

NEVADA COPPER CORP.

CODE OF BUSINESS CONDUCT AND ETHICS

Nevada Copper Corp. (the “Company” or “Nevada Copper”) is committed to:

- (a) honest and ethical conduct;
- (b) full, fair, accurate, timely and understandable disclosure in the Company’s public reports and communications; and
- (c) compliance with applicable governmental laws, rules and regulations and stock exchange rules.

Accordingly, the Company’s Board of Directors (the “Board”) has developed and adopted this Code of Business Conduct and Ethics (the “Code”) applicable to all directors, officers, employees and consultants who regularly provide ongoing services to the Company (“consultants”), with the goal of promoting the highest moral, legal and ethical standards and conduct within the Company. Compliance with this Code and high standards of business conduct is mandatory for every director, officer, employee and consultant of the Company. Your cooperation is necessary to maintain our reputation with our shareholders, business partners, prospective investors and other stakeholders for honesty and integrity, which is key to the continued success of our business.

I. INTRODUCTION

This Code is not intended to be a comprehensive guide to all of our policies or to all of your responsibilities under law or regulation. It provides general parameters to help you resolve the ethical and legal issues you encounter in conducting our business. Think of this Code as a guideline, or a minimum requirement, that must always be followed. You must not assume that questionable activities not explicitly covered by or specifically prohibited by this Code are permissible.

We expect each of our directors, officers, employees and consultants to read and become familiar with the ethical standards described in this Code and, if requested by the Company, to affirm his or her agreement to adhere to these standards by signing the Compliance Certificate that appears at the end of this Code and confirming such agreement on an annual basis. **Violations of this Code, our other corporate policies or the law may lead to disciplinary action, including termination.**

II. HONEST AND ETHICAL CONDUCT

We place the highest value on the integrity of our directors, our officers, our employees and our consultants and demand this level of integrity in all our dealings. We insist on not only ethical dealings with others, but on the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

A. *Fair Dealing*

Directors, officers, employees and consultants are required to deal honestly and fairly with each other, our suppliers, competitors, shareholders and other third parties. In our dealings with these parties, we:

- prohibit bribes, kickbacks and any other form of improper payment, direct or indirect, to any representative of a government, labour union, supplier or other business partner in order to obtain a contract, some other commercial benefit or government action;

- prohibit our directors, officers, employees and consultants from accepting any bribe, kickback or improper payment from anyone;
- require clear and precise communication in our contracts, our advertising, our literature, and our other public statements and seek to eliminate misstatement of fact, material omissions or misleading impressions; and
- prohibit our representatives from otherwise taking unfair advantage of our suppliers, competitors or other third parties, through manipulation, concealment, abuse of privileged information or any other unfair-dealing practice.

If a law conflicts with a policy in this Code, you must comply with the law; however, if a local custom conflicts with this Code, you must comply with the Code.

B. Conflicts of Interest and Corporate Opportunities

Directors, officers and employees should not be involved in any activity that creates or gives the appearance of a conflict of interest (i.e., any situation where that individual's private interest or personal gain interferes or appears to interfere with that person's performance in the best interests of the Company), except as otherwise permitted under this Code.

1. Disclosure Policy

A director, officer or employee shall provide disclosure to the CEO and the Chair of the Audit Committee if such director, officer or employee is or plans to be engaged during his or her services or employment with Nevada Copper, as a consultant to, or a director, officer or employee of, or otherwise operates an outside business that:

- (a) competes with the Company; or
- (b) supplies products or services to the Company;

2. Prohibited Activities

Unless specific permission has been provided by the CEO, in the case of an employee, or the Board of Directors, in the case of an officer of the Company, no officer or employee shall:

- be a consultant to, or a director, officer or employee of, or otherwise operate an outside business that:
 - (a) competes with the Company; or
 - (b) supplies products or services to the Company;
- have any financial interest, or have immediate relatives who have any financial interest, including significant share ownership, in any entity with which we do business that might create or give the appearance of a conflict of interest;
- seek or accept any personal loan or services from any entity with which we do business, except from financial institutions or service providers offering similar loans or services to third parties under similar terms in the ordinary course of their respective businesses;

- stake mineral claims or acquire mineral properties in his or her own interest or in the interest of any syndicate not owned, controlled or directed by the Company within 15 kilometers of any of the Company's mineral properties;
- use the Company's property for any activities not associated with the discharge of official duties;
- be a consultant to, or a director, officer or employee of, or independent contractor of, or otherwise operate an outside business if the demands of the outside business would interfere with the officer's or employee's responsibilities to us;
- demand, accept or offer to accept from a person or company having dealings with the Company, a commission, reward, advantage or benefit of any kind, directly or indirectly, except for casual benefits such as hospitality or small gift items within normal and reasonable expressions of business courtesy;
- accept any personal loan or guarantee of obligations from the Company, except to the extent such arrangements are legally permissible and approved in advance by the Chair of the Audit Committee; or
- in the performance of his or her duties, accord or influence others to accord preferential treatment to immediate family members, which includes spouses, children, parents, siblings and persons sharing the same home whether or not legal relatives, or to organizations in which he or she or his or her family members have any interest.

Unless specific permission has been provided by the Board of Directors, no director or consultant shall:

- stake mineral claims or acquire mineral properties in his or her own interest or in the interest of any syndicate not owned, controlled or directed by the Company within 15 kilometers of any of the Company's mineral properties;
- use the Company's property for any activities not associated with the discharge of official duties without prior authorization from his or her administrative superior or the Chair of the Audit Committee;
- demand, accept or offer to accept from a person or company having dealings with the Company, a commission, reward, advantage or benefit of any kind, directly or indirectly, except for casual benefits such as hospitality or small gift items within normal and reasonable expressions of business courtesy;
- accept any personal loan or guarantee of obligations from the Company, except to the extent such arrangements are legally permissible and approved in advance by the Chair of the Audit Committee; or
- in the performance of his or her duties, accord or influence others to accord preferential treatment to immediate family members, which includes spouses, children, parents, siblings and persons sharing the same home whether or not legal relatives, or to organizations in which he or she or his or her family members have any interest.

Directors, officers, employees and any consultants engaged on an exclusive basis must notify the Chair of the Audit Committee of the existence of any actual or potential conflict of interest for the purpose of developing a means for the ethical handling of that situation.

III. FULL, FAIR, ACCURATE, TIMELY AND UNDERSTANDABLE DISCLOSURE

Please refer to Appendix A for Confidentiality and Personal Information disclosure.

Nevada Copper is a Canadian corporation whose shares are traded on the Toronto Stock Exchange. We are committed to providing shareholders and investors with full, fair, accurate, timely and understandable disclosure in the reports that we file with the Canadian provincial securities regulators and, if applicable, the United States Securities and Exchange Commission. To this end, our directors, officers, employees and consultants shall:

- not make false or misleading entries in our books and records;
- not condone any undisclosed or unrecorded bank accounts or assets established for any purpose;
- comply with generally accepted accounting principles (including, when required, International Financial Reporting Standards) and adhere to both the form and spirit of technical and ethical accounting standards;
- notify the Chair of the Audit Committee if there is a significant unreported transaction;
- maintain a system of internal accounting controls that will provide reasonable assurances to management that all transactions are properly recorded and that the potential loss, theft or misuse of Company assets is minimized or prevented;
- maintain books and records that accurately and fairly reflect our transactions;
- maintain a system of internal controls that will provide reasonable assurances to our management that material information about the Company is made known to management, particularly during the periods in which our periodic reports are being prepared;
- present information in a clear and orderly manner;
- provide full reporting of facts, professional judgments and opinions, whether favourable or unfavourable; and
- comply with the Company's Disclosure Policy.

