



CODE OF BUSINESS CONDUCT AND ETHICS

(Approved by the Board of Directors on September 27, 2016, last amended on December 11, 2018)

Nickel Creek Platinum Corp.
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CODE OF BUSINESS CONDUCT AND ETHICS

1. INTRODUCTION

This Code of Business Conduct and Ethics (the “**Code**”) applies to Nickel Creek Platinum Corp. and its subsidiaries (collectively, the “**Company**”) and the Company’s directors, officers, employees and principal consultants (collectively, “**Employees**”). The Code should also be followed, where appropriate, by the Company’s agents and representatives, including consultants where specifically required (“**Agents**”).

This Code explains the standards of behaviour that the Company expects of you in your daily activities and dealings with others. The Code cannot foresee every situation that might arise, but does provide guiding principles to help you make decisions consistent with the Company’s values.

2. COMPLIANCE WITH THE LAW; AVOIDING QUESTIONABLE OR UNETHICAL CONDUCT

Employees and Agents are expected to comply with all laws and regulations that apply to our business and avoid any activity that may be questionable or unethical. Fraudulent and illegal acts such as rebating, bribery or kickbacks, and unethical practices such as manipulation, concealment, misrepresentation, and use of undue influence will not be tolerated. It is important that you deal honestly and fairly with anyone with whom you have contact in the course of performing your job. No action that would otherwise be questionable is permissible simply because it is customary in a particular location or business. If you are confronted with a situation that raises an issue, ask yourself these questions:

- Is the life, health or safety of anyone, or the environment, endangered by the action?
- Is it legal?
- Does it feel honest, fair and ethical?
- Does it compromise anyone’s trust or integrity?
- Would public disclosure of the activity be embarrassing to you or the Company?

Situations that may involve a violation of ethics, laws, or this Code may not always be clear and may require difficult judgment. If in doubt, you should discuss the matter with an executive officer or other senior manager (“**Senior Management**”).

3. CONFLICT OF INTEREST

A conflict of interest occurs when an individual’s personal interests, or the personal interests of one’s family, directly or indirectly interfere or conflict, or appear to interfere or conflict, with the best interests of the Company. For these purposes, “family” includes parents, grandparents, spouse, children and grandchildren, siblings, in-laws, and persons who share a residence with you or family members. You must avoid any direct or indirect involvement that might result in such a conflict or create the appearance of such a conflict.

Examples of conflicts of interest include:

- Acting as an employee, officer, director or consultant to a competitor or potential competitor of the Company;

- Having a financial interest in or loan from a joint venture partner, competitor, customer or supplier of the Company or which otherwise does business with the Company (owning securities of a publicly traded company normally would not be considered a conflict of interest unless it represents a material part of your savings);
- Placing Company business with any company that is owned or controlled by a member of your family.

There may be circumstances where it is necessary or in the best interests of the Company to have a business relationship that otherwise might involve a conflict of interest. For example, where Company operations are in a remote location, it may be necessary to have a business relationship with a company controlled by an Employee's family members. Where a situation arises in which a conflict of interest exists or which might be seen as involving a conflict of interest, you must fully disclose the facts to your immediate supervisor, a member of Senior Management, or a member of the Board of Directors ("**Board**"). This will enable the Company to address the matter before difficulty can arise. If a conflict cannot be avoided, then appropriate procedures can be put in place to minimize your involvement in the relationship giving rise to the conflict.

Outside directors do not devote their time and effort solely on behalf of the Company, and they may have other relationships that could give rise to a conflict of interest. Any such conflicts are not subject to the Code and are to be resolved directly with the Board.

4. DUTY OF LOYALTY; CORPORATE OPPORTUNITIES

You have a duty of loyalty to the Company, which includes a duty to advance the Company's legitimate interests when the opportunity to do so arises. Accordingly, you may not use your position or Company name, property or information for personal gain or the gain of others. You are also prohibited from taking advantage of any opportunity that is discovered through your use of Company property, information or contacts, or your position with the Company.

Outside directors may have other business relationships involving the duty of loyalty. In addition, outside directors generally do not have the same obligation as officers and employees to bring corporate opportunities to the Company. For these reasons, the Code does not apply to outside directors with respect to issues involving duties of loyalty or corporate opportunities, and any such issues are to be resolved directly with the Board.

5. PROPRIETARY INFORMATION

All proprietary information of the Company must be protected. For these purposes, “proprietary information” means information developed or secured for use of the Company, where that information is confidential and not known to or otherwise readily available to others. It includes, for example, undisclosed financial data, business strategies, acquisition and sale opportunities, discoveries and property data, and exploration and development data. You must not disclose the Company’s confidential or proprietary information to anyone within or outside of the Company unless the recipient will generally need this information to carry out his or her assigned responsibilities on behalf of the Company and, as to an outsider, who has been properly authorized by an officer of the Company to receive such information. In addition, you must use proprietary information only for the benefit of the Company and not for personal benefit or for the benefit of others. If you are unsure about any information, consider the information to be confidential and proprietary until you are otherwise advised by a member of Senior Management.

