

## **INTRODUCTION**

Our goal at Nuinsco Resources Limited and its subsidiaries ("Nuinsco" or the "Corporation") is to achieve the highest business and personal ethical standards as well as to comply with all the laws and regulations that apply to our business. Adherence to the standards contained in this Code of Business Conduct and Ethics (the "Code") will help to ensure decisions that reflect care for all of our stakeholders. The Code is intended as an overview of the Corporation's guiding principles and not as a restatement of Corporation policies and procedures.

Ethical business behaviour is the responsibility of every member of the Corporation's team and is reflected not only in our relations with each other, but also with other organizations, suppliers, competitors, government and the public. Whatever the area of activity and whatever the degree of responsibility, the Corporation expects each employee to act in a manner that will enhance its reputation for honesty, integrity and the faithful performance of its undertakings and obligations.

This Code cannot and is not intended to cover every applicable law or provide answers to all questions that might arise; for that we must ultimately rely on each person's good sense of what is right, including a sense of when it is proper to seek guidance from others on the appropriate course of conduct. Because our business depends on the reputation of the Corporation and its directors, officers and employees for integrity and principled business conduct, in many instances this Code goes beyond the requirements of the law.

This Code is a statement of goals and expectations for individual and business conduct. It is not intended to and does not in any way constitute an employment contract or assurance of continued employment and does not create any rights in any employee, client, supplier, competitor, shareholder or any other person or entity.

It is the obligation of each and every director, officer and employee of the Corporation to become familiar with the goals and policies of the Corporation and to integrate goals and policies into every aspect of our business. Our ethics are ultimately to be that of the highest ethical conduct.

## **CONFLICTS OF INTEREST**

Directors, officers and employees of the Corporation have a duty of loyalty to the Corporation and must therefore avoid any actual or apparent conflict of interest with the Corporation.

A conflict situation can arise when an employee, officer or director takes action or has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Corporation.

In exercising their responsibilities, it is vital that employees be guided by what is in the best interests of the Corporation and those clients with whom the Corporation has fiduciary relationships. All of the Corporation's employees are required to conduct their personal and business affairs in such a way so as to avoid conflicts - or even the appearance of conflicts - with the interests of the Corporation, its shareholders and customers.

It is each employee's responsibility to ensure that his or her personal conduct complies with the following principles and to make appropriate disclosures when actual or potential conflicts may arise. And, although the principles below are discussed in terms of the employees of the

Corporation, each employee must also exercise care to avoid actual or potential conflicts of interest which might arise because of the activities of close family members or other members of the employee's household.

**1. Employees may not use their affiliation with the Corporation for personal benefit.**

Examples of such prohibited activities include:

- employees receiving remuneration, gifts, entertainment or other compensation from any entity performing work or services for the Corporation or from any entity which is seeking to do business with the Corporation. However, gifts or favors that are generally considered as common business or social courtesies are acceptable only as long as they are reasonable in type, frequency and value.
- employees having a financial interest in an entity that sells goods or services to the Corporation where the employee is able to influence the Corporation's business transactions with that entity
- employees using for their own personal gain or for the benefit of others any confidential or "inside" information obtained as a result of their employment with the Corporation.
- employees misappropriating to themselves or to others the benefit of any business venture or opportunity about which the employees learn or develop in the course of their employment and which is related to a current or prospective business of the Corporation.

**2. Employees may not be employed by or affiliated with a competitor.**

Serving as an employee, director, officer, partner, consultant, agent of, or having a significant ownership interest in an organization, which competes with the Corporation, violates your duty of loyalty to the Corporation and is prohibited, unless the Corporate Governance Committee has specifically determined that there is no conflict.

**3. Directors, officers and employees have a responsibility to disclose actual and potential conflicts.**

Determining whether you have a conflict and, if so, what to do about it can be difficult and no set of guidelines or statement of principles, however comprehensive and detailed, can hope to cover all situations or address every question of judgment. Every employee is, therefore, required to disclose all possible conflicts or appearances of conflict. If you have any doubt about your disclosure obligations in a particular situation, the best course is to consult with your supervisor or the Chief Financial Officer or the Secretary of the Corporation. Any such circumstance must be reported to the Audit Committee.

**USE OF INFORMATION**

The Corporation's business, like other industries, is based on the collection, organization, evaluation and preservation of information. The Corporation must be efficient in gathering and storing information, be thorough in analysis of information collected and be creative in generating new information. The Corporation's ability to remain competitive requires both willingness and alertness to share information within our organization and our awareness that certain types of information need to be protected from disclosure. It is especially important to maintain our

reputation by safeguarding information entrusted to us by customers and fellow employees, it is also legally required in many cases.

The Corporation maintains personnel records on every employee. This information is collected and maintained only for employee relations or legal reasons. Access to this information is limited within the Corporation, and is generally released to those outside of the Corporation only if required by law. Preserving the confidentiality of such information is necessary for creation of a productive and comfortable work environment.

