

EUROMAX RESOURCES LTD.**CODE OF BUSINESS CONDUCT AND ETHICS**

(adopted 23 June 2014)

1. Introduction

This Code of Business Conduct and Ethics (the “**Code**”) has been adopted by the board of directors of Euromax Resources Ltd. (“**Board**”) and covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all directors, officers and employees of the Company. In this document, the term “the Company” refers to Euromax Resources Ltd. and its subsidiaries.

The Code applies to all directors, officers and employees of the Company. For the purposes of the Code, the term “employees” includes all permanent, contract, secondment and temporary agency employees who are on long term assignments with the Company, as well as to consultants and contractors to the Company.

Obedience to the law, both in letter and in spirit, is the foundation on which the Company's ethical standards are built. All of the Company's employees, officers and directors must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. All directors, officers and employees are expected to adhere to the principles contained in the Code and will be held accountable therefor. Consultants and contractors retained by the Company are also expected to conduct themselves in accordance with the principles of the Code in their activities relating to the Company. The employee, officer or director retaining the services of a consultant or contractor should take all responsible steps to prevent the violation of the Code by such consultant or contractor.

Failure to observe the terms of the Code may result in disciplinary action, including suspension, termination of employment or removal from the Board. Furthermore, breaches of the Code may be violations of the law and may result in civil and criminal liabilities.

2. Compliance with Laws

Compliance with all applicable laws and regulations is essential to the conduct of the Company's business.

3. Conflict of Interest

In discharging their duties, employees, officers and directors must act honestly and in good faith having in mind at all times, the best interests of the Company. A "conflict of interest" exists when a person's private interests interfere with the interests of the Company. All employees, officers and directors must avoid situations involving a conflict of interest unless it has been approved by the Board. In particular, any activity that would allow an employee, an officer, a director, or a member of their immediate family, to enjoy personal gain or benefit as a result of their relationship with the Company would be considered a conflict of interest.

4. Corporate Opportunities

Employees, officers and directors have a duty to advance the Company's legitimate interests when the opportunity to do so arises. Employees, officers and directors are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or position without the consent of the Board. No employee, officer or director may use corporate property, information, or position for improper personal gain, and no employee may compete with the Company directly or indirectly.

5. Proper Accounting

Employees, officers and directors must comply with prescribed accounting, internal accounting, and auditing procedures and controls at all times. All records must accurately reflect and properly describe the transactions they record. All assets, liabilities, revenues and expenses shall be properly recorded on a timely basis in the books of the Company. Each employee must be vigilant in preventing fraud and dishonesty, and report immediately any evidence of wrongdoing.

6. Insider Trading

Securities laws contain very strict provisions regarding the trading in securities of public companies by people who have the benefit of material information about such companies. It is illegal for anyone with knowledge of material information affecting a public company, which has not been publicly disclosed, to purchase or sell securities of that company. It is also illegal for anyone to inform any other person of material non-public information, except in the necessary course of business. Therefore, insiders and employees with knowledge of confidential or material information about the Company and subsidiaries are prohibited from trading in securities of the Company until the information has been fully disclosed and a reasonable period has passed for the information to be widely disseminated.

The Company has a separate *Disclosure, Confidentiality and Insider Trading Policy* which can be found on the Company's website at www.euromaxresources.com/about-us/corporate-governance and sets out the rules and guidelines that all employees, offices and directors must follow in order to comply with the laws on securities trading.

7. Confidential Information

Employees, officers and directors may not directly or indirectly use or disclose any secret or confidential knowledge or data of the Company, except as authorized in their ordinary course of employment or as required by law. Any notes, memoranda, notebooks, drawings or other documents made, compiled or delivered to employees during the period of their employment are the exclusive property of the Company and must be turned over to it at the time of termination of their employment or at any other time upon the Company's request. Additionally, while it is appropriate to gather information about the Company's markets, including publicly available information regarding competitors, employees and officers should not seek to acquire proprietary and confidential information of competitors by unlawful or unethical means, including information resulting in the breach of nondisclosure obligations by competitors' employees or other third parties.

