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### 3.1 WHISTLEBLOWER POLICY

#### INTRODUCTION

The purpose of this Whistleblower Policy (the “Policy”) is to establish procedures for the receipt, retention and treatment of complaints received by Apollo Silver Corp. (the “Company”) regarding accounting, internal accounting controls, auditing matters of fraud.

This Policy protects any individual who in good faith submits any complaint on a confidential and anonymous basis in accordance with the procedures set out below.

#### 1. COMPLAINT PROCEDURE

The Company’s Code of Business Conduct and Ethics provides that an individual may report any concerns or complaints regarding accounting, internal accounting controls, audit-related matters or fraud to the Chair of the Audit Committee (the “Chair”) of the Board of Directors of the Company.

Such concerns and/or complaints will be kept confidential and may be communicated anonymously if desired. If an alleged concern or complaint is reported anonymously, enough information about the incident or situation must be provided to allow the Chair to investigate properly. All such concerns shall be set forth either through the Company’s **Confidential Line** (detailed below), an independent and confidential alternative reporting channel providing another mean to raise and report ethics-related concerns, or in writing, sealed in an envelope marked “**Confidential**” and /or “*To be opened by the Chair of the Audit Committee only*” and forwarded to the attention of the Chair at the following address:

Apollo Silver Corp.  
Attention: Chair of the Audit Committee  
710 – 1030 West Georgia Street,  
Vancouver, BC V6E 2Y3 Canada  
**Email Address:** [whistleblower@apollosilver.com](mailto:whistleblower@apollosilver.com)  
**Phone Number:** 1-604-428-6128

Such envelope will be forwarded promptly to the Chair.

Following receipt of any complaints submitted hereunder, the Chair shall promptly investigate each matter so reported. The Chair may enlist employees of the Company and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation of complaints regarding financial statement disclosures, accounting, internal accounting controls, auditing matters or other violations of the Company’s Code of Business Conduct and Ethics. In conducting any investigation, the Chair shall use reasonable efforts to protect the confidentiality and anonymity of the complainant. If appropriate, the Chair may take corrective and disciplinary actions, which include, alone or in combination, a warning or letter of reprimand, demotion, loss of merit increase,

bonus or stock options, suspension without pay or termination of employment or engagement. It is the obligation of all employees, officers and directors to cooperate with such investigations. The Chair shall retain as a part of the records of the Audit Committee any such complaints or concerns or a period of no less than seven years.

**2. NO RETALIATION**

A submission under this Policy may be made by a director, officer, employee or consultant 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 reports in good faith a whistleblower issue or provides assistance to the Chair, management or any other person or group, including governmental, regulatory or law enforcement body, investigating a whistleblower issue.

**3. ACTING IN GOOD FAITH**

In the event that the investigation reveals that the complaint was frivolously made or undertaken for improper motives or made in bad faith or without a reasonable and probable basis, that complainant's supervisor may take such disciplinary action as it is appropriate in the circumstances.

**4. CERTIFICATION**

I certify that I have no knowledge that I or anyone acting on my behalf or at my discretion has engaged or is engaging in such activities. I also certify that I am using my best efforts to effectively implement the Policy in a prompt and timely manner. I understand that I will be subject to disciplinary actions, including potential termination of my relationship and /or employment with the Company as a result of breaching any provision of the Policy.

By: \_\_\_\_\_  
[Signature]

\_\_\_\_\_  
[Print name and position]

Date: \_\_\_\_\_