

GITENNES EXPLORATION INC.
(the “Company”)

AUDIT COMMITTEE
WHISTLE-BLOWER AND COMPLAINTS POLICY

PURPOSE AND SCOPE

To support the Company’s commitment to ethical conduct, the Company, under the oversight of the Audit Committee, adopts this policy for:

- (a) the receipt, retention, and treatment of outside complaints received by the Company regarding accounting, internal controls, or auditing matters; and
- (b) the confidential or anonymous submission by employees of the Company of concerns regarding accounting or auditing matters, questionable business practice or any potentially illegal activity.

The Company encourages taking action to prevent problems as part of its corporate culture. If you observe what you think might be improper, unethical or illegal conduct, you are encouraged to report your concerns.

This policy is designed to protect you and help guide you and others in dealing with such concerns. This policy ensures that all employees and other reporting persons are protected from any retaliatory measures or adverse job impact as a result of complying in good faith with this policy.

This policy is applicable to the Board of Directors and all executive officers, management, and employees plus all relevant outside persons.

Further, this policy requires at the highest level that the Chief Executive Officer and senior financial officers must themselves foster a culture of trust and integrity that will encourage the prompt reporting of violations of proper business conduct and ethics including fraud, significant mismanagement and a variety of other matters.

REPORTING POLICY

All employees are strongly encouraged to promptly to discuss with or disclose to their supervisor, senior corporate officers, or the Chairman of the Audit Committee any significant events of a questionable, fraudulent, or illegal nature. This includes suspected violations of law, policy, or other wrongdoing, as well as any concerns regarding questionable accounting or auditing matters (including deficiencies in internal controls). Employees and all other persons involved with the Company are urged to come forward with any such information, without regard to the identity or position of the suspected offender.

REPORTING PROCESS

You may choose any of the following ways of communicating:

- (a) report the matter to your supervisor; or
- (b) report the matter to the Company's CEO or CFO; or
- (c) report the matter to the Chairman of the Audit Committee.

CONFIDENTIALITY POLICY

The Company will treat all communications under this Policy in a confidential manner, except to the extent necessary (a) to conduct a complete and fair investigation, or (b) for reviews of Company operations by the Company's Board of Directors, its Audit Committee, and the Company's independent auditors.

NO-RETALIATION POLICY

Any individual, who makes a report in good faith, even if the report is mistaken, or who assists in the investigation of a reported violation, will be protected by the Company. Retaliation in any form against these individuals will not be tolerated. Any act of retaliation should be reported immediately and will be disciplined appropriately.

Specifically, the Company will not discharge, demote, suspend, threaten, harass, or in any other manner discriminate or retaliate against any employee in the terms and conditions of the employee's employment because of any lawful act done by that employee to either (a) provide information, cause information to be provided, or otherwise assist in any investigation regarding any conduct that the employee reasonably believes constitutes a violation of any Company written or unwritten code of conduct, law, rule, or regulation, including any rule or regulation of any applicable or any provision of Federal law relating to fraud against shareholders, or (b) file, cause to be filed, testify, participate in, or otherwise assist in a proceeding filed or, to the employee's knowledge, about to be filed relating to an alleged violation of any such law, rule, or regulation.

Approved by the Board this 18th day of March, 2005.