To protect proprietary information against unauthorized disclosure, Employees and Agents are required to sign appropriate confidentiality agreements. The obligation not to disclose the Company’s confidential or proprietary information continues for 12 months or more after the relationship with the Company terminates unless otherwise specifically provided in writing.

6. USE OF COMPANY PROPERTY; USE OF PERSONAL PROPERTY FOR COMPANY BUSINESS

You are not to use Company property for your own personal benefit or for the benefit of others. You are responsible to ensure that Company property assigned to you is maintained in good condition, and you must be able to account for such property at all times. Company letterhead is to be used only for Company business and may not be used for personal correspondence or other non-Company purposes. On termination of your relationship with the Company for any reason, you must return all Company documents and property in your possession to the Company.

In order to deal with the use of computers, mobile telephones and internet and e-mail communications, the Company has adopted its Computer Systems, Internet & Electronic Mail Use Policy. All employees are responsible for understanding and implementing the Policy.

In general, use of personal property to conduct Company business is discouraged. This is particularly the case with computers, mobile telephones and non-Company internet connections. The Company recognizes that there may be situations where use of personal property, such as home telephones or personal mobile telephones, cannot be avoided, but you should try to minimize such usage. The Computer Systems, Internet & Electronic Mail Use Policy addresses this matter in greater detail.

An exception to this policy is in connection with use of personal vehicles in the conduct of Company business. Such use is permitted in accordance with the Company’s procedures for expense reimbursement.

Outside directors do not have Company issued computers, mobile telephones or other equipment, and are not connected to the Company's computer systems or its internet and e-mail resources. For this reason, the Code does not apply to use of personal property by outside directors.

7. OUTSIDE ACTIVITIES

- (a) Other Business Activity. Full-time Employees are expected to devote their full working attention to the Company's business. For this reason, they may not carry on any other business or serve as an officer or director of any other business without the written consent of the Chief Executive Officer ("CEO"). The CEO may grant consent in the case of a family owned business if he or she is satisfied that it will not conflict with the Company's business or otherwise adversely affect the Company, and may also grant consent to serving as a director of another company in special circumstances.
- (b) Professional Associations and Charitable Activity. The Company encourages Employees to participate in professional associations and charitable activities. However, you should consult with the CEO or Chief Financial Officer ("CFO") before you undertake any such activities requiring a substantial amount of time. In addition, you should not accept a position as an officer or director of a professional or charitable organization without prior consultation with the CEO.
- (c) Political Activity. The Company encourages Employees to take part in political and governmental affairs to the extent such activity does not interfere with the performance of their duties, involve the use of Company assets, or involve a conflict of interest. However, use of Company equipment, supplies or facilities and employee activity during normal business hours may constitute a political contribution. For that reason, you may not engage in any such activity that involves use of Company assets, or that occurs during normal business hours. In addition, no action which may appear to present the position of the Company with respect to any political or governmental matter may be taken without the approval of the CEO. If you wish to run for public office or hold an appointed public position, you must consult the CEO and Company counsel to ensure that the proposed activity does not involve a conflict of interest and is not inconsistent with your duties with the Company.

8. GIFTS AND HOSPITALITY

The Company recognizes that gifts and hospitality can be customary courtesies designed to develop good business relationship. However, problems may arise if the accepting or giving of gifts or hospitality compromises or appears to compromise the objectivity of the recipient or otherwise could raise suggestions of impropriety. In order to avoid any impropriety or suggestions of impropriety, all Employees and Agents must ensure that any gift or hospitality in relation to the Company and its business:

- Is not given or accepted with the intention or expectation of influencing a party to obtain or retain business or a business advantage, or as a reward for obtaining or retaining business or a business advantage, or in exchange for favours or benefits;

- Is customary to the Industry;
- Does not violate any laws;
- If given, is given in the name of the Company;
- Does not consist of cash or cash equivalents such as vouchers or gift certificates;
- Is appropriate in type and value and given or accepted at an appropriate time;
- Would be considered as being appropriate by an independent third party bystander in the circumstances; and
- Is given or accepted openly and not secretly.

Gifts or hospitality of an insignificant value, such as promotional items (e.g., hats or clothing with company logos, pens, notebooks, diaries and calendars) or refreshments offered during a meeting are not covered by this rule.

The CEO will establish a dollar limit on the value of gifts and categories of gifts that may be given or received, but always with the condition that such gifts have not been solicited and are not being offered or received with the intention or expectation of influencing a party to obtain or retain business or a business advantage, or as a reward for obtaining or retaining business or a business advantage, or in exchange for favours or benefits. Any gifts in excess of such dollar limits must be approved in writing in advance by the CEO. Repeated offering or acceptance of gifts by or from a single individual or business is not permitted where the combined gifts would exceed the dollar limit without approval of the CEO.

