

# CREAM MINERALS LTD.

(THE "COMPANY")

## CODE OF BUSINESS CONDUCT AND ETHICS

### GENERAL

The purpose of this Code of Business Conduct and Ethics (the "**Code**") is to promote integrity, deter wrongdoing and assist all Company personnel in making decisions regarding the affairs of the Company and its subsidiaries. The Code outlines the basic principles that guide the affairs of the Company and while it addresses certain specific situations, it is not comprehensive. Personnel are encouraged to consult with the Chairman of the Audit Committee for direction regarding specific issues and conflicts or potential conflicts.

### THE CODE

The Company and its subsidiaries and their directors, officers, employees (the "**Covered Persons**") shall conduct the Company's business and affairs honestly and with integrity, shall use high ethical standards, and shall deal fairly and professionally with the Company's securityholders, customers, suppliers, competitors and employees. All Covered Persons shall comply with the aforementioned general principles and, more specifically shall:

#### *Accurate Financial Recording*

Maintain records that accurately reflect the Company's operations. Financial statements shall be prepared in accordance with applicable generally accepted accounting principles and securities laws. The statements shall be prepared using the highest standards of integrity.

#### *Compliance with Laws, Rules and Regulations*

Comply with the applicable laws, rules and regulations of each jurisdiction in which the Company conducts business.

#### *Obligations to Shareholders*

Conduct the Company's affairs with a view to the best interests of the Company as a whole and to enhance shareholder value.

#### *Conflict*

Avoid all situations that might reasonably be perceived to conflict or have the potential to conflict with their duties to the Company. If an immediate family member of a Covered Person holds a greater than 5% equity interest in, serves as a director, officer, partner, consultant or employee of, or has a significant financial stake in a direct competitor to the Company, this will be considered a conflict situation that will be required to be disclosed to the Chairman of the Audit Committee. Without limitation and by way of example only, other conflicts of interest may exist if a Covered Person:

- (a) accepts a gift, service, payment or other benefit of more than nominal value from a competitor, supplier, or customer of the Company, or any entity or organization with which the Company

does business or seeks to do business. Normal course of business gatherings sponsored by customers or suppliers shall be permissible and shall not be considered a conflict;

- (b) lends to, borrows from, or has a material interest (equity or otherwise) in a competitor, supplier, or customer of the Company, or any entity or organization with which the Company does business or seeks to do business;
- (c) accepts compensation (in any form) for services performed for the Company from any source other than the Company, such as from a shareholder or a joint venture partner;
- (d) serves as a director, officer, partner, consultant, or employee of, or serves in any other significant role of, any competitor, supplier, or customer of the Company, or any entity or organization with which the Company does business or seeks to do business;
- (e) acts as a broker, finder or other intermediary for the benefit of a third party in transactions involving the Company or its interests;
- (f) knowingly competes with the Company or diverts a business opportunity from the Company; or
- (g) conducts significant outside business activity that precludes their ability to devote appropriate time and attention to their responsibilities with the Company.

Additionally, where a conflict or potential conflict arises with a director or officer of the Company, such individual shall comply with applicable corporate laws with respect to such conflict. If a conflict or potential conflict arises involving an employee or consultant, the individual shall disclose same to the Chairman of the Audit Committee of the Company and shall abide by the recommendations of the Chairman of the Audit Committee, who shall consult with the Board as necessary with respect to the matter.

#### *Corporate Opportunities*

Not (i) take for themselves personally opportunities that properly belong to the Company or are discovered through the use of corporate property, assets, information or position, (ii) use corporate property, assets, information or position for personal gain, or (iii) compete with the Company. Covered Persons owe a duty to the Company to advance the Company's legitimate interests when the opportunity to do so arises.

#### *Disclosure, Communications, Confidentiality and Stock Trading*

Comply with the Company's Disclosure, Confidentiality, and Insider Trading Policy.

#### *Respect and Tolerance*

Not tolerate discrimination, intimidation or harassment on the basis of race, colour, age, gender, sexual orientation, marital status, physical or mental disability, national or ethnic origin or religious beliefs. Employees are entitled to work in an environment which is respectful of their dignity, rights, needs and individual differences.

