# Whistleblower Policy

Approved by the board on November 12, 2024

**Summary:**

In keeping with its commitment to ensuring the highest standards of professional and ethical conduct in all activities, Perpetua Resources has adopted the Whistleblower Policy to provide an avenue whereby concerns regarding questionable business practices can be raised without fear of any discrimination, retaliation or harassment. This Policy outlines the types of concerns that can and should be reported and the mechanism by which employees, Directors, officers, consultants and other stakeholders may report concerns that they may have with the Corporation and its activities.

# WHISTLEBLOWER POLICY

## A. PURPOSE OF THE POLICY

Perpetua Resources Corp. ("Perpetua Resources" or the "Corporation") is committed to the highest standards of professional and ethical conduct in all activities. Our reputation for honesty and integrity among our stakeholders is key to the success of our business. The transparency, honesty, integrity and accountability of the Corporation's financial, administrative and management practices are vital. These high standards guide the decisions of the Board of Directors (the "Board") of the Corporation and are relied upon by the Corporation's stakeholders and the financial markets. For these reasons, it is critical to maintain a workplace where concerns regarding questionable business practices can be raised without fear of any discrimination, retaliation or harassment.

This reporting mechanism invites you to act responsibly to uphold the Corporation's reputation and maintain public confidence. Encouraging a culture of openness and ethical leadership from management will also help this process. This Policy is intended to encourage and enable stakeholders to raise serious concerns within the Corporation rather than overlooking a problem or seeking a resolution of the problem outside the Corporation.

## B. SCOPE AND APPLICATION

This Policy applies generally to all directors, officers, employees, consultants and contractors. It is also intended to provide a method for other stakeholders to voice their concerns regarding the Corporation's business conduct. Management must lead the way by upholding the highest standards of honesty and integrity, setting standards and providing guidance.

## C. WHAT TO REPORT

Those who are conducting regular business with the Corporation (employees, consultants, contractors, suppliers, shippers) are often the first to realize that there may be a serious issue within the Corporation. However, they may decide not to express their concerns because they feel that speaking up would be disloyal to their colleagues or to the Corporation. They may also fear harassment or victimization. In these circumstances, they may feel it would be easier to ignore the concern rather than report what may just be a suspicion of malpractice.

You are required to promptly report, either orally or in writing, all evidence of activity that may constitute any of the following:

(a) suspected violations of the law, whether civil or criminal;

(b) suspected violations of corporate policies or the Corporation's **Code of Conduct and Ethics Policy**;

(c) harassment or other inappropriate workplace conduct;

(d) breaches of occupational health and safety laws and rules;

(e) questionable accounting, internal accounting controls or auditing practices or irregularities;

(f) risk to the Corporation's assets, property or resources;

(g) danger to health, safety or security of a worker or the public; or

(h) concerns about other business practices of the Corporation.

In any report filed under this Policy, you should provide as much specific information as possible including names, dates, places and events that took place, your perception of why the incident(s) may be a violation, and what action you recommend be taken.

If you are unsure about the best course of action to take in a particular situation, you are encouraged to seek guidance in the same manner as making a report.

## D. WHO TO CONTACT

You are encouraged to report your concern to your immediate supervisor. Where a satisfactory response is not received, or if you are uncomfortable addressing your concerns to your supervisor, you may contact any executive officer.

Where a satisfactory response is not received, or if you are uncomfortable addressing your concerns to an executive officer of the Corporation, we invite you to put your concerns in writing and forward them by fax, mail or hand delivery to:

The Independent Lead Director of the Board of Perpetua Resources Corp.
*"To be opened by the Independent Lead Director only"*
c/o Cozen O'Connor LLP
Suite 1008 – 550 Burrard Street
Vancouver, British Columbia
Canada V6C 2B5

Fax: 236.317.5893

Cozen O'Connor LLP (Perpetua Resources's legal counsel) will promptly forward, unread, any correspondence addressed in this manner to the Independent Lead Director. If you would like to discuss any matter with the Board, you must indicate this in your submission and include a telephone number where you can be contacted if the Board deems it appropriate.

Alternatively, all incidents or concerns can be reported to the Independent Lead Director of the Board and the Chair of the Audit Committee confidentially and anonymously through WhistleBlower Security:

(a) by North America Toll free phone: 1.866.921.6714

or

(b) Through the WhistleBlower website:

https://www.integritycounts.ca/org/perpetuaresources

***Reporting Accounting Concerns***

You may submit, on a confidential, anonymous basis if you so desire, any concerns regarding financial statement disclosures, accounting, internal accounting controls, potential fraud, improper payments and activities or auditing matters, directly to the Audit Committee. We invite you to put your concerns in writing and forward them by fax, mail or hand delivery to:

The Chair of the Audit Committee of Perpetua Resources Corp.
*"To be opened by the Audit Committee Chair only"*
c/o Cozen O'Connor LLP
Suite 1008-550 Burrard Street
Vancouver, British Columbia
Canada V6C 2B5

Fax: 236.317.5893

Cozen O'Connor LLP (Perpetua Resources' legal counsel) will promptly forward, unread, any correspondence addressed in this manner to the Chair of the Audit Committee. If you would like to discuss any matter with the Audit Committee, you must indicate this in your submission and include a telephone number where you can be contacted if the Audit Committee deems it appropriate.

