

### 3.1

## CONTINENTAL NICKEL LIMITED WHISTLE BLOWER POLICY

### INTRODUCTION

Continental Nickel Limited (the "Corporation") 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 (collectively "Accounting Concerns").

Pursuant to its charter, the Audit Committee (the "Committee") of the Board of Directors of the Corporation is responsible for ensuring that a confidential and anonymous process exists whereby persons can report any Accounting Concerns relating to the Corporation or any 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 the Corporation or in some other manner not right or proper.

Examples would include:

- violation of any applicable law, rule or regulation that relates to corporate reporting and disclosure;
- violation of any corporate policies, including health, safety, environmental, operational;
- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Corporation or any of its subsidiaries;
- fraud or deliberate error in the recording and maintaining of the financial records of the Corporation or any of its subsidiaries;
- deficiencies in or noncompliance with the Corporation's or any of its subsidiaries' internal policies and controls;
- misrepresentation or a false statement by or to a Director, Officer or employee of the Corporation or any of its subsidiaries respecting a matter contained in the financial records, reports or audit reports;
- deviation from full and fair reporting of the Corporation's consolidated financial condition.

## **COMMUNICATION OF THE POLICY**

To ensure that all Directors, Officers, employees, consultants and contractors of the Corporation are aware of the Policy, a copy of the Policy will be distributed to all Directors, Officers and employees, or alternatively they will be advised that the Policy is available on the Corporation's website for their review, or upon request made to the Chairman of the Audit Committee or the Corporate Secretary. All Directors, Officers and employees will be informed whenever significant changes are made. New Directors, Officers and employees will be provided with a copy of this Policy and will be educated about its importance.

## **REPORTING ALLEGED VIOLATION AND COMPLAINTS**

### *Reporting Procedure*

Any person with an accounting concern relating to the Corporation or to any subsidiary of the Corporation may submit his/her concern to the Chairman of the Audit Committee, or any other Director of the Corporation, by way of telephone or email or as follows:

Mr. Stuart F. Feiner, Chairman of the Audit Committee

▪By telephone: (212) 991-2542

▪By email: SFeiner@osler.com

All submissions to a Designated Individual shall be treated on a confidential and anonymous basis save and except that the Designated Individual will forward a copy of the submission to the Chairman and the submission will be dealt with in accordance with the policy.

### *Confidentiality*

All submissions to the Chairman of the Audit Committee or other Designated Individual shall be treated on a confidential and anonymous basis.

## **NO ADVERSE CONSEQUENCES**

A submission regarding an Accounting Concern may be made by an officer or employee of the Corporation without fear of dismissal, disciplinary action or retaliation of any kind. The Corporation 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.

## **TREATMENT OF ACCOUNTING CONCERNS 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, and the Audit Committee shall implement such corrective measures and do such things in as expeditious a 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.

## **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.

## **POLICY REVIEW**

The Audit 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.

## **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 the Corporation.

## **ACCESS TO THE POLICY**

This Policy will be made available upon request made to the Chairman of the Audit Committee or the Corporate Secretary and will be posted on Continental Nickel's website at:

**[www.continentalnickel.com](http://www.continentalnickel.com)**

## **ADOPTION**

This Policy was adopted by the Board on September 14, 2011 and updated December 14, 2011.