

INPLAY OIL CORP.

AUDIT COMMITTEE

WHISTLE BLOWING PROCEDURES

Procedures For Receipt, Retention And Treatment Of Complaints Relative To InPlay's Accounting, Internal Accounting Controls, Or Auditing Matters

Purpose

It is the responsibility of the Audit Committee (the "**Audit Committee**") of the Board of Directors of InPlay Oil Corp. ("**InPlay**"), to ensure that the Corporation has established appropriate procedures for:

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

As a matter of sound corporate governance, these procedures are designed to provide a readily understood, prompt and effective means of addressing such complaints or concerns.

Definitions

"**Anonymous**" means unknown authorship, and without designation that might lead to information about the authorship. Anonymity is not compromised by assignment of a code or other designation with which a person can communicate without revealing their identity.

"**CARE**" means Confidential Anonymous Reporting for Employees. The Corporation has enlisted Grant Thornton as a third party vendor to receive all Complaints. Specifically, Grant Thornton provides a monitored toll free CARE number 24 hours a day, 7 days a week, along with a website and confidential email address. Grant Thornton will forward information obtained from whistleblowers directly to a Designated Representative within one (1) business day of receiving the Complaint.

"**Complaint**" means any adverse information provided to InPlay, whether in the form of a concern, a demand for remedial action, or a report of a suspected violation of law or InPlay's policy, that relates to InPlay's accounting, internal accounting controls, or auditing matters.

"**Confidential**" means authorized for access by only those persons who have a need to know. A need to know normally arises from an obligation to investigate or to take remedial or disciplinary action.

"**Designated Representative**" means the Chair of the Audit Committee and the Corporation's Chief Financial Officer.

"**Whistle Blower Hotline**" means the following telephone number, e-mail address or secured website where individuals can file a Complaint, which is then forwarded to a Designated Representative:

Telephone: 1-855-484-CARE (2273)

Anonymous email: UseCare@ca.gt.com

Secured website: GrantThorntonCARE.ca (enter "InPlay" in the company field)

Procedures

1. Submission and Receipt of Complaints

- (a) Notwithstanding the availability of the Anonymous Complaint procedures (using the Whistle Blower Hotline), employees are free to bring Complaints to their supervisor or to the President and Chief Executive Officer. Any Complaints so received shall be handled as Confidential and promptly forwarded to the Audit Committee Chair.
- (b) Both employees and non-employees may submit Anonymous Complaints to the Whistle Blower Hotline.
- (c) Non-employees may also submit Complaints by mail (or other means of delivery) to the head office of InPlay marked "Private and Confidential – Attention: Chair of the Audit Committee". Envelopes so marked shall be forwarded unopened to the Chair of the Audit Committee.
- (d) The Chair of the Audit Committee shall report to the Audit Committee periodically about the process for receiving Complaints so that the Audit Committee can ensure that the process is satisfactory in its efficiency, accuracy, timeliness, protection of confidentiality or anonymity, and effectiveness.

2. Retention of Records of Complaints

Records pertaining to a Complaint are the property of InPlay and shall be retained:

- (a) In compliance with applicable laws and InPlay's document retention policies;
- (b) Subject to safeguards that ensure their confidentiality and, when applicable, the anonymity of the complainant; and
- (c) In such a manner as to maximize their usefulness to InPlay's overall compliance or governance programs.

3. Treatment of Complaints

- (a) All Complaints, whether or not received anonymously, shall be treated as Confidential.
- (b) Although a person making an Anonymous Complaint may be advised that maintaining anonymity could hinder an investigation, the anonymity of the complainant shall be maintained, if permitted by law, until they indicate that they no longer wish to remain Anonymous.
- (c) Complaints received by the Whistle Blower Hotline shall be initially analyzed or screened by the Chair of the Audit Committee to identify matters that clearly do not fall within the intent of this policy (i.e. Complaints that are not related to accounting, internal accounting controls or auditing). Such matters may be directed to the appropriate department at InPlay for handling. A summary report of items handled in this manner shall be provided quarterly to the Audit Committee Chair.
- (d) The Chair of the Audit Committee shall inform the Committee, in summary form or otherwise, of all Complaints received, together with an initial assessment as to the treatment of each Complaint.
- (e) The assessment, investigation and evaluation of Complaints shall be conducted by, or at the direction of, the Audit Committee. As deemed appropriate by the Audit Committee, and at InPlay's expense, the Audit Committee may engage independent advisors including legal counsel or auditors other than InPlay's external auditor for the purpose of investigating or remediating any Complaint.

- (f) Following investigation and evaluation of a Complaint, the Audit Committee shall determine any recommended disciplinary or remedial action. Recommendations of the Committee shall be brought to the Board or to the appropriate members of Senior Management for authorization and/or implementation. If the action taken to resolve a Complaint is deemed by the Audit Committee to be material or otherwise appropriate for inclusion in the minutes of the Committee, it shall be so noted in the minutes.
- (g) The Audit Committee will regard the making of any deliberately false or malicious allegations by an employee as a serious offence which may result in recommendations to the Board or to Senior Management for disciplinary action up to and including dismissal for cause.
- (h) Treatment of Complaints shall include taking reasonable and necessary steps to prevent further similar violations.
- (i) Any effort to retaliate against any person making a Complaint in good faith is strictly prohibited and shall be reported immediately to the Audit Committee Chair. Any allegations regarding such retaliation will be investigated and dealt with in accordance with this policy.