

PREMIUM EXPLORATION INC.
(the "Company")

WHISTLEBLOWER POLICY

Prepared by the Board of Directors

Premium Exploration Inc. (the "Company") is committed to the highest standards of professionalism and ethical conduct in maintaining the financial records of the Company. Pursuant to its Charter, the Audit Committee or the Board of Directors of the Company is responsible for ensuring that a confidential and anonymous process exists whereby persons with bona fide interests in matters relating to the financial records of the Company can express, directly to an Audit Committee member or the Board of Directors on a confidential basis, any concerns or complaints about the accuracy, fairness or appropriateness of any financial reports, accounting policies, or public disclosures made by the Company. In order to carry out its responsibilities under its Charter, the Audit Committee or the Board of Directors has adopted this Whistleblower Policy.

For the purposes of this Whistleblower Policy, all accounting or other financial matters that are the subject of a complaint or submission are referred to as an "**Alleged Accounting Irregularity**".

1. No Retaliation

In line with the Company's commitment to open communication, this Whistleblower Policy aims to provide an avenue for employees, directors or officers to raise concerns and reassurance that they will be protected from reprisals or victimization for whistleblowing in good faith. No employee, director or officer who in good faith reports an alleged accounting irregularity shall suffer harassment, retaliation or adverse employment consequences. An employee, director or officer who retaliates against someone who has reported an Alleged Accounting Irregularity in good faith is subject to discipline up to and including termination of office or employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Company rather than seeking resolution outside the Company.

2. Reporting Violations

It is the responsibility of all employees, directors or officers to report all alleged accounting irregularities in accordance with this Whistleblower Policy. The Company maintains an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. An employee's supervisor may be more knowledgeable about the issue and will appreciate being brought into the process. It is the supervisor's responsibility to help you to solve the problem.

However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with a member of the Audit Committee, the Board of Directors or anyone in management whom you are comfortable in approaching. Supervisors and managers are required to report alleged accounting irregularities to the Chair of the Audit Committee or the Board of Directors, who has specific and exclusive responsibility to investigate all reported alleged accounting irregularities. For suspected fraud or securities law violations, or when you are not satisfied

or uncomfortable with the following the Company's open door policy, individuals should contact a member of the Company's Audit Committee or the Board of Directors directly.

Employment related concerns should continue to be reported through your normal channels such as your supervisor or the Human Resources Manager.

3. Investigations of Complaints

The Company's Audit Committee or its Board of Directors is responsible for investigating and resolving all reported complaints and allegations concerning alleged accounting irregularities. The Chair of the Audit Committee is Mr. Salvador Huerta. Mr. Huerta may be contacted at (604) 331-9333. If Mr. Huerta is unavailable, you may contact the other members of the Audit Committee. They are Mr. Del Steiner at (208) 503-0153 or Mr. Robert Komarechka at (705) 673-0873. The Audit Committee or the Board of Directors may retain independent legal counsel, accountants, or others to assist in its investigations.

4. Accounting and Auditing Matters

Pursuant to its Charter, the Audit Committee or the Board of Directors is responsible for addressing all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Chief Financial Officer is required to immediately notify the Audit Committee or the Board of Directors of any complaint of which he or she is aware and to work with the Audit Committee or the Board of Directors until the matter is resolved.

5. Acting on Good Faith

Anyone filing a complaint concerning an Alleged Accounting Irregularity must be acting in good faith and have reasonable grounds for believing the information disclosed indicates an Alleged Accounting Irregularity. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious offense and may be subject to disciplinary action.

6. Confidentiality and Anonymity

The Company will respect the confidentiality of any whistleblowing complaint received by the Company where the complainant requests that confidentiality. Complaints or submissions concerning Alleged Accounting Irregularity may be submitted on a confidential basis by the complainant or may be submitted anonymously. All complaints or submissions will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

7. Handling of Reported Violations

The Chair of the Audit Committee or the Board of Directors will acknowledge receipt of the reported Alleged Accounting Irregularity with the sender within five (5) business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

The Company shall retain records of complaints for a period of no less than seven (7) years as a separate part of the records of the Audit Committee or the Board of Directors.

APPROVED AND ADOPTED BY THE BOARD OF DIRECTORS

March 3rd, 2008