

JAMES BAY RESOURCES LTD.

CODE OF BUSINESS CONDUCT AND ETHICS

1 INTRODUCTION

- 1.1 The Board of Directors of James Bay Resources Ltd.¹ (“**James Bay**”) has determined that, on the recommendation of the Corporate Governance Committee, James Bay should formalise its commitment to conducting its business and affairs in accordance with a code of business conduct and ethics.

2 GENERAL PRINCIPLES

- 2.1 James Bay is committed to conducting its business and affairs with honesty, integrity and in accordance with high ethical and legal standards. This Code of Business Conduct and Ethics (the “**Code**”) provides a set of ethical standards by which each director, officer, employee, consultant and contractor of James Bay will conduct his or her business. This Code is intended to give an overview of James Bay’s expectations for its directors, officers, employees, consultants and contractors and is supplemented by other policies adopted by James Bay.

3 APPLICATION OF THIS CODE

- 3.1 The Code applies to all directors, officers, employees, consultants and contractors of James Bay and compliance with this Code for each director constitutes terms of service, for each officer and employee constitutes conditions of employment and for each consultant and contractor constitutes conditions of providing services to James Bay. Each such person agrees to be bound by the provisions of this Code upon notification of the most recent copy being given to them or upon notification that an updated version has been placed on James Bay's website for review.

4 COMMUNICATION OF THIS CODE

- 4.1 To ensure that all directors, officers, employees, consultants and contractors of James Bay are aware of this Code, a copy of this Code will be provided to them and they will be advised that this Code is available on James Bay's website for their review. All directors, officers, employees, consultants and contractors will be informed whenever significant changes are made. New directors, officers, employees, consultants and contractors will be educated about its importance.

¹ This Code applies to James Bay Resources Ltd. and all of its subsidiaries. Accordingly, this Code will refer to James Bay and its subsidiaries as “James Bay”.

5 COMPLIANCE WITH LAWS, CODE AND POLICIES

5.1 As the anti-corruption laws of the US and Canada have extraterritorial application, all directors, officers, employees, consultants and contractors will be bound by the most stringent requirements of those laws in all jurisdictions in which we operate, even if conduct would otherwise be permitted by the local law of a particular jurisdiction.

5.2 In addition, all directors, officers, employees, consultants and contractors, in discharging their duties, will comply with:

- the laws, rules and regulations of the location in which James Bay is performing business activities;
- this Code; and
- all corporate policies, which address many of the following expectations in more detail and including, without limitation, the following principal corporate policies:

- (a) ***Anti-Bribery & Corruption Policy***
- (b) ***Corporate Disclosure Policy***
- (c) ***Insider Trading Policy***
- (d) ***Safety, Environmental and Social Responsibility Policy***
- (e) ***Whistleblower Policy***
- (f) ***Gifts & Hospitality Policy***

5.3 No one working for James Bay, regardless of his or her position, will ever commit an illegal or unethical act, or will instruct any officer, employee, consultant or contractor to do so. If you are confronted with a situation that raises an issue under this Code or other corporate policies, ask yourself these questions and carefully consider the appropriate action where the answer may be ‘yes’:

- (a) Is the life, health or safety of anyone, or the environment, endangered by the action?
- (b) Is it illegal?
- (c) Does it feel dishonest, unfair and/or unethical?
- (d) Does it compromise anyone’s trust or integrity?
- (e) Would the public disclosure of the activity in any way be embarrassing to you, James Bay or any other affected employees?

5.4 You should be sufficiently familiar with any laws and regulations and corporate policies and procedures that apply to your area of work and responsibility. That will permit you to recognize possible breaches and to know when to seek advice. If in doubt, you should discuss the matter with a member of senior management.

