



LeadFX Inc.

Code of Business Conduct & Ethics

A. OVERVIEW

This Code of Business Conduct and Ethics (the “Code”) has been adopted by the Board of Directors of LeadFX Inc. This Code embodies the commitment of LeadFX Inc. and its affiliates (the “Company”) to conduct our business in accordance with all applicable laws, rules and regulations and high ethical standards. This Code applies to every Company employee, including the Chief Executive Officer and other senior executive and financial officers, and to members of our Board of Directors.

Each employee and director should also read and be familiar with the Company’s Disclosure Policy, Insider Trading, Reporting and Blackout Policy, and policies and practices relating to safety and occupational health.

The Company 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 Company, up to and including termination. Furthermore, violations of this Code may also be violations of the law and may result in civil or criminal penalties for you, your supervisors and/or the Company.

B. COMPLIANCE AND REPORTING VIOLATIONS

The Company expects employees and directors to take all responsible steps to prevent a violation of this Code, to identify and raise potential issues before they lead to problems, and to seek additional guidance when necessary. If you have any questions regarding the best course of action in a particular situation, or if you suspect a possible violation of a law, regulation or this Code, you should promptly contact your direct supervisor or manager and if necessary any member of the Board of Directors. If the Board of Directors deems it necessary they will contact legal counsel with regard to the matter at hand.

If your concerns relate to the conduct of the Chief Executive Officer or any other senior executive or financial officer, you may also report your concerns to the Chairman of the Board or any other member of the Board of Directors. In the case of accounting, internal accounting controls or auditing matters, you should promptly contact the Chairman of the Board and the Chairman of the Audit Committee who will communicate these concerns to the Audit Committee of the Board of Directors as well as the Board of Directors.

If an employee or other person covered by this policy believes a violation of this policy has occurred or is occurring, such person may make a report in person or anonymously. Every reasonable effort will be made to ensure the confidentiality of those furnishing information. If you prefer to report an allegation anonymously, you must provide enough information about the incident or situation to allow the Company to investigate properly. If you raise an ethical issue and you do not believe the issue has been addressed, you should raise it with another of the contacts listed above.

C. STANDARDS OF CONDUCT

1. Conflicts of Interest

All employees and directors have an obligation to act in the best interests of the Company. A “conflict of interest” occurs when an individual’s private interest improperly interferes, or could be deemed to interfere, with the interests of the Company. A conflict situation can arise when an employee or director takes actions or has private interests that may make it difficult to perform his or her company work objectively and effectively. Conflicts of interest may cause an employee or director to make decisions based on personal gain rather than in the best interests of the Company.

Employees and directors should avoid conflicts of interest. In particular, you may not use or attempt to use your position at the Company to obtain any improper personal benefit for yourself. If you are aware of a material transaction or relationship (including those involving family members) that could reasonably



be expected to give rise to a conflict of interest, you should discuss the matter promptly with the Chief Executive Officer.

The Company respects the right of employees and directors to take part in financial, business, and other activities outside their jobs. These activities, however, must be free of conflict with your responsibilities as the Company employees and directors. The Company employees and directors must not serve as directors or officers of, or work as employees or consultants for, a competitor or an actual or potential business partner of the Company without prior approval of the Chief Executive Officer.

Company employees and directors may not invest in or trade in shares of a competitor or an actual or potential business partner of the Company where such investment or trading may appear or tend to influence business decisions or compromise independent judgment. This prohibition does not apply to shares of a publicly traded company where such investment or trading relates to less than five percent of its issued shares. However, investing or trading in the Company's competitors or business partners remains subject to applicable laws and regulations regarding insider trading, including prohibitions against trading when in possession of material non-public information regarding such companies, whether such information is gained in the course of employment with the Company or otherwise.

If a conflict of interest exists, and there is no failure of good faith on the part of the employee or director, the Company's policy generally will be to allow a reasonable amount of time for the employee or director to correct the situation in order to prevent undue hardship or loss. However, all decisions in this regard will be in the discretion of the Chief Executive Officer, whose primary concern in exercising such discretion will be the best interests of the Company.

2. Public Disclosure

The Company is committed to providing timely, factual, complete and accurate disclosure of material information about the Company to its shareholders, the financial community and the public, including in the Company's filings with securities regulatory authorities. The Company's policy governing public disclosure is set forth in the Company's Disclosure Policy. Employees and directors involved in the Company'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.

