

SOL STRATEGIES INC.

WHISTLEBLOWER POLICY

1. GENERAL

Sol Strategies Inc. (the “**Company**”) is committed to maintaining the highest standards of integrity and accountability in its business affairs while at the same time seeking to grow its business and enhance shareholder value. The guidelines and principles that should govern our business conduct are set out in the Company's Code of Business Ethics and Conduct (the “**Code**”). As part of our commitment to ethical and responsible business conduct, we are committed to seeking to maintain accountability of our accounting, internal controls and auditing processes (“**financial matters**”). It is also our policy to seek to ensure compliance with all applicable legal and regulatory requirements relating to our business in all material respects. We expect all of our officers, directors and employees to participate actively in seeking to maintain this standard.

The purpose of this whistleblower policy (the “**Policy**”) is to provide officers, directors and employees with a process for disclosing complaints or concerns regarding financial matters and other matters including violations of our Code of Business Ethics and Conduct. This Policy tells you exactly how and where to submit a complaint or concern, who deals with your complaint and how that complaint is expected to be handled, processed and documented. This Policy also describes the standards and principles that are expected to govern the processing of all complaints and concerns whether they are received from people within the Company or external parties.

2. REPORTING PROCESS - INFORMAL

The Company has an open-door policy and invites all directors, officers and employees to share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, your immediate supervisor is in the best position to address an area of concern. Where it is appropriate, you can also speak to anyone in management whom you are comfortable in approaching. The following management representatives have been specifically designated for handling all communications relating to this Policy: the Chief Executive Officer, and the Chief Financial Officer. Supervisors and managers are encouraged to report complaints or concerns to the Company's Audit Committee Chair, who should in turn investigate all such matters. For suspected fraud, or when you are not satisfied or comfortable with following the Company's open door policy, you should contact the Company's Audit Committee Chair directly.

3. REPORTING PROCESS - FORMAL PROCEDURE

In certain circumstances it may be necessary for you to make a formal submission regarding a perceived or suspected violation of financial matters, securities laws or other matters. In all such cases you should communicate directly with the Company's Audit Committee Chair through the following means:

1. by telephone: 416-219-6866
2. in writing:

Name:	Ungad Chadda
Address:	217 Queen St. W Suite 401 Toronto, ON M5X 1B1
Email:	ungadchadda5@gmail.com
Attention:	Chair of the Audit Committee

4. CONFIDENTIALITY

The Company, including all persons designated to handle complaints under this Policy, will seek to treat all communications as confidential to the fullest extent permitted under law and to the extent possible, consistent with the need to conduct an adequate investigation. We encourage you to identify yourself when making a complaint or communicating a concern. However, you may also do so anonymously if necessary. The Company has a procedure for the submission of confidential, anonymous complaints concerning questionable accounting or auditing matters to the Audit Committee. All such complaints should be communicated to the Chair of the Audit Committee, through the following means:

1. by telephone: 416-219-6866
2. in writing:

Name:	Ungad Chadda
Address:	217 Queen St. W Suite 401 Toronto, ON M5X 1B1
Email:	ungadchadda5@gmail.com
Attention:	Chair of the Audit Committee

*Please clearly mark your correspondence as “**CONFIDENTIAL**”*

5. NO RETALIATION

It is the Company's policy to seek to ensure that you can communicate freely in respect of matters covered by this Policy and seek to be protected from any form of penalty or adverse employment consequence, including discharge, suspension, demotion or transfer, harassment or discrimination (“**retaliation**”). Every director, officer or employee who makes a complaint regarding a perceived violation under this Policy is required to be protected against any retaliation. Any director, officer or employee who retaliates against someone who has reported a violation in good faith under this Policy will be subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable officers, directors and employees and others to raise serious concerns within the Company for proper resolution.

6. ACTING IN GOOD FAITH

Anyone filing a complaint under this Policy must 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 cannot be substantiated, or that are proven to be intentionally misleading or malicious will be viewed as a serious offense.

7. HANDLING OF REPORTED VIOLATIONS

Once your concern has been communicated to the Audit Committee Chair, the following procedures are intended to be followed:

1. The Audit Committee Chair should confirm receipt of your communication or complaint within five business days of receipt wherever practicable.
2. The Audit Committee Chair should register your complaint in a log and open a file. Both should be confidential and secure.
3. If the Audit Committee Chair determines that your concern is covered by this Policy, he or she should conduct an investigation and determine whether further action is

required. In conducting his or her investigation, the Chief Compliance Officer may enlist inside or outside legal, accounting, human resource or other advisors and may also refer the matter to the full membership of the Audit Committee.

4. The Audit Committee Chair should comply with all rules, regulations and legislation in conducting his or her investigation and should take all reasonable efforts to seek to keep the complaint and investigation confidential, if requested or required. In certain circumstances, the Company may be required to disclose matters relating to material infractions of financial matters or other matters in accordance with securities laws or stock exchange rules. In such cases the Audit Committee Chair may be required to make adequate disclosure in a timely and appropriate matter.
5. All investigations should be conducted efficiently, taking into account the nature and complexity of the issues involved.
6. Periodically, the Audit Committee Chair should report to the Audit Committee and the Company's external auditors the aggregate number of complaints received, investigations conducted and the outcome of those complaints and investigations. The Audit Committee may also discuss such complaints with the full membership of the Board of Directors where appropriate.
7. The Audit Committee Chair should promptly report to the Audit Committee any complaint that is well-founded and that may have material adverse consequences for the Company.

In addition to reporting suspected violations of financial matters, certain other provincial and federal legislation relating to environmental, labour, privacy, human rights, competition and other matters also provide protection to individuals who report suspected violations by their employers. We encourage all employees to comply fully with the requirements of these laws if any violation or breach is suspected, without fear of retaliation.

8. COMPLAINTS FROM THIRD PARTIES

Securities laws require the Company to establish procedures for the receipt, retention and treatment of complaints regarding financial matters. This may include complaints that are received from third parties. Accordingly, each representative should forward any complaint regarding such matters received from a third party (including the Company's independent auditor) to the Chair of the Audit Committee.

The Chair of the Audit Committee should discuss such complaints at regularly scheduled meetings of the Audit Committee (unless they are unfounded or unless the materiality of the complaint requires earlier action).

9. DEPARTURES

The Board of Directors may, from time to time, permit departures from the terms of this Policy, either prospectively or retrospectively. This Policy is not intended to give rise to civil liability on the part of the Company or its directors or officers to shareholders, security holders, customers, suppliers, competitors, employees or other persons, or to any other liability whatsoever on their part.

This Whistleblower Policy was approved by the Board of Directors on October 23, 2025.