A. *Financial Books and Records*

All financial and other transactions involving or affecting the Company must be properly authorized and approved and fully and accurately recorded in the financial books and records of the Company in accordance with applicable laws and regulations, the controls and procedures of the Company, generally accepted accounting principles (including, when required, International Financial Reporting Standards), and the highest standards of integrity.

Employees responsible for establishing and managing the financial reporting systems of the Company ("Finance Employees") must ensure that:

- all business transactions are properly authorized;
- all records fairly and accurately reflect the transactions or occurrences to which they relate;
- all records fairly and accurately reflect in reasonable detail the assets, liabilities, revenues and expenditures of the Company;
- the accounting records do not contain any false or intentionally misleading entries;
- no transactions are intentionally misclassified as to accounts, departments or accounting periods; and
- all transactions are supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.

Officers responsible for establishing and managing the financial reporting systems of the Company must establish and maintain procedures to:

- educate Finance Employees about, and monitor their compliance with, applicable laws and regulations;
- identify any possible violations of applicable laws and regulations and report them to the Audit Committee;
- encourage and reward professional integrity;
- eliminate any pressure to achieve specific financial results by altering records and other entries, misapplying accounting principles, or entering into transactions that are designed to circumvent accounting controls or otherwise disguise the true nature of the transaction; and
- encourage Finance Employees to report deviations from accounting practices and procedures.

Employees must protect the financial books and records of the Company from destruction or tampering and must not conceal information relating to the Company from management, the auditors or the legal advisors of the Company.

Questions related to the financial books and records of the Company should be referred to the Chief Financial Officer of the Company or the Chair of the Audit Committee.

IV. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Nevada Copper will comply with all laws and governmental regulations that are applicable to our activities within the jurisdictions in which we operate, and expect all our directors, officers, employees and consultants to do the same. Please familiarize yourself with the Nevada Copper policies, including those found in Nevada Copper's Employee Handbook (applicable to US Based Employees) and any other written policies that Nevada Copper may distribute from time to time

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Health and Safety

See attached Health and Safety in the Workplace Policy as Appendix B.

Discrimination and Harassment

See attached Discrimination and Harassment Policy as Appendix C..

Use of E-Mail And Internet Services

Electronic Communication

Nevada Copper's electronic mail, voice mail system, internet system, and anything that receives information from Nevada Copper property such as a backup electronic storage or other external storage of confidential Nevada Copper information are company property and are to be used for company business. Excessive use of the company's system for the conduct of personal business is prohibited.

Nevada Copper reserves the right to access, review, and disclose information obtained through Nevada Copper's systems at any time. Employees are required to notify their supervisor immediately if they become aware of any use of Nevada Copper's systems in violation of the policies set forth in this handbook.

Employees are expected to read and sign the comprehensive acknowledgment regarding the company's computer system. Employees should be aware by logging into the company's systems they consent to the monitoring of their usage of the computer systems, including e-mail, voice mail, and internet use. The following applies to the company's computer system:

Electronic Access services will be:

- Granted to company users based on individual business needs.
- Granted to company users upon written acceptance of their compliance with the statements and instructions in this document and upon written request of their immediate supervisor.

Acceptable Business Uses of Electronic Access can be

- Nevada Copper related business only, although emergency use may be tolerated.
- Communication and exchange for work-related professional development, to remain professionally current, or to debate issues in a field of work-related knowledge.
- For work-related professional activities, or work-related professional associations, and work-related research and development.
- Work-related gathering of information.

Unacceptable Uses of Electronic Access can be

- For "for-profit" activities not sanctioned in writing by NEVADA COPPER.
- For private or personal business other than incidental or emergency usage.

Unacceptable and Unethical Uses of Electronic Access

- Seeking to gain un- authorized access to resources or "hacking" of any computer system.
- Wasting of resources (people, capacity, and computer). Every e-mail/phone message/Fax/Paper Copy costs the company money. The larger the message and/or attachments,

the greater the cost. Remember that the cost of delivering a message is not only the connect time, but also the systems infrastructure, network bandwidth, and people. This also includes the resources that make it possible. These are costs not only for the receiver, but for the sender as well.

- No communications are to be vulgar, profane, insulting, offensive, inflammatory, harassing, defamatory, or disruptive to another person's ability to work. Communications constituting a violation of no harassment/ no discrimination policy are prohibited.
- Using a pseudonym or writing anonymous mail appears to disemploy you from responsibility for your actions and is almost always inappropriate. Concealing or misrepresenting your name or affiliation to mask irresponsible or offensive behavior is a serious abuse. Using identifiers of others as your own constitutes fraud.
- Illegally downloading software could be a copyright infringement and is never appropriate.
- Alteration or destruction of the integrity of computer-based information.
- Compromising the privacy of users or confidentiality of data.
- Downloading and/or viewing of pornography.
- Playing computer games.
- Propagating chain letters for commercial purposes or in violation of the non-solicitation policy.
- Electronic harassment or stalking.
- Sending mass emails to company Employees regarding any company non-business matter.
- Soliciting or selling non-company products or services in violation of the non-solicitation policy.

Social Media

Employees must exercise care when participating in social media, as the lines between professional and personal content, and between public and private content, is often blurred. Employees must follow the same behavioral standards online as they would while engaging in other professional interactions. The same principles and guidelines found in Nevada Copper's policies apply to employee and volunteer activities online. Ultimately, employees are solely responsible for what they post online. Before creating online content, they should consider some of the risks and rewards that are involved.

Employees and volunteers must not use social media to harass, bully or intimidate other employees. Nevada Copper policies prohibiting harassment, workplace violence, and other inappropriate conduct also apply to an employee's online activities.

Political Activities And Contributions

See attached Anti-Corruption Policy as Appendix D.

Gifts And Entertainment

Business gifts and entertainment are customary courtesies designed to build goodwill among business partners. These courtesies include such things as meals and beverages, tickets to sporting or cultural events, discounts not available to the general public, travel, accommodation and other

merchandise or services. In some cultures they play an important role in business relationships. However, a problem may arise when such courtesies compromise - or appear to compromise – our ability to make objective and fair business decisions.

Offering or receiving any gift, gratuity or entertainment that might be perceived to unfairly influence a business relationship should be avoided. These guidelines apply at all times, and do not change during traditional gift-giving seasons. No gift or entertainment should ever be offered, given, provided or accepted by any director or employee of the Company, or by any family member of a director or employee, unless it (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff and (5) does not violate any applicable laws or regulations. Please discuss with your supervisor any gifts or proposed gifts if you are uncertain whether they are appropriate.

Insider Trading

See attached Insider Trading Policy as Appendix E.

V. Administration

Our Board and Audit Committee have established the standards of business conduct contained in this Code and oversee compliance with this Code. Additionally, we have designated the Chair of the Audit Committee to ensure adherence to the Code.

