

Introduction

Windfall Mining Group (hereinafter referred to as “WMG”) is committed to conducting business in an ethical, legal and socially responsible manner.

This Supplier Code of Conduct (hereinafter referred to as the “Code”) publicly sets out our minimum standards of conduct expected from all the suppliers of goods and services (hereinafter referred to as “Suppliers”) wishing to do business with, or on behalf of, WMG.

WMG defines “Suppliers” as a business or individual that provides goods or services to WMG under terms specified in a contract.

Suppliers, and all subcontractors working on their behalf, are expected to review and fully understand the content of this Code and to comply with all provisions specified in their contracts.

Integrity & Ethics

WMG promotes honest and ethical principles and expects its suppliers to take responsibility for ensuring their conduct conforms to these principles.

WMG expects its Suppliers to:

- Comply with laws, rules and regulations of the jurisdictions where they do business with, or on behalf of, WMG. These include, but are not limited to:
 - Laws addressing bribery, fraud and corruption.
 - Laws addressing anti-competitive and antitrust practices.
 - Insider trading laws.
 - Labour and tax laws.
 - Laws addressing the preservation of health, safety and the environment.
- Comply with their contract terms.
- Comply with WMG policies, standards and procedures related to ethics, transparency, and sound governance.
- Not solicit, accept, offer, provide or authorize bribes of any sort either directly or indirectly.
- Comply with WMG’s Code of Conduct regarding gifts and hospitality/entertainment. Gifts/entertainment/hospitality should not be given or accepted if they could be reasonably considered to be extravagant or otherwise improperly influence WMG’s business relationship with or create an obligation to a customer, supplier or contractor.
- Avoid conflicts of interest and take steps to declare and manage any conflicts.
- Use systems that ensure security of customer data and confidentiality.
- Respect intellectual property rights.
- Commit to transparency and accountability in their business.
- Keep truthful and accurate records (which may be required for auditing purposes).
- Establish, maintain and implement policies, standards, procedures and management controls to ensure compliance with above requirements.

Environmental Management

WMG evaluates each of its activities in terms of potential impacts and risks to the environment, with the goal of prevention and protection. WMG is committed to minimizing the footprint of our activities and reducing emissions in air, water, and soil, including the generation of waste and the production of greenhouse gases. WMG seeks to proactively manage risks and to avoid, minimize, mitigate, and/or remediate negative impacts.

WMG expects its Suppliers to:

- Comply with all applicable laws and regulations of the jurisdictions where they do business with, or on behalf of WMG.

- Comply with WMG policies, standards and procedures related to environment.
- Make efficient use of energy, natural resources and water consumption.
- Responsibly manage air emission, water use, handling of chemicals, disposal of hazardous and nonhazardous waste.
- Eliminate unnecessary packaging and support the recycle or re-use of waste by-products.
- Collaborate with WMG to identify opportunities to improve the environmental performance and minimize risks.
- Maintain proper documentation and transmit to WMG required data to comply with environmental authorizations, legislation, inspections, certifications or reporting requirements.
- Establish, maintain, and implement policies, standards, procedures and management controls to ensure compliance with the above requirements.

Health & Safety

WMG puts people first and our number one priority is their safety. WMG considers the health and safety of its workers, partners and the general population to be an integral part of the application of its core values.

WMG expects its Suppliers to:

- Protect the health and safety of their workers, partners, and the general population.
- Comply with all applicable laws and regulations to ensure a safe and healthy working environment.
- Comply with all WMG policies, standards and procedures related to health and safety.
- Collaborate with WMG to identify opportunities to improve health and safety and minimize risks.
- Establish, maintain, and implement policies, standards, procedures and management controls to ensure compliance with the above requirements.

Labour & Human Rights

WMG promotes a respectful, diverse, and inclusive workplace. WMG requires our suppliers to respect labour and human rights and to make sure that they are not complicit in rights abuses. In Canada, human rights are protected by federal, provincial, and territorial laws. Canada's human rights laws stem from the Universal Declaration of Human Rights. WMG is committed to respecting and promoting human rights in all its operations.

WMG expects its Suppliers to:

- Comply with all applicable laws and regulations of the jurisdictions where they do business with, or on behalf of, WMG.
- Eliminate all forms of discrimination and encourage staff diversity.
- Apply fair and appropriate terms of employment, including, but not limited to, working hours and remuneration.
- Respect labour rights, including freedom of association and the right to collective bargaining.
- Prohibit all forms of forced labour.
- Not engage in child labour.
- Prohibit inhumane treatment of employees, including any form of physical, moral, sexual or verbal abuse, bullying or any other forms of intimidation.
- Ensure that accommodation, when provided, is clean and safe and meets the basic needs of employees.
- Comply with WMG policies, standards and procedures related to human resources.
- Collaborate with WMG to address workplace issues.
- Establish, maintain, and implement policies, standards, procedures and management controls to ensure compliance with the above requirements.

Community Relations

WMG seeks to obtain and maintain broad social acceptance of its activities and nurture positive, mutually beneficial relationships with local and Aboriginal communities. WMG commits to establishing ongoing

relationships based on respect, inclusion, transparency, and integrity with all stakeholders, particularly those potentially affected by our activities and working collaboratively on responding to concerns.

WMG expects its Suppliers to:

- Treat members of the community with dignity and respect.
- Identify opportunities that incorporate local procurement and employment.
- Assess the potential impact of their work on local and host communities and integrate mitigation measures, if required.
- Comply with WMG policies, standards and procedures related to community relations.
- When doing business with, or on behalf of, WMG, to coordinate engagement with our local stakeholders through WMG's Community Relations Department.
- Establish, maintain and implement policies, standards, procedures and management controls to ensure compliance with the above requirements.

Other Resources

This Code should be read in conjunction with WMG's policies and standards:

- Code of Business Conduct and Ethics
- Anti-Bribery and Anti-Corruption Policy
- Whistleblower Policy
- Responsible Procurement Policy
- Health and Safety Policy
- Human Resources Policy
- Community Relations Policy
- Environmental Policy

Revision & Approval

WMG reserves the right to review and update this Code when necessary. This Code is approved by WMG Board of Directors.

Conformity

To ensure compliance, suppliers may be audited or required to certify or provide information relevant to compliance with this Code.

Suppliers who do not adhere to this Code and fail to remedy such violations will have their contract(s) and future relationship with WMG reviewed, which may result in the termination of contract(s).

Signature

Suppliers are required to comply with this Code and to ensure that its employees and representatives understand and comply with this Code.

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

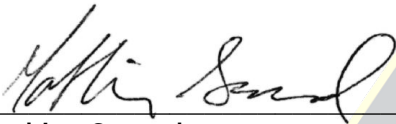
Supplier: _____

Authorized Signatory: _____

Name: _____

Title: _____

Date: _____



Mathieu Savard
Managing Partner Director
Windfall Mining Group

