

ELY GOLD & MINERALS INC. (“ELY GOLD” or the “COMPANY”) WHISTLEBLOWER POLICY

General

Ely Gold has implemented a Code of Business Conduct and Ethics (the “Code”) that requires its directors, officers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Company, they are expected to practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility

It is the responsibility of all directors, officers and employees to comply with the Code and to report violation or suspected violation in accordance with this Whistleblower Policy.

No Retaliation

No director, officer or employee who in good faith reports violation of the Code shall suffer harassment, retaliation or adverse employment consequence. A director, officer or employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Company rather than seek resolution outside the Company.

Report Violations

It is the responsibility of all director, officers and employees to report all suspected violation in accordance with this Whistleblower Policy. The Company maintains an open door policy and suggests that any questions, concerns, suggestions or complaints are shared with someone who can address them properly. In most cases, your supervisor is in the best position to address an area of concern as he or she 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.

Investigation of Complaints

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 not less than seven years.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. 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 disciplinary offense, and may be subject to legal and civil action in addition to employment review.

Confidentiality

Violations or suspected violations 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.

June 20, 2011