

## **OPTA MINERALS INC.**

### **BUSINESS ETHICS AND CODE OF CONDUCT**

#### **1. INTRODUCTION**

Opta Minerals Inc. and its affiliated companies (hereinafter referred to as the "Opta Minerals Group") conducts its business in accordance with the spirit, as well as the letter, of the law. We believe in and adhere to the highest standards of ethical conduct in all business operations, even beyond the strict requirements of the law. As an employee, you are expected to perform your duties on behalf of the applicable member of the Opta Minerals Group, not only in compliance with the law, but in accordance with these ethical standards as well.

#### **2. PURPOSE AND SCOPE**

##### **PURPOSE**

This policy is established to set forth the standards that govern all employees in the performance of their duties on behalf of the respective members of the Opta Minerals Group and, where applicable, in their involvement in outside business activities. It seeks to bring personal and Opta Minerals Group values into congruence and make them self-perpetuating.

Senior management has the primary responsibility for setting the standard for ethical conduct through promulgation of appropriate policy and by personal example. By accepting employment within the Opta Minerals Group, you confirm your acceptance of the obligation to carefully observe these standards of conduct.

In all decisions you make affecting our business, you must consider what is right for the Opta Minerals Group as a whole and ask yourself how your contemplated action would appear if all the facts, interests and motives were made public. In business, as in life, the hard question sometimes is not "what must I do," but "what must I refuse to do."

It is not possible to present a comprehensive list of every activity that might give rise to an ethical or legal dilemma. Rather, we seek to address those potentially compromising situations that arise with the greatest frequency in the business world.

##### **SCOPE**

1. Each officer, employee and director shall be furnished a copy of this Business Ethics and Conduct Manual.
2. Each officer, employee and director shall evidence his/her receipt, reading and comprehension of this policy.
3. Each employment offer letter shall include the Business Ethics and Code of Conduct Manual and a certificate or form which shall be executed as a part of the acceptance of an employment offer. Each servicing Personnel Department shall maintain records, including all documents executed by each employee.
4. Any violation of this policy shall be subject to disciplinary action. The specific form of disciplinary action taken shall depend on the nature of the infraction and which shall range from verbal warning through termination of employment.
5. All employees are obligated to report any wrongdoing or violation of this code of conduct or related policies, violation of accounting or internal controls, or any incidents of fraud or alleged fraud in accordance with Opta Minerals' Ethics Reporting Policy.

#### **3. CONFLICTS OF INTEREST**

The Opta Minerals Group respects your right to privacy in your personal activities and financial affairs. A principal

purpose of this policy is to provide guidance to you in avoiding situations in your private life, which are, or may appear to be, in conflict with your responsibilities to the Opta Minerals Group.

It is essential that you avoid any situation or interest, which might interfere with your judgment with respect to your responsibilities to the Opta Minerals Group. In determining whether a conflict is involved in a given situation, there is no substitute for your sound judgment and personal integrity applied to the particular facts involved. Generally speaking, a conflict of interest exists when an obligation or situation resulting from your personal activities or financial affairs may influence your judgment in the performance of your job responsibilities.

All of our employees are to conduct the Opta Minerals Group's affairs on an "arms' length" basis and not engage in any business or financial activity that may conflict with the interest of the Opta Minerals Group. For example, the selection of agents, contractors, distributors, suppliers, consultants and the like on behalf of the Opta Minerals Group must be made solely on the basis of their ability to perform the required work competently and at competitive prices.

a) **Outside Financial Interests**

If you have a financial interest, are a director of, or perform work for a third party with which we do business or compete, you must disclose that interest to your supervisor. Such financial interest in a third party includes stock ownership and any related trusts or estates but excludes ownership of less than 1% of the stock.

