



LEADFX

CODE OF BUSINESS CONDUCT AND
ETHICS POLICY



LEADFX INC.

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Purpose

This Code of Business Conduct and Ethics Policy (the “**Code**”) embodies the commitment of LEADFX Inc. (the “**Corporation**”) and its subsidiaries to strive to maintain high standards of integrity and accountability in conducting business.

The Corporation expects you to act in full compliance with the policies set forth in this Code and in a manner consistent with high ethical standards. Failure to observe these policies may subject you to disciplinary action by the Corporation, up to and including termination. Furthermore, violations of this Code may also be violations of applicable law and may result in civil or criminal penalties for you, your supervisors and/or the Corporation.

Scope

This Code applies to every director, officer and employee of the Corporation and its wholly-owned subsidiaries, including the Chief Executive Officer (the “**CEO**”), the Board of Directors (the “**Board**”), officers and employees.

Roles and Responsibilities

Roles	Responsibilities
Directors, Officers, Employees of the Corporation and its wholly-owned subsidiaries	Mandatory compliance

Policy Details

Overview

This Code has been adopted by the Board of the Corporation. This Code embodies the commitment of the Corporation and its subsidiaries to strive to maintain high standards of integrity and accountability in conducting business. This Code applies to every director, officer and employee of the Corporation and its wholly-owned subsidiaries, including the CEO, the Board, officers and employees. References herein to the “Corporation” include the Corporation’s wholly-owned subsidiaries.

Each director, officer and employee should read and be familiar with the Corporation’s Insider Trading, Reporting and Blackout Policy, Whistleblower Policy and the policies and practices relating to health, safety, environment and the community, or such other policies as may be adopted by the Corporation from time to time.

The Corporation expects you to act in full compliance with the policies set forth in this Code and in a manner consistent with high ethical standards. Failure to observe these policies may subject you to disciplinary action by the Corporation, up to and including termination. Furthermore, violations of this Code may also be violations of applicable law and may result in civil or criminal penalties for you, your supervisors and/or the Corporation.



Compliance with the Code

Our commitment to integrity is part of everything we do. The Corporation's directors, officers and employees will:

- a) Read and fully comply with the portions of the Code that are relevant and ask questions if uncertain about their responsibilities.
- b) Always report violations of the Code as required.

Compliance with Laws

The Corporation is strongly committed to ensuring that its business is conducted in all material respects in accordance with all applicable laws, rules and regulations. No director, officer or employee may commit an illegal or unethical act, or instruct, or authorize others to do so, for any reason, in connection with any act, decision or activity that is or may appear to be related to his or her employment or position with the Corporation.

Compliance with Accounting Procedures

The integrity of the Corporation's financial record keeping systems will be respected at all times. Directors, officers and employees will:

- a) Always promptly provide any information necessary to ensure that the Corporation's records are accurate, fair, timely, complete and understandable.
- b) Never use or authorize accounting practices, such as falsified books, secret accounts or slush funds, that could distort the Corporation's operating results or performance measures.

Fair Dealing with Security Holders, Customers, Suppliers, Competitors and Employees

Directors, officers and employees shall deal honestly, fairly and ethically with all of the Corporation's security holders, customers, suppliers, competitors and employees. In all such dealings, directors, officers and employees shall not take any actions that would bring into question the integrity of the Corporation or any of its directors, officers or employees.

The Corporation is committed to fair employment practices and a workplace in which all individuals are treated with dignity and respect. This includes the following:

- a) Upholding the applicable employment standards, human rights and workplace regulations.
- b) Elimination of discrimination in respect of employment and occupation.

The Corporation expects that all relationships among persons in the workplace will be professional and free of bias and harassment. Directors, officers and employees will:

- a) Always treat each other and all members of the community with respect and courtesy.
- b) Always keep our workplace free from all forms of harassment (unwelcome behaviour that a reasonable person would consider to be degrading, humiliating, discriminatory, or intimidating).
- c) Never permit factors like race, religion, colour, sex, sexual orientation, age, nationality or ethnicity to determine decisions about hiring, employment promotions, pay rates, transfers, lay-offs or terminations (or condone decisions by others determined by such factors).
- d) Never permit physical disabilities to determine work-related decisions, unless the disability prevents a person from safely doing a job and the disability cannot reasonably be accommodated.



Fitness for Work

The Corporation is committed to making sure its workplaces are safe and encourages anyone who is not fit for work to advise their supervisor and seek help so that their job performance or the safety of co-workers is not jeopardized. Directors, officers and employees will, while performing his or her duties for the Corporation:

- a) Always ensure that they are fit for work, and will make the appropriate arrangements if over the counter or prescription medicines may impair their ability to work safely.
- b) Never report to work under the influence of illegal drugs or alcohol. Illegal drugs are drugs which applicable law prohibits an individual to possess or use. Illegal drugs include prescription drugs, if possessed or used by someone without a proper prescription.
- c) Always comply with site specific policies regarding the possession of alcohol.
- d) Never possess or use, buy, or sell illegal drugs.
- e) Always make arrangements for safe transportation when consuming alcohol at a Company sanctioned function.
- f) Never drive while under the influence of alcohol or drugs.
- g) Never possess, use, buy, or sell firearms or weapons of any kind.

