



(the “Company”)

Whistle Blower Policy

The Audit Committee (the “Audit Committee”) of the Board of Directors of the Company is responsible for the integrity of the financial reporting of the Company and for the system of internal controls, the audit process, and monitoring compliance with the financial reporting laws applicable to the Company and its subsidiaries.

This policy outlines the procedure which the Committee has established for the confidential, anonymous submission by all directors, officers, employees and consultants of the Company and its subsidiaries (“Company Personnel”) of any concerns which applicable individuals may have regarding questionable accounting or auditing matters.

Applicable individuals are encouraged to submit all good faith concerns and complaints in respect of the accuracy and integrity of the Company's accounting, auditing and financial reporting, without fear of retaliation of any kind. If any Company Personnel has any concerns about accounting, audit, internal controls or financial reporting matters which he or she considers to be questionable, incorrect, misleading or fraudulent, such individual is urged to come forward with any such information, complaints or concerns, without regard to the position of the person or persons responsible for the subject matter of the relevant complaint or concern.

Company Personnel may report the matter to the appropriate supervisor or, alternatively, to the Chairman of the Audit Committee.

Procedure for Reporting Concerns

Company Personnel should describe his or her concern in writing and should include sufficient information to allow the Audit Committee to understand and review the written concern. If such individual wishes to remain anonymous, the written communication should clearly indicate this wish for anonymity. All concerns should be forwarded to the Chairman of the Audit Committee, in a sealed envelope labelled and delivered as follows:

“To be opened by the Audit Committee only”

**Focus Ventures Ltd.
200 Burrard Street, Suite 650
Vancouver, BC V6C 3L6
Canada**

If the applicable individual wishes to discuss any matter with the Audit Committee, this request should be indicated in the submission. In order to facilitate such a discussion, the individual may include a telephone number at which he or she can be contacted. Any such envelopes received by the Company will be forwarded promptly and unopened to the Chairman of the Audit Committee.

Handling of Concerns Raised

Promptly following the receipt of any complaints submitted to it, the Audit Committee will investigate each complaint and take appropriate corrective actions.

Investigations

The Audit Committee has the authority to:

1. conduct any investigation which it considers appropriate, and has direct access to the external auditors of the Company, as well as officers and employees of the Company, as applicable ; and
2. retain, at the Company's expense, special legal, accounting or such other advisors, consultants or experts it deems necessary in the performance of its duties.

In conducting any investigation, the Audit Committee shall use reasonable efforts to protect the anonymity of the applicable individual.

Records

The Audit Committee will retain as part of its records, any complaints or concerns for a period of no less than seven years. The Audit Committee will keep a written record of all such reports or inquiries and make quarterly reports on any ongoing investigation which will include steps taken to satisfactorily address each complaint.

No Retaliation

All employees are assured that no retaliation of any kind is permitted against the applicable individual for complaints or concerns made in good faith. No employee will be adversely affected because the employee refuses to carry out a directive which, in fact, constitutes corporate fraud, or is a violation of federal or provincial law.

Questions about this Policy

Questions regarding the policy may be directed to the Chairman of the Audit Committee.

Effective Date

This Whistle Blower Policy was implemented by the Board on October 22, 2014.