

WHISTLEBLOWER POLICY

I. PURPOSE

- A. The purpose of this policy is to establish procedures for (a) the receipt, retention and treatment of complaints received by Goldcorp Inc. (the “Company”) regarding financial statement disclosure issues, accounting, internal accounting controls, auditing matters or violations of the Company’s Code of Business Conduct and Ethics; and (b) the submission by employees, officers and directors of the Company, on a confidential and anonymous basis, of concerns regarding questionable financial statement disclosure, accounting, auditing matters or violations to the Company’s Code of Business Conduct and Ethics.
- B. The purpose of this policy is also to state clearly and unequivocally that the Company prohibits discrimination, harassment and/or retaliation against any employee, officer or director who (i) reports complaints regarding financial statement disclosure issues, accounting, internal accounting controls, auditing matters or violations of the Company’s Code of Business Conduct and Ethics; or (ii) provides information or otherwise assists in an investigation or proceeding regarding any conduct which he or she reasonably believes to be a violation of employment or labour laws; securities laws (including the rules and regulations of the Ontario Securities Commission, the securities regulatory authorities in the other provinces and territories of Canada and the United States Securities and Exchange Commission, the United States *Securities Act of 1933*, as amended, the United States *Securities Exchange Act of 1934*, as amended, the Toronto Stock Exchange or the New York Stock Exchange), laws regarding fraud or the commission or possible commission of a criminal offence. Everyone at the Company is responsible for ensuring that the workplace is free from all forms of discrimination, harassment and retaliation prohibited by this policy. No employee, officer or director of the Company has the authority to engage in any conduct prohibited by this policy.
- C. This policy protects any employee, officer or director of the Company who legitimately and in good faith:
- (i) discloses an alleged violation of employment or labour laws, securities laws, laws regarding fraud or the commission or possible commission of a criminal offence, by any person with supervisory authority over the employee, officer or director, or any other person working for the Company who has the authority to investigate, discover or terminate conduct prohibited by this policy;

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- (ii) files, causes to be filed, testifies, participates in, or otherwise assists in a proceeding filed under employment or labour laws, securities laws or laws regarding fraud;
 - (iii) provides information, causes information to be provided, or otherwise assists in an investigation regarding any conduct which the employee, officer or director reasonably believes constitutes fraud when the information or assistance is provided to or the investigation is conducted by law enforcement, regulatory authorities, a legislature, or the Company; or
 - (iv) submits any complaint regarding financial statement disclosures, accounting, internal accounting controls, auditing matters or violations of the Company's Code of Business Conduct and Ethics in accordance with the procedures set out above.
- D.** If an employee, officer or director of the Company legitimately and in good faith engages in any of the activities listed above, the Company will not discharge, demote, suspend, threaten, harass or otherwise discriminate or retaliate against him or her in the terms or conditions of employment because of that activity. However, since such allegation of impropriety may result in serious personal repercussions for the target person or entity, the employee, officer or director making the allegation of impropriety should have reasonable and probable grounds before reporting such impropriety and should undertake such reporting in good faith, for the best interests of the Company and not for personal gain or motivation.

II. COMPLAINT PROCEDURES

- A.** Any employee, officer or director of the Company who legitimately and in good faith believes that he or she may have been the subject of prohibited discrimination, harassment and/or retaliation or is aware of any conduct which may be prohibited by this policy is strongly encouraged to report immediately the facts forming the basis of that belief or knowledge to the anonymous incident reporting hotline (the "Hotline") maintained by the Company through The Network Inc. which is available 24 hours a day, seven days a week at the numbers and the email address set out at the end of this policy. Any employee, officer or director who witnesses any conduct which he or she legitimately and in good faith believes may be prohibited by this policy must immediately call the Hotline. If an employee, officer or director would like to discuss any matter with the Company's Audit Committee or the Company's Director, Risk, he or she should communicate this in the incident reporting and provide a telephone

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number at which he or she might be contacted if the Audit Committee or the Director, Risk, as the case may be, deems it appropriate.