The Company will educate new directors, officers, employees, and consultants about the matters contemplated by this Code and on an on-going basis, will ensure that all directors, officers, employees, and consultants are aware of their obligations to comply with the Code.

Waivers

A request for a waiver with respect to a particular provision of the Code must be made to the Chief Financial Officer of the Company at the address set out below, unless it involves a director or officer of the Company. Any waiver of the Code with respect to directors and officers of the Company may only be granted by the Audit Committee (or the Board if the potential conflict involves the Chair of the Audit Committee), and requests for such waivers should be made to the Chair of the Audit Committee at the address set out below.

- Chief Financial Officer of Nevada Copper Corp.
“Personal and Confidential”

at the address of the Company’s corporate counsel, which is currently:

c/o Maxis Law Corporation
Suite 910 – 800 West Pender Street
Vancouver, British Columbia V6C 2V6
Canada

- Chair of Nevada Copper Corp’s Audit Committee
“Personal and Confidential”

at the address of the Company’s corporate counsel, which is currently:

c/o Maxis Law Corporation
Suite 910 – 800 West Pender Street

Vancouver, British Columbia V6C 2V6
Canada

Reporting Violations and Questions

Directors, officers, employees and consultants must report in writing any known or suspected violations of laws, governmental regulations or this Code to the Chair of the Audit Committee of our Board (see “Receipt of Complaints” below). Additionally, directors, officers, employees and consultants may contact the Chair of the Audit Committee with a question or concern about this Code, accounting or auditing matters or a business practice (see “Receipt of Complaints” below). Any questions or violation reports will be addressed immediately and seriously, and can be made anonymously. We attempt to foster a work environment in which ethical issues and concerns may be raised and discussed with supervisors or with others without the fear of retribution. This reporting policy is intended to encourage and enable employees and others to raise serious concerns within the Company rather than seeking resolution outside the Company.

The Chair of the Audit Committee or his/her designee will investigate any reported violations. The Chair of the Audit Committee or his/her designee will have sole responsibility to judge whether there has been a violation of the Company’s Code of Business Conduct and Ethics and, if warranted, will determine an appropriate response, including corrective action and preventative measures, involving the Chair of the Audit Committee or Chief Executive Officer when required. All reports will be treated confidentially to every extent possible. We will not allow any retaliation against a director, officer, employee or consultant who acts in good faith in reporting any violation.

Consequences of a Violation

Directors, officers, employees and consultants that are determined to have violated any laws, governmental regulations or this Code will face appropriate, case-specific disciplinary action, which may include demotion, re-assignment, suspension with or without pay or immediate termination.

Receipt of Complaints

In order to facilitate the reporting of employee complaints, the Company's Audit Committee has established the following procedures for:

- (a) the receipt, retention and treatment of complaints regarding any known or suspected violations of laws, governmental regulations or this Code (“Code of Conduct Matters”) and
- (b) the confidential anonymous submission by directors, officers, employees and consultants of complaints.

Directors, officers, employees and consultants with concerns regarding Code of Conduct Matters may report their concerns or complaints on a confidential, anonymous basis in writing directly to the Chair of the Audit Committee.

The complaint should be in writing so as to assure a clear understanding of the issues raised. The complaint should be factual rather than speculative, and should contain as much specific information as possible to allow for proper assessment. The complaint describing an alleged violation or concern should be candid and set forth all the information that the person knows regarding the allegation or concern. In addition, all complaints must contain sufficient

corroborating information to support the commencement of an investigation. The Company may, in its reasonable discretion, determine not to commence an investigation, if a complaint contains only unspecified or broad allegations of wrongdoing and without appropriate information support.

Directors, officers, employees and consultants with concerns or complaints regarding Code of Conduct Matters or suggestions and ideas for process improvements may report such concerns, complaints, suggestions or ideas on a confidential and anonymous basis to the Chair of the Audit Committee at:

- Chair of Nevada Copper Corp's Audit Committee
"Personal and Confidential"
through our confidential mail box:
Suite 1238 – 200 Granville Street
Vancouver, BC V6C 1S4

Treatment of Complaints

Upon receipt of the complaint by the Chair of the Audit Committee, he or she shall make a determination, in his or her reasonable judgment, whether a reasonable basis exists for commencing an investigation into the complaint. To assist in making this determination, the Chair of the Audit Committee may conduct an initial, informal inquiry. At the request of the Chair of the Audit Committee, other parties may become involved in the inquiry based on their oversight responsibility or expertise.

To the extent possible, all complaints will be handled in a confidential manner. In no event should information concerning the complaint be released to persons without a specific need to know. Investigation of complaints should be prompt. The determination by the Chair of the Audit Committee will be communicated to the director, officer or employee who brought the complaint, unless anonymous, to the Audit Committee and to relevant management, as appropriate.

Upon making a determination to recommend a formal investigation, the Chair of the Audit Committee will promptly notify the members of the Audit Committee. The Audit Committee will then determine, in its reasonable judgment, whether a reasonable basis exists for commencing a formal investigation into the complaint. If the Audit Committee makes such a determination, then it shall instruct the Chair of the Audit Committee to proceed with a formal investigation. The Chair of the Audit Committee shall oversee all investigations under the authority of the Audit Committee. The Audit Committee shall ensure coordination of each investigation and shall have overall responsibility for implementation of this policy. The Audit Committee shall have the authority to retain outside legal or accounting expertise in any investigation, as it deems necessary to conduct the investigation in accordance with its charter and this policy.

At each meeting of the Audit Committee, the Chair shall prepare a report to the Audit Committee stating the nature of each complaint submitted during the quarter, if any, immediately preceding the meeting of the Audit Committee, whether or not the complaint resulted in the commencement of a formal investigation, and the status of each investigation.

Corrective Action

The Audit Committee, with the input of the Chair and the Company management, if requested, will determine the validity of a complaint and any corrective action, as appropriate. It is the responsibility of the Audit Committee to report to the full Board and to Company management

any non-compliance with legal and regulatory requirements and to assure that management takes corrective action including, where appropriate, reporting any violation to the relevant governmental or regulatory authorities. Directors, officers, employees and consultants that are found to have knowingly violated any laws, governmental regulations or Company policies will face appropriate, case specific disciplinary action.

Protection of Employees/Consultants

The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any director, officer, employee or consultant in the terms and conditions of employment or service based upon any lawful actions of such director, officer, employee or consultant with respect to good faith reporting of complaints regarding Code of Conduct Matters. In addition, an employee who retaliates against someone who has made such a complaint is subject to discipline up to and including termination of employment.

Unsubstantiated Allegations

If a director, officer, employee or consultant makes a complaint in good faith pursuant to this policy and any facts alleged are not confirmed by subsequent investigation, no action will be taken against the director, officer, employee or consultant making the complaint. In making a complaint, a director, officer, employee or consultant should exercise due care to ensure the accuracy of the information disclosed. If after investigation a matter raised under this procedure is found to be without substance and to have been made not in good faith but for malicious or frivolous reasons, the director, officer, employee or consultant making the complaint could be subject to disciplinary action.

