

Benz Mining Corp.

WHISTLEBLOWER POLICY

Benz Mining Corp. (the “**Company**”) is committed to maintaining the highest standards of business conduct and ethics (see the Company’s Code of Ethical Conduct for further information), as well as full compliance with all applicable government laws, rules and regulations, corporate reporting and disclosure, accounting practices, accounting controls, auditing practices and other matters relating to fraud against shareholders.

The Board of Directors of the Company, upon the recommendations of the Audit Committee, has established these procedures for the receipt, retention and treatment of complaints or submissions regarding accounting, internal accounting controls or auditing matters, as well as other corporate misconduct and breaches of the Code of Ethical Conduct Policy (“**Accounting and Ethical Concerns**”). This Whistleblower Policy is designed to encourage ethical behavior by all of the Company directors and employees, and provides details and procedures for submitting a complaint or concern to the Chairman of the Audit Committee of the Company of any wrong-doing.

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; and
- 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”.

Who is protected?

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

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

1.2 Communication of the Policy

To ensure that all employees and directors are aware of the Policy, a copy of the Policy will be provided to all employees and directors. All employees and directors will be informed whenever significant changes are made.

2. Reporting Alleged Violations or Complaints

Canadian regulators have established rules requiring public companies to establish procedures for: (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential anonymous submission by employees of the Company of concerns regarding potential fraud, questionable accounting or auditing matters or violations to the Company’s Code of Ethical Conduct.

The Corporation assumes that all reports made are legitimate, real and significant enough to warrant investigation. Any person with an Accounting or Ethical Concern relating to the Company is encouraged to submit such written complaint or concern to:

- (a) by mail or courier: Chairman of the Audit Committee
927 Poirier Street
Vancouver, BC, V6J 6C3
Canada
(Marked “**Private and Confidential**”)
- (b) by email: Chairman of the Audit Committee
[As provided]
(Anonymity cannot be maintained for emails)

3. Contents of Complaints

A submission of an Accounting or Ethical Concern should include a detailed description of the activity regarding which there is a complaint or concern, those individuals implicated and, if known, should specify the date(s) and location(s) of such activity.

The Chairman of the Audit Committee will review the details of any submissions and will determine what action will be taken. If a submission is not made anonymously, the Chairman of the Audit Committee will notify the person making the submission of the action proposed to be

taken in response. All written submissions will be retained by the Chairman of the Audit Committee.

The identity of persons making submissions regarding complaints or concerns about accounting or potential fraudulent matters by mail on a confidential basis will not be disclosed by the Chairman of the Audit Committee or the Company without consent. The Chairman of the Audit Committee has ultimate responsibility for Whistleblower related concerns.

4. No Adverse Consequences

A submission, in good faith, regarding an accounting or fraudulent concern may be made by employees or directors of the Company without fear of dismissal, disciplinary action or retaliation of any kind. The Company will not charge, discipline, demote, suspend, threaten or in any manner discriminate against any person who submits in good faith an accounting or fraudulent concern or provides assistance to the Audit Committee, management or any other person or group, including any governmental, regulatory or law enforcement body, investigation an Accounting or Ethical Concern.

5. Investigation

Following the receipt of any concerns, the Audit Committee will address each matter reported, and corrective and disciplinary actions will be taken, if appropriate. The Audit Committee will determine the steps and procedures to be taken to address the complaint and whether an investigation is appropriate and, if so, what form such investigation should take (for example whether external investigators should be employed, the timing of such investigation and other such matters as are deemed appropriate in the circumstances).

6. Compliance Certification

All directors and officers of the Company, together with any employees, consultants and contractors specified by the Board of Directors of the Company, shall provide annual certification of compliance with this Policy in the form prescribed.

This Policy will be posted on the Company's website at: www.benzmining.com