VENDETTA MINING CORP.
(the "**Company**")

CODE OF ETHICS FOR CERTAIN EXECUTIVE OFFICERS

In my role as an executive officer of Vendetta Mining Corp., I certify to you that I adhere to and advocate the following principles and responsibilities governing my professional and ethical conduct.

To the best of my knowledge and ability:

1. I act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
2. I disclose to the Audit Committee of the Board of Directors any material transaction or relation that reasonably could be expected to give rise to a conflict of interest.
3. I prepare full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with the applicable securities regulatory authorities and in other public communications made by the Company.
4. I comply with the rules and regulations of federal, provincial and local governments and other appropriate private and public regulatory agencies.
5. I act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing my independent judgment to be subordinated.
6. I respect the confidentiality of information acquired in the course of my work, except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of my work is not used for personal advantage.
7. I share knowledge and maintain skills important and relevant to the needs of my constituents.
8. I proactively promote ethical behavior as a responsible partner among peers in my work environment.
9. I achieve responsible use of and control over all assets and resources employed or entrusted to me.
10. I promptly report to the Audit Committee any violations of this code of ethics by myself or any other executive officer of the Company who has signed a similar code of ethics.
11. I am accountable to the Company and its constituents for adherence to this code of ethics.

DATED: _____

Name: _____

Title: _____