



Niobec ^{Nb}
A MAGRIS RESOURCES COMPANY

CODE OF CONDUCT

March 2018

RESPECT



SAFETY



EXCELLENCE



INTEGRITY



Table of Contents

1. Our values.....	3
2. Who this code applies to.....	3
3. How to use this code.....	4
4. How we conduct our business.....	4
4.1. Workplace safety and health.....	5
4.2. Workplace respect and dignity.....	5
4.3. Discrimination.....	5
4.4. Harassment and bullying.....	6
4.5. Use of controlled substances.....	6
4.6. Our work practices.....	6
4.7. Environment.....	7
4.8. Protecting our assets.....	7
4.9. Financial and accounting records and controls.....	7
4.10. Information systems.....	8
4.11. Confidentiality.....	8
4.12. Privacy.....	8
4.13. Dealing with others.....	8
4.14. Corruption and Bribery.....	9
4.15. Our community.....	9
4.16. Personal activities and beliefs.....	10
5. Handling conflicts of Interest.....	10
6. Reporting policy and procedures.....	11
7. Making a report.....	12
8. Enforcement of this code.....	12
9. Changes to this code.....	12

In this code, the terms we, us, our and Niobec refer to Niobec Inc. and Niobec GmbH, and you and your refer to directors, officers or employees of them. Code or code of conduct means this code of conduct.

This code does not cover every issue or situation. For help, please see “**Where to go for help**”.

1. Our values

This code reflects and is based on our core values:

Safety – We believe every person should go home safe and healthy every day

Integrity – We are honest, open, and conduct ourselves in a way of which we can be proud

Respect – We respect each other, our stakeholders, the environment, and the communities in which we operate

Excellence – We strive for excellence in everything we do and embrace teamwork and creativity

2. Who this code applies to

This code comes into effect and applies to everyone at Niobec: our board of directors, officers and employees, as of March 1, 2018.

We also expect our contractors, suppliers, consultants, agents and others acting on Niobec’s behalf to know of and generally abide by this code. If you deal with such persons, then you should make sure that they meet this expectation.

What it means to you

As someone to whom this code applies, you should:

- know, understand and follow the letter and the spirit of this code
- ask for advice or help if you are faced with a difficult ethical situation
- conduct your work relationships with integrity, honesty and fairness
- follow internal policies and procedures, and the laws and regulations that apply to you and your work. A law still applies even if you don’t know about it or fully understand it
- avoid conflicts of interest, and disclose any real, perceived or potential conflict of interest
- report violations of this code and illegal acts

If you manage or supervise others, we expect you to help your team understand how this code applies in their day-to-day activities. Most importantly, everyone should understand that operating or financial performance or results are never more important than ethical conduct.

Managers and supervisors must also act to prevent behavior that violates this code, and to put a stop to it once they are aware of it. If a manager does not take appropriate action, both the manager and the person violating this code could face disciplinary action.

3. How to use this code

This code is a guide since it is not always clear when an action is unethical or inappropriate; it does not replace specific policies, procedures, and requirements that Niobec has.

We expect you to think through how your actions could affect others, and to act appropriately and be accountable. Before taking any action or decision, ask yourself the following questions, and unless the answer to each question is "yes," the action or decision should probably not be taken:

- Is the action or decision legal, ethical, and socially responsible?
- Does the action or decision comply with both the spirit and the letter of this code?
- Will the action or decision appear appropriate?
- Is it clear that Niobec or your family members would not be embarrassed or compromised if the action or decision were to become known?

Where to go for help

You should always ask for help if you are unsure about whether this code applies to a situation. Inappropriate behaviour or actions can have serious implications and we do not expect you to deal with them on your own.

Your manager or supervisor is likely the best person to help you. However, if you are uncomfortable approaching your manager or supervisor, you can approach another manager or Human Resources. If you are not comfortable doing that, you can also make an anonymous report following the procedures described under “**Reporting policy and procedures**”.

4. How we conduct our business

You should always act in the best interests of Niobec and treat others with whom you deal, whether colleagues or others, with honesty and respect. We also want to meet or exceed all legal and regulatory requirements that apply to what we do. For that reason, we expect you to:

- make every effort to become familiar with the laws, rules and regulations that affect your work activities
- be diligent in following these laws, rules and regulations
- make sure that the people who report to you, or to whom you report, are also aware of and follow these laws, rules and regulations

4.1. Workplace safety and health

Niobec is committed to everyone's health, safety and well-being. "**Every person goes home safe and healthy every day**" is a core value on which we will not compromise.