6 ANNUAL CERTIFICATION REGARDING COMPLIANCE

- 6.1 All directors, officers, employees and consultants of James Bay, together with any contractors that the board of directors (the “**Board of Directors**”) of James Bay Resources Ltd. may decide, will provide annual certification of compliance with this Code in the form available for review on James Bay's website.
- 6.2 The *Anti Corruption Compliance Officer* of James Bay will be responsible for ensuring that all annual certifications are obtained on or before the end of the first fiscal quarter of each year, and for providing written confirmation to the Board of Directors that such certifications have been obtained and summarizing the results thereof.

7 STANDARDS OF GOOD PROFESSIONAL ETHICS

- 7.1 James Bay intends that its good reputation will be maintained and, accordingly, all of James Bay’s activities will be carried out ethically and with honesty and integrity, in the expectation that these activities will become a matter of public knowledge. Anything less is unacceptable and will be treated as a serious breach of duty.

8 PROTECTION AND PROPER USE OF ASSETS

- 8.1 All directors, officers, employees, consultants and contractors of James Bay will deal with James Bay’s assets, including all data, information (confidential or otherwise), records, material, facilities and equipment, with the strictest integrity and with due regard to the interests of shareholders and all other stakeholders. James Bay’s assets may not be used for personal gain or benefit. In addition, all directors, officers, employees, consultants and contractors must protect such assets from loss, damage, misuse, theft and waste and ensure that such assets are used only for legitimate business purposes.

9 GOOD AMBASSADORSHIP

- 9.1 All directors, officers, employees, consultants and contractors are ambassadors of James Bay in both their business and personal lives. While James Bay supports the freedom of the individual to pursue life in his or her own way outside of business hours, directors, officers, employees, consultants and contractors are encouraged to act in a manner which upholds their good reputation and that of James Bay.
- 9.2 All directors, officers, employees, consultants and contractors will represent James Bay in a professional manner at all times. Neither the reputation nor the image of James Bay will be jeopardized at any time. The behaviour of all directors, officers, employees,

consultants and contractors is seen to reflect that of James Bay, so all actions must reflect the policies of James Bay.

10 CONFLICT OF INTEREST

- 10.1 Directors, officers, employees, consultants and contractors, in discharging their duties, will act honestly and in good faith with a view to the best interests of James Bay.
- 10.2 Directors, officers, employees, consultants and contractors will avoid situations involving a conflict, or potential conflict, between their personal, family or business interests, and the interests of James Bay.
- 10.3 Directors, officers, employees, consultants and contractors will perform their duties and arrange their personal business affairs in a manner that does not interfere with their independent exercise of judgment. No director, officer or employee of James Bay or consultant or contractor working for James Bay will accept financial compensation of any kind, nor any special discount, loan or favour, from persons, corporations or organizations having dealings or potential dealings with James Bay.
- 10.4 Non-executive directors of James Bay are not expected to devote their time and effort solely on behalf of James Bay, and they may have a variety of other business relationships that could give rise to a conflict of interest. Any such potential conflicts of interest are not subject to the Code and are to be resolved directly with the Board of Directors.

11 CORPORATE OPPORTUNITIES

- 11.1 Directors, officers and employees are prohibited from taking for themselves opportunities that arise through the use of corporate property, information or position and from using corporate property, information or position for personal gain. Officers and employees are also prohibited from competing with James Bay directly or indirectly and owe a duty to James Bay to advance the legitimate interests of James Bay when the opportunity to do so arises.
- 11.2 Non-executive directors of James Bay may have a variety of other business relationships involving duties of loyalty. In addition, outside directors do not, as a general matter, have the same obligation as officers and employees to bring corporate opportunities to James Bay. For these reasons, the Code does not apply to outside directors with respect to corporate opportunities that do not involve property of, information of or positions with James Bay, and such issues, to the extent they arise, are to be resolved directly with the Board of Directors.

12 GIFTS AND HOSPITALITY

- 12.1 Directors, officers, employees, consultants and contractors, and their families will be required to adhere to James Bay's Gifts & Hospitality Policy.
- 12.2 James Bay's *Gifts & Hospitality Policy* sets out when it is and is not appropriate for you to make or receive gifts and / or hospitality from a third party. Please refer to the Gifts & Hospitality Policy for further details.

