



RAZORE ROCK  
RESOURCES INC.

# Code of Business Conduct and Ethics

February, 2014

This Code of Business Conduct and Ethics (the “**Code**”) aims to encourage the appropriate standards of conduct and behaviour of the directors, officers, employees and contractors (collectively called the “**Corporation Representatives**”) of the Corporation in carrying out their roles for the Corporation.

Corporation Representatives are expected to act with integrity and objectivity, striving at all times to enhance the reputation and performance of the Corporation.

## GENERAL PRINCIPLES

- Corporation Representatives must act honestly and in good faith with a view to the best interests of the Corporation as a whole.
- Corporation Representatives have a duty to use due care and diligence in fulfilling the functions of their position and exercising the powers attached to their employments.
- A Corporation Representative’s primary responsibility is to the Corporation and its shareholders as a whole. There is a duty not to make improper use of information acquired as a Corporation Representative, take improper use or advantage of their position or engage in conduct likely to bring discredit upon the Corporation. In addition, Corporation Representatives must not allow personal interests, or the interest of any associated person, to conflict with the interests of the Corporation.
- Confidential information received by Corporation Representatives in the course of the exercise of their duties remains the property of the Corporation. It is improper to disclose the information, or allow it to be disclosed, unless that disclosure has been authorized by the Corporation, or the person from whom the information is provided, or it is required by law.

A copy of the Code is available at <http://razore-rock-resources-inc.listings.cnsx.ca/About-Us.aspx>

The Corporation has in place a Whistleblower Policy which encourages the reporting of any non-compliance with the Code. The Corporation also has in place a Disclosure Policy, relating to disclosure of material information, and an Insider Trading Policy, governing the trading of the Corporation’s securities by officers, directors, employees and certain consultants of the Corporation.

All directors are required to notify fellow directors of any material personal interest in any matter under the Board’s consideration. Having regard to the nature and extent of such interest, the affected director may be required to remove himself or herself from discussion and consideration of, and voting on, such matter.

## **CONFLICT OF INTEREST**

All employees, officers and directors have an obligation to act in the best interests of the Corporation at all times.

A “conflict of interest” situation occurs when:

- the private interests of an employee, officer or director improperly interferes with the interests of the Corporation;
- an employee, officer or director takes actions or has private interests that may make it difficult to perform his or her Corporation work objectively and effectively; or
- an employee, officer or director may have cause to make decisions based on personal gain rather than in the interests of the Corporation.

The Corporation views breaches of the Code as serious misconduct. Where the personal interests of an employee, officer or director or the interests of their family or associates may conflict with those of the Corporation, then the employee, officer or director must immediately disclose such conflict to the Corporate Secretary. The Corporate Secretary has the responsibility to report the breach to the appropriate senior management and to advise the Corporation Representative of the outcome and actions implemented. If a conflict of interest exists and there is no failure of good faith on the part of the employee, officer or director, the Corporation’s policy will generally be to allow a reasonable amount of time for the Corporation Representative to correct the situation in order to prevent undue hardship or loss.

If an employee, officer or director becomes aware of a material transaction or relationship (including those involving family members or associates) that could reasonably be expected to give rise to a conflict of interest, he or she should discuss the matter promptly with the Corporate Secretary or the Corporation’s outside legal counsel.

Any employee, officer or director who, in good faith, reports a breach or a suspected breach will not be subject to any retaliation or recrimination for making that report.

An employee, officer or director who breaches the policies outlined in the Code may be subject to disciplinary action, including, in the case of serious breaches, dismissal.

## **DIRECTORS**

The following additional comments apply to directors of the Corporation and aim to ensure directors have a clear understanding of the Corporation’s expectations of their conduct.

### **Fiduciary duties**

All directors have a fiduciary relationship with the Corporation and with the shareholders of the Corporation. A director occupies a unique position of trust with the shareholders of the Corporation, which makes it unlawful for directors to improperly use their position to gain advantage for themselves.

Each director is expected to exercise skills commensurate with their level of knowledge and experience in order to increase the value of the Corporation for the benefit of shareholders of the Corporation as a whole.

### **Duties of directors**

Each director must endeavour to ensure that the Corporation is properly managed so as to protect and enhance the interests of all of the Corporation's shareholders. To meet this obligation directors should:

- at all times exercise due care in their duties;
- be diligent, thoroughly review all meeting materials, attend Board meetings and make themselves knowledgeable about the business of the Corporation and the physical and social environment in which it operates;
- ensure that shareholders, the Canadian Securities Exchange and all applicable Canadian Securities Commissions are informed of all material matters which require disclosure;
- avoid or fully disclose conflicts of interest; and
- be impartial in their judgements and actions.

### **INSIDER TRADING**

Fiduciary duty requires that Corporation Representatives do not improperly utilise their position for personal gain or for the gain of their families or associates.

Therefore, information concerning the activities or proposed activities of the Corporation, which is not public and which could materially affect the price of the Corporation's shares, must not be used for any purpose other than valid Corporation requirements.

Each Corporation Representative is required to ensure that information in their possession, and which could affect the price of the Corporation's shares, is transmitted only to those with a need to know for the proper discharge of their duties on behalf of the Corporation. Each Corporate Representative must comply with the Corporation's Disclosure Policy and Insider Trading Policy.

### **STAKEHOLDERS**

The Board recognizes that the primary stakeholders in the Corporation are its shareholders. Other legitimate stakeholders in the Corporation include employees, service providers, joint venture participants, optionors or optionees under agreements relating to the Corporation's resource properties and the general community.

The Corporation's primary objective is to create shareholder wealth through the exploration, development and operation of resources projects.

The Corporation is committed to conducting all its operations in a manner which:

- protects the health and safety of all employees, contractors and community members;
- recognizes, values and rewards the individual contribution of each employee;
- achieves a balance between economic development, maintenance of the environment and social responsibility;

- maintains good relationships with suppliers and the local community; and
- is honest, lawful and moral.

All Corporation Representatives are expected to act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Corporation.

**Policy history**

Established: February 2014

Last review:

Review frequency: Annually