8. Protection and Proper Use of Company Assets

All employees, officers and directors should endeavour to protect the Company's assets and ensure their efficient use. The use of any funds or other assets of, or the providing of any services by, the Company for any purpose which is unlawful under applicable laws of Canada, any province thereof, or any of the other foreign jurisdictions in which the Company operates, is prohibited. Employees, officers and directors may not use employees, materials, equipment or other assets of the Company for any unauthorized purpose.

Employees ceasing employment with the Company shall return all documents, or data belonging to the Company such as computer hardware and software, database, cellular phones, credit card, books, etc.

9. Inventions, Developments, Improvements

Any inventions, developments or improvements which are conceived by employees during their period of employment by the Company must be promptly disclosed to the Company in writing, and will in most cases be the Company's exclusive property. Inventions which were developed on an employee's own time and are not related to the Company's business or research would not be the Company's property.

10. Harassment or Discrimination

The Company is committed to encouraging the respect of individuals, their integrity and their dignity by ensuring that the working environment and relations between employees shall be free of discrimination and harassment.

11. Environmental Responsibility

All employees and directors are required to comply with all applicable laws and regulations relating to the protection of the environment. Additionally, employees, officers and directors must comply with all environmental policies adopted by the Company.

12. Compliance and Reporting

The Company expects employees, officers and directors to take all responsible steps to prevent any breach of the Code. Any employee, officer or director who observes or otherwise becomes aware of any illegal, unethical behavior or any violation of the Code shall report the violation as soon as reasonably possible.

Employees are encouraged to talk to supervisors, managers or other appropriate personnel when in doubt about the best course of action to take in a particular situation. Employees may also contact the Company's VP Legal Affairs & Corporate Secretary. It is the policy of the Company not to allow retaliation for reports of misconduct by others made in good faith by employees. Employees, officers and directors are expected to cooperate in internal investigations of misconduct. These matters will be treated with discretion and diligence.

The Company has adopted an internal **Whistleblower Policy**, a copy of which is attached to the Code as Exhibit A, that provides for a formal process for submitting reports concerning breaches of the Code of Business Conduct and Ethics and complaints regarding accounting, internal accounting controls, auditing matters or fraud, with the ability to submit such reports on an anonymous basis. If you wish to report an allegation anonymously, you must provide enough information about the incident or situation to allow the Company to investigate properly.

13. Contract Workers

The Company considers that the compliance obligations arising out of the Code apply not only to employees of the Company, but also to independent contract workers to the extent that they conduct activities on the Company's behalf. For that reason, the definition of "employee" as set out in paragraph 2 of the Code includes contract workers. The Company expects all contract personnel to familiarize themselves with the Code, and to comply with it, in the same manner as is required of Company employees.

14. Waivers of the Code

The Company will make every effort to resolve potential conflicts of interest or Code-related issues that may arise when these are disclosed promptly to management, and the parties involved have acted in good faith. In the unlikely event that potential conflicts cannot be resolved, waivers of compliance with the Code will only be given where appropriate. Any waivers for executive officers and directors must be approved, in advance, by the Board, and will be promptly disclosed if required by law or stock exchange regulation.

15. Annual Certification

Each director, officer and employee will be required to certify on an annual basis that he or she has read the Code and is in compliance with it. The Annual Certification Form is attached to the Code as Exhibit B.

EXHIBIT A

EUROMAX RESOURCES LTD. (the "Company")

WHISTLEBLOWER POLICY

1. Purpose and Application

1.1 The purpose of this Policy is to establish procedures for:

- (a) the receipt, retention, and treatment of complaints received by the Company regarding:
 - i. accounting, internal accounting controls, auditing matters, fraud; or
 - ii. violations of the Company's Code of Business Conduct and Ethics; and
- (b) the submission by employees of the Company, on a confidential and anonymous basis, of concerns regarding:
 - i. questionable accounting and auditing matters; or
 - ii. violations of the Company's Code of Business Conduct and Ethics.

1.2 This Policy applies to all directors, officers and employees of the Company and its subsidiaries. For the purposes of this Policy, the term "employees" includes all permanent, contract, secondment and temporary agency employees who are on long term assignments with the Company, as well as consultants and contractors to the Company.

