

MRI INTERVENTIONS, INC. WHISTLEBLOWER POLICY

MRI Interventions, Inc. (the “Company”) is committed to providing a workplace conducive to open discussion of our business practices and is committed to complying with the laws and regulations to which we are subject. Accordingly, the Board of Directors adopted this policy effective as of February 27, 2012.

I. PURPOSE

The purpose of this policy is to set forth the procedures established by the Audit Committee of the Board of Directors of the Company for:

1. the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
2. the confidential, anonymous submission by the Company's employees and contractors of concerns regarding questionable accounting or auditing matters.

II. COMPLAINTS COVERED BY POLICY

The procedures set forth in this policy relate to complaints and concerns of the Company's employees and contractors (“Reports”) regarding:

1. questionable accounting, internal accounting controls and auditing matters, including, without limitation:
 - a. violations of law, including any rule of the United States Securities and Exchange Commission, federal laws related to fraud against the Company's stockholders, and the laws and regulations of any jurisdiction in which the Company operates;
 - b. fraud or deliberate error in the preparation, evaluation, review or audit of any of the Company's financial statements;
 - c. fraud or deliberate error in the recording and maintaining of the Company's financial records;
 - d. deficiencies in or noncompliance with the Company's internal accounting controls;
 - e. misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the Company's financial records, financial reports or audit reports;
 - f. deviation from full and fair reporting of the Company's financial condition;

g. any other matter which could cause harm to the business or public position of the Company; or

h. any attempt to conceal a potential violation or evidence of a potential violation;

2. retaliation against employees or contractors who, in good faith, make Reports; and

3. receipt, retention and treatment of complaints received regarding accounting, internal accounting controls or auditing matters.

III. RESPONSIBILITIES WITH RESPECT TO SPECIFIED REPORTS

The Audit Committee is responsible for overseeing the receipt, retention and investigation of and response to all Reports.

The Audit Committee will decide the appropriate investigative course of action for any Report. The Audit Committee will consider all relevant facts and circumstances, including the identity of the alleged wrongdoer, the gravity of the alleged wrongdoing and the likelihood of a material adverse effect on the Company's reputation or financial statements.

IV. TREATMENT OF REPORTS

In connection with the investigation of a Report, the Audit Committee may consult with, and obtain the assistance of, any member of the Company's management who is not the subject of the Report. In addition, the Audit Committee may, in its sole discretion, retain independent legal, accounting or other advisors as may be necessary or appropriate.

Upon completion of the investigation of a Report, the Audit Committee will authorize such prompt and appropriate corrective action, if any, as in its judgment is deemed warranted.

V. FOLLOW-UP TO REPORTS

The investigator and/or the Company's legal counsel, will contact, to the extent the identity of the person who files a report is known, each Company employee or contractor who files a Report to inform him or her of the results of the investigation and what, if any, corrective action was taken.

VI. RETALIATION PROHIBITED

Consistent with the Company's policies, neither the Company, the Audit Committee nor any director, officer or employee of the Company will discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate, directly or indirectly, against any Company employee or contractor who, in good faith, makes a Report or otherwise assists the Audit Committee, the Company's management or any other person or group, including any governmental, regulatory or law enforcement body, in investigating a Report.

Neither the Company, the Audit Committee nor any director, officer or employee of the Company will (i) reveal the identity of any person who makes a Report and asks that his or her identity remain confidential, unless necessary to conduct an adequate investigation or compelled by judicial or other legal process, or (ii) make any effort to ascertain the identity of any person who makes a Report anonymously.

VII. RECORDS

The Company's Vice President, Business Affairs will maintain a log of all Reports, tracking their receipt, investigation and resolution and the response to the person making the Report. The Company's Vice President, Business Affairs will provide summary reports thereof to the Audit Committee at each regularly scheduled meeting.

The Company will retain all Reports and all records relating to such Reports in accordance with the applicable provisions of the Company's Whistleblower Procedures.

VIII. PROCEDURES FOR MAKING REPORTS

The Company's Whistleblower Line is managed by an outside, independent service provider and allows any Company employee or contractor to make a Report without divulging his or her name. The Company's Whistleblower Line service provider will explain to each caller procedures for following up on the Report (including the caller's providing additional information at a later date). All Reports are required to be promptly shared with the Company's legal counsel.

Reports can be made, at any time, confidentially and anonymously:

To the Compliance Officer:

Oscar Thomas
MRI Interventions, Inc.
One Commerce Square, Suite 2550
Memphis, Tennessee 38103
Telephone No.: 901-522-9344
Email: othomas@mriinterventions.com

or

To the Whistleblower Hotline:

Telephone No.: 877-778-5463
Website: www.reportit.net