



WHISTLEBLOWER POLICY

1.0 INTRODUCTION

Baja Mining Corp. (together with its subsidiary companies, referred to as the "**Company**") is committed to maintaining the highest standards of business conduct and ethics (see the Company's *Code of Business Conduct and Ethics* 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 (collectively "**Accounting Concerns**").

Pursuant to its charter, the Audit Committee (the "**Committee**") of the Board of Directors of Company is responsible for ensuring that a confidential and anonymous process exists whereby persons can report any Accounting Concerns relating to the Company 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 the 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 Company 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 the Company's *Code of Business Conduct and Ethics*;
- (c) fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company or any of its subsidiaries;
- (d) fraud or deliberate error in the recording and maintaining of financial records of the Company or any of its subsidiaries;
- (e) deficiencies in, or noncompliance with, the Company or any of its subsidiaries' internal policies and controls;
- (f) misrepresentation or a false statement by or to a director, officer or employee of the Company or any of its subsidiaries respecting a matter contained in the financial records, reports or audit reports; and
- (g) deviation from full and fair reporting of the Company's consolidated financial condition.

2.0 COMMUNICATION OF THE POLICY

To ensure that all officers, employees, consultants and contractors (together, referred to as “**Employees**”), and directors of the Company are aware of the Policy, a copy of the Policy will be distributed to all Employees and directors, or alternatively they will be advised that the Policy is available on the Company's website for their review. All Employees and directors will be informed whenever significant changes are made. New Employees and directors will be provided with a copy of this Policy and will be educated about its importance by the Human Resources Director or the Corporate Secretary.

3.0 REPORTING ALLEGED VIOLATIONS OR COMPLAINTS

3.1 Reporting Concerns

The Company assumes that all reports made are legitimate, real and significant enough to warrant investigation. Any person with an Accounting Concern relating to the Company or any subsidiary of the Company may submit their concern in a number of confidential ways to senior management and/or directors of the Company. The following avenues of reporting are available to all Employees:

a) *Direct dialogue with a Supervisor*

In many instances, violations relating to Accounting Concerns can be reported or discussed with a direct supervisor. The supervisor will deal with queries or concerns accordingly. Direct dialogue allows discussion and quicker resolution most of issues. For any concerns relating specifically to financial issues (ie: not Code of Business Conduct and Ethics issues), reporting to the Audit Committee Chairman or the Chief Financial Officer are preferred (see “b” and “c” below).

b) *Direct Dialogue with the Chairman of the Audit Committee (the “Chairman”) of the Company in writing, by telephone or email as follows:*

In Writing: Chairman of the Audit Committee
2350-1177 West Hastings St.
Vancouver, B.C., Canada, V6E 2K3

By Telephone: 604-644-5637
By E-mail: auditchair@bajamining.com

c) *Direct Dialogue with the Chief Financial Officer of the Company in writing, by telephone or email as follows:*

In Writing: Chief Financial Officer of the Company
2350 – 1177 West Hastings St.
Vancouver, B.C. Canada, V6E 2K3

By Telephone: 604-685-2323
By E-mail: cfo@bajamining.com

3.2 Anonymity and Confidentiality

All submissions to a Supervisor, the Chairman, or the Chief Financial Officer (anyone of the preceding will be referred to as the “Designated Person”) may be made and will be treated on a confidential and anonymous basis, save and except that:

- (a) all submissions regarding Accounting Concerns referred to in Section 1 (a) and (b) must identify the person making the submission; and
- (b) the Designated Individual will forward a copy of any submission received directly to the Chairman (should the Chairman not be the first point of contact) and the submission will be dealt with in accordance with the provisions of Section 5.0 below.

If contact with a supervisor is preferred, Employees should refer to the Team Contact Sheet made available to all Employees for direct phone numbers, emails and addresses.

The Company does not have an anonymous “tips hotline” available to Employees at this time, however, should an Employee wish to make a complaint, and that Employee wishes to remain anonymous, please communicate with the Chair of the Audit Committee or selected supervisor by mail only.

4.0 NO ADVERSE CONSEQUENCES

A submission, in good faith, regarding an Accounting 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 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.

5.0 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, 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.

6.0 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 and/or applicable regulatory statutes or legal parameters. 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.

7.0 REVIEW OF THE POLICY

The Committee will review and evaluate the 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.

8.0 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 Corporate Secretary of the Company.

9.0 PUBLICATION OF THE POLICY ON WEBSITE

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

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| <p><i>The Code is reviewed annually by the:</i> <i>CEO</i> <i>CFO</i> <i>Corporate Secretary</i> <i>Audit Committee</i> <i>Nominating and Corporate Governance Committee</i> <i>Board of Directors</i></p> |
| <p><i>Initially Approved & Adopted: August 1, 2007</i></p> |
| <p><i>Reviewed & Renewed by the Board: November 13, 2009</i></p> |