You should also bring to the attention of In-house Counsel or the Chairman of the Audit Committee (see Ethics Reporting Policy) any situation in which the financial interest of an immediate family member or close friend could create the appearance of impropriety. This would include, for example, a situation in which a spouse or close friend was being retained as a consultant or a member of management in one of our supplier companies. Disclosure of these relationships will enable the Opta Minerals Group to ensure that no conflict exists and that all deal intent of this policy.

b) **Gifts, Gratuities and Entertainment**

You must not accept any gift, entertainment or anything else, which could be perceived by others to be of such value that it may interfere with your judgment concerning the giver of the gift. Generally, this means that gifts over a value of \$250 are inappropriate and receipt of any gift having a value in excess of \$50 should be disclosed to In-house Counsel or the Chairman of the Audit Committee (see Ethics Reporting Policy).

c) **Outside Work**

In addition to potential conflicts of financial interest, a conflict of time interest may exist if you undertake to engage in an independent business venture or to perform work or services for another business or organization, to the extent such outside activity impinges on, or conflicts with, your responsibilities to the Opta Minerals Inc. Any such outside interests must be disclosed to In-house Counsel or the Chairman of the Audit Committee (see Ethics Reporting Policy).

d) **Improper Payments**

You may not authorize, make or participate in a payment of money or a gift on behalf of the Opta Minerals Inc. of materials, equipment, services, facilities or anything else of value to:

- (i) any domestic or foreign government or governmental agency or official;
- (ii) any non governmental customer or prospective customer; or
- (iii) any employee, agent or associate of such a person or entity for the purpose of promoting or retaining business for the Opta Minerals Group or inducing the recipient to grant favorable treatment to, or forgo any claim against, the Opta Minerals Group.

This does not preclude token gratuities that are consistent with the law and are approved in advance by the President, as appropriate.

#### 4. **CONFIDENTIAL AND PROPRIETARY INFORMATION**

a) **The Opta Minerals Group's Confidential Information**

You must exercise care not to disclose nonpublic information regarding the Opta Minerals Group or its operations. Of course, not all confidential information will be designated as such, and it need not be in written form to require protection. You must be sensitive to the kinds of information that constitutes the Opta Minerals Group's confidential and proprietary information, sometimes referred to as trade secrets. Confidential and proprietary information is that which is not known or available to the public and which might adversely affect the Opta Minerals Group's interests if it were disclosed.

This information may include, but is not limited to, product and business plans, personnel data, advertising or promotional programs, contractual terms and relationships, budgets, customer lists and sales forecasts.

If you are uncertain whether something is confidential, you should assume that it is or contact the Opta Minerals Group's Chief Financial Officer for specific advice and clarification

b) **Confidential Information of Others**

In addition to protecting our own trade secrets and other confidential and proprietary information, it is our policy and practice to respect the trade secrets of others. This is particularly pertinent if you have knowledge of the trade secrets of a former employer. You are not to reveal any information that might reasonably be considered a trade secret of a former employer. Likewise, if you are approached with any offer of confidential information, which you believe, may be improperly obtained, you should immediately bring this to the attention of the Opta Minerals Group's In-house Counsel or the Chairman of the Audit Committee (see Ethics Reporting Policy).

c) **Software Protection**

The protection of software is grounded in the long-established copyright rules that govern other media, such as cassettes, books and films. The unauthorized duplication of software constitutes copyright infringement, regardless of whether it is done for sale, for free distribution or for an individual's private use. Moreover, those individuals who make the copies are liable for copyright infringement whether or not they knew their conduct violated federal law.

The Opta Minerals Group licenses software from a variety of sources. This includes not only the substantial operating software programs, but also the so-called "shrink-wrap" programs typically used for word processing, spreadsheets and data management. We do not own the packaged software or its related documentation and, unless authorized, do not have the right to copy or reproduce this software or its related documentation. It is the Opta Minerals Group's policy to license a sufficient number of programs to provide for the legitimate needs of all employees. You are not permitted to copy, resell or transfer (in-house or to your home) any software unless authorized under the applicable software license agreement. Likewise, software on a local area network or multiple machines must be used in accordance with the applicable license agreement.

Each employee is responsible for all software installed on his or her machine without appropriate approval. This includes fontware, which is to be treated and safeguarded in the same manner as all other software licensed and used by the Opta Minerals Group. Your I.T. Department, or equivalent, will advise you of the individual(s) exclusively authorized to approve installation of software on your computer.

Severe penalties can be assessed against unauthorized copying or use of computer software. The copyright law provides a maximum prison term of five years for any person who makes copies of one or more copyrighted works in addition to substantial fines to the individual and his or her employer.

d) **Confidential Information of Employees**

Just as you are expected to protect the Opta Minerals Group's confidential information, the Opta Minerals Group will protect your legitimate right to the confidentiality of your employment records. All inquiries regarding personnel should be referred to the Human Resources Department. The Opta Minerals Group

will provide employee information to third parties only upon written authorization of the employee or as mandated by law.