Accounting concerns can also be submitted through the Whistleblower website, as detailed above.

## E. CONFIDENTIALITY AND ANONYMITY

The Corporation will respect the confidentiality of any complaint received under this Policy when requested to the extent possible while allowing the Corporation to conduct a full and fair investigation. Anonymous written communications will be accepted. However, we encourage you to utilize the anonymous reporting medium only as a last resort because of the inherent difficulty of following up on anonymously reported violations. If you choose to remain anonymous and do not provide sufficient detail, we may not be able to instigate or make a comprehensive investigation of the claim.

## F. INVESTIGATION OF COMPLAINTS

We assume that all reports under this Policy are made in good faith, are real, legitimate and significant enough to warrant an investigation.

All complaints under this Policy will be promptly and thoroughly investigated, and all information disclosed during the course of the investigation will remain confidential, except, subject to applicable law, as necessary to conduct the investigation and take any remedial action. For reports that are not reported anonymously, we will advise the reporting party that the reported activity has been addressed and, if we can, of the specific resolution. However, due to confidentiality obligations, there may be times when we cannot provide the details regarding any corrective or disciplinary action that was taken.

All reports received will be logged and include, among other things: (1) the date the report was received, (2) a description of the report, including whether it involves accounting and auditing or non-accounting and non-auditing matters, (3) the reporting party (if provided), and (4) the status and disposition of an investigation of the report. This complaint log and other documentation produced during the investigation will be retained confidentially in accordance with the Corporation's document retention policies and produced only as required by law.

All reports made to supervisors, or any executive officer of the Corporation in respect of matters specifically covered by this Policy will be reported to the Board. Specifically, any complaints received regarding financial statement disclosures, accounting, internal accounting controls or auditing matters will be forwarded to the Chair of the Audit Committee. At each Audit Committee meeting, the Audit Committee will review and consider any complaints or concerns that it has received and take any action that it deems appropriate.

## G. DUTY TO COOPERATE

You have a duty to cooperate in an investigation. If you fail to cooperate or provide false information in an investigation, the Corporation will take effective remedial action commensurate with the severity of the offence.

## H. PREVENTION OF RETALIATION

This Policy is set in the context of the statutory provisions of the Canadian Securities Administrators Multilateral Instrument 52-110 Audit Committees and applicable United States laws. You will be protected from retaliation, harassment, discharge, demotion, suspension or other types of discrimination, or threats thereof, including compensation or terms and conditions of employment, that are directly related to the disclosure of such reports if you:

(a) disclose the information in good faith;

(b) believe it to be substantially true;

(c) do not act maliciously or make false allegations; and

(d) do not seek any personal or financial gain.

You will also be protected in connection with any lawful act that you (i) take to provide information, or cause information to be provided, or otherwise assist in, any investigation regarding any conduct that you reasonably believe constitutes a violation of law or regulation, when the investigation is conducted by a federal, state or provincial regulatory or law enforcement agency, a member of Parliament or Congress, or a person with supervisory authority over you (or another person working for the Corporation who has the authority to

investigate, discover, or terminate misconduct), or (ii) take to file, cause to be filed, testify, participate in, or otherwise assist in a proceeding filed or about to be filed (with knowledge of the Corporation) relating to an alleged violation of law or regulation.

If you believe you have been unfairly or unlawfully retaliated against in respect of a report made under this Policy, you may file a complaint with your supervisor, or with any executive officer of the Corporation in instances where you are uncomfortable filing the complaint with your supervisor. If you are uncomfortable filing the complaint with a supervisor or an executive officer of the Corporation, you may file a complaint with the Board Chair, as outlined above.

## I. FALSE AND MALICIOUS ALLEGATIONS

Perpetua Resources is proud of its reputation as a business with the highest standards of honesty. The Corporation will therefore ensure that substantial and adequate resources are put into investigating any complaint which it receives. However, it is important to realize that the Corporation will regard the making of any deliberately false or malicious allegations as a serious offence. Such actions may result in disciplinary measures up to and including dismissal for cause or termination of contract, as applicable, and if warranted, legal action.

## J. CONSEQUENCES OF NON-COMPLIANCE

Compliance with this Policy is a condition of your employment. Policy violations may result in severe consequences, which could include civil and criminal penalties and internal disciplinary action up to and including dismissal for cause of termination of contract.

## K. MODIFICATION

The Corporation expressly reserves the right to change, modify, or delete the provisions of this Policy without notice.