

4 DIRECTORS CODE OF BUSINESS CONDUCT and ETHICS POLICY

The Board of Directors will adopt and maintain a Code of Business Conduct and Ethics that will apply to all Directors and Senior Executives.

The Code is designed twofold:

To ensure the business/operations of the Company are conducted to the highest ethical standards, Directors and Senior Executives must be committed to:

1. Engaging in honest and integral conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
2. Ensuring full, fair, accurate, timely and understandable disclosure in reports and documents the Company submits to the regulatory authorities and to the market weighed up against taking all reasonable measures to protect the confidentiality of non-public information obtained or created and to prevent the unauthorised disclosure of such information;
3. Adhering to compliance with applicable governmental laws, rules and regulations;
4. Promoting the performance of roles in a cost effective and responsible manner, using the Company's property and equipment only for authorised Company business, avoiding waste of the Company's resources and maintaining adequate security over the Company's property and resources;
5. Ensuring the competitiveness of the Company in situations and the market in which it operates in a fair manner, under no circumstances are coercive or misleading practices tolerated; and
6. Having the awareness of whether Company actions impact the environment.

To ensure on a personal level, Directors and Senior Executives exercise due care in their duties by:

1. Acting honestly beyond question;
2. Communicating with all persons equitably and with respect – not engaging in behaviour which discriminates on the grounds of race, religion, gender, marital status or disability and
3. Ensuring commitments are reasonable and honoured;
4. Adhering to the truth, not mislead directly or indirectly nor make false statements, nor mislead by omission;
5. Being diligent, by attending Board meetings, gaining knowledge about the business of the Company and the physical and social environment in which it operates; and
6. Being impartial in judgements and actions and respect the privacy of others.

Directors and Senior Executives occupy a unique position of trust with the Company and therefore Shareholders.

They are therefore, expected to exercise skills commensurate with their level of knowledge and experience to ensure the Company is properly managed to increase the value of the Company as a whole and not to improperly use their position to gain advantage for themselves.

All within the Company must maintain their integrity whilst carrying out their duties by avoiding conflicts between their private interests and their responsibilities.

Where the interests of associates, the personal interest of a Director or a Director's family may conflict with those of the Company, the Director must immediately undertake all necessary actions to eliminate the conflict and if unable to do so then abstain from participation in any discussion or decision-making process in relation to the subject matter of the conflict or may need to consider resignation as a director of the Company.

The disclosure requirements expected to be made around conflicts of interest are prompt reporting of:

- Active private or other business interests and any other matters which may lead to potential or actual conflicts of interest and
- All relationships that question the independence status of Directors and Senior Executives. Dealings with the Company will always be at arm's length to avoid the possibility of actual or perceived conflicts of interest around being independent; and

The Company must ensure true, fair, accurate and timely disclosure in reports and documents required to be made regarding Directors' relevant interests.

Executive Directors must always be alert to the potential for a conflict of interest between their roles as executive managers and their fiduciary duty as Directors.

Payments, Gifts, Entertainment and Travel

Regarding acceptance of favours, gifts and entertainment, Directors are to exercise tact and judgement and shall not accept any personal gain of any material significance if offered.

Fair Dealing

The Company competes fairly in the situations and markets in which it operates. It does not use coercive or misleading practices and will only deal with business partners who demonstrate similar ethical or responsible business practices.

Furthermore, the Company does not falsify or wrongly withhold information.

Insider Trading

Information concerning the activities or proposed activities of the Company, which is not available to the public and which could materially affect the price and volume of the Company's Securities, must not be used for any purpose other than valid Company requirements.

Each Director and Senior Executive is required to ensure that any information in their possession which may affect the price and volume of the Company's Securities is transmitted only to those required to know for the proper discharge of their duties on behalf of the Company.

The Chair of the Board is charged with the responsibility of promoting accountability for adherence to this Code by all Directors, Senior Executives and Management, providing guidance to help them recognize and deal with ethical issues and help foster the Company's culture of honesty and integrity.

As with the Code of Conduct Policy, there must exist the mechanisms for all within the Company to feel comfortable to report unethical conduct.

This Code of Business Conduct and Ethics Policy for Directors and Senior Executives is in addition to the Code of Conduct Policy which have both been adopted by the Board.

I ACKNOWLEDGE that I have read and considered the Code of Business Conduct and Ethics Policy of Eclipse Metals Limited and agree to conduct myself in accordance with the Code.

Signature

Name

Date

Policy History

Date

Change Reason

June 2020

3rd Revision

June 2017
September 2015
July 2013

2nd Revision
1st Revision
Established