



## **WHISTLEBLOWER POLICY**

## ANDINA MINERALS INC.

### WHISTLEBLOWER POLICY

The purpose of this policy is to establish procedures for (a) the receipt, retention, and treatment of complaints received by Andina Minerals Inc. (the "Company") regarding accounting, internal accounting controls, auditing matters or violations to the Company's Code of Business Conduct and Ethics; and (b) the submission by employees of the Company, on a confidential and anonymous basis, of concerns regarding questionable accounting, auditing matters or violations to the Company's Code of Business Conduct and Ethics.

The purpose of this policy is also to state clearly and unequivocally that the Company prohibits discrimination, harassment and/or retaliation against any employee who (i) reports complaints to the Audit Committee regarding accounting, internal accounting controls, auditing matters, or violations to the Company's Code of Business Conduct and Ethics (ii) and/or provides information or otherwise assists in an investigation or proceeding regarding any conduct which they reasonably believe to be a violation of securities laws; laws regarding mail fraud, bank fraud or other fraud; the rules or regulations of the Ontario Securities Commission ("OSC"), securities regulatory authorities of other provinces of Canada and the TSX Venture Exchange ("TSXV"); any provision of law relating to fraud against shareholders; 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 officer, employee, agent, contractor or subcontractor of this Company has the authority to engage in any conduct prohibited by this policy.

#### **Procedures for the Submission of Complaints or Concerns regarding Financial Statement Disclosures, Accounting, Internal Accounting Controls, Auditing Matters or Violations of the Code of Business Conduct and Ethics.**

The Audit Committee has adopted the following procedures:

1. Management of the Company shall promptly forward to the Audit Committee any complaints that it has received regarding financial statement disclosures, accounting, internal accounting controls or auditing matters.
2. Any employee of the Company may submit, on a confidential, anonymous basis if the employee so desires, any concerns regarding financial statement disclosures, accounting, internal accounting controls, auditing matters or violations of the Company's Code of Business Conduct and Ethics. All such concerns may be submitted through the following channels:
  - a. Set forth in writing and forwarded in a sealed envelope to the Chairman of the Audit Committee in an envelope labeled with a legend such as "To be opened by the Audit Committee Chairman only, being submitted pursuant to the "Whistleblower Policy" adopted by the Company". If any such envelope is received by the management, it shall be forwarded promptly and unopened to the Chairman of the Audit Committee.
  - b. Set forth in an email and sent directly to the Audit Committee Chairman's email account [auditcommitteechair@andinaminerals.com](mailto:auditcommitteechair@andinaminerals.com)

- c. Set forth in a voice mail in the Audit Committee Chairman's voice mailbox at 416-203-3488 extension 308.

If an employee would like to discuss any matter with the Audit Committee Chairman, the employee should indicate this in the submission and include a telephone number at which he or she might be contacted if the Audit Committee Chairman deems it appropriate.

3. Following the receipt of any complaints submitted hereunder, the Audit Committee will 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.
4. 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 regarding financial statement disclosures, accounting, internal accounting controls, auditing matters or violations of the Company's Code of Business Conduct and Ethics. In conducting any investigation, the Audit Committee shall use reasonable efforts to protect the confidentiality and anonymity of the complainant.
5. 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.

## **Protection**

This policy protects:

1. Any employee who legitimately and in good faith discloses an alleged violation of the securities laws, the laws regarding mail fraud, bank fraud, other fraud, the rules or regulations of the OSC and the TSXV, or any provision of law relating to fraud against shareholders to a regulatory or law enforcement agency, any person with supervisory authority over the employee, or any other person working for the Company who has the authority to investigate, discover or terminate conduct prohibited by this policy;
2. Any employee who legitimately and in good faith files, causes to be filed, testifies, participates in, or otherwise assists in a proceeding filed under the securities laws, the laws regarding mail fraud, wire, radio or television fraud, or bank fraud, the rules or regulations of the OSC, or any provision of Canadian federal or provincial law pertaining to fraud against shareholders;
3. Any employee who legitimately and in good faith provides information, causes information to be provided, or otherwise assists in an investigation regarding any conduct which the employee 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
4. Any employee who in good faith submits any complaint to the Audit Committee, regarding financial statements disclosures, accounting, internal accounting controls,

auditing matters or violations to the Company's Code of Business Conduct and Ethics in accordance with the procedures set out above.

If an employee 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 making the allegation of impropriety should have reasonable 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.

The Board of Directors has adopted the following procedures:

1. Any employee who legitimately and in good faith believes that he or she has 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 their supervisor, to the President and Chief Executive Officer and the Chairman of the Audit Committee of the Company. Any employee who receives such a complaint or witnesses any conduct which he or she legitimately and in good faith believes may be prohibited by this policy must immediately notify his or her supervisor and the President and Chief Executive Officer and the Chairman of the Audit Committee.
2. Upon receiving a complaint, the President and Chief Executive Officer and the Chairman of the Audit Committee will promptly conduct or mandate any officer of the Company or any other person to conduct a thorough investigation. It is the obligation of all employees to cooperate in such investigation. 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.
3. The investigation generally will include, but will not be limited to, discussion with the complaining employee (unless the complaint was submitted on an anonymous basis), the party against whom allegations have been made, and witnesses, if appropriate.
4. In the event that an investigation establishes that an employee 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 that employee's employment.
5. 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 basis, that complainant's supervisor will take whatever disciplinary action may be appropriate in the circumstances.