Troilus Mining Corp.

Supplier Code of Conduct

Introduction

Troilus Mining Corp. ("Troilus"), is committed to conducting business in an ethical, legal and socially responsible manner. Troilus values its relationships with its suppliers ("Suppliers") as they are critical to Troilus' success and allow us to meet our business objectives. It is Troilus' objective to partner with Suppliers that share our values and meet our requirements as it relates to this Supplier Code of Conduct ("Code").

Compliance with Laws

Suppliers must operate their businesses in compliance with all applicable laws, codes, rules and regulations of the jurisdictions in which they operate.

Health & Safety

Suppliers must comply with all Health & Safety laws and provide a high standard of care as it relates to the health, safety, and well-being of their employees, suppliers, customers, communities and others who might be affected by their actions. In addition, Suppliers must comply with Troilus's Health & Safety policies during the course of any visit to, or operations on, Troilus sites.

Environment

Suppliers must meet or exceed all Environmental laws where they operate and actively manage any environmental risks due to their activities. In addition, Suppliers must comply with Troilus's Environmental policies during the course of any visit to, or operations on, a Troilus site.

Anti-Corruption

Suppliers must comply with all applicable anti-corruption laws, including, (i) the Canadian *Corruption of Foreign Public Officials Act*, (ii) the U.S. Foreign Corrupt Practices Act, and (iii) local laws in the jurisdictions in which they operate. Where there are variations in the applicable laws, Suppliers must comply with the strictest requirement. Suppliers must inform Troilus if any of their directors, officers, shareholders or senior managers are "government officials" for purposes of anti-corruption laws.

Antitrust

Suppliers must not engage in any collusive bidding, price fixing or other unfair trade practices and will comply with all applicable competition/antitrust laws and other laws intended to promote free and fair competition.

Human Rights

Suppliers must uphold the highest standards of human rights and treat their workers and contractors with dignity and respect. Suppliers must not employ children below the minimum legal age where the work is performed and in any event, no worker shall be employed who is under the age of 15. Forced labor in any form is prohibited.

Corporate Governance

Troilus shall provide to Supplier a copy of its corporate governance policies, including its Code of Business Conduct and Ethics, Corporate Disclosure, Confidentiality and Insider Trading Policy, Anti-Bribery Policy, Whistleblower Policy; and its zero tolerance Drug & Alcohol Policy. The Supplier undertakes to review such policies of Troilus and to ensure that its services personnel, employees, subcontractors, and representatives abide by same at all times when providing services to Troilus (including termination for cause).

Discrimination

Suppliers must not discriminate on the basis of race, color, religion, nationality, gender, ethnicity, age, marital status, creed, sexual orientation, political beliefs, pregnancy, disability or other basis prohibited by law.

Conflict of Interest

Suppliers must alert Troilus immediately if they become aware of any situation that is or could reasonably be expected to give rise to a conflict of interest between Troilus and the Supplier.

Insider Trading

Suppliers must comply with all insider trading laws and not trade in the securities of Troilus during any period when they have become aware of confidential or material information of Troilus until the confidential or material information has been fully disclosed and a reasonable period of time has passed for such information to be widely disseminated.

Confidentiality

Suppliers must maintain all proprietary information of Troilus in the strictest confidence.

Gifts and Entertainment

Suppliers must not provide any personal gifts, favors or other compensation to any Troilus employee that are intended to influence, or appear to influence, a business decision.

Demonstration of Compliance

Suppliers must be able to demonstrate compliance with this Code at the request and to the satisfaction of Troilus and provide reasonable assistance to Troilus during the course of any investigation into the Suppliers compliance with this Code.

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This Code is included as a schedule to all material contracts (determined at the reasonable discretion of Troilus management) between Troilus and its Suppliers. Suppliers are required to comply with this Code and to ensure that its employees and representatives understand and comply with this Code. Failure to adhere to this Code may be grounds for termination of the Supplier relationship and any related agreements.

Acknowledgement – Troilus Mining Corp. – Supplier Code of Conduct

By signing below, Supplier acknowledges and agrees to the Code.

Name of Supplier: _____

Authorized Signatory: _____

Name: _____

Title _____

Date _____