



## **MALBEX RESOURCES INC.**

### **Whistleblower Policy**

#### **1. INTRODUCTION**

Malbex Resources Inc. (Malbex”) is committed to maintaining the highest standards of business conduct and ethics, 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 of Malbex (collectively “Accounting Concerns”).

Pursuant to its charter, the Audit Committee (the “Committee”) of the directors of Malbex is responsible for ensuring that a confidential and anonymous process exists whereby persons can report any Accounting Concerns relating to Malbex and its subsidiaries. In order to carry out its responsibilities under its charter, the Committee has adopted this Whistleblower Policy (the “Policy”).

For the purposes of this Policy, “Accounting Concerns” is intended to be broad and comprehensive and to include any matter, which in the view of the complainant, is illegal, unethical, contrary to the policies of Malbex or in some other manner not right or proper. Examples would include:

- a. violation of any applicable law, rule or regulation that relates to corporate reporting and disclosure;
- b. violation of Malbex’s Code of Business Conduct and Ethics;
- c. fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of Malbex or any of its subsidiaries;
- d. fraud or deliberate error in the recording and maintaining of financial records of Malbex or any of its subsidiaries;

- e. deficiencies in or non-compliance with the internal policies and controls of Malbex or any of its subsidiaries;
- f. misrepresentation or a false statement by or to a director, officer or employee of Malbex or any of its subsidiaries respecting a matter (including technical exploration results) contained in the financial records, reports or audit reports of Malbex or its subsidiaries; and
- g. deviation from full and fair reporting of Malbex's consolidated financial condition.

## **2. COMMUNICATION OF THE POLICY**

To ensure that all directors, officers, employees, consultants and contractors of Malbex and its subsidiaries are aware of the Policy, a copy of the Policy will be distributed to all directors, officers and employees of Malbex and its subsidiaries, or alternatively, they will be advised that the Policy is available on Malbex's website for their review. All directors, officers and employees of Malbex and its subsidiaries will be informed whenever significant changes are made. New directors, officers and employees of Malbex and its subsidiaries will be provided with a copy of this Policy and will be educated about its importance.

## **3. REPORTING ALLEGED VIOLATIONS OR COMPLAINTS**

### **a. Reporting Concerns**

Any person, including persons located in Argentina or elsewhere, with an Accounting Concern relating to Malbex or any subsidiary of Malbex may submit their concern to the Chairman of the Audit Committee (the "Chairman") of Malbex in writing, by telephone or email as follows:

In Writing:	The Chairman of the Audit Committee Malbex Resources Ltd. Suite 901, 372 Bay Street Toronto, ON M5H 2W9
By Telephone:	416-628-0215
By E-Mail:	<a href="mailto:ChairmanAudit@malbex.ca">ChairmanAudit@malbex.ca</a>

### **b. Anonymity and Confidentiality**

All submissions to the Chairman of the Audit Committee may be made and will, unless compelled by judicial or other legal process, be treated on a confidential and anonymous basis, save and except that:

- i. all submissions other than those regarding Accounting Concerns referred to in Section 1 (a) and (b) must identify the person making the submission.

#### **4. NO ADVERSE CONSEQUENCES**

A submission regarding an Accounting Concern may be made by an officer or employee of Malbex without fear of dismissal, disciplinary action or retaliation of any kind. Malbex will not discharge, discipline, demote, suspend, threaten or in any manner discriminate against any person who submits in good faith an Accounting Concern or provides assistance to the Audit Committee, management or any other person or group, including any governmental, regulatory or law enforcement body, investigating an Accounting Concern.

#### **5. TREATMENT OF ACCOUNTING CONCERN SUBMISSIONS**

Accounting Concerns will be reviewed as soon as possible by the Audit Committee with the assistance and direction of whomever the Audit Committee thinks appropriate including, but not limited to, external legal counsel or external auditors and the Audit Committee shall implement such corrective measures and do such things in an expeditious manner as it deems necessary or desirable to address the Accounting Concern. Where possible and when determined to be appropriate by the Audit Committee notice of any such corrective measures will be given to the person who submitted the Accounting Concern.

#### **6. RETENTION OF RECORDS**

The Audit Committee shall retain all records relating to any Accounting Concern or report of a retaliatory act and to the investigation of any such report for a period judged to be appropriate based upon the merits of the submission. The types of records to be retained by the Audit Committee shall include records of all steps taken in connection with the investigation and the results of any such investigation.

#### **7. REVIEW OF POLICY**

The Committee will review and evaluate this Policy on an annual basis to determine whether the Policy is effective in providing a confidential and anonymous procedure to report violations or complaints regarding Accounting Concerns.

## **8. QUERIES**

If you have any questions about how this Policy should be followed in a particular case, please contact the Chairman of the Audit Committee or the General Counsel of Malbex.

## **9. PUBLICATION OF THE POLICY ON WEBSITE**

This Policy will be posted on Malbex's website at: [www.malbex.ca](http://www.malbex.ca)

Original Approval Date:

December 3, 2009

Approved by:

Corporate Governance and Compensation Committee

Audit Committee

Board of Directors