

WINSTAR RESOURCES LTD.

WHISTLEBLOWER POLICY

Winstar Resources Ltd. (the "Company") has instituted this Whistleblower policy to provide for an anonymous and confidential reporting mechanism for allegations and concerns as described herein. The Whistleblower policy is designed to address the reporting of Accounting Allegations, as defined below, but works in conjunction with the Company's Code of Business Ethics and Conduct so that the reporting policy described herein can be used to report other corporate misconduct under the Code:

A. Responsibilities of Audit Committee With Respect to Specified Complaints

1. The Audit Committee of the Board of Directors of the Company shall receive, retain, investigate and act on complaints and concerns of employees, shareholders and members of the public ("Reports") received directly or via the Company's Whistleblower and Ethics Hotline regarding:
 - (a) accounting, internal accounting controls and auditing matters, including those regarding the circumvention or attempted circumvention of internal accounting controls or that would otherwise constitute a violation of the Company's accounting policies (an "Accounting Allegation");
 - (b) compliance with legal and regulatory requirements (a "Legal Allegation"); and
 - (c) retaliation against employees who make Accounting Allegations or Legal Allegations (a "Retaliatory Act").where the complainant wishes to remain anonymous, and/or is particularly concerned with confidentiality or impartiality.
2. In the discretion of the Audit Committee, responsibilities of the Audit Committee created by these procedures may be delegated to the Chair of the Audit Committee.

B. Procedures for Receiving Reports

1. Any Report that is made via the Whistleblower and Ethics Hotline, whether openly, confidentially or anonymously, shall be promptly reported to the Audit Committee.
2. Any Report forwarded to the Audit Committee by management, and each Report that is made directly to the Audit Committee, whether openly, or confidentially or anonymously via the Whistleblower and Ethics Hotline, shall be reviewed by the Chairman of the Audit Committee, who may, in his discretion, consult with any member of management or the Board who is not the subject of the allegation and who may have appropriate expertise to assist the Audit Committee. The Chairman of the Audit Committee shall determine whether the Audit Committee should

investigate the Report, taking into account the considerations set forth in Section C below.

- (a) If the Chairman of the Audit Committee determines that the Audit Committee should not investigate the Report for any reason, the Audit Committee shall notify the Chairman of the Board in writing of that conclusion. The investigation of the Report shall thereafter be promptly conducted through the mechanism described in Article 8 of the Code.
- (b) If the Audit Committee determines that it should investigate the Report, the Audit Committee shall promptly determine what professional assistance, if any, it needs in order to conduct the investigation. The Audit Committee shall be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results.

C. Considerations Relative To Whether the Audit Committee Should Investigate a Report

In determining whether management or the Audit Committee should investigate a Report, the Audit Committee shall consider, among any other factors that are appropriate under the circumstances, the following:

1. Who is the alleged wrongdoer? If an executive officer, senior financial officer or other member of senior management is alleged to have engaged in wrongdoing, that factor alone may support a decision by the Audit Committee to conduct an investigation.
2. How serious is the alleged wrongdoing? The more serious the alleged wrongdoing, the more appropriate that the Audit Committee should undertake the investigation. If the alleged wrongdoing would constitute a crime involving the integrity of the financial statements of the Company, that factor alone may support a decision by the Audit Committee to conduct an investigation.
3. How credible is the allegation of wrongdoing? The more credible the allegation, the more appropriate that the Audit Committee should undertake the investigation. In assessing credibility, the Audit Committee should consider all facts surrounding the allegation, including but not limited to whether similar allegations have been made in the press or by analysts.

D. Protection of Whistleblowers

The Audit Committee shall not retaliate, and shall not tolerate any retaliation by management or any other person or group, directly or indirectly, against anyone who, in good faith, makes an Accounting Allegation or Legal Allegation, reports a Retaliatory Act or provides assistance to the Audit Committee, management or any other person or group, including any governmental, regulatory or law enforcement body, investigating a Report. The Audit Committee shall not, unless compelled by judicial or other legal process, reveal the identity of any person who makes an Accounting Allegation or Legal Allegation or reports a Retaliatory Act and who asks that his or her identity as the person who made such Report remain confidential and shall not make any effort, or tolerate any effort made by any other person or group, to ascertain the identity of any person who makes a Report anonymously.

E. Records

The Audit Committee shall retain for a period of seven years all records relating to any Accounting Allegation or Legal Allegation or report of a Retaliatory Act and to the investigation of any such Report. The types of records to be retained by the Audit Committee shall include records of all steps taken in connection with the investigation and the results of any such investigation.

F. Procedures for Making Complaints

This Whistleblower Policy, and the Whistleblower and Ethics Hotline, are intended to provide another alternative in addition to any other avenue available (including the procedures in the Code of Business Ethics and Conduct) to an employee, shareholder or member of the public, so that any such person may report any corporate misconduct to the Audit Committee openly, or confidentially and anonymously. Accounting Allegations, Legal Allegations and reports of a Retaliatory Act can also be made anonymously via the Whistleblower and Ethics Hotline, or orally or in writing directly to the Chair of the Audit Committee.

In order to facilitate open communications, management will publish for employees on its internal phone lists, and for the public on its website and shareholder reports, the Whistleblower and Ethics Hotline number and the contact information of the Chairman of the Audit Committee to facilitate confidential communications.

WHISTLEBLOWER AND ETHICS HOTLINE # - +1-866-529-9589