

TORC OIL & GAS LTD.

WHISTLEBLOWER POLICY

1. General

This policy addresses the continuing commitment of TORC Oil & Gas Ltd. (the "**Corporation**") to integrity and ethical behavior. The Policy establishes procedures that allow the Corporation's employees and non-employees such as suppliers and contractors to confidentially and anonymously submit any concerns regarding activity that may be considered ethically, morally or legally questionable to the Chair of the Audit Committee of the Board of Directors of the Corporation without fear of retaliation.

2. Reporting of Questionable Activities

Although it is impossible to list all of the conduct we are concerned about, we would expect you to report:

- criminal conduct;
- fraud or deliberate error in the preparation, evaluation, review or audit of any of our financial statements;
- fraud, misappropriation, or other questionable practices related to the preparation or maintenance of our financial records;
- misrepresentations or false statements to or by a senior officer or accountant regarding a matter contained in our financial records, financial reports or audit reports;
- deviations from full and fair reporting of our financial condition;
- failure to comply with, or efforts to circumvent, our internal compliance policies or internal controls;
- failure to comply with legal or regulatory obligations;
- actions that endanger health or safety, or that might cause environmental damage; and
- actions that have the effect of concealing any of the foregoing.

As set forth in our Code of Business Conduct and Ethics, employees are encouraged to talk to their supervisor, manager or other appropriate personnel should they become aware of any of the foregoing.

Any employee of the Corporation and any non-employee, who becomes aware of any business, accounting or reporting activity involving the Corporation that may be considered ethically, morally or legally questionable is also encouraged to report the activity to the Chair of the Audit Committee as soon as possible.

The contact information for the Chair of the Audit Committee is as follows:

Raymond Chan
Chair of the Audit Committee
Phone: (403) 850-9505
E-mail: TORCWhistleBlower@torcoil.com

3. Protection for Whistleblowers

To the extent practical, the identity of any person who makes reports pursuant to this policy shall remain confidential. Although the Corporation will make good faith efforts to protect the confidentiality of the person making a report; the Corporation or its employees and agents shall be permitted to reveal the reporting person's identity and confidential information to the extent necessary to permit a thorough and effective investigation or legal handling of the matter.

The Corporation shall not take adverse action against an employee or other person making a report in retaliation for:

- any reports of wrongdoing made in good faith; or
- providing information or causing information to be provided in an investigation conducted by any regulatory agency or authority, or person at the Corporation with supervisory or similar authority over the employee, if applicable, regarding any conduct the employee or other person in good faith believes constitutes a violation of applicable securities laws, any rule or regulation of any applicable securities commission or any provision of law relating to fraud against the Corporation's shareholders; or
- participating in an investigation, hearing court proceeding or other administrative inquiry in connection with a report of wrongdoing.

Any person that has made a report to the Chair of the Audit Committee in accordance with this policy and has been subject, as a result, to retaliation from the Corporation or any of its officers or employees should report the retaliation to the Chair of the Audit Committee as soon as possible.

This policy is intended to encourage reporting of wrongdoing by the Corporation's employees and non-employees and presumes that such persons will act in good faith and will not make false accusations. An employee who knowingly or recklessly makes statements or disclosures that are not in good faith may be subject to discipline, which may include termination. Employees who report acts of wrongdoing pursuant to this policy can, and will continue to be held to the Corporation's general job performance standards. Therefore, an employee against whom legitimate adverse employment actions have been taken or are proposed to be taken for reasons other than prohibited retaliatory actions, such as poor job performance or misconduct by the employee, is prohibited from using this policy as a defense against the Corporation's lawful actions.