### **CORPORATE OPPORTUNITIES**

No director, officer or employee may: a) take for himself or herself personally opportunities that are discovered through the use of Corporation property, information or position b) use Corporation information, information or position for personal gain or c) compete with the Corporation. Directors, officers and employees owe a duty to the Corporation to advance its legitimate interests when the opportunity to do so arises.

### **USE OF INSIDE INFORMATION**

It is the Corporation's goal to protect shareholder investments through strict enforcement of the prohibition against insider trading set forth in provincial securities laws and regulations. No director, officer or employee may buy or sell securities of the Corporation at a time when he or she is in possession of "material non-public information". Passing such information to someone who may buy or sell securities is also prohibited. The prohibition on insider trading applies to the Corporation's securities and to securities of other companies if the director, officer or employee learns of material non-public information about those other companies in the course of his or her duties for the Corporation. This prohibition also extends to certain non-employees who may learn about the material non-public information about the Corporation such as spouses, relatives and close friends of directors, officers or employees. Insider trading is both unethical and illegal and will be dealt with firmly. Should you have any questions as to whether or not a trade in the Corporation shares is permitted at any particular time, please contact the Chief Financial Officer or the Secretary of the Corporation.

### **FAIR DEALING**

Each director, officer and employee shall endeavor to deal fairly and in good faith with Corporation customers, shareholders, employees, suppliers, regulators, business partners, competitors and others. No director, officer or employee shall take unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation, fraudulent behavior or any other unfair dealing practice.

### **PROTECTION AND USE OF CORPORATION ASSETS**

Corporation assets such as information, materials, supplies, time, intellectual property, software, hardware and facilities, among other property, are valuable resources owned, licensed, or otherwise belonging to the Corporation. Safeguarding Corporation assets is the responsibility of all directors, officers and employees. All Corporation assets should be used for legitimate business purposes. The personal use of Corporation assets without permission is prohibited.

- Employees are expected to use Corporation equipment and materials (eg. telephones, computers, software and photocopiers) for Corporation business only. All Corporation equipment and materials are dedicated for business use only and the Corporation reserves the right to monitor and investigate usage of Corporation equipment and materials at its discretion.
- Employees should not use Corporation resources for personal benefit or to the benefit of persons or entities outside the Corporation. In certain circumstances, the Corporation may approve of the use of particular corporate resources for charitable or community purposes.
- Employees must maintain accurate records and abide by corporate policies concerning reimbursable expenses and eligibility for all Corporation benefits, including sick leave, education and disability payments.
- Employees may not make payments or give gifts (other than gifts of nominal value that are generally considered as common business or personal courtesies) to government workers or outside suppliers in order to influence regulatory or business decisions.
- The Corporation has established internal control procedures to ensure that assets are protected and properly used and that financial records and reports are accurate and reliable. Employees and supervisors share the responsibility for maintaining and complying with required internal controls.

The Corporation's success depends upon the integrity of all of its employees. The Corporation has instituted a comprehensive set of procedures, rules and controls to prevent fraud and dishonesty and it will take all action necessary and appropriate to enforce these policies and procedures.

### **ACCOUNTING PRACTICES**

It is the policy of the Corporation to fully and fairly disclose the financial condition of the Corporation in compliance with applicable accounting principles, laws, rules and regulations. All books and records of the Corporation shall be kept in such a way as to fully and fairly reflect all Corporation transactions.

### **COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

The Corporation is subject to numerous laws and regulations on how we conduct our business. It is critically important that both the Corporation and its employees comply with the letter and spirit of the laws which regulate the conduct of our business.

All aspects of Corporation business are impacted by compliance requirements; for example, sales, accounting and financial reporting and governmental relations. Employees must be aware of the applications of the laws that affect the performance of their jobs and must carry out their job responsibilities in a manner that ensures the Corporation is in compliance with external statutory, regulatory and industry requirements.

The Corporation takes a proactive stance on compliance with all applicable securities laws, rules and regulations, including insider-trading laws.

### **DUTY TO REPORT AND CONSEQUENCES**

Every director, officer and employee has a duty to adhere to this Code of Business Conduct and Ethics and all existing and future Corporation policies and to report to the Corporation any suspected violations in accordance with applicable procedures.

Employees shall report suspected violations of Corporation policies to either the President or the Chief Financial Officer. The Corporation will investigate any matter so reported and may take appropriate disciplinary and corrective action, up to and including termination. The Corporation forbids retaliation against employees who report violations of this Code of Business Conduct and Ethics in good faith.

### **SCOPE**

No Corporation policy can provide definitive answers to all questions. If employees have questions regarding any of the goals, or standards discussed or policies referenced in this Code or are in doubt about the best course of action in a particular situation, the employees should refer to the reporting requirements for that goal or standard as stated in the Code.