate supervisor (or higher-ranking persons) or who feels that the seriousness and sensitivity of the issues or people involved require that the reporting of such Questionable Event should neither be addressed to the attention of his immediate supervisor, nor follow the hierarchical ladder, should contact TerraX's president and chief executive officer (the "**Whistle Blowing Officer**").

SAFEGUARDS AGAINST RETALIATION, HARASSMENT OR VICTIMIZATION

TerraX acknowledges that one's decision to report a Questionable Event can be a difficult one to make. Employees who raise serious concerns should have nothing to fear. Therefore, the Corporation shall not tolerate any retaliation, harassment or victimization (including informal pressures) and shall take appropriate action to protect Employees who raise any concerns under this policy in good faith (a "**Concerned Employee**").

CONFIDENTIALITY

All expressions of concerns or reports on Questionable Events within the Corporation, filed with the Whistle Blowing Officer pursuant to this policy, will proceed internally on a strict confidential basis.

ANONYMOUS ALLEGATIONS

Expressions of serious concerns or reports on Questionable Events within the Corporation filed with the Whistle Blowing Officer on an anonymous basis will be treated appropriately.

UNTRUE ALLEGATIONS

In the event an Employee makes in good faith an allegation that is not confirmed by subsequent investigation or otherwise, no action shall be taken against him. Conversely, in the event an Employee makes an allegation frivolously, maliciously or for his personal gain, the appropriate disciplinary or legal action will be taken against him, including possible dismissal for cause.

HOW TO RAISE A CONCERN

Concerns may be raised with the Whistle Blowing Officer verbally or in writing. Employees who wish to make a written report are invited to provide:

- the background and history of the Questionable Event (giving relevant dates);
- the reasons prompting the particular concern about the situation;
- the extent to which the Employee has personally witnessed or experienced the Questionable Event (provide documented evidence where possible).

RECORDS AND REPORTING

The Whistle Blowing Officer will maintain a record of concerns raised and the outcomes (but in a form which does not endanger the confidentiality of a Concerned Employee's identity where necessary) and will report to the chairman of the audit committee, and, as necessary, to management.

INVESTIGATION

The President and CEO shall determine the steps to be taken to address the concern appropriately and whether an investigation is appropriate and, if so, what form it should take as well as other parameters (appointment of investigators, timetable. etc.).

A Concerned Employee shall be informed of the outcome of any investigation or of any treatment of his claim or notice (this, of course, does not apply to anonymous allegations).