13 HUMAN RIGHTS

- 13.1 All directors, officers and employees will adhere to James Bay's commitment to promoting respect for internationally recognized human rights as set forth in the United Nations Universal Declaration of Human Rights.

14 EQUAL OPPORTUNITY

- 14.1 James Bay is committed to providing a work environment that enables all employees to be recruited, and to pursue their careers, free from any form of unwarranted discrimination. In particular, James Bay will not discriminate on the basis of age, colour, creed, disability, ethnic origin, gender, marital status, national origin, political belief, race, religion or sexual orientation, unless required for occupational reasons or legislation.

15 HARASSMENT

- 15.1 All employees have a right to work in an environment free from all forms of harassment. Harassment is defined as any unwanted conduct or comment that is intimidating, hostile or offensive in the work environment.

16 ALCOHOL AND DRUGS

- 16.1 Any misuse of alcohol or legal drugs (prescribed or unprescribed), or the use of any illegal drugs, may jeopardize job safety and/or performance, and is prohibited in the James Bay workplace. No officer, employee, consultant or contractor will enter the workplace under the influence of alcohol or such drugs that may impair safety and/or performance.

17 REPORTING VIOLATIONS OF THE CODE - WHISTLEBLOWER POLICY

- 17.1 All directors, officers, employees, consultants and contractors will adhere to James Bay's commitment to conduct its business and affairs in a lawful and ethical manner. All

directors, officers, employees, consultants and contractors are encouraged to raise any queries with the Anti-Corruption Compliance Officer.

- 17.2 In addition, any director, officer, employee, consultant and contractor of James Bay who becomes aware of any instance where James Bay receives a solicitation to engage in any act prohibited by this Code, or who becomes aware of any information suggesting that a violation of this Code has occurred or is about to occur is required to report it to the Anti-Corruption Compliance Officer.
- 17.3 Persons who wish to raise a possible policy breach or legal or ethical concerns or report another's wrongdoing, are sometimes worried about possible repercussions. James Bay aims to encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. No directors, officers, employees, consultants and contractors of James Bay will suffer demotion, penalty, or other adverse consequences for raising a possible policy breach, legal or ethical concerns or for reporting possible wrongdoing, even if it may result in the Company losing business or otherwise suffering a disadvantage.
- 17.4 James Bay has also adopted a Whistleblower Policy which provides procedures for reporting violations of laws, rules, regulations or James Bay's corporate policies, including a procedure for anonymous reporting. A copy of the Whistleblower Policy can be found on James Bay's website at www.jamesbayresources.com.

18 CONSEQUENCES OF NON-COMPLIANCE WITH THE CODE

- 18.1 Failure to comply with this Code may result in severe consequences, which could include internal disciplinary action or termination of employment or consulting arrangements without notice. Violation of this Code may also violate or constitute a criminal offence under US, Nigerian or Canadian laws. If it appears that any director, officer, employee, consultant or contractor of James Bay may have violated such laws, then James Bay may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment for James Bay and/or the responsible person.

19 REVIEW OF CODE

- 19.1 The Board of Directors of James Bay will review and evaluate this Code on an annual basis to determine whether this Code is effective in ensuring James Bay's business and affairs are conducted with honesty, integrity and in accordance with high ethical and legal standards.

20 QUERIES

- 20.1 If you have any questions about how this Code should be followed in a particular case, please contact the Anti-Corruption Compliance Officer or the Chief Operating Officer of James Bay in the first instance on +1 416 366 4200

21 WAIVERS OF THE CODE

- 21.1 Any waiver of this Code with respect to a director or officer of James Bay may be made only by the Board of Directors. Any such waiver will be promptly disclosed to the extent required by applicable laws or stock exchange rules and regulations.

22 PUBLICATION OF THE CODE

- 22.1 This Code will be posted on James Bay's website at www.jamesbayresources.com

Original Approval Date:

Approved By: Corporate Governance Committee and the Board of Directors