Notwithstanding the foregoing, any gifts to public officials other than gifts or hospitality of an insignificant value, such as promotional items (e.g., hats or clothing with company logos, pens, notebooks, diaries and calendars) or refreshments offered during a meeting, must be approved in writing in advance by the CEO.

The following additional policies apply:

- Where a gift in excess of the limits established by the CEO is received and it would be impractical or offensive to return it (e.g., due to local customs), the CEO will decide whether to permit the recipient to keep it or whether it should be donated to charity.
- When hospitality in excess of the limits established by the CEO is offered and it is not practical to secure the advance approval of the CEO, it should be politely declined.
- When hospitality is to be provided by the Company, a host from the Company should always be in attendance.

The Company will maintain a Gifts Register under the control of the CEO, and all gifts and hospitality having a value in excess of a minimum established by the CEO are to be recorded in the Gifts Register.

9. OUTSIDE IDEAS

When an outsider proposes to submit an idea, prospect, opportunity or other confidential or proprietary information, the outsider should be told to submit the information in writing and that any submission constitutes the outsider's agreement that the Company's brief review to determine possible interest

does not create any non-use, confidentiality or area of interest agreement or obligation of the Company. If the outsider does not agree, the outsider should be told not to submit the information.

Any written submission should first be reviewed to determine whether it purports to create any obligation or limitation on the Company. If it does, no further review should be made and the information must be returned to the outside party without further review. If it does not purport to create any such obligation or limitation, the information may be reviewed to see if it might be of interest. If it is not of interest it should be returned to the outsider with a cover letter confirming that its review does not create any obligation or limitation on the Company. If it is of interest, further review should be deferred until an appropriate agreement is signed by the Company and the outsider.

10. DISCRIMINATION, HARASSMENT AND BULLYING

The Company is committed to providing a positive, productive and professional work environment free from discrimination, harassment or bullying. The Company does not discriminate, and will not permit discrimination on the basis of race, national or ethnic origin, colour, religion, age, gender, sexual orientation, marital or family status, physical or mental disability, political belief, or pardoned criminal conviction. The Company also will not permit harassment or bullying.

Harassment occurs when one person subjects another to unwanted conduct or comment that is intimidating, hostile, offensive, demeaning, humiliating, belittling or embarrassing, and whether it occurs once or multiple times. It may include, but is not limited to, behaviour that is visual, verbal, electronic or written, or physical. Harassment occurs if a reasonable person should know that the behaviour is offensive or unwelcome. It is irrelevant whether the offending person intended to give offense or believed his or her conduct was welcomed. Bullying consists of aggressive, offensive, intimidating, malicious or insulting behaviour which makes the recipient feel vulnerable, humiliated or threatened.

Examples of harassment or bullying may include:

- Written or verbal abuse or threats
- Racial or ethnic slurs
- Unwelcome remarks, jokes, innuendo, or taunting about a person's body, attire, age, marital status, ethnic or racial origin, or religion
- Display of sexual, racial, ethnic or religious graffiti or other offensive material
- Practical jokes that cause awkwardness or embarrassment
- Unwelcome sexual remarks, invitations or requests, whether indirect or explicit
- Inquiries or comments about an individual's sex life or sexual preference
- Intimidation, insults or belittlement
- Leering or obscene or offensive gestures

- Contempt, paternalism, or patronizing behaviour that undermines self-respect or adversely affects performance or working conditions
- Physical conduct such as kissing, patting and pinching
- Vandalism
- Physical assault

The Company has a zero-tolerance policy on any type of discrimination, harassment or bullying. The CFO is available at all times to help deal with concerns. If you have been the victim of discrimination, harassment or bullying, keep a record of all incidents, including date, time and location, and identity of any witness to the incidents. If it is safe to do so, tell the person engaging in the conduct that the conduct is unwelcome and to stop immediately. Also, notify the CFO of the incident(s) or file a report under the Company's Whistleblower Policy referred to later in this Code.

11. ALCOHOL AND SUBSTANCE ABUSE

The Company is committed to providing a safe and productive work environment for all persons. No Employee, Agent, consultant or contractor may enter the workplace under the influence of alcohol or any legal (prescribed or unprescribed) or illegal drug that may impair safety or performance. The possession, use or distribution of alcohol or any illegal drug or prescription drugs without a valid prescription that occurs during work hours or in the workplace is prohibited.

