



## WHISTLE-BLOWER AND COMPLAINTS POLICY

### 1. Introduction

Besra Gold Inc. (the “Company”) is a public company listed on the Toronto Stock Exchange, Australian Securities Exchange and the OTCQX Bulletin Board and has status as a public or reporting company in several jurisdictions.

The Company is committed to maintaining the highest standards of business conduct and ethics, as well as full compliance with all applicable government laws and regulations, corporate reporting and disclosure, accounting practices, accounting controls, auditing practices and other matters relating to fraud against shareholders (collectively “Compliance Matters”).

Pursuant to its charter, the Audit Committee of the Board of Directors of the Company is responsible for ensuring that a confidential and anonymous process exists whereby persons can report any concerns regarding the above Compliance Matters relating to the Company. In order to carry out its responsibilities under its charter the Audit Committee, together with the Board, has adopted this Whistleblower Policy (the “Policy”).

### 2. Purpose

To support the Corporation’s commitment to the highest standards of business conduct and ethics, the Corporation, under the oversight of the Audit Committee, adopts this Policy for:

- (a) the receipt, retention, and treatment of outside complaints received by the Corporation regarding Compliance Matters; and
- (b) the submission by employees of the Corporation, whether on the record or confidentially, of concerns regarding Compliance Matters.

The Corporation encourages taking action to prevent problems as part of its corporate culture and thus encourages the reporting of improper, unethical or illegal conduct.

This Policy ensures that all employees and other reporting persons are protected from any retaliatory measures or adverse job impact as a result of complying in good faith with this Policy.

Further, this Policy requires at the highest level that the Executive Chairman, Chief Executive Officer and Chief Financial Officer must themselves foster a culture of trust and integrity that will encourage the prompt reporting of violations of proper business conduct and ethics including fraud, significant mismanagement and a variety of other matters.

### **3. Scope**

This Policy applies to all directors, officers, employees, consultants and contractors of the Company and its subsidiaries.

### **4. Specifics of the Policy**

#### **4.1. Reporting Alleged Violations or Complaints**

Any person, regardless of where they reside, with a concern regarding a Compliance Matter relating to the Company may submit their concern to the Chair of the Audit Committee of the Company (the "Audit Committee Chairman") in writing, by telephone or email as follows:

- In Writing: Jon Morda, Chair of the Audit Committee, Besra Gold Inc.,  
Suite 500 – 10 King Street West, Toronto, Ontario M5C 1C3
- By Telephone: 416 572 2525
- By E-mail: whistleblower@besra.com

Reports also can be submitted through the Company's Whistleblower Hotline, an anonymous, confidential and free reporting service. It offers a 24 hour, 365 days a year service, with trained operators, who are external to the company, taking all calls.

The Whistleblower Hotline can be accessed as follows:

- By Telephone: 1 877 266 2579
- By Fax: 1 877 216 8459
- Via Internet: [www.globalcci.com](http://www.globalcci.com) (user name: Olympus, password: O1pacific)

The Whistleblower Hotline will act as the "middleman", going back to the complainant to obtain further information if required and providing the means for the complainant to retain anonymity, while receiving updates of the investigation process.

The caller will not be identified in any report to the company by the Whistleblower Hotline, unless they express a wish to do so.

#### **4.2. Anonymity and Confidentiality**

The identity of the complainant will remain confidential during the investigation process, unless:

- (a) the complainant consents in writing to the disclosure of his or her identity;  
or
- (b) the Audit Committee chair believes that disclosing the complainant's identity is essential to either:
  - (i) the effective investigation of the allegation (including due process in any subsequent escalation of the allegation);
  - (ii) the prevention of risk to health, safety or the environment; or

(iii)the requirements of natural justice.

#### **4.3. No Adverse Consequences**

A submission regarding a Compliance Matter may be made by an individual to whom this Policy applies without fear of dismissal, disciplinary action or retaliation of any kind. The Company will not discharge, discipline, demote, suspend, threaten or in any manner discriminate against any person who submits in good faith a concern regarding a Compliance Matter or provides assistance to the Audit Committee, management or any other person or group, including any governmental, regulatory or law enforcement body, investigating a Compliance Matter.

#### **4.4. Submissions in Good Faith**

Anyone filing a complaint under this Policy must be acting in good faith and have an honest belief that the complaint is well-founded, including a reasonable factual or other basis. Any complaints based on allegations that are without basis cannot be substantiated, or that are proven to be intentionally misleading or malicious will be viewed as a serious offense.

#### **4.5. Processing of Reported Compliance Matters**

Reported Compliance Matters will be reviewed as soon as possible by the Audit Committee with the assistance and direction of whomever the Audit Committee thinks appropriate including, but not limited to, external legal counsel. The Audit Committee shall implement such corrective measures and do such things in an expeditious manner as it deems necessary or desirable to address the Compliance Matter.

Where possible and when determined to be appropriate by the Audit Committee, notice of any such corrective measures will be given to the person who submitted the concern regarding a Compliance Matter.

#### **4.6. Record Retention Policy**

The Audit Committee shall retain all records relating to any reported Compliance Matter or report of a retaliatory act and to the investigation of any such report for a period judged to be appropriate based upon the merits of the submission. The types of records to be retained by the Audit Committee shall include records of all steps taken in connection with the investigation and the results of any such investigation.

### **5 Policy Review, Training and Discipline**

#### **5.1 Annual review**

The Company will review this Policy on an annual basis to determine whether its procedures have been effective in ensuring that the Policy has been complied with and reported Compliance Matters have been handled promptly and effectively.

Any amendments to this policy will be subject to approval by the Company's Board of Directors and the Audit Committee.

All directors, officers and employees are strongly encouraged to actively consider the Company's obligations set out in this Policy and to offer suggestions as to how to improve the Company's compliance procedures.

## **5.2 Communication of the Policy**

As part of the Company's commitment to its disclosure obligations, all directors, officers, employees, contractors and consultants of the Company or its subsidiaries must:

- be provided with a copy of this Policy;
- accept the terms of this Policy and, if requested by the Board, indicate its compliance with this Policy by providing an annual certification of compliance with the Company's Code of Business Ethics and Conduct; and
- attend training programs, if requested by the Company, to ensure awareness of the terms of this Policy.

## **5.3 Consequences of Non-Compliance**

Failure to comply with this Policy may result in severe consequences, including internal disciplinary action and, in serious instances, dismissal. In addition, a failure to comply with this Policy could amount to a violation of applicable laws or regulations. If it appears that a director, officer or employee may have violated such laws or regulations, the Company may be required to refer the matter to the appropriate regulatory authorities, which could result in penalties, fines or even possibly imprisonment.

Dated: April 23, 2012

Approved by: Board of Directors and the Audit Committee