

SCOZINC MINING LTD.

CODE OF CONDUCT AND ETHICS

ScoZinc Mining Ltd. (the “**Company**” or “**ScoZinc**”) is committed to maintaining high ethical standards. Every employee, officer and director is expected to read, understand and adhere to the Company’s Code of Conduct and Ethics (the “**Code**”). Although this Code does not cover every detail related to honest and ethical conduct, it is intended to highlight the major policies of the Company and to exemplify the manner of conduct and ethics to which employees should be held. The integrity and reputation of this Company will depend on the honesty, fairness and integrity of each person associated with the Company. It will be each person’s responsibility to apply common sense together with their high ethical standards in making business decisions where there is no stated guideline in the code. Everyone is encouraged, without fear of reprimand, to ask questions about conduct that may violate the code or clarify areas with their supervisors and senior staff.

Compliance with the Law

Employees must conduct business in full compliance with applicable laws and regulations in Canada. All applicable laws and regulations of any foreign jurisdiction are to be followed when traveling and conducting the business of the Company and its subsidiaries in that jurisdiction.

Integrity/Fairness

It is the Company’s policy to maintain the highest standard of integrity. All business dealings between employees and public or private officials will be conducted in a manner that will not compromise the integrity, or place in question, the reputation of ScoZinc or such officials. All those representing the Company are to deal fairly and ethically with all related parties, including suppliers, investors, partners and employees. No one is to take unfair advantage through manipulation, concealment, misrepresentation, espionage, or other unfair or illegal practices.

Conflicts of Interest

Employees should avoid personal interests that conflict with interests of the Company such as situations where an employee or someone close to the employee can benefit from the employee’s position in the Company. For example, employees should not have any business, financial, or other relationship with collaborators, suppliers, or competitors that might appear to impair the independence of the employee or the Company.

Gifts

Employees shall not offer, nor furnish on behalf of the Company, extravagant gifts or excessive entertainment or benefits to others. Employees should not seek or accept, directly or indirectly, any extravagant gifts or benefits from a supplier that does or seeks to do business with the Company.

Technology and Access to Information

Employees should not use the internet, phones or other technology inappropriately, (even if such technology is privately owned), at any Company office, at any site of operation, or during any time during which they are being paid by the Company.

The following are examples of appropriate and inappropriate uses of technology:

Examples of Appropriate Use:

- Sending, receiving, participating in business communications;
- Limited, reasonable personal-use communication that complies with this code;
- Accessing, transmitting, or using non-confidential, business-related information; and
- Accessing, transmitting, or using confidential information only when authorized and required by the Company by way of job description or special instructions.

Examples of Inappropriate Use:

- Accessing, obtaining, transmitting, or trafficking in pornographic, offensive, illegal, or stolen material;
- Accessing, obtaining, transmitting, or trafficking confidential Company or related party information;
- Sending unsolicited bulk email (also known as "spam")
- Accessing the internal computer system (also known as "hacking") or other resource of another entity without express written authorization from the entity responsible for that resource, as applicable;
- Committing any other unlawful or illegal act, including harassment, libel, fraud, or trafficking in contraband of any kind.

Confidentiality

Employees who have received or have access to confidential information are charged to take care to keep it confidential. Disclosure of sensitive confidential information is only allowed when specifically authorized or legally mandated. Employees who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except to conduct the business of the Company. All non-public information about the Company and any other company with which

ScoZinc does business is considered confidential information and must not be publicly disclosed except as required in the course of the Company's business and in accordance with Company policies. To use material non-public information in connection with buying or selling securities, including "tipping" others who might make an investment decision on the basis of this information, is illegal. Employees must exercise the utmost care when handling material non-public information.

Financial, Record Keeping and Disclosure

The Company's corporate and business records are to be completed accurately and honestly. The making of false or misleading entries, whether they relate to financial results or test results, is strictly prohibited.

Employees who collect, provide, or analyze information for or otherwise contribute in any way in preparing or verifying public reports should strive to ensure that financial disclosure is accurate and transparent and that reports contain all of the information about the Company that would be important to enable shareholders, investors, and all other current or potentially related parties to assess the soundness and risks of the business, its finances, and the quality and integrity of the Company's accounting and disclosures.