

Whistleblower Policy

Heritage Resource Limited Partnership (“Heritage Royalty” or the “Company”) is committed to conducting its business ethically and legally. This Whistleblower Policy (the “Policy”), provides an effective, consistent and appropriate procedure for reporting incidents that potentially violate the Company’s Code of Conduct and Business Ethics (the “Code”) and any related policies, practices, or guidelines.

This Policy will be reviewed annually by the Company’s Advisory Board and updated as required.

PURPOSE

The Policy addresses the commitment of Heritage and its Advisory Board (the “Board”) to act with integrity and demonstrate ethical behaviour by fostering and maintaining an environment where officers, directors, employees, former employees, external third parties, contractors, and the general public can act appropriately, without fear of retaliation, to disclose Wrongdoing.

DEFINITIONS

For purposes of this Policy:

- A. **“Whistleblowing”** Whistleblowing can be described as giving information about practices that violate the Code (i.e. Wrongdoing.)
- B. **“Adverse Employment Action”** Adverse Employment Action is defined as any negative consequence to an employee as a result of an employee’s report of Wrongdoing. Adverse Employment Action includes, but is not limited to, demotion, suspension, termination, transfer to a lesser position, denial of promotions, denial of benefits, threats, harassment, denial of compensation, or any manner of discrimination against an employee in the terms and conditions of employment.
- C. **“Good Faith”** Good Faith is evident when a complaint is made without malice or consideration of personal benefit and the individual(s) has a reasonable basis to believe that the complaint is true. Provided, however, a complaint does not have to be proven to be true to be made in Good Faith. Good Faith is lacking when the disclosure is known to be malicious or false.
- D. **“Wrongdoing”** Wrongdoing includes any activities that violate the Code. Examples of Wrongdoing include, but are not limited to, financial fraud, accounting fraud, knowing violation of laws and regulations regarding accounting, internal controls, or auditing matters. Wrongdoing involves any unlawful, unethical, or illegal behavior that could include the following:
 - An unlawful act including both civil and/or criminal;
 - Breach of or failure to implement or comply with any Company policy;
 - Knowingly breaching mandatory federal or provincial regulations;
 - Unprofessional conduct;
 - Questionable accounting or auditing practices;
 - Dangerous practice likely to cause physical harm or damage to any person or property;
 - Failure to rectify or take reasonable steps to report a matter that could give rise to a significant or avoidable cost or loss to the Company;

- Abuse of power or authority for any unauthorized or ulterior purpose;
- Unfair discrimination during employment or provision of services.

REPORTING RESPONSIBILITY

It is the responsibility of all directors, officers, contractors, and employees to comply with the Code and to report violations or suspected violations in accordance with the Whistleblower Policy.

NO RETALIATION

No director, officer, employee, or contractor, who, in Good Faith, reports a violation of the Code shall suffer harassment, retaliation or adverse employment consequence. A director, officer, employee, or contractor who retaliates against someone who has reported a violation in Good Faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Company prior to seeking resolution outside the Company.

REPORTING VIOLATIONS

The Code addresses the Company's open-door policy and suggests that employees share their questions, concerns, suggestions, or complaints with someone who can address them properly. In most cases, an employee's manager is in the best position to address an area of concern. However, if an employee is not comfortable speaking with their manager or is not satisfied with their manager's response, they are encouraged to speak with someone in senior management whom they are comfortable in approaching. Managers are required to report suspected violations of the Code to the Company's Compliance Officer, as described below, who has specific and exclusive responsibility to investigate all reported violations.

WHISTLEBLOWER HOTLINE

If an employee is uncomfortable reporting a potential violation in the manner described above, or if the complainant is not an employee of the Company, they are encouraged to utilize the company's Whistleblower Hotline, ConfidenceLine, which allows a complainant to anonymously report concerns to the Compliance Officer. The purpose of the Hotline is to provide a mechanism by which concerns can be discussed in a confidential, anonymous manner.

ConfidenceLine is an independent third party ethics reporting hotline service that can be reached by phone at (800) 661-9675 or by submitting an anonymous report via the Company's ConfidenceLine web portal: www.heritageroyalty.confidenceline.net

DATA RETENTION

One year after a complaint is resolved, ConfidenceLine will destroy the report content, record of communications, and any attachments that have been added by the reporting party or the Company. File statistics are kept on record as long as the company has a ConfidenceLine account.

COMPLIANCE OFFICER

The Company's Compliance Officer is the chair of the Advisory Board. The Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and is required to report to the Heritage Advisory Board regularly.

ACCOUNTING AND AUDITING MATTERS

The Company's Audit Committee shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Compliance Officer shall immediately notify the Chair of the Audit Committee of any such complaint and work with the committee until the matter is resolved.

ACTING IN GOOD FAITH

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in Good Faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that are not substantiated and which prove to have been made maliciously or falsely will be viewed as a serious disciplinary offense.

PROTECTION OF WHISTLEBLOWERS AND OTHER INDIVIDUALS

Any employee who makes a disclosure or raises a concern under this Policy will be protected given they disclose the information in Good Faith, believe the information to be substantially true, do not act maliciously or make false allegations, and do not seek any personal or financial gain.

The Company will diligently protect the confidentiality of individuals making complaints; however, the Company or its employees and agents will be permitted to reveal a complainant's identity and confidential information to the extent necessary for an effective investigation, or as required by law.

The Company will not tolerate any effort by any employee or employee group to ascertain the identity of any person who makes an allegation anonymously.

The Company will not retaliate and will not tolerate any retaliation by management or any employee or employee group, directly or indirectly, against anyone who makes an allegation of Wrongdoing. The Company will provide assistance to the Compliance Officer or any other person or group, including any governmental, regulatory or law enforcement body, investigating such an allegation.

HANDLING OF REPORTED VIOLATIONS

The Compliance Officer will notify the sender and acknowledge receipt of the reported violation within five business days. All reports will be promptly investigated, and appropriate corrective action will be taken as required.

Approved by the Advisory Board of Directors, December 2019. Effective January 2020.