1.3 Whistleblower disclosures include the following issues ("**Whistleblower Issues**"):

- accounting and auditing irregularities
- violation of any applicable law, rule or regulation that relates to corporate reporting and disclosure
- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company or any of its subsidiaries
- fraud or deliberate error in the recording and maintaining of financial records of the Company or any of its subsidiaries
- deficiencies in, or noncompliance with, the Company or any of its subsidiaries' internal policies and controls
- deviation from full and fair reporting of the Company's consolidated financial condition
- fraud and theft
- corruption, bribery or blackmail
- failure to comply with securities laws (including the securities regulatory authorities in the provinces and territories of Canada and the TSX Venture Exchange)
- endangering the health and safety of any individual
- tax or custom offences

- conflicts of interests
- protection and improper use of Company's assets

Whistleblower Issues can relate to wrongdoings occurring in any of the Company's offices and/or operations.

2. Communication of the Policy

To ensure that all employees of the Company are aware of the Policy, a copy of the Policy will be distributed to all employees, or alternatively they will be advised that the Policy is available on the Company's website for their review. All employees will be informed whenever significant changes are made. New directors, officers and employees will be provided with a copy of this Policy and will be educated about its importance.

3. Complaints Procedure

- 3.1 Reports of possible violations covered by this Policy **OTHER than those** related to any Company policy or procedure or applicable law, rules or regulations **involving accounting, internal accounting controls or auditing matters**, may be addressed to the Company's VP Legal Affairs & Corporate Secretary, Ms. Deborah Paxford, in writing (which may be done anonymously as set forth in 3.3 below), addressed as follows:

By mail or courier: Deborah Paxford
 VP Legal Affairs & Corporate Secretary
 Euromax Resources UK (Services) Ltd
 Fifth Floor
 12 Berkeley Street
 London W1J 8DT,
 United Kingdom
 (Marked "Confidential")

By email: dpaxford@euromaxresources.co.uk
 (anonymity cannot be guaranteed for email)

- 3.2 Any concerns or questions regarding potential violations of any Company policy or procedure or applicable law, rules or regulations **involving accounting, internal accounting controls or auditing** matters should be directed to Mr. Tim Morgan-Wynne, Chair of the Audit Committee of the Company in writing (which may be done anonymously as set forth in 3.3 below), addressed as follows:

By mail or courier: Mr. Tim Morgan-Wynne,
 Chair of the Audit Committee
 Euromax Resources Ltd.
 Fifth Floor
 12 Berkeley Street
 London W1J 8DT,
 United Kingdom
 (Marked "Confidential")

By email: tmorganwynne@euromaxresources.co.uk (anonymity cannot be guaranteed for email)

- 3.3 Reports and concerns may be communicated anonymously if desired. If you prefer to report an allegation anonymously, you must provide enough information about the incident or situation to allow the Chair of the Audit Committee or the VP Legal Affairs & Corporate Secretary to investigate properly. All such concerns shall be set forth in writing and forwarded in a sealed envelope to the Chair of the Audit Committee or the VP Legal Affairs & Corporate Secretary in an envelope labeled with a legend such as ***“To be opened by the Chair of the Audit Committee (or the VP Legal Affairs & Corporate Secretary) only, being submitted pursuant to the “Whistleblower Policy”.*** If any such envelope is received by the management, it shall be forwarded promptly and unopened to the addressee.
- 3.4 Following the receipt of any complaints submitted hereunder, the Chair of the Audit Committee or the VP Legal Affairs & Corporate Secretary, as the case may be, shall promptly investigate each matter so reported. The Chair of the Audit Committee or the VP Legal Affairs & Corporate Secretary may enlist employees of the Company and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation of complaints regarding financial statement disclosures, accounting, internal accounting controls, auditing matters or violations of the Company’s Code of Business Conduct and Ethics.
- 3.5 It is the obligation of all employees, officers and directors to cooperate in any investigation conducted by the Chair of the Audit Committee or the VP Legal Affairs & Corporate Secretary, as the case may be.
- 3.6 The investigation generally will include, but will not be limited to, discussions with the person making the report (unless the report was submitted on an anonymous basis), the party against whom allegations have been made, and witnesses, as appropriate. In conducting any investigation, the Chair of the Audit Committee or the VP Legal Affairs & Corporate Secretary, as the case may be, shall use reasonable efforts to protect the confidentiality and anonymity of the complainant, subject to the need to conduct a full and impartial investigation, remedy any violations of the Company’s policies, or monitor compliance with or administer the Company’s policies.
- 3.7 In the event that an investigation establishes that an employee, officer or director has engaged in conduct or actions in violation of this Policy, the Company will take immediate and appropriate corrective action, which may include, alone or in combination, a warning or letter of reprimand, demotion, loss of merit increase, bonus or stock options, suspension without pay or termination of employment.
- 3.8 In the event that the investigation reveals that the report was frivolously made or undertaken for improper motives or made in bad faith or without a reasonable and probable basis, the Company will take whatever disciplinary action may be appropriate in the circumstances.