Employees with alcohol or substance abuse problems will be given the opportunity to accept diagnosis and treatment. Employees with alcohol or substance abuse problems have the responsibility to request assistance when they cannot overcome the problems independently. If an Employee refuses to accept diagnosis and treatment, job performance problems will be handled according to normal disciplinary procedures. Violation of the prohibition on alcohol or prohibited drugs in the workplace, and alcohol or substance abuse that affects an Employee's performance also will be dealt with in the same manner as other performance problems.

12. INSIDE INFORMATION AND SECURITIES TRADING; REPORTING OBLIGATIONS

Applicable securities laws prohibit the purchase and sale of securities using material non-public information concerning the Company or the disclosure of material non-public information to others who might trade on the basis of such information. In addition, there are certain securities trading practices that the Company believes to be inappropriate even though they might not violate applicable securities laws. Also, certain insiders of the Company have reporting obligations under applicable laws and regulations. The Company is fully committed to compliance with law and ethical securities trading practices and applicable reporting requirements. In order to implement this commitment, the Company has adopted its Securities Trading and Reporting Policy. This Policy is incorporated in and is a part of this Code, and all Employees are responsible for understanding and implementing the Policy.

13. ACCURACY AND RETENTION OF BUSINESS RECORDS

Accounting standards and applicable Canadian laws require that transactions and events relating to the Company's operations and assets must be properly recorded in the books and accounts of the Company and accurately reported in the applicable reports required by and filed with the Toronto Stock Exchange and Canadian regulatory agencies. As a result, all officers of the Company and all financial personnel shall make and retain books, records and accounts that, in reasonable detail, accurately, completely and objectively reflect transactions and events and assets, and conform both to required accounting principles and to the Company's systems of internal controls. No false or artificial entries may be made. No entry may be made or recorded in the Company's books and records or reported in any disclosure document that misrepresents, omits, hides or disguises the true nature of the event or transaction or asset, and all material entries and reports must be made in a timely manner. All personnel are responsible for immediately reporting any concerns about the possible existence of fraud or any possible problems regarding the Company's financial records and its accounting, internal accounting controls and auditing procedures to a member of Senior Management. Alternatively, you may use the procedures outlined in the Company's Whistleblower Policy referred to later in this Code.

Certain documents and other records of the Company must be retained for various periods of time under legal and regulatory requirements. All records of the Company should be maintained in accordance with the Company's record retention guidelines. In any event, you must not destroy, shred or alter records that are in any way related to a threatened, imminent or pending legal or administrative proceeding, litigation, audit or investigation. If you become aware of such a proceeding, litigation, audit or investigation, you must immediately contact a member of Senior Management. Employees should consult their supervisor or a member of Senior Management for questions related to the Company's record retention guidelines or the propriety of disposing of a Company document or record.

The Company employs a firm of independent chartered accountants to audit the Company's annual financial statements. Each Employee is responsible for providing whatever assistance the auditors require. If you receive any inquiry from the auditors, you must respond promptly, fully and accurately.

14. COMMUNICATIONS AND DISCLOSURE POLICY

The Company is committed to providing information about the Company to the public in a manner that is consistent with all applicable legal and regulatory requirements and that promotes investor confidence by facilitating fair, orderly, and efficient behaviour. In order to implement this commitment, the Company has adopted its Communications and Disclosure Policy. This Policy is incorporated in and is a part of this Code, and all Employees are responsible for understanding and implementing the Policy.

15. WHISTLEBLOWER POLICY

The Company has adopted its Whistleblower Policy as a part of its commitment to ethical and responsible business conduct. The purpose of the Whistleblower Policy is to provide all Employees and Agents with a process for disclosing complaints or concerns regarding perceived or suspected (i) questionable accounting, internal controls or auditing process, (ii) unethical or illegal behaviour, and (iii) non-compliance with this Code. The Whistleblower Policy is incorporated in and is a part of this Code, and all Employees are responsible for understanding and implementing the Policy.

16. ENFORCEMENT

The Company's management is charged by the Board with ensuring that this Code and the Company's corporate policies will govern, without exception, all business activities of the Company.

A. Waivers of the Code

In certain extraordinary situations, a waiver of a provision of the Code may be granted. Any waiver of the Code for executive officers or directors may be made only by the Company's Board or the Audit Committee of the Board. Waivers will be promptly disclosed as required by applicable laws and regulations.

B. Violations of the Code

Violations of the Code will not be tolerated by the Company. Reported violations or apparent violations will be reviewed by Company management and appropriate disciplinary action will be taken, up to and including termination of employment or service with the Company.

NICKEL CREEK PLATINUM CORP.

ANNUAL CERTIFICATION FORM

I certify that, since January 1, 20___, I have read and been in compliance with the following code and policies of Nickel Creek Platinum Corp.:

- **Code of Business Conduct and Ethics;**
- **Communications and Disclosure Policy;**
- **Securities Trading and Reporting Policy; and;**
- **Whistle Blowing Policy,**

Date: _____

NAME (PRINT)

SIGNATURE