Where alleged facts disclosed pursuant to this policy are not substantiated, the conclusions of the investigation will be made known both to the person who made the complaint and to the person(s) against whom any allegation was made in the complaint. The finding that the allegations were not substantiated will be made a part of the record.

Retention of Complaints and Documents

At the direction of the Audit Committee, the Chair of the Audit Committee will maintain a log of all complaints, tracking their receipt, investigation and resolution. All complaints submitted regarding alleged violations or concerns will remain confidential to the extent practicable. In addition, all written statements, along with the results of any investigations relating thereto, shall be retained by the Company for a minimum of three years.

COMPLIANCE CERTIFICATE

I have received a copy of the Code of Business Conduct and Ethics (the “Code”) of Nevada Copper Corp., which I have read and understand I will adhere in all respects to the ethical standards described in the Code. I will proactively report to, and work with, the Chair of the Audit Committee to resolve any situation in which I may be in conflict with the Code. I further confirm my understanding that any violation of the Code will subject me to appropriate disciplinary action up to and including termination.

I CERTIFY TO NEVADA COPPER CORP. THAT I am not in violation of the Code, unless I have noted such violation in a signed Statement of Exceptions attached to this Compliance Certificate.

Date: _____

Signature: _____

Name: _____

Title/Position: _____

Check one of the following:

- A Statement of Exceptions is attached.
- No Statement of Exceptions is attached.

APPENDIX A

Confidentiality

Directors, officers, employees and consultants are entrusted with our confidential information and with the confidential information of our suppliers or other business partners. This information may include (1) technical or scientific information about current and future projects, (2) business opportunities or projections, (3) earnings and other internal financial data, (4) personnel information, and (5) other non-public information that, if disclosed, might have a material impact on the market value of the Company's securities, be of use to our competitors, or harmful to our suppliers or other business partners. This information is our property, or the property of our suppliers or other business partners and in many cases was developed at great expense. Our directors, officers, employees and consultants shall:

- not discuss confidential information with or in the presence of any unauthorized persons, including family members and friends;
- use confidential information only for our legitimate business purposes and not for personal gain;
- not disclose confidential information to third parties; and
- continue to comply with the above obligations after leaving the Company.

All directors, officers, employees and consultants shall also endeavour to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. Any suspected incidents of fraud or theft should be immediately reported for investigation. The use of the Company's property or resources for any personal benefit or the personal benefit of anyone else, including internet, email, and voicemail services, which should be used only for business related activities, and which may be monitored by the Company at any time without notice, is prohibited.

Personal Information

Employees who collect personal information from other employees or third parties on behalf of the Company must do so in a lawful, ethical and non-intrusive manner and must inform the individual involved in advance of the purpose for which information is being collected. Employees must take appropriate steps to ensure that all personal information collected is accurate and is retained for no longer than necessary.

Employees must maintain the confidentiality of all personal information held by the Company. Employees must not disclose such personal information to other employees unless it is reasonably required by them to perform their jobs. Employees must not disclose such personal information to third parties unless required by applicable law or regulation (and then only to the extent required) or unless the informed consent of the relevant individual has been obtained.

APPENDIX B

Health and Safety in the Workplace Policy



Health and Safety in the Workplace Policy

Nevada Copper is committed to maintaining a safe workplace. To further its goal, Nevada Copper has issued safety rules and guidelines. You are required to comply with all Nevada Copper's rules and guidelines, as well as any applicable federal, state, and local laws regarding workplace safety. In addition, you must keep your work area organized and free of any potential hazards. Failure to follow Nevada Copper's safety rules, guidelines, federal, state and local laws regarding workplace safety may result in discipline, up to and including termination of employment.

If you witness any unsafe conditions or potential hazards, you must report them to your direct supervisor immediately or if your direct supervisor is unavailable, the Director of Operations as soon as possible.

Procedure for Reporting Workplace Injuries and Illnesses

If you are involved in any work-related accident, injury, near miss, or if you observe any unsafe condition, you must report the incident to your supervisor or the Safety Department as soon as possible and complete an Incident Report before the end of your shift. Depending on the type of incident or accident, you may be required to complete other documentation.

Failure to timely report an injury may jeopardize your rights to certain workers' compensation benefits. Any work-related injury or accident will require you to be tested according to Nevada Copper's Drug and Alcohol-Free Workplace Policy. All employees should remember that workers' compensation fraud is a crime.

No Retaliation

Nevada Copper prohibits any form of discipline, reprisal, intimidation, or retaliation for reporting a health and safety concern or a violation of this policy or for cooperating in related investigations.

Employees have the right to report work-related injuries and illnesses, and Nevada Copper will not discharge, discriminate, or otherwise retaliate against employees for reporting work-related injuries or illnesses.

Administration of this Policy

The Safety Department is responsible for the administration of this policy. If you have any questions regarding this policy, or if you have questions about health and safety that are not addressed in this policy, please contact the Safety Department.

Acknowledgment of Receipt and Review

I acknowledge that I received a copy of Nevada Copper 's Health and Safety in the Workplace Policy and that I read it, understood it, and agree to comply with it. I understand that Nevada Copper has the maximum discretion permitted by law to interpret, administer, change, modify, or delete this policy at any time, with or without notice. No statement or representation by a supervisor or manager or any other employee, whether oral or written, can supplement or modify this policy. Changes can only be made if approved in writing by the Human Resources Manager. I also understand that any delay or failure by Nevada Copper to enforce any work policy or rule will not constitute a waiver of Nevada Copper's right to do so in the future. I understand that neither this policy nor any other communication by a management representative or any other employee, whether oral or written, is intended in any way to create a contract of employment. I understand that, unless I have a written employment agreement signed by an authorized Nevada Copper representative, **I am employed at will and this policy does not modify my at-will employment status.** If I have a written employment agreement signed by an authorized Nevada Copper representative and this policy conflicts with the terms of my employment agreement, I understand that the terms of my employment agreement will control.

Signature

Printed Name

Date

APPENDIX C

Discrimination and Harassment Policy

NEVADA COPPER CORP.
ANTI-HARASSMENT, NON-DISCRIMINATION,
AND NON-RETALIATION POLICY

Nevada Copper Corp. (“Nevada Copper”) is committed to providing a work environment free of prohibited discrimination, harassment and retaliation. Nevada Copper maintains a strict policy against such conduct, in any form, because of race, religion, creed, ethnicity, national origin, ancestry, sex (including pregnancy), gender (including gender nonconformity and status as a transgender individual), sexual orientation, age, physical or mental disability, citizenship, genetic information, past, current or prospective service in the uniformed services, or any other characteristic protected under applicable federal, state, or local law. All employees, officers and directors will be required to acknowledge their receipt and understanding of this Policy.

Anti-Harassment Policy

Nevada Copper is committed to maintaining a work environment that is free of unlawful harassment. In keeping with this commitment, we will not tolerate unlawful harassment of our employees by anyone, including a co-worker, supervisor, visitor, vendor, or customer.

