

# SCANDIUM INTERNATIONAL

MINING CORP.

## WHISTLEBLOWER POLICY

Scandium International Mining Corp. (the “Company”) is committed to providing a workplace conducive to open discussion of its business practices. It is Company policy to comply with all applicable laws that protect employees against unlawful discrimination or retaliation by their employer as a result of their lawfully reporting information regarding, or their participating in, investigations involving corporate fraud or other alleged violations by the Company or its agents of federal or state law.

### 1. REPORTING RESPONSIBILITY

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It is the responsibility of all directors, officers and employees, including contract employees and consultants (“Persons”), to report any wrong doing or violations or suspected violations, including those relating to accounting, internal accounting controls, questionable accounting or auditing matters, applicable laws and regulations (including securities laws and regulations), and the Company’s Code of Conduct in accordance with this Whistleblower Policy. Examples of issues to be reported are set out in Schedule “A” to this Policy.

### 2. NO RETALIATION

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No Person who in good faith files a complaint, submits a concern or reports any wrong doing or a violation or suspected violation shall suffer harassment, retaliation or adverse employment consequences as a result of doing so. An employee who retaliates against someone who has made such a filing, submission or report in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Company rather than seeking resolution outside the Company.

### 3. ACTING IN GOOD FAITH

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Any Person filing a complaint, submitting a concern or reporting a wrongdoing or a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed. Any allegations that prove to be frivolous or unsubstantiated, and which prove to have been made maliciously or knowingly to be false, will be viewed as a serious disciplinary offense.

### 4. REPORTING PROCEDURE

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Complaints or concerns about the Company should be submitted to a Person’s supervisor or to the Chief Financial Officer, recognizing however, that this depends on the seriousness and sensitivity of the issues involved and who is suspected of wrongdoing. Any issues brought to the attention of a supervisor or the Chief Financial Officer shall be immediately forwarded to the Chair of the Audit Committee.

As an alternative, complaints or concerns under this Whistleblower Policy may be submitted directly on a confidential and anonymous basis to the Chair of the Audit Committee by mail or courier to:

PRIVATE AND CONFIDENTIAL  
Mr. William Harris  
Scandium International Mining Corporation  
1430 Greg Street, Suite 501  
Sparks, Nevada 89431

E-mail: wmbharris@gmail.com

## **5. CONFIDENTIALITY**

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The Company will treat all disclosures by Whistleblowers as confidential and privileged to the fullest extent permitted by law. The Company will exercise particular care to keep confidential the identity of any Person making a disclosure under this procedure until a formal investigation is launched. Thereafter, the identity of the Person making the Disclosure may be kept confidential, if requested, unless such confidentiality is incompatible with a fair investigation or unless such disclosure is required by law. In such instances, the Person making the disclosure will be so informed in advance of his or her being identified with the disclosure. Where disciplinary proceedings are invoked against any individual following a disclosure under this procedure, the person subject to such proceedings is normally entitled to know the name of the Person making complaint.

The Company encourages individuals to put their name on any disclosure they make, but any Person may also make an anonymous disclosure. In responding to an anonymous disclosure, the Company will pay due regard to fairness to any individual named in the disclosure, the seriousness of the issue raised, the credibility of the information or allegations in the disclosure and the prospects of an effective investigation and discovery of evidence.

Use of non-identifiable third party email address may be used to maintain anonymity.

## **6. HANDLING OF REPORTS**

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The Audit Committee of the Board of Directors shall address all reports submitted to it with complaints or concerns, including those regarding wrongdoing, corporate accounting practices, internal accounting controls or auditing matters. All reports submitted to the Audit Committee of the Board of Directors will be investigated as quickly as possible, taking into account the nature and complexity of the disclosure and the issues raised therein, and appropriate corrective action will be taken if warranted by the investigation. The Audit Committee may retain independent legal counsel, accountants or others to assist it in its investigation.

If, on preliminary examination the concern, issues or facts raised or alleged in any Disclosure are judged to be wholly without substance or merit, the matter shall be dismissed and the Whistleblower informed of the decision and the reasons for such dismissal. If the allegation(s) have been made in bad faith, or are frivolous or malicious, the Whistleblower may be subject to disciplinary action. If it is judged that the allegation(s) or issue(s) covered in the Disclosure have merit, the matter shall be dealt with in accordance with this policy, the Company's normal disciplinary procedures, and/or as otherwise may be deemed appropriate according to the nature of the case.

## **7. RETENTION OF RECORDS**

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The Audit Committee will maintain a record of all concerns or complaints received regarding accounting, internal accounting controls or auditing matters, tracking their receipt, investigation and resolution. The records will be retained for a period of time judged to be appropriate by the Audit Committee based on the nature of the concern and in compliance with applicable laws and document retention policies.

## SCHEDULE 'A'

### EXAMPLES OF MATTERS TO BE REPORTED

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Fraud, Theft

Accounting Irregularities, Financial Statement Disclosure Issues

Non-compliance with Internal Accounting Controls

Workplace Violence

Substance Abuse

Discrimination, Harrassment

Falsification of Company Records

Conflicts of Interest

Release of Proprietary Information

Safety/Security Violations

Malicious Property Damage

Violations of Securities Laws (including insider trading)

Breaches of other Applicable Laws (environmental, employment, health and safety laws)

Ethics Violations