4. Retention of Records

- 4.1 The Chair of the Audit Committee shall retain as a part of the records of the Audit Committee all records relating to any complaints or concerns investigated by the Chair of

the Audit Committee pursuant to this Policy for a period of no less than seven years. The types of records to be retained by the Audit Committee shall include records of all steps taken in connection with the investigation and the results of any such investigation.

- 4.2 The VP Legal Affairs & Corporate Secretary shall retain as a part of the Company's legal department records all records relating to any complaints or concerns investigated by the VP Legal Affairs & Corporate Secretary pursuant to this Policy for a period judged to be appropriate based upon the subject matter and merits of the submission. The types of records to be retained by the VP Legal Affairs & Corporate Secretary shall include records of all steps taken in connection with the investigation and the results of any such investigation.

5. No Adverse Consequences

- 5.1 A submission regarding a Whistleblower Issue may be made by a director, officer or employee of the Company without fear of dismissal, disciplinary action or retaliation of any kind. The Company will not discharge, discipline, demote, suspend, threaten or in any manner discriminate against any person who reports in good faith a Whistleblower Issue or provides assistance to the Chair of the Audit Committee, the VP Legal Affairs & Corporate Secretary, management or any other person or group, including any governmental, regulatory or law enforcement body, investigating a Whistleblower Issue.
- 5.2 Since allegations of impropriety may result in serious personal repercussions for the target person or entity, the employee, director or officer reporting a Whistleblower Issue should have reasonable and probable grounds before making such a report and should undertake such reporting in good faith, for the best interests of the Company and not for personal gain or motivation.
- 5.3 In the event that the investigation reveals that the complaint was frivolously made or undertaken for improper motives or made in bad faith or without a reasonable and probable basis, that complainant's supervisor may take whatever disciplinary action may be appropriate in the circumstances.

6. Review of Policy

The Board will review and evaluate this Policy on an annual basis to determine whether the Policy is effective in providing a confidential and anonymous procedure to report violations or complaints regarding Whistleblower Issues.

7. Queries

If you have any questions about how this Policy should be followed in a particular case, please contact the Chair of the Audit Committee or the VP Legal Affairs & Corporate Secretary of the Company.

8. Publication of the Policy on Company's Website

This Policy will be posted on the Company's website at:

www.euromaxresources.com/about-us/corporate-governance

EXHIBIT B

EUROMAX RESOURCES LTD.

COMPLIANCE CERTIFICATE

I have read and understand the Code of Business Conduct and Ethics (the “Code”) of Euromax Resources Ltd. (the “Company”). I will adhere in all respects to the ethical standards described in the Code. I further confirm my understanding that any violation of the Code will subject me to appropriate disciplinary action, which may include demotion or discharge.

I certify to the Company that I am not in violation of the Code, unless I have noted such violation in a signed Statement of Exceptions attached to this Compliance Certificate.

Dated:.....

Signature:

Print name and position:

Tick one of the following:

- A Statement of Exceptions is attached.
- No Statement of Exceptions is attached.