



ANDEAN AMERICAN MINING CORP.

WHISTLEBLOWER POLICY

Andean American Mining Corp. and its subsidiaries (collectively the “**Company**”) have adopted this Whistleblower Policy (the “**Policy**”) as required under Multilateral Instrument 52-110 “Audit Committees”, to set out the procedures and contact information for employees and others to report any wrong-doings or suspected wrong-doings within the Company.

This Policy applies to all employees of the Company. For the purposes of this Policy, the term “**employees**” includes all permanent, contract, secondment and temporary agency employees who are on long term assignments with the Company, as well as to consultants and contractors to the Company. This Policy is also intended to provide a method for other stakeholders (eg. suppliers, customers, shareholders) to voice any concerns regarding the Company’s business conduct.

1. Background

1.1 What is wrong-doing?

Wrong-doing involves any unlawful or otherwise improper behaviour and can include:

- An unlawful act whether civil or criminal;
- Breach of or failure to implement or comply with any approved Company policy;
- Knowingly breaching any applicable laws or regulations;
- Unprofessional conduct or conduct that is below recognized, established standards of practice;
- Questionable accounting or auditing practices;
- Dangerous practices likely to cause physical harm/damage to any person/property;
- Failure to rectify or take reasonable steps to report a matter likely to give rise to a significant and avoidable cost or loss to the Company;
- Abuse of power or authority;
- Unfair discrimination in the course of employment or provision of services.

This list is not definitive, but is intended to give an indication of the kind of conduct which might be considered as “wrong-doing”.

1.2 Who is protected?

This Policy is set in the context of the regulatory provisions of the Multilateral Instrument 52-110 “Audit Committees”. Any employee who makes a disclosure or raises a concern under this Policy will be protected if the employee:





- Discloses the information in good faith;
- Believes it to be substantially true;
- Does not act maliciously or make knowingly false allegations; and
- Does not seek any personal or financial gain.

2. Reporting Concerns

2.1 Seek Guidance

Anyone with a complaint or concern about the Company should, where practical, first seek guidance from the person in charge of the group which provides the relevant service to the Company. This depends, however, on the seriousness and sensitivity of the issues involved and who is suspected of wrong-doing.

2.2 Communication Alternatives

With respect to matters relating to this Policy, any officer or employee may communicate with the Company's legal counsel, Mr. David Cowan, of Lang Michener LLP ("Lang Michener"), in writing (which may be done anonymously as set forth below in section 6), addressed as follows:

- (a) by mail or courier: Mr. David Cowan
c/o Lang Michener LLP
Suite 1500 - 1055 West Georgia Street
P.O. Box 11117,
Vancouver, BC V6E 4N7
(Marked "Confidential")
- (b) by facsimile: Mr. David Cowan
604.691.7356
(anonymity cannot be maintained for facsimiles)
- (c) by email: Mr. David Cowan
dcowan@lmls.com
(anonymity cannot be maintained for emails)





2.3 Reporting Accounting and Similar Concerns

Any concerns or questions regarding potential violations of any Company policy or procedure or applicable law, rules or regulations involving accounting, internal accounting controls or auditing matters should be directed to Nick DeMare, Chair of the Audit Committee of the Company in writing (which may be done anonymously as set forth below in section 2.6), addressed as follows:

- (a) by mail or courier: Mr. Nick DeMare
c/o Chase Management Ltd.
1305 – 1090 West Georgia Street
Vancouver, BC V6E 3V7
(Marked “Confidential”)
- (b) by facsimile: Mr. Nick DeMare
604.683.1585
(anonymity cannot be maintained for facsimiles)
- (c) by email: Mr. Nick DeMare
ndemare@chasemgt.com
(anonymity cannot be maintained for emails)

2.4 Misuse of Reporting Channels

Employees must not use these reporting channels in bad faith or in a false or frivolous manner.

2.5 Time Frames

Concerns will be investigated as quickly as possible. It should be borne in mind that it may be necessary to refer a matter to an external agency and this may result in an extension of the investigative process. It should also be borne in mind that the seriousness and complexity of any complaint may have an impact on the time taken to investigate a matter. A designated person will indicate at the outset the anticipated time frame for investigating the complaint.





2.6 Reporting: Anonymity

When reporting concerns, the Company prefers that officers and employees identify themselves in order to facilitate the Company's ability to take appropriate steps to address the report, including conducting any appropriate investigation. However, the Company also recognizes that some people may feel more comfortable reporting a suspected violation anonymously.

If an officer or employee wishes to remain anonymous, he or she may do so, and the Company will use reasonable efforts to protect the confidentiality of the reporting person subject to applicable law, rule or regulation or to any applicable legal proceedings. In the event the report is made anonymously, however, the reports should provide as much detail as reasonably necessary to permit the Company to evaluate the matter(s) set forth in the anonymous report and, if appropriate, commence and conduct an appropriate investigation.

3. General

Nothing in this Policy should be construed or interpreted as limiting, reducing or eliminating the obligation of any director, officer or employee of the Company to comply with all applicable laws. Conversely, nothing in this Policy should be construed or interpreted as expanding applicable standards of liability under provincial or federal law for directors or officers of the Company.

