



# WHISTLEBLOWER POLICY



**DAKOTA GOLD CORP.**  
**WHISTLEBLOWER POLICY**

Adopted as of March 30, 2022, and last reviewed on February 18, 2025

**Introduction**

This whistleblower policy (the “**Policy**”) has been adopted by the board of directors (the “**Board**”) of Dakota Gold Corp. (the “**Company**”).

**I. Purpose**

The charter of the audit committee (the “**Audit Committee**”) provides that the Audit Committee will oversee and annually review procedures and reports maintained for the receipt, identification, retention, treatment, and resolution of employee complaints regarding matters concerning: (i) accounting; (ii) internal controls or auditing matters; and (iii) for the confidential submission by employees of concerns regarding questionable behavior, potential violations of law or the Company’s Code of Ethics.

This Policy establishes procedures for confidential, anonymous submissions (“**Complaints**”) by directors, officers, and employees of the Company and any personnel that the Company may determine should be subject to this Whistleblower Policy, regarding accounting practices, financial matters and any known or suspected violations of other corporate policies. This Policy has been adopted by the Audit Committee and the Company to establish and describe procedures governing the receipt, retention, investigation and treatment of Complaints, to encourage concerned parties to report suspected wrongdoing or misconduct in a timely way and to protect employees who make good faith reports from retaliation.

A copy of this Policy will be distributed to all Company directors, officers, employees and other personnel that the Company may determine should be subject to this Whistleblower Policy, such as contractors or consultants. Any questions regarding the application of this Policy should be directed to the Chief Legal Officer.

**II. Examples of Complaints**

Complaints covered by this Policy include:

- Tampering with any accounting or audit-related records or documents of the Company (in any format, including electronic records such as emails) or destroying any Company accounting or audit-related records or documents (except as otherwise permitted or required by any records retention policies or guidelines as may be adopted by the Company from time to time).
- Fraud or deliberate error in the preparation, evaluation, review or audit of any of the Company’s financial statements.
- Fraud or deliberate error in the recording and maintaining of the Company’s financial

records (for example, overstating expense reports, falsifying time sheets, preparing erroneous invoices, misstating inventory records or misleading classification of expenditures).

- Deficiencies in or non-compliance with the Company's internal accounting controls (for example, circumventing the internal control compliance process).
- Misrepresentations or omissions regarding matters contained in the Company's financial records, financial reports or audit reports.
- Any effort to mislead, deceive, manipulate, coerce or fraudulently influence any internal or external auditor of the Company in connection with the preparation, examination, audit or review of any financial statements or other records of the Company.
- Auditor independence concerns.
- Failure to comply with the Company's internal policies.
- Retaliation or retribution against an individual who makes a Complaint.

Fraudulent or other questionable activities which are not listed above may be also reported in accordance with the Company's Code of Ethics or other applicable policies or procedures.

### **III. Reporting of Complaints**

Complaints may be brought in any of the following ways:

- **By calling 855-222-0916;**
- **By filing a web report on [www.lighthouse-services.com/gold-sd](http://www.lighthouse-services.com/gold-sd);**
- **By sending an email to [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com) (with Dakota Gold Corp. in the subject line); or**
- **By speaking to the Chief Legal Officer or the Chair of the Audit Committee.**

### **IV. Anonymity and Confidentiality**

Complaints may be made on an anonymous basis by calling the reporting line, filing a web report, or sending an email as described in Section III above. In accordance with applicable law and any rules or requirements adopted by securities regulatory authorities and any stock exchange upon which the Company's securities are listed (the "**Applicable Laws**"), the Company will maintain confidentiality of Complaints and the identity of the person making the Complaint (if disclosed) and information relating to a Complaint will only be made available to those individuals who need to know of the Complaint in order that the Complaint be properly investigated and addressed.

## **V. Investigation**

The Chair of the Audit Committee will receive all complaints regarding financial or accounting matters and allegation of fraud and will determine if an investigation and discussion by the Audit Committee is appropriate. The Audit Committee shall meet to discuss any Complaint the Chair determines requires discussion by the Audit Committee and may exclude from its meetings and subsequent investigations any person it deems appropriate. The Audit Committee is responsible for conducting or delegating the conduct of investigations of such Complaints. If the Audit Committee delegates the conduct of an investigation, a report on the outcome of such investigation must be provided to the Chair of the Audit Committee, on a timely basis, following the conclusion of the investigation. All other Complaints will be received by the Chief Legal Officer, who will determine if an investigation is appropriate. The Chief Legal Officer will conduct or delegate the conduct of the investigation of such complaints. To carry out a thorough and comprehensive investigation other parties may be required to participate on an as needed basis. The person who is the subject of the Complaint is entitled to know the allegations made against him or her and will be given the right to respond. The identity of the person who brought the Complaint will not be shared.

If a Complaint is substantiated by an investigative process, appropriate remedial action shall be taken by the Company and any organizational reform necessary to address any identified systemic issues shall be implemented.

## **VI. Prohibition on Retaliation**

In no circumstances will there be any Reprisals by the Company against any person who has made a Complaint in good faith. “**Reprisals**” include termination, dismissal, demotion, discipline, retaliation or any other action which has an adverse effect on the person who has made a Complaint. The Company shall also not take or encourage any actions that would prevent any person from making a Complaint. Persons who engage in any such prohibited conduct may be subject to discipline and termination of employment with the Company.

## **VII. Retention of Records**

The Chief Legal Officer shall retain or cause to be retained all relevant records relating to any Complaints received or reports of any reprisals (as set out above) as required by Applicable Laws. The types of retained records shall include records (whether physical or digital) relating to any investigation into a Complaint and the results of any such investigation.

## **VIII. Acting in Good Faith**

Persons filing a Complaint under this Policy should 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 or that are proven to be intentionally misleading or malicious will be viewed as a serious offense.

## **IX. Review of Policy**

The Audit Committee shall review this Policy on a periodic basis to determine whether the procedures established under this Policy operate effectively in respect of the receipt, retention and

treatment of Complaints and in providing a confidential and anonymous procedure to report violations or Complaints as may be required by Applicable Laws.

The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to shareholders, competitors, employees or other persons, or to any other liability whatsoever.

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