### *Environmental Standards*

Conduct the Company's exploration, development and mining operations using environmental best practices with a goal to protecting human health, minimizing impact on the ecosystem and returning exploration and mining sites to a high environmental standard in compliance with all applicable environmental laws and regulations.

### *Health and Safety*

Provide safe and healthy working conditions on all Company sites and comply with all applicable occupational health and safety laws and regulations.

### *Contribution to Local Communities*

Conduct the Company's operations with a view to respecting and enhancing the economic and social situations of the communities in which the Company operates.

### *International Operations and Business Practices*

Know and obey the laws, rules and regulations in each country in which the Covered Persons act for the Company and conduct themselves in accordance with such laws and local business practices (to the extent permitted by all applicable law, rules and regulations). The Company recognizes that laws, regulations, business practices and customs vary throughout the world and that, in certain cases, may be different from laws, rules, regulations, business practices and customs in Canada. Notwithstanding the above, Covered Persons shall comply with all applicable laws relating to foreign corrupt practices.

### *Dealing with Public Officials*

Not (directly or indirectly) make payments to public officials with a view to assisting the Company to conduct its business unless there is no reasonable alternative to such payment, the payment is not being made to induce the official to misuse their position, the payment is not illegal under Canadian and such jurisdiction's laws, including laws relating to foreign corrupt practices, and the payment is properly recorded and identified in the Company's accounting records.

### *Benefits Given*

Not provide gifts or other personal benefit to others that would be considered extravagant or which may reflect unfavourably on the Company.

### *Benefits Received*

Not seek or receive gifts or other personal benefits from those doing or seeking to do business with the Company which might reasonably be perceived to have the ability to affect the recipient's judgment or conduct involving the Company.

### *Other Entities to be Ethical*

Use reasonable efforts to ensure that the companies and individuals with which the Company does material business also observe high ethical standards.

### *Use of Agents*

Not use agents or other non-employees to circumvent applicable laws or to otherwise engage in practices that run contrary to the Code.

### *Encourage the Reporting of Any Illegal or Unethical Behaviour*

Talk to supervisors, managers or other appropriate personnel when there is or may be any ambiguity about the proper ethical or legal action to take in a particular situation and report promptly any potential violations of the Code or any of the Company's other corporate governance policies, including without limitation the Disclosure, Confidentiality, and Insider Trading Policy (collectively, "**Potential Violations**"), or any Accounting Concerns as such term is defined in the Company's Whistleblower Policy, to the Chairman of the Audit Committee pursuant to the Company's Whistleblower Policy. The Company will not allow retaliation for reports of Potential Violations that are made in good faith.

## **COMPLIANCE, ENFORCEMENT AND WAIVER**

### *Compliance with the Code*

It is the responsibility of all Covered Persons to be aware of their obligations under, and to comply with, the Code. All breaches of the Code shall immediately be reported to the Chairman of the Audit Committee. All reports by an individual of violations will be kept confidential except if otherwise required by law. Individuals who breach the Code may be subject to disciplinary action, including dismissal.

### *Reporting*

Any person who wishes to report a breach of the Code, a Potential Violation, or a person has any questions regarding the Code or its application to the Company and/or Covered Persons, may make a submission to the Chairman of the Audit Committee of the Company in writing, by telephone or email pursuant to the Company's Whistleblower Policy as follows:

In Writing:	Cream Minerals Ltd. Attention: Chairman of the Audit Committee 1400 – 570 Granville Street Vancouver, British Columbia V6C 3P1 Canada
By Telephone:	(604) 687-4622
By E-mail:	info@creamminerals.com

### *Amendment and Waiver*

The Code may only be amended or waived by the Board at its sole discretion. Upon such waiver or amendment, the Board will arrange to have the waiver or amendment communicated as appropriate under the circumstances.

**COMMUNICATION OF THE POLICY**

To ensure that all Covered Persons are aware of and educated about the Code, the Company will make a copy of the Code available to all Covered Persons, and they shall be informed whenever significant changes are made to the Code.

A copy of this Code shall be filed under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.creamminerals.com](http://www.creamminerals.com).

**EFFECTIVE DATE**

Adopted by the Board on December 5, 2012.