



# ROYAL NICKEL CORPORATION

<b>Title:</b>	Complaint (“Whistle Blower”) Policy		
<b>Prepared by:</b>	Tim Hollaar		
<b>Approved by:</b>	Audit Committee	<b>Date adopted:</b>	September 16, 2015
<b>Policy number:</b>	AUD 1.1	<b>Replaces policy number:</b>	AUD 1.0

The Board of Royal Nickel Corporation (the “Company”) would like to advise employees of the Company’s policy regarding the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, auditing matters or potential violations of law.

## 1.0 OVERALL PURPOSE/OBJECTIVE

This Policy is not intended to circumvent the reporting of concerns by employees to their superiors according to the management reporting structures in place from time to time and is not intended to cover all types of complaints.

This Policy has been developed to ensure the confidential, anonymous submission by employees of the Company of material concerns regarding accounting or auditing matters, internal control matters or potential violations of law.

The Audit Committee of the board of directors (the “Board”) of the Company is composed entirely of directors of the Company who are independent of management of the Company and is responsible for establishing procedures for:

- the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
- the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

## 2.0 REPORTING ALLEGED VIOLATION

Employees who have concerns regarding accounting or auditing matters, problems with internal controls or potential violations of law, and who are (i) unable to achieve satisfactory results through making their concerns known to their appropriate superiors or (ii) who fear retaliation, may file a confidential and, if the employee so desires, anonymous complaint with the Chair of the Audit Committee by sending a letter to the address below.

Ms. Wendy Kei  
 Chair of the Audit Committee  
 of Royal Nickel Corporation  
 c/o Norton Rose Fulbright Canada LLP.  
 Royal Bank Plaza, South Tower, Suite 3800  
 200 Bay Street, P.O. Box 84,

Toronto, ON M5J 2Z4

Attention: David McIntyre  
 Fax: 416.216.3930

Employees are encouraged to provide as much specific information as possible under the circumstances, and the Company will handle all such reports with discretion and with due regard for the privacy of the reporting employee. There are, however, certain circumstances where disclosure may be required and confidentiality cannot be guaranteed.

### **3.0 INVESTIGATION OF COMPLAINTS**

Upon receipt of a complaint, the Chair of the Audit Committee will make a determination as to whether a reasonable basis exists for commencing an investigation into the violation alleged in the complaint. If the Chair of the Audit Committee concludes that an investigation is warranted, it shall take appropriate measures to implement a thorough investigation of the allegations. The Audit Committee shall have the authority to obtain assistance from the Company's management, counsel or auditors, or to retain separate outside legal or accounting expertise as it deems necessary or desirable in order to conduct the investigation. Under no circumstances will the Chair of the Audit Committee or the Audit Committee provide any information to the Company which identifies the employee who submitted the complaint. All complaints will be received and handled in strict confidence. All investigations of complaints shall be carried out in a manner to ensure confidentiality of the matter and will involve only those individuals who need to be involved in order to conduct the investigation. If requested by the complainant, the investigation will be carried out in a manner to protect the anonymity of the complainant.

The Chair of the Audit Committee will report his findings to the employee who submitted the complaint, if self identified, and to the Audit Committee. Any action required to be taken as a result of the complaint will be determined after such investigation by the Audit Committee. At each quarterly meeting of the Audit Committee, the Audit Committee will discuss the status of any ongoing investigation and review the resolution of each complaint submitted during the previous quarter, whether or not the complaint resulted in the commencement of a formal investigation.

### **4.0 CORRECTIVE ACTION**

The Audit Committee is ultimately responsible for determining the validity of each complaint and fashioning, with the input of its advisors and management, if requested, the appropriate corrective action. The Audit Committee shall report any legal or regulatory non-compliance to management and ensure that management takes corrective action including, where appropriate, reporting any violation to relevant governmental authorities.

### **5.0 NO RETALIATION**

Employees should feel confident to report violations as described above or to assist in investigations of such alleged violations. The Company will not tolerate retaliation or discrimination of any kind by or on behalf of the Company and its employees against any employee making a good faith complaint of, or assisting in the investigation of, an alleged violation. Anyone engaging in retaliatory conduct will be subject to disciplinary action by the Company, which may include termination.

More specifically, neither the Company, nor any person acting on behalf of the Company or in a position of authority in respect of the Company's employees will take any disciplinary measure against, demote, terminate or otherwise adversely affect the employment of an employee or threaten to do so with the intent to compel an employee to abstain from reporting an alleged violation or with the intent to retaliate against the employee because the employee has reported an alleged violation.

## **6.0 RETENTION OF COMPLAINTS**

The Audit Committee will keep a record of all complaints, the results of the investigation, the report provided to the employee and the Audit Committee and any action taken as a result of such complaint for a period of seven (7) years. Such records of such complaints will remain confidential and be used to enable the Audit Committee to monitor any areas of concern. Disclosure of such documentation to any other person, and in particular any third party, will require the prior approval of the Chair of the Audit Committee to ensure that privilege of such documentation is properly maintained.

It is illegal and against the Company's policy to destroy any corporate audit or other records that may be subject to or related to an investigation by the Company or any federal, provincial, state or regulatory body.

## **7.0 COMPLIANCE WITH THIS POLICY**

All employees must follow the procedures outlined in this Policy and cooperate with any investigation initiated pursuant to this Policy. Adherence to this Policy is a condition of employment. The Company must have the opportunity to investigate and remedy any alleged violation, and each employee must ensure that the Company has an opportunity to undertake such an investigation.