As part of our commitment to health and safety,

We believe:

- nothing is more important than the health, safety and well-being of our people and others in our workplaces
- all injuries and occupational illnesses are preventable, and there is no job worth doing in an unsafe way. None!
- we are a team treating everyone with respect, building trust and listening to each other to understand safety and health issues and support each other to work in a safe and healthy manner all of the time; and
- each of us is a courageous safety leader who acts with a sense of urgency

We promise to:

- continuously identify and implement safe and healthy ways to do the job
- maintain a high degree of emergency preparedness
- keep health and safety as a value that drives our overall performance
- hold each other accountable for superior safety and health practices and provide leadership and resources needed to achieve our vision
- encourage each other to be champions of safety and health on and off the job

We have a shared responsibility to ensure that everyone is safe in the workplace. We are all risk managers and each of us has the authority to question any action or process that we feel is unsafe. We encourage and expect you to report any unsafe practice or activity to your supervisor or manager so that we can all learn from the experience.

4.2. Workplace respect and dignity

Niobec is committed to a work environment where every person is treated with respect and dignity. We each have the right to have our dignity honoured and our person respected and the obligation to treat others the same way. This extends to every aspect of our workplaces, including the physical work site, washrooms, cafeterias, training sessions, business travel, off-site conferences, and work-related social gatherings.

4.3. Discrimination

We will not tolerate discrimination against any individual or group in our workplaces or in any aspect of the employment relationship with us. This includes discrimination based on race, gender, religion, national origin, marital or family status, sexual orientation, age, physical limitation or any other personal characteristic protected by law.

4.4. Harassment and bullying

We will not tolerate harassment or bullying of any kind. Harassment is a form of discrimination that involves unwelcome verbal or physical behavior that offends or humiliates. It can persist over time or be a one-time serious incident. Bullying involves a person misusing the power of his or her position, knowledge or personality to domineer, intimidate or humiliate others. These are serious offences and can lead to disciplinary action including termination of employment.

If you think that someone's behavior has violated workplace respect and dignity you can:

- deal with it informally by telling the person that their behaviour is not welcome
- tell your supervisor, manager or department head;
- contact Human Resources directly. This option may be more appropriate if you feel your manager or supervisor or someone more senior is the source of the behavior; or
- make a report—see “**Reporting policy and procedures**”.

If you report the behavior, it will be investigated carefully, quickly and confidentially.

4.5. Use of controlled substances

Anyone taking prescription medication, including cannabis, that may cause impairment at work must notify their manager or supervisor in advance. In any case, no one at Niobec should consume any controlled substance including alcohol or cannabis at any time in a quantity that could impair work performance or judgment, or impact the health and safety of themselves or others. We also will not tolerate the consumption, possession, sale or distribution of any illegal substances in Niobec workplaces. Anyone indulging in any of these behaviours will be subject to removal from the workplace and other disciplinary action.

No alcoholic beverages can be consumed at the Niobec mine site. If you are organizing an offsite Niobec sponsored function, alcohol may be served at it with the prior written approval (which can be by email) of your manager.

4.6. Our work practices

As part of our work practices, we:

- comply with the letter and spirit of all laws and regulations that apply to what we do
- design, implement, evaluate, improve and follow our systems, procedures, policies, standards and other tools
- regularly measure our performance against recognized industry standards
- strive to continuously improve our performance
- provide and use the necessary resources to identify, manage and reduce risk in what we do
- use risk management tools to recognize hazards and reduce risk to as low a level as can be reasonably achieved

4.7. *Environment*

Our activities can profoundly impact the environment. For that reason, we strive to:

- understand the environmental impact of our activities
- treat any impacts as an integral part of our decisions and actions
- strive to be open and accountable for, and improve, our environmental performance
- adhere to comprehensive environmental standards and practices so that we act transparently in a responsible manner
- seek to employ measures to prevent impacts rather than rectifying damage afterwards

We will not initiate or continue a business activity without the confidence that we can operate safely, protect the environment, respect the needs and concerns of our stakeholders and of the local community. We will not do business with those who do not act in the same manner.

4.8. *Protecting our assets*

We have made and continue to make significant investments to build and protect Niobec's reputation and assets. Our assets include:

- financial controls and records
- information systems
- mineral reserves and resources
- data and information that is not publicly known
- intellectual property
- physical property.

We own these assets. You can use them only as needed in your work, and you should protect and safeguard Niobec assets in your care from loss, theft, misuse, damage and waste. You should never use them for personal gain or illegal activities.

If you believe that a Niobec asset is at risk of loss, theft, misuse, damage or waste, or if you have questions about an appropriate use of Niobec assets, you should speak to your manager or supervisor.