- B.** This policy shall be available in the English, Spanish and French languages and The Network Inc. shall provide incident reporting services in the English, Spanish and French languages.
- C.** The reporting of the following incidents will be communicated by The Network Inc. to the Chair of the Company's Audit Committee:
- accounting and auditing irregularities, including financial statement disclosure issues and internal accounting controls
 - breaches of securities laws, other than insider trading and matters related to financial statement disclosure
 - breaches of environmental laws
 - falsification of Company records
 - fraud or violations of laws regarding fraud
 - fraudulent insurance and benefit claims
 - improper loans to Company executives
 - insider trading
 - kickbacks
 - retaliation against whistleblowers
 - sexual harassment
 - theft of cash
 - theft of goods or services
 - theft of time
 - workplace violence or threats
 - violations of the Company's Code of Business Conduct and Ethics
 - commission or possible commission of criminal offences
- D.** The reporting of the following incidents will be communicated by The Network Inc. to the Company's Vice-President, Regulatory Affairs:
- conflicts of interest
 - breaches of employment or labour laws
 - discrimination
 - employee relations
 - policy issues
 - product and/or quality concerns
 - release of proprietary information
 - safety issues and sanitation
 - substance abuse
 - wage, salary and hour issues

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- E.** It is the obligation of all employees, officers and directors to cooperate in any investigation conducted by the Audit Committee or the Director, Risk or Vice-President, Regulatory Affairs, as the case may be. Those responsible for the investigation will maintain the confidentiality of the allegations of the complaint and the identity of the persons involved, subject to the need to conduct a full and impartial investigation, remedy any violations of the Company's policies, or monitor compliance with or administer the Company's policies.
- F.** The investigation generally will include, but will not be limited to, discussions with the complainant (unless the complaint was submitted on an anonymous basis), the party against whom allegations have been made, and witnesses, as appropriate.
- G.** In the event that an investigation establishes that an employee, officer or director has engaged in conduct or actions constituting discrimination, harassment and/or retaliation in violation of this policy, the Company will take immediate and appropriate corrective action up to and including termination of an employee's employment.
- H.** In the event that the investigation reveals that the complaint was frivolously made or undertaken for improper motives or made in bad faith or without a reasonable and probable basis, that complainant's supervisor will take whatever disciplinary action may be appropriate in the circumstances.

III. AUDIT COMMITTEE PROCEDURES

- A.** The Network Inc. shall promptly forward to the Chair of the Audit Committee any complaints that it has received regarding the matters enumerated in item II(C) above.
- B.** Following the receipt of any complaints submitted hereunder, the Audit Committee shall investigate each matter so reported and take corrective and disciplinary actions, if appropriate, which may include, alone or in combination, a warning or letter of reprimand, demotion, loss of merit increase, bonus or stock options, suspension without pay or termination of employment.
- C.** The Audit Committee may enlist employees of the Company and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation of complaints it receives. In conducting any investigation,

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the Audit Committee shall use reasonable efforts to protect the confidentiality and anonymity of the complainant.

- D. The Audit Committee shall retain as a part of the records of the Audit Committee any such complaints or concerns for a period of no less than seven (7) years.

IV. VICE-PRESIDENT, REGULATORY AFFAIRS PROCEDURES

- A. The Network Inc. shall promptly forward to the Vice-President, Regulatory Affairs any complaints that it has received regarding the matters enumerated in item II(C + D) above.
- B. Following the receipt of any complaints submitted hereunder, the Vice-President, Regulatory Affairs shall investigate each matter so reported and shall report the results of such investigation to the Audit Committee.
- C. At any time, the Vice-President, Regulatory Affairs may forward complaints to the Audit Committee for their attention.
- D. The Vice-President, Regulatory Affairs may enlist employees of the Company and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation of complaints he receives. In conducting any investigation, the Vice-President, Regulatory Affairs shall use reasonable efforts to protect the confidentiality and anonymity of the complainant.

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- E. The Vice-President, Regulatory Affairs shall retain as a part of his records any such complaints or concerns for a period of no less than seven (7) years.

The Network Inc. Incident Reporting Hotline:

Canada and United States: 1-877-888-0002 (Toll Free)

Mexico: 001-800-566-8241 (Toll Free)

Guatemala: 1-800-288-0097 (Toll Free) – outside office

Guatemala: 001-770-409-5006 – from office

Honduras: 800-0123 (Collect call – ask for 800-566-8241)

Fax number: 770-409-5008 include the following in the fax cover sheet:

The Network, Attn: Goldcorp Inc.

Email: reportline@tnwinc.com

Web Address: [www: tnwinc.com/webreport](http://www.tnwinc.com/webreport).