

CODE OF BUSINESS CONDUCT AND ETHICS

The Code of Business Conduct and Ethics (“**Code**”) has been adopted by the Board of Directors (“**Board**”) of Imperial Metals Corporation. This Code embodies the commitment of Imperial Metals Corporation and its subsidiaries (collectively, “**Imperial**” or the “**Company**”) to conduct our business in accordance with all applicable laws, rules and regulations and high ethical standards. The actions of all Imperial directors, officers, employees, consultants and contractors (each a “**Representative**”) shall reflect honesty, integrity and impartiality that is beyond doubt and that all business should be done in a manner that:

- avoids conflicts of interest;
- protects confidential information and adheres to good disclosure practices, in accordance with Imperial’s Corporate Disclosure and Confidentiality Policy (“**Disclosure Policy**”);
- complies with Imperial’s other policies, including, but not limited to, Anti-Bribery, Anti-Corruption and Anti-Fraud Policy (“**Anti-Bribery Policy**”), Trading and Black-out Policy for Insiders and Restricted Persons (“**Trading Policy**”), and Whistleblower Policy; and
- complies with all applicable laws, rules and regulations.

All Representatives are expected to maintain and enhance the Company’s standing as an ethical member of the business community and are therefore accountable for compliance with this Policy. Imperial encourages all Representatives to submit a report in person or anonymously by following the procedure set out in the Company’s Whistleblower Policy, without fear of reprisal.

Violations of this Code will be subject to disciplinary action and may be grounds for termination of employment for just cause without notice or payment in lieu of notice.

1. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Imperial is committed to compliance with all applicable laws, rules, and regulations in each jurisdiction in which it does business (“**Applicable Laws**”), including Canada’s modern slavery legislation, the *Fighting Against Forced Labour and Child Labour in Supply Chains Act*. The Company does not engage in or condone forced, compulsory, or child labour of any kind and will work to ensure these conditions are not present in our workforce.

All Representatives must educate themselves on, respect and obey the Applicable Laws that govern their work, and whenever there is doubt about the application or interpretation of Applicable Laws, seek advice from supervisors, managers or other appropriate individuals at the Company, such as the Chief Legal Officer. All questions from consultants and contractors should be directed to the employee responsible for supervising their work (the “**Supervising Employee**”).

Representatives who have access to confidential information must comply with the Disclosure Policy and are not permitted to use or share that information for stock trading purposes in violation of the Trading Policy or for any other purpose except the conduct of our business. All non-public information about Imperial (or about any other company) should be considered confidential information. To use non-public information for personal financial benefit or to “tip” others, including family members, who might make an investment decision because of this information, is not only unethical but also illegal.

2. CONFLICTS OF INTEREST

All Representatives have an obligation to act in the best interests of Imperial. Conflicts of interest can occur when a Representative has a private interest in the outcome of a decision or takes actions that make it difficult to perform his or her work objectively and effectively. Conflicts of interest may also arise when an employee, officer, or director (or immediate family member), receives improper personal benefits as a result of the position of such Representative with the Company. Loans to, or guarantees of obligations of, employees, officers, directors, and their family members may create conflicts of interest. All employees shall not engage in any outside work or business undertaking that interferes with the performance of their duties as employees of Imperial and are not allowed to work for a competitor or potential competitor as an employee, consultant or board member unless specifically authorized by the Chair of the Board.

Imperial respects the right of officers and directors to take part in financial, business or other activities outside of their position with Imperial; however, Imperial officers and directors must not serve as officers or directors, or work as employees or consultants for, a direct competitor or an actual or potential business partner of Imperial without prior approval of the Chair of the Board.

Representatives must not invest in or trade in shares of a direct competitor or an actual or potential business partner of Imperial where such investment or trading may appear or tend to influence business decisions or compromise independent judgment. This prohibition does not apply to shares of a publicly-traded company where such investment or trading relates to less than five percent of its issued shares. However, investing or trading in Imperial's competitors or business partners remains subject to applicable laws and regulations regarding insider trading, including prohibitions against trading in possession of material non-public information regarding such companies, whether such information is gained in the course of employment with Imperial or otherwise.