Finally, the Opta Minerals Group expects you to respect the reasonable expectations of privacy of your fellow employees, whether at work or away from the job.

e) **Ownership of Files and Other Opta Minerals Group Documents**

All documents, encoded media and other tangible items provided to you by the Opta Minerals Group or prepared, generated or created by you or others in connection with any business activity of the Opta Minerals Group, including, but not limited to, files, recordings, electronic data, abstracts, correspondence, notes, reports, and Opta Minerals Group telephone directories, whether printed, handwritten or in any other form and including any reproductions or partial copies of any such items ("Opta Minerals Group Documents"), are the property of the Opta Minerals Group premises for the sole and limited purpose of working off-premises, provided the Opta Minerals Group Documents so removed are not the only versions thereof. If possible, copies should be removed, when necessary and originals left on the premises. At any time, at the Opta Minerals Group's request, and automatically on your retirement or other termination from employment, you must promptly surrender all Opta Minerals Group Documents in your possession. As a guideline, you should assume that, upon termination of employment, you should surrender any business information that came into your possession and control by any means whatsoever during the course of your employment.

5) **ACCURATE BOOKS, RECORDS AND FINANCIAL REPORTS**

Our financial statements and the books and records on which they are based must fairly and accurately report all business transactions and reflect the Opta Minerals Group's assets and liabilities. All reporting of information (e.g. expense reports, invoice transmittals, inventory summaries, etc.) must be accurate, honest and timely and present a fair representation of the facts.

If you have information or knowledge regarding any violation of this policy, you should promptly report such matter to Opta Minerals Inc's Chief Financial Officer or the Chairman of the Audit Committee (see Ethics Reporting Policy).

6) **POLITICAL ACTIVITIES**

We encourage our employees to participate in the political process on their own behalf as they see fit. No employee, however, shall make any contribution of Opta Minerals Group funds, equipment or other assets to any candidate for public office or any political party unless specifically authorized to do so by the President of the Opta Minerals Group. Likewise, no money or property may be given to lobbyist or consultant on behalf of the Opta Minerals Group in order to obtain any action on legislation, regulations or other governmental activity without the express authorization of the President. The same policy applies to attendance on behalf of the Opta Minerals Group at political fundraisers.

7) **MEDIA RELATIONS**

We encourage the use of proper, timely media contact by persons authorized to speak officially for the Opta Minerals Group. Without prior authorization, such contact is prohibited. Anyone requesting information about the Opta Minerals Group should be referred to the Chief Executive Officer, who has been designated the Opta Minerals Group's spokesperson, or to a member of senior management.

8) **ANTITRUST AND TRADE REGULATION COMPLIANCE**

Antitrust laws were enacted to help preserve the free enterprise system, promote competition and protect the public, our Opta Minerals Group and other companies from unfair and predatory trade practices.

No employee shall enter into any understanding, agreement, plan or scheme, whether express or implied, formal or

informal, oral or written, with any competitor with respect to prices, terms or conditions of sale, credit terms, output, production, distribution, territories or customers. The policy of Opta Minerals absolutely prohibits any consultation with competitors relating to prices or terms and conditions of sale.

**ANY INFRACTION OF OPTA MINERALS ANTITRUST POLICY OR THE ANTITRUST LAWS WILL SUBJECT ANY EMPLOYEE TO LEGAL PENALTIES AS WELL AS OPTA MINERALS DISCIPLINE, UP TO AND INCLUDING DISMISSAL FROM EMPLOYMENT.**

If you have any questions whatsoever about antitrust policy; you should contact the Opta Minerals Chief Financial Officer.

9) **SOCIAL RESPONSIBILITY**

a) **Commitment to the Community and Society**

The Opta Minerals Group encourages all employees to contribute in their own way to such philanthropic endeavors as assisting the economically disadvantaged, promoting human rights and social justice, protecting the environment and fostering educational and cultural interests.

The Opta Minerals Group endorses such service to our local communities and to the society at large and is committed to leading the way through contributions to worthy, educational, charitable, and public service activities.

b) **Commitment to the Environment**

We will conduct our operations with the highest regard for the quality of the environment. Our policy at all operating locations is to comply strictly with, or exceed, standards for waste treatment and disposal and other environmental regulations established by the local, state and federal agencies having jurisdiction over these matters.