Protection and Personal Use of the Corporation Assets

All directors, officers and employees should protect the Corporation's assets and ensure their efficient use. The Corporation's assets must be protected from loss, damage, theft, misuse, and waste. The Corporation's assets include your time at work and work product, as well as the Corporation's equipment and vehicles, computers and software, trading and bank accounts, the Corporation's information and the Corporation's reputation, trademarks and name. The Corporation's telephone, email, voicemail and other electronic systems are primarily for business purposes. Personal communications using these systems should be kept to a minimum. Directors, officers and employees should exercise prudence in incurring and approving business expenses, work to minimize such expenses and to ensure that such expenses are reasonable and serve the Corporation's business interests.

Fraud and Bribery

The Corporation's commitment to integrity includes a commitment not to engage in or tolerate fraud or bribery. Fraud is an intentional act or omission designed to deceive another person or to obtain a benefit that one is not entitled to. Bribery is an intentional offer of monetary or other benefit to another person, government official, organization, or company in order to secure or to attempt to secure a benefit in the performance of a duty, to obtain or retain business, or to obtain any other improper advantage in conducting our business.

Fraud can include a wide range of activities, such as falsifying records or timesheets, creating false benefits claims and misappropriating Corporation assets (including both physical assets and non-physical assets such as proprietary information and corporate opportunities) for personal gain.

Bribery can take different forms, such as cash payments; employment; bartering transactions; directing business to a particular individual or business; undue hospitality; or providing services or other benefits to a person, organization, or company or to those related to a particular person, organization, or company. Directors, officers and employees will:

- a) Never engage in fraudulent activities in the course of their work.
- b) Never bribe, offer a bribe, or condone bribery by others in the course of their work.



- c) Always ensure that the Corporation's assets are used only for legitimate business purposes and that all contracts for goods and services are made at a rate that reflects reasonable market conditions.

Recordkeeping and Retention

Information created or received in any format (paper, electronic, digital, audio-visual, or graphic) in the usual and ordinary course of business is the Corporation's property. The Corporation is committed to creating, managing, storing, retrieving, and destroying the Corporation's records so as to facilitate the efficient conduct of the Corporation's business. Directors, officers and employees will:

- a) Always make sure the Corporation records (including correspondence, memoranda, reports, presentations, safety documents, monitoring data, electronic databases, and financial records) are clear, truthful, complete, accurate, professional, and free from inappropriate or extraneous remarks.
- b) Always retain Corporation records as required by law or as notified by the Corporation's legal personnel.
- c) Always maintain the confidential and proprietary nature of the Corporation information and records.
- d) Always return the Corporation records to an immediate supervisor upon changing positions or ceasing employment with the Corporation.
- e) Never destroy, alter, or render unreadable the Corporation records unless expressly authorized to do so by the Corporation's legal personnel.

Media and Public Communications

With regard to disclosure of information to the public or outside parties, directors, officers and employees will:

- a) Always comply with the Corporation's Insider Trading, Reporting and Blackout Policy and any disclosure policy that the Corporation may adopt.
- b) Never make comments to the media or a member of the public in a manner that leads others to believe that you are speaking on behalf of the Corporation, unless expressly authorized to do so by a designated spokesperson under the Corporation's disclosure policy or by the CEO, and in each case, in compliance with any disclosure policy in force.
- c) If there is any doubt about the appropriateness of communicating or providing information to an outside party, contact the Corporation's Corporate Communications Officer.

Public Disclosure

The Corporation is committed to providing timely, factual, complete and accurate disclosure of material information about the Corporation to its shareholders, the financial community and the public, including in the Corporation's filings with securities regulatory authorities. The Corporation's policy governing public disclosure is set forth in the Corporation's Disclosure Policy. Employees and directors involved in the Corporation's disclosure process are responsible for acting in furtherance of such policy, and it is important that you thoroughly understand and comply with such policy.

Political Activities and Donations

All dealings between the Corporation and public officials are to be conducted in a manner that will not compromise the integrity or impugn the reputation of any public official or the Corporation or its affiliates. In addition to the prohibition on bribery contained in section 4.1.7, it is the Corporation's policy



that neither the Corporation nor its employees or directors shall pay, offer to pay, or promise to give anything of value, directly or indirectly, to any government official for the purpose of influencing an official act or decision related to retaining or obtaining business or directing business to any person. The Corporation may encounter particular pressure to make such payments in countries where extraordinary competition exists for mining opportunities and should be particularly vigilant not to be tempted by assertions that such practices are common or condoned in that country. If you are not certain that any conduct or proposed conduct is appropriate under such policy, you should discuss the matter promptly with legal counsel.

Health, Safety, Environment and Community

The Corporation believes the systematic application of a risk assessment approach to sound health, safety, environmental and community management practices are in the best interests of its business, its employees, its shareholders, and the communities in which it operates. The Corporation is committed to conducting our business in accordance with recognized industry standards and to meeting or exceeding all applicable health, safety, environmental and community laws and regulations. Achieving this goal and undertaking initiatives to promote greater environmental responsibility is the responsibility of all directors, officers and employees. The Corporation will incorporate health, safety, environment, community and governance issues into its decision-making processes, and ownership policies and practices. All employees are responsible for familiarizing themselves with the Corporation policies and practices regarding health, safety, environment and community.