



Whistleblower Policy

POLICY

Constitution Mining Corp. is committed to compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. The Audit Committee within the Constitution Mining Corp. Board of Directors will oversee the Whistleblower program, as approved by the Board of Directors.

INTERPRETATION

The Whistleblower clause of the *Sarbanes-Oxley Act* of 2002 states: A company's Audit Committee must establish procedures for:

- the receipt, retention and treatment of complaints received by the issuer regarding accounting, internal auditing controls, or auditing matters; and
- the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.

Constitution Mining Corp. is committed to compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. The Audit Committee within the Constitution Mining Corp. Board of Directors will oversee the Whistleblower program. Members of the Audit Committee include: **Alois Wiget** (Chairperson), **Dr. Duncan Large** and **Pat Gorman** – all of whom are independent directors. They will facilitate the reporting of concerns and complaints with regard to Constitution Mining Corp's Whistleblower Policy.

What constitutes a complaint?

The lines of communication to senior management are always open and employees should feel free to voice their concerns to management. Some concerns – such as HR-related issues – should be voiced to senior management. For those issues related to questionable accounting matters, the Hotline should be used. Examples include:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- Fraud or deliberate error in the recording and maintaining of financial records of the Company;
- Misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- Deviation from full and fair reporting of the Company's financial condition.

Other matters – such as the following examples – should be reported directly to Human Resources.

- Sexual harassment
- Workplace conditions
- Compensation concerns
- Discrimination

- Employee mistreatment
- Substance abuse

Responsibilities of Audit Committee with respect to specified complaints

1. The Audit Committee shall receive, retain, investigate and act on complaints and concerns of employees, shareholders and members of the public (“Reports”) regarding:
 - a) accounting, internal accounting controls and auditing matters, including those regarding the circumvention or attempted circumvention of internal accounting controls or that would otherwise constitute a violation of the Company’s accounting policies (an “Accounting Allegation”);
 - b) compliance with legal and regulatory requirements (a “Legal Allegation”); and
 - c) retaliation against employees who make Accounting Allegations or Legal Allegations (a “Retaliatory Act”).
2. Complaints that are not of the foregoing nature are outside the scope of the Audit Committee’s mandate; the Audit Committee’s role is solely to investigate allegations of potentially serious wrongdoing.
3. In the discretion of the Audit Committee, responsibilities of the Audit Committee created by these procedures may be delegated to the Chair of the Audit Committee or to a subcommittee of the Audit Committee.

GUIDANCE

Protection of Whistleblowers

The Audit Committee shall not retaliate, and shall not tolerate any retaliation by management or any other person or group, directly or indirectly, against anyone who, in good faith, makes an Accounting Allegation or Legal Allegation, reports a Retaliatory Act or provides assistance to the Audit Committee, management or any other person or group, including any governmental, regulatory or law enforcement body, investigating a Report. The Audit Committee shall not, unless compelled by judicial or other legal process, reveal the identity of any person who makes an Accounting Allegation or Legal Allegation or reports a Retaliatory Act and who asks that his or her identity as the person who made such Report remain confidential and shall not make any effort, or tolerate any effort made by any other person or group, to ascertain the identity of any person who makes a Report anonymously.

Procedures for Making Complaints

In addition to any other avenue available to an employee, shareholder or member of the public, any such person may report to the Audit Committee openly, confidentially or anonymously any Accounting Allegation or Legal Allegation or report of a Retaliatory Act. Accounting Allegations, Legal Allegations and reports of a Retaliatory Act can be made orally or in writing to the Chair of the Audit Committee at:

Chair of the Audit Committee
Constitution Mining Corp.
Manuela Sáenz 323, Suite 706
Buenos Aires, Argentina C1107BPA
Fax: +54-11-5236 9978

E-mail: auditcommittee@constitutionmining.com

Such Reports can also be made directly to management either:

- confidentially by contacting the President and Chief Executive Officer in writing or in person, or
- if made by an employee, shareholder or member of the public, anonymously, by calling the whistleblower hotline at (888) 869-5049.

The whistleblower hotline has been set up so that only the Audit Committee Chairman has been granted access to review and retrieve messages. The Audit Committee Chairman will dial in to the hotline on the 15th and 30th day of each month and determine whether further action is warranted.

As outlined earlier in this document, the Whistleblower hotline and related procedures have been set up to deal with any allegations of serious financial or legal impropriety. Given the seriousness of the Program, the hotline is only to be used for its intended purpose.

Submission of Complaints

To submit a complaint, you may write directly to the Audit Committee or use the Hotline services.

You may submit your concern or complaint regarding Accounting Matters on a confidential and anonymous basis by writing a letter to the Chairman of the Audit Committee. The letter can be mailed or faxed to:

Chair of the Audit Committee
Constitution Mining Corp.
Manuela Sáenz 323, Suite 706
Buenos Aires, Argentina C1107BPA
Fax: +54-11-5236 9978

In addition to the facts related to the concern or complaint, please include your telephone number in your letter in case a member of the Audit Committee needs additional information.

You may submit your concern or complaint regarding Accounting Matters by calling the Whistleblower hotline at 1-888-869-5049.

Procedures for Receiving Reports

Any Report that is made directly to management, whether openly, confidentially or anonymously, shall be promptly reported to the Audit Committee.

Each Report forwarded to the Audit Committee by management and each Report that is made directly to the Audit Committee, whether openly, confidentially or anonymously, shall be reviewed by the Audit Committee, who may, in their discretion, consult with any member of management who is not the subject of the allegation and who may have appropriate expertise to assist the Audit Committee. The Audit Committee shall determine whether the Audit Committee or management should investigate the Report, taking into account the considerations set forth in the section detailing *Considerations Relative to Whether the Audit Committee or Management Should Investigate a Report*, as outlined below.

If the Audit Committee determines that management should investigate the Report, the Audit Committee will notify the President and Chief Executive Officer in writing of that conclusion. Management shall thereafter promptly investigate the Report and shall report the results of its investigation, in writing, to the Audit Committee. Management shall be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results.

If the Audit Committee determines that it should investigate the Report, the Audit Committee shall promptly determine what professional assistance, if any, it needs in order to conduct the investigation. The Audit Committee shall be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results.

Investigating a Report

In determining whether management or the Audit Committee should investigate a report, the Audit Committee will consider, among any other factors that are appropriate under the circumstances, the following:

- Who is the alleged wrongdoer? If an executive officer, senior financial officer or other member of senior management is alleged to have engaged in wrongdoing, that factor alone may support a decision by the Audit Committee to conduct an investigation.
- How serious is the alleged wrongdoing? The more serious the alleged wrongdoing, the more appropriate that the Audit Committee should undertake the investigation. If the alleged wrongdoing would constitute a crime involving the integrity of the financial statements of the company, that factor alone may support a decision by the Audit Committee to conduct an investigation.
- How credible is the allegation of wrongdoing? The more credible the allegation, the more appropriate that the Audit Committee should undertake the investigation. In assessing credibility, the Audit Committee should consider all facts surrounding the allegation, including but not limited to whether similar allegations have been made in the press or by analysts.

Retention of Reports / Records

The Audit Committee retains all records relating to any accounting or Legal Allegation for seven years. The types of reports to be retained by the audit committee include:

- Records of all steps taken in connection with the investigation.
- The results of any such investigation.

SCOPE

This policy applies to all directors, officers and employees of Constitution Mining Corp. and/or its subsidiaries. The provisions of this policy must also be strictly complied with by independent contractors and third parties who may be privy to insider information in the course of delivering contracted services to Constitution Mining Corp. and/or its subsidiaries.