

# FIREWEED ZINC LTD.

## CODE OF BUSINESS CONDUCT AND ETHICS

**INTRODUCTION:** This Code of Business Conduct and Ethics (the “Code”) of Fireweed Zinc (the “Company”) sets out basic principles and rules to guide Company directors, officers and employees, plus all other persons including contractors acting for or on behalf of the Company (collectively “Company Personnel”) in the ethical conduct of business and field operations. All Company Personnel must conduct themselves accordingly and seek to avoid even the appearance of improper behavior.

**Company Personnel who violate any rule of this Code will be subject to disciplinary action, which could include the termination of their employment, contract or other relationship with the Company.**

### THE RULES

The following rules apply to all Company Personnel whether based in the office or in the field.

1. **Ethical Behaviour:** Company Personnel will comply in good faith at all times with all applicable laws, rules and regulations, and behave in an ethical manner. All reporting, both internal and public, shall be honest, fair and accurate to the best knowledge of those reporting.
2. **Non-discriminatory and harassment-free workplace:** All individuals on Company worksites are to be treated with respect and dignity. Discrimination or harassment on the basis of race, colour, religion, national origin, sexual orientation or any other category protected by law, will not be tolerated.
3. **Confidentiality:** Company Personnel shall at all times treat Company information as strictly confidential and shall not reveal such information to anyone except as directed by a Company officer or director, or if such information is already in the public domain. For certainty, information on drilling, assay results and mineralization is included in the definition of confidential information.
4. **No insider trading:** Company Personnel shall comply with all insider trading regulations and shall never trade in the Company’s shares while having knowledge of confidential information regarding the Company or its projects. For clarity, Company Personnel shall not reveal confidential information to anyone offsite so they may trade in the Company’s shares.
5. **Conflicts of interest:** If a conflict of interest or potential conflict situation should arise (where an individual’s or other person’s interests conflict with those of the Company), Company Personnel shall consult their supervisor or a Company officer or director on how to address it in a professional and equitable manner.
6. **Gifts:** Gifts including entertainment and hospitality are common industry practice to a limit and often given with the aim to network and build business relationships. However gifts that can be reasonably considered to be extravagant for an individual or excessive in value to influence a business or government decision or be interpreted as a bribe or payoff, either by or from any Company Personnel, shall not be offered or accepted. As a guide, gifts valued at more than C\$150 may (or may not) be considered extravagant. Company Personnel must also comply with all laws and regulations regarding payments to government officials.
7. **Fraud and theft:** Fraud or theft of any of the Company’s assets, information or data shall not be tolerated.
8. **Substance abuse:** The Company is committed to maintaining a safe and healthy work environment. Company Personnel are expected to perform their responsibilities in a professional manner and, to the degree that job performance or judgment may be hindered, be free from the effects of drugs and/or alcohol.
9. **Company Personnel shall report in confidence any transgressions or suspected transgressions of any of these rules to their supervisor, a Company officer or director**
10. **Any questions or uncertainties about any of the above rules should be directed to your supervisor or a Company officer or director.**

---

*This Code of Business Conduct and Ethics is to be posted at all Fireweed Zinc work sites and explained to all workers when they begin their employment.*

*<Effective as of April 21, 2017>*