4.9. *Financial and accounting records and controls*

Each of us has a responsibility to raise questions or concerns in good faith about our financial and accounting records and reporting, including, among other things:

- fraud or deliberate errors in preparing, maintaining, evaluating, reviewing or auditing any financial statement or financial record
- deficient internal controls or failure to comply with internal controls
- misrepresenting or making false statements about anything in our financial records, financial reports or audit reports, including personal expense reports
- not reporting Niobec's financial condition fully and fairly

4.10. Information systems

We conduct our business through computer and information systems such as voicemail, email, the internet and fax. These systems and associated data should be protected by you.

You should know that your privacy is not protected when you use our systems. While we do not randomly access or monitor email or voicemail messages, we have the right to access them if we need to. For example, we may need access to:

- investigate a breach of security or internal policy or procedure; or
- respond to external requests for information we are legally required to provide.

4.11. Confidentiality

Confidential information about Niobec, our people and those we deal with must be handled with care. You are responsible for safeguarding such confidential information that you have from anyone else who does not have a legitimate need for it, including friends and family.

Be cautious and thoughtful and do not share confidential information on social media or in public conversations, or privately either in writing (including emails) or verbally, except with those at Niobec who “need to know”. Consider your surroundings when talking on a cell phone or in any public place about confidential information.

If you can answer "yes" to the questions below, the information you have is likely confidential and should be protected:

- Is this information unknown to people outside of Niobec?
- Would Niobec or any of our people be disadvantaged or harmed if others knew this information?
- Would your project or activities be jeopardized if the information was not kept confidential?

You can only disclose Niobec’s confidential information for business reasons or when the law requires it. If you have questions about when you can disclose confidential information, please check first with the Vice-President, Legal.

4.12. Privacy

Data protection and privacy laws that affect the collection, use and transfer of personal information of individuals is a changing area of law, and infringing on these laws can have serious implications. If you have questions about the appropriate use or handling of personal information, speak to your manager or contact the Vice-President, Legal.

4.13. Dealing with others

In general

We expect everyone at Niobec to treat others fairly and respectfully and to deal with them in a transparent and open manner. This applies to our interactions with Niobec colleagues and with others outside of Niobec. Each of us should consult, listen to and clearly communicate with others in a way that promotes informed decisions and actions, and each of us needs to be accountable for our decisions and actions.

Gifts

You should never ask for, encourage, give or accept a payment, contribution, gift or favour that could be viewed by a reasonable person as an attempt to influence a decision you or someone else makes about Niobec or its business.

You can give or accept modest gifts, entertainment or other benefits from commercial third parties doing business or seeking to do business with us, if the benefits you give or receive follow generally accepted business practices and could be viewed by a reasonable person as something that would not be expected to influence the person receiving the gift (whether that is you or the other person) about any dealings concerning Niobec. You should contact your manager or supervisor if you are unsure whether a gift is appropriate, and to also report any gift you receive.

4.14. Corruption and Bribery

Corruption is the mixing together of private and professional interests. It takes place when someone, for the sake of personal gain, abuses the power or trust that he or she has through his or her job. Corruption can take various forms including payments or gifts that are given, received or promised in a corrupt relationship (bribery), abuse of monies that an individual administers (embezzlement) or enrichment of oneself by means of coercion, violence or threats (extortion). All of these acts are illegal and will not be tolerated.

Dealings with Public Officials

If you interact with government or public organizations and their officials, you must maintain honest relationships.

Anti-corruption laws apply to payments or gifts to any public official, regardless of rank or position. These are considered corrupt when they could influence the official to misuse his or her official capacity in a way that benefits Niobec. In this code, "public official" means a person acting in an official capacity for:

- any government including any department, agency, military branch, court or legislature
- any partially or wholly-owned government entity, such as a corporation or industry;
- any political party, including party officials or candidates; or
- public organizations.

We will not, either directly or through an agent, pay, offer to pay or promise to give anything of value (including a gift) to any public official with the goal of influencing his or her decisions about us. We must always deal with public officials in a way that does not call into question Niobec's and your own integrity and reputation. Niobec's and your integrity are far more important than any benefit obtained through a corrupt transaction.

4.15. Our community

We are committed to openly engaging with our local community to inform people about our ongoing and planned activities and the impact, both positive and negative, of what we do or plan to do. Each of us must do his or her part meet this commitment.

4.16. *Personal activities and beliefs*

We recognize that our people are entitled to a balance between work, personal and family life. We therefore respect individual privacy and the right to keep personal conduct and activities outside of Niobec private except where they could impair work performance, affect the health and safety of individuals or Niobec's reputation or legitimate business interests, or cause a potential or real conflict of interest.

