



WHISTLEBLOWER POLICY

General

At Augusta Resource Corporation (the “**Corporation**”) we expect all directors, officers and employees to maintain high standards of business and personal ethics in the conduct of their duties. As representatives of the Corporation, we must fulfil our responsibilities with honesty and integrity, and we comply with all applicable laws and regulations. We have embodied our standards in a Code of Business Conduct and Ethics (the “**Code**”).

The purpose of this Policy is to encourage the reporting of violations relating to accounting, internal accounting controls and audit related matters (“**Control Matters**”) and to prevent retaliation against those who report such occurrences in good faith.

In addition, regulators in Canada and the U.S. have established rules requiring public companies to establish procedures for:

- (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
- (b) the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.

Reporting Violations

We expect all directors, officers and employees to comply with the Code and to report violations or suspected violations of the Code in accordance with this Whistleblower Policy. We are committed to a culture where it is safe and acceptable for all employees, directors or officers to raise concerns about violations of the Code, thereby encouraging resolution of serious concerns within the Corporation.

Reporting Process

If you are an employee, we encourage you to share your questions, concerns, suggestions or complaints with someone who can address them properly. Employees are required to report suspected violations of the Code to the Chair of the Audit Committee, Ethics Officer or outside legal counsel listed in the Contact Information section below.

If the suspected violation relates to Control Matters, then employees, directors or officers should submit the concern in writing and addressed “Private and Confidential” to either the Chair of the Audit Committee or Ethics Officer or to Outside Legal Counsel at the addresses below.

For suspected fraud or securities law violations, or when you are not satisfied or uncomfortable with submitting your submissions internally then submit the matter to Outside Legal Counsel.

Confidentiality

You may report violations or suspected violations of the Control Matters on a confidential basis or anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

No Retaliation

If you raise a concern or report a violation of the Control Matters, you will not be retaliated against or otherwise victimized, even if there is no finding of wrongdoing, so long as you have acted in good faith. We will not tolerate retaliation against you, nor we will we tolerate the making of malicious or knowingly false allegations that prove not to be substantiated. We will discipline anyone who engages in either such behaviour with penalties up to and including termination of employment.

Handling of Submissions

The recipient of your submission will formally acknowledge receipt of the submission as soon as possible, provided that the report has not been made anonymously.

Investigation of Submissions

The Chairman of the Audit Committee is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Control Matters and, at his discretion, shall advise the President and Chief Executive Officer, the Chief Financial Officer and/or the Audit Committee. All submissions will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Contact Information

Audit Committee Chair

Mr. John Brodie
Suite 400, 837 W. Hastings St.
Vancouver, BC
V6C 3N6

Ethics Officer

Mr. Raghu Reddy
Suite 1040
4500 Cherry Creek Drive South
Glendale, CO, 80246

Outside Legal Counsel

Josh Lewis
Fasken Martineau DuMoulin
2900 - 550 Burrard St
Vancouver BC V6C 0A3