The Opta Minerals encourages and supports recycling and conservation programs and elicits your cooperation in making them successful at your work site.

c) **Commitment to Our Employees**

The Opta Minerals Group is committed to providing equal opportunities in hiring and employment and a supportive working environment. We will take steps to affirmatively comply with all laws aimed at guaranteeing such rights and will endeavor to establish an environment that promotes professional growth, encourages each person to achieve his or her highest potential and fosters individual creativity and responsibility.

We will promote an atmosphere of open and honest communication within and across all levels of the organization. We are committed to educational upgrading, fair and timely assessments of performance and equitable compensation that reflects employee contributions to Opta Minerals Group objectives within a framework of equal opportunity and affirmative action.

The Opta Minerals Group will not discriminate against or harass any employee or applicant for employment because of race, color, creed, religion, national origin, sex, disability, age, marital status, status with respect to public assistance or any other protected class as defined by the laws of the jurisdictions in which we operate.

The Opta Minerals Group will take affirmative action to ensure that all employment practices are free of such discrimination. Such employment practices include, but are not limited to the following: hiring, upgrading, demotion, transfers, recruitment or recruitment advertising, selection, lay-off, disciplinary action, termination, rates of pay or other forms of compensation and selection for training.

We believe the dignity, individuality and privacy of all people must be respected. If, at any time, you believe that an assignment violates your moral or religious principles or your personal dignity, you are

encouraged to address such concern to your supervisor, a representative of Human Resources Department, In-house Counsel or the Chairman of the Audit Committee (see Ethics Reporting Policy).

10) **RELATED POLICIES; OPERATION**

a) **To Be Read with Other Policy Statements**

It is expressly understood that this policy is to be read in conjunction with other Opta Minerals Group policy documents.

b) **Distribution**

Distribution of this policy will be made to all officers, employees and directors. In addition, all managers are expected to communicate to all employees who report to them the Opta Minerals Group's dedication to operating our business in accordance with the highest standards of ethical conduct and to reinforce this precept at every opportunity.

c) **Responsibility for Implementation; Enforcement**

Each department head is responsible for monitoring compliance with the code of ethical conduct set forth in this policy manual by all employees within his or her department. Nevertheless, regardless of your job title or position in the Opta Minerals Group, if you become aware of a violation of this code or any law, you should report such violation to your supervisor, the Human Resources Department or Chief Financial Officer or the Chairman of the Audit Committee (see Ethics Reporting Policy). Generally, the Human Resources Department is responsible for the implementation of this policy with assistance from management.

Whenever an employee reports any information to, or requests any approval from, his or her supervisor pursuant to this policy manual, such supervisor should promptly advise the Human Resources Department, Chief Financial Officer or the Chairman of the Audit Committee (see Ethics Reporting Policy) which will ensure that all employees are treated fairly and courteously and that all such contacts are kept in the strictest confidence. Any waiver, in part or whole, of this policy for officers or directors, may be made only by the board of directors and shall be promptly disclosed to shareholders, along with the reasons for the waiver.

The Opta Minerals Group will, to the maximum extent possible, conceal the identity of anyone who reports a possible violation as well as the identity of anyone about or against whom an allegation of misconduct has been brought. In addition, the applicable Opta Minerals Group member may refer the results of any investigation to the appropriate regulatory or law enforcement agencies.

No employee will be discharged, demoted, suspended, threatened, harassed or in any other manner discriminated against in the terms and conditions of employment, or otherwise, because of any lawful act done by an employee in the provision of information to superiors, or to appropriate government agencies, regarding conduct that the employee reasonably believes violates Opta Minerals Inc's Business Ethics and Code of Conduct (and relating policies) or any applicable government laws, rules and regulations, or in assisting an investigation of these types of violations.

d) **Remediation / Investigation**

In the event an investigation of a violation or alleged violation, initiated by the audit committee or representatives hired by the audit committee reveals any significant deficiencies or material weaknesses in the investigative process or other internal controls, the investigation team shall, with the involvement of the audit committee, take appropriate and timely steps to remedy same to ensure the integrity of such controls and processes.