Each of us should not impose our personal beliefs or opinions on others and we should never represent our own personal beliefs and opinions as those of Niobec.

Political activities

We recognize that, as citizens, individuals may choose to participate in partisan political activities although Niobec does not support or make donations or contributions to any candidate for public office or any political party. If you do participate in or support partisan political activities, you should not use Niobec's name, property or resources.

5. Handling conflicts of Interest

As someone associated with Niobec, you must avoid actual conflicts between your personal or private interests and Niobec's business interests. You must also be careful not to enter into situations that could look to be a conflict of interest.

What is a conflict of interest

No one at Niobec should make decisions for personal gain, or to benefit another person or business entity. You have a conflict of interest if you allow, or appear to allow, your personal or private interests to affect your ability to perform your work for Niobec. Actions that make it appear that you have a conflict of interest can be just as damaging as a real conflict of interest.

Conflicts of interest are not always clear-cut. One might exist if something that you are involved in:

- interferes with your job performance, responsibilities or morale or that of others at Niobec
- adversely impacts our business, including our relationships with customers, suppliers, contractors, or service providers
- benefits a competitor, directly or indirectly
- benefits you or your family or friends, direct or indirectly
- Benefits a Niobec customer, contractor, supplier or service provider, directly or indirectly; or
- appears inappropriate to a reasonable person

The following are a few examples of situations that are problematic:

- Employment by (including consulting for) or servicing a Niobec competitor, potential competitor, customer, supplier or service provider
- Owning, directly or indirectly, a financial interest in any entity that does business or seeks to do business with Niobec
- Seeking or accepting favours, loans, preferential treatment or extravagant gifts from any person or entity that does business or seeks to do business with Niobec
- Seeking contributions for charity or a political candidate/party from a person or entity that does business or seeks to do business with Niobec
- Taking personal advantage of opportunities that come to you because of your position with Niobec
- Conducting Niobec business with a family member or friend
- Supervising or managing a co-worker who is also a family member

You should always tell your manager or supervisor about anything you think is or that could be a conflict of interest. You can also contact the Vice-President, Legal.

Avoiding conflicts of interest

You need to get Niobec's approval first before you engage in any activity that could be a conflict of interest. You should speak to your manager or supervisor as a first step to obtain this approval. If anything changes regarding an approval that you've already received, you must let us know and get a fresh approval.

6. Reporting policy and procedures

If you believe that a violation of this code has happened or is about to happen, then you have an obligation to report that.

We will not tolerate anyone taking action against you for reporting in good faith unethical conduct. We therefore prohibit retaliation, in any form, against anyone who, in good faith, reports violations or suspected violations of this code or who assists in the investigation of a reported violation. All of us should cooperate, not interfere, and not attempt to discover the identity of anyone connected, with an investigation.

Good Faith

Questioning in good faith whether someone's behaviour is ethical or asking for help on how to handle a possible violation of this code or illegal act won't be held against you. **You are protected as long as you act in good faith.** *Good faith* doesn't mean that you must be right; it means that you believe you're providing truthful information. If you make a report that you don't believe in good faith is true, or if you knowingly provide false information to cause harm, you may face disciplinary action, which could include termination of employment.

7. Making a report

If you are not comfortable speaking to your manager or supervisor, another manager or Human Resources, you can make a report anonymously in one of the following ways:

- Call the Niobec reporting hotline and follow the instructions provided
1-833-696-0487
- Go to the Niobec reporting website www.clearviewconnects.com and follow the instructions provided

Include as much documentation with your report as you can to support an investigation since it more difficult to investigate allegations that are vague, unspecific or that do not have supporting documents.

Your report will be kept confidential, and investigated promptly and thoroughly. Your identity will not be disclosed without your permission unless we must disclose it by law. Your report will be shared only with the people who need to know about it to carry out an investigation.

8. Enforcement of this code

We view any violation of this code as a serious matter. Those found to have violated this code will be subject to disciplinary action up to and including termination of employment. We reserve the right to not be bound by, and to take disciplinary action that goes beyond, Niobec's policies, practices and procedures that were in effect prior to this code coming into effect.

9. Changes to this code

We may change, suspend or cancel this code and any policy or procedure it describes or refers to, in whole or in part, at any time.

We have the right to interpret and revise this code as needed. Revised versions of the code will be posted on Niobec's website (www.niobec.com) shortly after any change. If the version of the code posted on our website is different from the printed version, the version on the website should be treated as the correct version.