

WHISTLEBLOWER POLICY

1. Objective and Scope

Magna Gold Corp. and its subsidiaries (collectively, the “**Company**”) is committed to maintaining a workplace in which the Company can receive, retain and address all complaints received by the Company regarding the Company’s Code of Business Conduct and Ethics (the “**Code**”). To achieve this goal, the Board of Directors of the Company (the “**Board**”) has delegated to the Audit Committee of the Board (the “**Audit Committee**”) the responsibility for establishing a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding any actual or potential violation of the Code or any aspect of ethical business conduct (“**Business Conduct**”). This Policy has been established to enable employees, officers and directors of the Company, as well as other stakeholders, to raise such concerns on a confidential basis, free from discrimination, retaliation or harassment, anonymously or otherwise.

For the purposes of this whistleblower policy (the “**Policy**”), Business Conduct is intended to be broad and comprehensive and to include any matter, which in the view of the complainant, is illegal, unethical, contrary to the policies of the Company or in some other manner not right or proper.

2. Method of Reporting

The Audit Committee is responsible for administering this Policy. A Compliance Officer has also been designated to assist in the administration of this Policy and to receive any submissions made under this Policy. Issues and concerns regarding this Policy may be reported to the Audit Committee Chair and/or to the Compliance Officer as follows:

By Email to: whistleblower@magnagoldcorp.com.

3. Confidentiality

A director, officer or employee reporting to the Audit Committee Chair or the Compliance Officer may choose to disclose his or her identity but is guaranteed anonymity in the event of self-identification. However, if a complainant fails to identify himself or herself in his or her complaint and the information provided is insufficient, the Company may not be able to adequately investigate and resolve the complaint.

4. Further Information

Further information may be required depending on the nature of the issue and the clarity of the information provided. Allegations made anonymously should contain sufficient detail and information so that, if necessary, a meaningful investigation can be conducted.

5. Non-Retaliation

No director, officer or employee who in good faith submits a report under this Policy shall suffer retaliation, harassment or an adverse employment consequence as result of such submission. Any act of retaliation should be reported immediately. An employee, officer or director who retaliates against a person who has reported a violation in good faith is subject to discipline up to and including dismissal.

6. Receiving and Investigating Reports

If contact information is provided, the Compliance Officer will notify the sender of the complaint and acknowledge receipt of the reported or suspected violation within five business days. All reports will be investigated by the Company and corrective action will be taken if deemed required.

7. Retention of Reports

The Audit Committee will retain as part of the records of the Audit Committee any complaints or concerns submitted under this Policy, tracking their receipt, investigation and resolution, for a period of at least three years.

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Approved by the Compensation, Corporate Governance and Nominating Committee: May 6, 2021.

Adopted by the Board of Directors of Magna Gold Corp.: May 31, 2021.

Schedule A

Certification – Whistleblower Policy

The undersigned hereby certifies that he/she has read and understands the Company's Whistleblower Policy and agrees to comply with the procedures and policies set forth therein. The undersigned acknowledges that the Whistleblower Policy may be amended from time to time, and the undersigned agrees to review and abide by the Whistleblower Policy, as amended, upon receipt by the undersigned of the amended Whistleblower Policy. The undersigned acknowledges that the up-to-date Whistleblower Policy will be available, for reference, on the Company's website.

Date: _____

Signature: _____

Name: _____

(please print)