Unlawful harassment consists of unwelcome conduct, whether verbal, or physical, or visual, that is based upon a person’s race, religion, creed, ethnicity, national origin, ancestry, sex (including pregnancy), gender (including gender nonconformity and status as a transgender individual), sexual orientation, age, physical or mental disability, citizenship, genetic information, past, current or prospective service in the uniformed services, or any other characteristic protected under applicable federal or state law. The term “harassment” includes, but is not limited to, slurs, epithets, jokes, derogatory comments or statements, assault, inappropriate physical contact, derogatory posters, cartoons, drawing, gestures, and other verbal, graphic or physical conduct. Nevada Copper will not tolerate harassment.

Sexual Harassment

“Sexual harassment” means any harassment based on someone’s sex or gender (including pregnancy, sexual orientation, and status as a transgender individual) regardless of the harasser’s sex or gender. It includes harassment that is not sexual in nature (for example, offensive remarks), as well as any unwelcome sexual advances, requests for sexual favors, offensive touching, and other verbal, graphic or physical conduct of a sexual nature. Further, no employee, independent contractor, supervisor or other member of management has the authority to suggest to any employee or applicant that the individual’s employment, continued employment, future advancement, or any other term or condition of employment will be affected in any way by the individual’s entering into (or refusing to enter into) any form of personal relationship with the employee, independent contractor, supervisor or member of management. Such conduct is a direct violation of this policy.

VIOLATION OF THIS POLICY WILL SUBJECT AN EMPLOYEE TO DISCIPLINARY ACTION UP TO AND INCLUDING IMMEDIATE TERMINATION.

If you feel that you are being harassed in any way by a co-worker, a customer, or a vendor, or if you witness any such harassment, you must notify your immediate supervisor, manager, or Human Resources manager immediately. Additionally, any supervisors and members of management who observe harassing conduct must report the conduct to their immediate supervisor, manager, and/or Human Resources manager. The matter will be thoroughly investigated, and where appropriate, disciplinary action will be taken.

Our independent contractors, supervisors and managers are also covered by this policy and are

prohibited from engaging in any form of harassing conduct.

Examples of Prohibited Conduct

Examples of conduct specifically prohibited under our policy against sexual harassment include but are not limited to:

- Offering or implying an employment-related reward (such as a promotion or raise) in exchange for sexual favors or submission to sexual conduct.
- Threatening or taking of a negative employment action (such as termination, demotion, denial of a leave of absence) if sexual conduct is rejected.
- Unwelcome sexual advances or repeated flirtations.
- Unwelcome intentional touching of another person or other unwanted intentional physical contact (including patting, pinching, or brushing against another person's body).
- Unwelcome whistling, staring, or leering at another person.
- Asking unwelcome questions or making unwelcome comments about another person's sexual activities, dating, personal intimate relationships, or appearance.
- Unwelcome sexually suggestive or flirtatious gifts.
- Unwelcome sexually suggestive or flirtatious letters, notes, e-mail, or voice mail.
- Unwelcome conduct or remarks that are sexually suggestive or that demean or show hostility to a person because of the person's gender (including jokes, pranks, teasing, obscenities, obscene or rude gestures or noises, slurs, epithets, taunts, negative stereotyping, threats, blocking of physical movement).
- Displaying or circulating unwelcome pictures, objects, or written materials (including graffiti, cartoons, photographs, pinups, calendars, magazines, figurines, novelty items) that are sexually suggestive or that demean or show hostility to a person because of the person's gender.

Coverage

Nevada Copper absolutely prohibits unlawful harassment during work, during business involving Nevada Copper, or while on Nevada Copper property by any employee (including supervisors/management) or by any non-employee (including customers, visitors and vendors). Nevada Copper further prohibits unlawful harassment at any company events.

Complaint Procedure

If you experience any job-related harassment or have a related complaint you should promptly report the matter to your immediate supervisor, manager, or Human Resources manager. Nevada Copper will undertake an investigation ensuring confidentiality to the greatest possible extent.

Nevada Copper expressly prohibits any form of retaliatory action against any employee availing themselves of the benefits of this procedure. Retaliation is a violation of this policy and may result in corrective action, up to and including termination. No employee will be discriminated against, discharged or retaliated against because of a complaint made in good faith or assisting in the investigation of sexual or other unlawful harassment.

Nevada Copper is committed to enforcing this policy against all forms of discrimination and harassment. However, the effectiveness of our efforts depends largely on employees telling us about inappropriate workplace conduct. Do not assume that Nevada Copper is aware of the problem. If you feel that you or someone else may have been subjected to conduct that violates this policy, please bring your complaints and concerns to our attention so that we can resolve them.

Employee Procedure

- 1) Any employee who believes that he or she has been subjected to any form of discrimination or illegal harassment by anyone is encouraged to promptly tell the person that the conduct is unwelcome and ask the person to stop the conduct. A person who receives such a request must immediately comply with it and must not retaliate against the employee for requesting the conduct stop.
- 2) Complaints of discrimination and/or illegal harassment should be brought to the attention of your immediate supervisor, manager, or Human Resources manager.

Supervisor/Manager

If a supervisor or manager has not received a complaint but suspects that conduct might constitute unlawful harassment, the supervisor or manager will contact their manager and Human Resources Manager, regardless of how the supervisor or manager became aware of the conduct.

Investigation and Resolution

- 1) After notification of the employee's complaint, an investigation will immediately be initiated to gather all facts about the complaint.
- 2) After the investigation has been completed, a determination will be made by the appropriate Nevada Copper management representative and Human Resources Manager regarding the resolution of the complaint. If warranted, disciplinary action up to and including termination will be imposed against the employee violating Nevada Copper's policies. Other appropriate actions will be taken to correct problems caused by the conduct.

Non-Retaliation

Nevada Copper will not retaliate against an employee for filing a complaint or participating in an investigation of a complaint of a violation of this policy, and will not knowingly permit retaliation by management, employees or co-workers against an employee for filing a complaint or participating in an investigation of a complaint in violation of this policy. This policy prohibits retaliation against any employee who makes a complaint of a violation of this policy and prohibits retaliation against any employee who assists in investigating such complaints. Retaliation in violation of this policy may result in discipline up to and including termination. Any employee bringing a bona fide discrimination or illegal harassment complaint, or assisting in good faith in the investigation of such a complaint, will not be adversely affected in terms and conditions of employment, nor discriminated against or discharged because of the complaint.

Confidentiality

All complaints will be handled as confidentially as possible.

This policy may seem very explicit and detailed; Nevada Copper is committed to creating a work environment free from unlawful harassment. Unlawful harassment is contrary to the culture we wish to create and will not be tolerated.

In addition to the Company's commitment to providing a workplace free of prohibited discrimination, harassment and retaliation, the Company proudly recognizes the diversity of our work force. Our employees come from many racial, ethnic and cultural backgrounds, and the Company views this diversity as an important and valuable part of our corporate culture. We encourage all employees to make every reasonable effort to respect the different cultural values, customs and languages that their co-workers may bring into the workplace. Failure to do so may create an atmosphere of inferiority, isolation, and even intimidation and may even create a perception of discrimination, harassment or retaliation.