3. Compliance with Laws, Rules and Regulations

The Company is committed to compliance with all applicable laws, rules, and regulations in all jurisdictions in which it does business. All employees and directors are expected to adhere to the standards and restrictions imposed by those laws, rules, and regulations. Employees and directors should educate themselves on the laws, rules, and regulations that govern their work and whenever an employee is in doubt about the application or interpretation of any legal requirement the employee should refer the matter to his or her superior who, if necessary, should seek the advice of legal counsel. Many of the Company's activities are subject to complex and changing laws around the world and particularly in Canada and Australia, affecting both local and foreign trade commerce. Ignorance of the law is not a defence should such laws be contravened; moreover, agreements or arrangements need not necessarily be in writing to contravene such laws since it is possible for contravention to be inferred from the conduct of the parties.

All dealings between the Company 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 Company or its affiliates. It is the Company's policy that neither the Company 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 Company 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.



4. Insider Trading

Employees shall not use for their own financial gain or disclose for the use of others, inside information, obtained as a result of their employment with the Company. The Company and its employees and directors are subject to laws and regulations regarding insider trading. Generally, Canadian securities laws prohibit trading in the securities (including equity securities, convertible securities, options, bonds, and any stock index containing the security) of any company while in possession of material, non-public information regarding such company. This prohibition applies to the Company's securities as well as to the securities of other companies. The Company has adopted an Insider Trading, Reporting and Blackout Policy in order to prevent improper trading in securities of the Company and the improper communication of undisclosed material information regarding the Company. It is important that you thoroughly understand and comply with such policy.

5. Corporate Opportunities

Employees must avoid all situations in which their personal interests conflict or might conflict with their duties to the Company or with the economic interest of the Company. A conflict of interest arises when an individual's personal activity conflicts with the best interests of the Company or when it adversely influences the proper discharge of his obligations, duties, and responsibilities or the Company and its shareholders. Employees and directors are prohibited from (a) taking for themselves personally opportunities that are discovered through the use of corporate property, information or position, unless the Company has already been offered the opportunity and declined it; (b) using corporate property, information, or position for personal gain; and (c) competing with the Company.

No employee shall accept any appointment to membership on the board of directors, standing committee, or similar body of any outside company, organization or governmental agency (other than industry, professional, social, charitable, educational, religious or legal political organization) without giving prior notice of any such appointment to the Chief Executive Officer whether or not a possible conflict of interest might result from the acceptance of such appointment.

6. Protection and Proper Use of Company Assets

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

7. Confidentiality

Employees and directors should maintain all confidential information in strict confidence, except when disclosure is authorized by the Company or legally mandated. Confidential information includes, among other things, any non-public information concerning the Company, including its business, financial performance, results or prospects, and any non-public information provided by a third party with the expectation that the information will be kept confidential and used solely for the business purpose for which it was conveyed. Your obligation to safeguard the Company's confidential information continues after your employment with the Company ends. The Company's policy on maintaining confidentiality is set forth in the Company's Disclosure Policy.

8. Employee Harassment or Discrimination

The Company is committed to fair employment practices and a workplace in which all individuals are treated with dignity and respect. We do not tolerate or condone any type of discrimination prohibited by law including, but not limited to, those provisions set forth in the *Canadian Human Rights Act*, and the *Ontario Employment Standards Act* (and the Australian equivalents). The Company expects that all relationships among persons in the workplace will be professional and free of bias and harassment.



9. Environmental, Safety, and Occupational Health Practices

The Company believes that sound environmental, safety, and occupational health management practices are in the best interests of its business, its employees, its shareholders, and the communities in which it operates. The Company is committed to conducting our business in accordance with recognized industry standards and to meeting or exceeding all applicable environmental and occupational health and safety laws and regulations. Achieving this goal is the responsibility of all employees and directors.

All employees are responsible for familiarizing themselves with the Company policies and practices regarding safety and occupational health.

D. WAIVERS OF THIS CODE

From time to time, the Company may waive certain provisions of this Code. Waivers generally may be granted only by the Chief Executive Officer. However, any waiver of the provisions of this Code for directors and executive officers, including the Chief Executive Officer and Chief Financial Officer, may be made only by the Board of Directors or a Committee of the Board and will be disclosed to shareholders as required by applicable rules and regulations.