Discrimination and Harassment Policy Acknowledgement

Nevada Copper maintains a strict policy against discrimination, harassment and retaliation. I acknowledge that I received a copy of Nevada Copper 's Anti-Harassment, Non-Discrimination and Non-Retaliation Policy. I acknowledge that I have read the policy, understood it, and agree to comply with it. I understand that Nevada Copper has the maximum discretion permitted by law to interpret, administer, change, modify, or delete this policy at any time, with or without notice. No statement or representation by a supervisor or manager or any other employee, whether oral or written, can supplement or modify this policy. Changes can only be made if approved in writing by the Human Resources Manager. I also understand that any delay or failure by Nevada Copper to enforce any work policy or rule will not constitute a waiver of Nevada Copper's right to do so in the future. I understand that neither this policy nor any other communication by a management representative or any other employee, whether oral or written, is intended in any way to create a contract of employment. I understand that, unless I have a written employment agreement signed by an authorized Nevada Copper representative, **I am employed at will and this policy does not modify my at-will employment status.** If I have a written employment agreement signed by an authorized Nevada Copper representative and this policy conflicts with the terms of my employment agreement, I understand that the terms of my employment agreement will control.

Signature

Printed Name

Date

APPENDIX D

Anti-Corruption Policy



Anti-Corruption Policy

SCOPE

This Anti-Corruption Policy (the “**Policy**”) applies to all directors, officers, and employees (collectively, “**Employees**”), independent contractors, third-party agents and consultants (together, “**Agents**”) of Nevada Copper Corp. (“Nevada Copper”).

PURPOSE

Nevada Copper requires that Nevada Copper Employees and Agents must conduct themselves with the highest standards of fairness, honesty, and integrity. Nevada Copper Employees and Agents are further required to act in compliance with all relevant federal, provincial, and local laws and regulations as well as all Nevada Copper policies.

Nevada Copper is committed to conducting its business ethically, in compliance with all applicable legal and regulatory requirements, and free from corruption or bribery in its dealings with government agencies and public officials.

ROLES AND RESPONSIBILITIES

Employees and Agents who have questions regarding the application of any rule or process contained in this Policy should seek guidance from Nevada Copper’s Ethics Officer, who is the Corporate Secretary of Nevada Copper (the “Ethics Officer”).

POLICY

I. ANTI-CORRUPTION POLICY

Nevada Copper, its Employees, and Agents shall:

- Keep and maintain impartial and fair relationships with all government agencies and public officials with whom Nevada Copper conducts business;
- Refrain from giving, promising, or offering to give anything of value, including money, gifts, meals, entertainment, travel, or preferential treatment, to a public official in order to obtain a business advantage or to obtain or retain business for the benefit of Nevada Copper. This applies whether an Employee or Agent uses corporate funds (through expense reimbursement or otherwise) or personal funds to provide anything of value to a public official for Nevada Copper purposes;
- Keep accurate records, including invoices, receipts for payments made, and the purpose of such invoices and payments, for Nevada Copper business conducted with government agencies or public officials;
- Refrain from taking any action intended to hide, conceal, or disguise that a payment or other thing of value has been given to a public official, such as failing to record a transaction in Nevada Copper’s books and records or misrepresenting the purpose of an expenditure;

- Take affirmative steps to prevent Agents or other third parties acting for or on behalf of Nevada Copper from engaging in acts prohibited by this Policy – Nevada Copper expects its suppliers, contractors, vendors, distributors, third party agents, consultants, or individuals acting for or on behalf of Nevada Copper to comply with all applicable laws and regulations and this Policy;
- Avoid remaining willfully ignorant of, or turning a blind eye towards, potential improper payments made to public officials by other Employees or Agents that act on Nevada Copper’s behalf.

The anti-corruption laws that apply to Nevada Copper, its Employees, and Agents are generally broad in their scope and application. These laws include, but are not limited to, the Canadian Corruption of Foreign Public Officials Act (“**CFPOA**”) and the U.S. Foreign Corrupt Practices Act (“**FCPA**”). These laws make it illegal for anyone to offer, promise, give, solicit or receive – directly or indirectly – money or anything of value to or from a public official in order to influence his or her official duty to secure an improper advantage. Violations of these laws and other similar laws, in many cases, are punishable by imprisonment and fines for the individuals involved, regardless of nationality. For Nevada Copper, a violation may result in substantial fines and restrictions, greatly impacting Nevada Copper’s brand, reputation and financial position.

Nevada Copper also prohibits “facilitation payments,” which are small, unofficial payments to low-level public officials to speed up or obtain routine administrative processes, such as customs clearances, issuance of permits, or visa applications.

It is always the responsibility of the Employee and Agents to determine and know the applicable rules and prohibitions under the code of conduct of the public agencies with whom they interact, as those policies and guidelines made contain additional restrictions and/or specific requirements.

II. KEY CONCEPTS

Anti-corruption laws generally prohibit giving a public official “anything of value” or a “benefit of any kind” to secure an improper advantage, which include:

- Extravagant or overly frequent gifts or hospitality, including meals, entertainment, event tickets, travel or accommodation without a clear business purpose;
- Sponsorships and donations (such as to the “pet charity” of a public official);
- Offers of employment or unpaid internships (such as to the son or daughter of a public official designed to curry favor);
- Contracts or business opportunities (such as an investment offered at below market value to a company controlled by a public official).

“Improper advantage” typically refers to something to which an individual or company is not properly entitled, including preferential treatment, in order to:

- Obtain, retain or renew a contract;
- Obtain licenses or regulatory approvals;
- Prevent adverse government action;

- Receive a competitor’s bid information;
- Avoid or reduce duties, taxes or fines.

A “**public official**” is defined by anti-corruption laws to include government and municipal employees at all levels acting in their official capacity or exercising public duties as well as, under the FCPA, political parties and candidates.

III. ILLUSTRATIVE EXAMPLES

Examples of prohibited conduct under this Policy include:

- Giving cash as a gift to a public official in connection with Nevada Copper business (Giving or receiving cash is always prohibited behavior and is against the Code of Business Conduct and Ethics);
- Offering employment to a family member of a public official whose government agency is or may become a customer of Nevada Copper;
- Paying extravagant travel expenses of a public official to visit Nevada Copper’s facilities or attend industry events;
- Taking a public official out for an expensive dinner to celebrate a new contract with Nevada Copper;
- Authorizing a third-party consultant to seek a reduction of customs duties without asking the consultant how it plans to do so;
- Submitting an expense reimbursement with an inaccurate statement of the reason for the expense;
- Making a campaign contribution to a candidate for public office in the name of Nevada Copper or with Nevada Copper funds.

REPORTING PROCEDURES

Any Employee or Agent who becomes aware of a potential violation of applicable anti-corruption laws and/or this Policy should notify the Ethics Officer promptly.

Any Employee or Agent who has a concern regarding any matter within the scope of the Policy may also submit, on a confidential and anonymous basis, a report outlining the nature of his or her concern in accordance with Nevada Copper’s Whistleblower Policy.

Nevada Copper does not permit retaliation or harassment of any kind against Employees or Agents reporting potential violations of applicable anti-corruption laws or this Policy.

COMPLIANCE WITH POLICY

This Policy is meant to be read in conjunction with the Code of Business Conduct and Ethics. Employees who violate this Policy will be subject to disciplinary action, and, depending on the particular circumstances relating to the violation, the disciplinary action can include termination of their employment.

Agents who violate this Policy are subject to their relationship with Nevada Copper being terminated.

REGULAR REVIEW OF POLICY

Nevada Copper is committed to continuously reviewing and updating its policies and procedures. Nevada Copper reserves the right to modify, suspend or revoke the Policy and any and all other policies, procedures, and programs in whole or in part, at any time. This Policy will be reviewed by Nevada Copper annually. Any amendments to this Policy will be made available to all Employees.

**ANTI-CORRUPTION POLICY
ACKNOWLEDGEMENT AND COMPLIANCE CERTIFICATE**

I have received a copy of the Anti-Corruption Policy (the “Policy”) of Nevada Copper, which I have read and understand. I will adhere in all respects to the standards described in the Policy. I will proactively report to, and work with, the Ethics Officer to resolve any situation in which I may be in conflict with the Policy. I further confirm my understanding that any violation of the Policy will subject me to appropriate disciplinary action, up to and including termination.

I CERTIFY TO NEVADA COPPER THAT I am not in violation of the Policy, unless I have noted such violation in a signed Statement of Exceptions attached to this Compliance Certificate.

Date:

Signature:

Name:

Title/Position:

Check one of the following:

- A Statement of Exceptions is attached.
- No Statement of Exceptions is attached.

APPENDIX E

Insider Trading Policy

NEVADA COPPER CORP.

INSIDER TRADING POLICY

The following Insider Trading Policy (the “**Policy**”) has been reviewed and approved by the Board of Directors (the “**Board**”) of Nevada Copper Corp. (the “**Company**”). This Policy may be reviewed and updated periodically by the Board. Any amendment to this Policy shall be subject to approval by the Board.

1. PURPOSE OF THE POLICY

Canadian securities laws prohibit "insider trading" and impose restrictions on the trading of shares or other securities issued by the Company while in possession of material undisclosed facts or changes relating to the Company. The purpose of the rules set out in this Policy is to ensure that persons having knowledge of inside information not generally disclosed to the public do not take advantage of such information through trading in securities issued by the Company or in securities of other corporations whose price would be affected by such undisclosed inside information. The Policy is also intended to ensure that Company Personnel (defined below) act, and are perceived to act, in accordance with applicable laws and the highest standards of ethical and professional behaviour.

The Policy is not intended to provide an in-depth legal analysis of insider trading rules but rather to serve as a guideline for the purpose of limiting the possibility of illegal or inappropriate use of undisclosed material information, facts or changes regarding the Company. **The onus of complying with the Policy and the relevant insider trading and other securities legislation lies with Company Personnel, each of whom is expected to be familiar with the Policy and such legislation and to comply fully with them. An employee who violates the Policy may face disciplinary action up to and including termination of his or her employment. A breach of the Policy may also violate certain securities laws.**

The Board will designate one or more individuals from time to time as Insider Trading Policy Administrators for the purpose of administering this Policy. At the date hereof, the designated Insider Trading Policy Administrators are the Designated Officers named in the Company’s Corporate Disclosure Policy.

2. APPLICATION OF THE POLICY

A. Persons Subject to this Policy

The following persons are required to observe and comply with this Policy:

- (a) all directors, officers and employees of the Company or its subsidiaries;
- (b) any other person retained by or engaged in business of professional activity with or on behalf of the Company or any of its subsidiaries (such as a consultant, independent contractor or adviser);

- (c) any family member, spouse or other person living in the household or a dependent child of any of the individuals referred to in subsection (a) and (b) above; and
- (d) partnerships, trusts, corporations, R.R.S.P.'s and similar entities over which any of the above-mentioned individuals exercise control or direction.

For the purposes of this Policy, the persons listed above are collectively referred to as "Company Personnel". Paragraphs (c) and (d) should be carefully reviewed by Company Personnel; those paragraphs have the effect of making various family members or holding companies or trusts of the persons referred to in paragraphs (a) and (b) subject to the Policy.

B. Trades that are Subject to this Policy

Under this Policy, all references to trading in securities of the Company include (i) any sale or purchase of securities of the Company, including the exercise of stock options granted under the Company's stock option plan and the acquisition of shares or any other securities pursuant to any Company benefit plan or arrangement, and (ii) any derivatives-based or other transaction or arrangement that would be required to be reported by insiders in accordance with applicable laws or regulations relating to derivatives or equity monetization transactions (including Multilateral Instrument 55-103 – Insider Reporting for Certain Derivative Transactions).

3. INSIDE INFORMATION

"Inside Information" means:

- a change in the business, operations or capital of the Company that would reasonably be expected to have a significant effect on the market price or value of the securities of the Company (which includes any decision to implement such a change by the Board or by senior management who believe that confirmation of the decision by the Board is probable);
- a fact that significantly affects, or would reasonably be expected to have a significant effect on, the market price or value of the securities of the Company; or
- any information which is not generally available to the public that a reasonable investor would be likely to consider important in deciding whether to buy, hold or sell securities of the Company,

in each case, which has not been generally disclosed. Examples of information that may constitute Inside Information are set out in Schedule A attached hereto. **It is the responsibility of any Company Personnel contemplating a trade in securities of the Company to determine prior to such trade whether he or she is aware of any information that constitutes Inside Information. If in doubt, the individual should consult with an Insider Trading Policy Administrator.**

4. TRADING PROCEDURES FOR COMPANY PERSONNEL

In order to prevent insider trading violations, the following procedures must be followed by all Company Personnel:

A. Prohibition Against Trading on Inside Information

Company Personnel must not purchase, sell or otherwise trade securities of the Company,

- (i) with the knowledge of Inside Information until:
 - (a) the completion of one full trading day after the disclosure to the public of the Inside Information, whether by way of press release or a filing made with securities regulatory authorities, unless an Insider Trading Policy Administrator has advised Company Personnel that a two trading day restriction shall apply to such Inside Information, in which case Company Personnel may commence trading upon the completion of two full trading days after such public disclosure; or
 - (b) the Inside Information ceases to be material (e.g. a potential transaction that was the subject of the information is abandoned, and either Company Personnel are so advised by the Insider Trading Policy Administrators or such abandonment has been generally disclosed); or
- (ii) after becoming aware that a “blackout period” (discussed below) has been implemented, until the blackout period has expired.

For greater certainty any order or direction that has been given by Company Personnel to sell or otherwise trade securities of the Company at some point in the future or on certain conditions must be revoked immediately upon Company Personnel becoming aware of Inside Information or becoming aware that a blackout period has been implemented.

B. Prohibition Against Speculating, Short-Selling, Puts and Calls

Certain types of trades in securities of the Company by Company Personnel can raise particular concerns about potential breaches of applicable securities law or that the interests of the persons making the trade are not aligned with those of the Company. Company Personnel are therefore prohibited at any time from, directly or indirectly, undertaking any of the following activities:

- (a) speculating in securities of the Company, which may include buying with the intention of quickly reselling such securities, or selling securities of the Company with the intention of quickly buying such securities (other than in connection with the acquisition and sale of shares issued under the Company’s stock option plan or any other Company benefit plan or arrangement);
- (b) buying the Company’s securities on margin;
- (c) short selling a security of the Company or any other arrangement that results in a gain only if the value of the Company’s securities declines in the future;
- (d) selling or buying a “call option” giving the holder an option to purchase securities of the Company;
- (e) selling or buying a “put option” giving the holder an option to sell securities of the Company; and
- (f) buying or selling any other form of derivative of the Company’s securities.

C. Prohibition Against Tipping

Company Personnel are prohibited from communicating Inside Information to any person outside the Company, unless: (i) disclosure is in the necessary course of the Company's business provided that the person receiving such information first enters into a confidentiality agreement in favour of the Company (which should contain, among other things, an acknowledgement by the recipient of the requirements of applicable securities laws relating to such recipient trading securities with knowledge of a material fact or material change in respect of the Company that has not been generally disclosed and to such recipient information another person or company such a material fact or material change) and the disclosure is made pursuant to the proper performance by such Company Personnel of his or her duties on behalf of the Company; (ii) disclosure is compelled by judicial process; or (iii) disclosure is expressly authorized by an Insider Trading Policy Administrator.

Subject to the above, Inside Information is to be kept strictly confidential by all Company Personnel until after it has been generally disclosed. Discussing Inside Information within the hearing of, or leaving it exposed to, any person who has no need to know is to be avoided at all times. Company Personnel with knowledge of Inside Information shall not encourage any other person or company to trade in the securities of the Company, regardless of whether the Inside Information is specifically communicated to such person or company.

If any Company Personnel has any doubt with respect to whether any information is Inside Information or whether disclosure of Inside Information is in the necessary course of business, the individual is required to contact an Insider Trading Policy Administrator.

D. Blackout Periods

Company Personnel who have access to Inside Information relating to the Company or its business in the normal performance of their duties are subject to "blackout periods" during which they will be prohibited from trading in securities of the Company. For further information on "blackout periods", see section 3.6 of the Company's Corporate Disclosure Policy. All Company Personnel who are made aware of a "blackout period" are prohibited from communicating (tipping) internally or externally to anyone else that the Company is subject to a "blackout period".

Individuals subject to a blackout period who wish to trade Company securities may apply to an Insider Trading Policy Administrator for approval to trade securities of the Company during the blackout period. Any such request should describe the nature of and reasons for the proposed trade. The Insider Trading Policy Administrator will consider such requests and inform the requisitioning individual whether or not the proposed trade may be made. The requisitioning individual may not make any such trade until he or she has received the specific approval from an Insider Trading Policy Administrator.

5. REPORTING REQUIREMENTS

The directors and "senior officers" (as defined in applicable securities laws) of the Company and its subsidiaries are "Insiders" under applicable securities laws. Pursuant to National Instrument 55-104 *Insider Reporting Requirements and Exemptions* ("NI 55-104"), certain Insiders ("Reporting Insiders") are required to file reports with Canadian provincial securities regulators, pursuant to the electronic filing system known as SEDI, of any direct or indirect beneficial ownership of, or control or direction over, securities of the Company and of any change in such ownership, control or direction. In addition, Reporting Insiders must also include in their reports any monetization, non-recourse loan or similar arrangement, trade or transaction that changes the Reporting Insider's economic exposure to or interest in

securities of the Company and which may not necessarily involve a sale, whether or not required under applicable law.

It is the responsibility of each Reporting Insider (and not the Company) to comply with these reporting requirements, and Reporting Insiders are required to provide the Insider Trading Policy Administrators with a copy of any insider report completed by the Reporting Insider concurrent with or in advance of its filing. The Company will assist any Reporting Insider in the preparation and filing of insider reports upon request.

A Reporting Insider should not trade in Company securities (including the exercise of options) unless the proposed trade (including the proposed number of securities and nature of the trade) has been approved by an Insider Trading Policy Administrator. Any trades that have been approved must be completed within five business days (or such shorter period specified by an Insider Trading Policy Administrator) unless such trades are made to fulfil a legally binding obligation entered into when the person making the trade did not have knowledge of material undisclosed information.

A person that is uncertain as to whether he or she is a Reporting Insider pursuant to NI 55-104 or whether he or she may be eligible to be exempted from these requirements should contact an Insider Trading Policy Administrator. Insiders who are not Reporting Insiders remain subject to all of the other provisions of applicable securities law and this Policy.

6. PENALTIES AND CIVIL LIABILITY

The applicable securities laws that impose insider trading and tipping prohibitions also impose substantial penalties and civil liability for any breach of those prohibitions, namely:

- (a) Criminal fines of up to \$5,000,000 and four times the profit made or loss avoided;
- (b) Prison sentences for a term not exceeding 10 years for insider trading, and five years for tipping; and
- (c) Civil liability for compensation to the seller or purchaser of the relevant securities for damages as a result of the trade.

Where a company is found to have committed an offence, the directors, officers and supervisory Company Personnel of the company may be subject to the same or additional penalties.

7. ENFORCEMENT

All directors, officers, employees and consultants of the Company and its subsidiaries will be provided with a copy of this Policy, and shall execute a certification regarding acknowledgement of and compliance with the procedures and restrictions set forth in this Policy. It is a condition of their appointment, employment or engagement that each of these persons at all times abide by the standards, requirements and procedures set out in this Policy unless a written authorization to proceed otherwise is received from an Insider Trading Policy Administrator. Any such person who violates this Policy may face disciplinary action up to and including termination of his or her employment or appointment with or engagement by the Company without notice. The violation of this Policy may also violate certain securities laws. If it appears that a director, officer, employee or consultant may have violated such securities laws, the Company may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.

8. QUESTIONS

Should you have any questions or wish information concerning the above, please contact an Insider Trading Policy Administrator.

As Amended, approved and adopted by the Board effective July 12, 2018

SCHEDULE A

Common Examples of Inside Information

The following examples are not exhaustive.

- Proposed changes in capital structure including stock splits and stock dividends
- Proposed or pending financings
- Material increases or decreases in the amount of outstanding securities or indebtedness
- Proposed changes in corporate structure including amalgamations and reorganizations
- Proposed acquisitions of other companies including take-over bids or mergers
- Material acquisitions or dispositions of assets
- Material changes or developments in products or contracts which would materially affect earnings upwards or downwards
- Material changes in the business of the Company
- Changes in senior management or control of the Company
- Bankruptcy or receivership
- Changes in the Company's auditors
- the financial condition and results of operations of the Company
- indicated changes in revenues or earnings upwards or downwards of more than recent average size
- material legal proceedings
- defaults in material obligations
- the results of the submission of matters to a vote of securityholders
- transactions with directors, officers or principal securityholders
- the granting of options or payment of other compensation to directors or officers

**INSIDER TRADING POLICY
ACKNOWLEDGEMENT AND COMPLIANCE CERTIFICATE**

I have received a copy of the Insider Trading Policy (the “Policy”) of Nevada Copper, which I have read and understood. I will adhere in all respects to the standards described in the Policy. I will proactively report to, and work with, the Insider Trading Policy Administrator to resolve any situation in which I may be in conflict with the Policy. I further confirm my understanding that any violation of the Policy will subject me to appropriate disciplinary action, up to and including termination.

I CERTIFY TO NEVADA COPPER THAT I am not in violation of the Policy, unless I have noted such violation in a signed Statement of Exceptions attached to this Compliance Certificate.

Date:

Signature:

Name:

Title/Position:

Check one of the following:

- A Statement of Exceptions is attached.

- No Statement of Exceptions is attached.