If a conflict of interest exists, and there is no failure of good faith on the part of the Representative, Imperial may allow a reasonable amount of time for the Representative to correct the situation in order to prevent undue hardship or loss. However, all decisions in this regard will be at the discretion of the Chair of the Board, whose primary concern in exercising such discretion will be in the best interests of Imperial.

Any employee, consultant or contractor who is aware of a conflict or potential conflict of interest should bring the matter to the attention of the Supervising Employee, Corporate Secretary or Chief Legal Officer, as applicable. If you are aware of a conflict or potential conflict as an Officer or Director, you should promptly bring the matter to the attention of the Chair of the Board or the Chair of the Corporate Governance and Nominating Committee.

3. CONFIDENTIALITY

To avoid a breach of confidentiality, all Representatives should maintain all confidential information in strict confidence in accordance with the Disclosure Policy, except when disclosure is authorized by Imperial or legally mandated. Confidential information includes, among other things, any non-public information concerning Imperial, including its business, financial performance, results or prospects, and any non-public information provided by a third party with the expectation that the information will be kept confidential and used solely for the business purpose for which it was conveyed. The obligation to keep information confidential also extends beyond your employment or directorship with Imperial.

4. CORPORATE OPPORTUNITIES

Representatives are prohibited from taking for themselves, personally or for the benefit of others, opportunities that are discovered through the use of corporate property, information or position, except to the extent that a waiver has been granted under Section ‘Waivers of the Code’ below. No Representative may use corporate property, information, or position for improper personal gain or for the improper personal gain of others, and no employee, officer or director may compete with the Company directly or indirectly. Representatives owe a duty to the Company to advance the Company’s interests when the opportunity to do so arises.

5. PROTECTION AND PROPER USE OF COMPANY ASSETS

All Representatives should protect Imperial’s assets and ensure their efficient use. Imperial’s assets should be protected from loss, damage, theft, misuse, and waste. Company assets include your time at work and work product, as well as Imperial’s equipment and vehicles, computers and software, trading and bank accounts, Company information and Imperial’s reputation, trademarks, and name. Imperial’s telephone, email, voicemail, and other electronic systems are primarily for business purposes. Unauthorized use or distribution of this information would violate Company policy. It is also illegal and could result in civil or even criminal penalties.

Personal communications should be kept to a minimum.

6. COMPETITION AND FAIR DEALING

Each Representative should endeavor to deal fairly with Imperial’s counterparties, suppliers, competitors, and their employees and must comply with the Anti-Bribery Policy. Imperial seeks to outperform its competition in a fair and honest manner. No Representative should take unfair advantage of anyone through unlawful manipulation or concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair-dealing practice. Each Representative is required to maintain impartial relationships with Company suppliers and customers. Any gifts provided to Company suppliers and customers must not be excessive in value or violate the Anti-Bribery Policy. Requests for exceptions must be submitted in writing in advance to the Company’s President for approval, and if deemed appropriate by the President, may require additional approval by the Chair of the Board.

7. EMPLOYEE HARASSMENT AND DISCRIMINATION

Imperial strives to cultivate a positive workplace culture based on open and honest communication, respect, dignity, mutual trust, and equal opportunities based on merit. Imperial expects that all relationships among persons in the workplace will be professional and free of bias, and will not tolerate any type of illegal discrimination or harassment. Discrimination on the basis of age, race, gender, marital status, national origin, religious beliefs, sexual orientation, disability or on the basis of any other personal characteristics protected by human rights law is not permitted.

8. PROHIBITED SUBSTANCES

The Company has a “zero tolerance” policy for illegal drug use and consumption of alcohol or illegal substance abuse on the job or which affects job performance. Contravention of this policy may be grounds for termination of employment for just cause without notice or payment in lieu of notice.

In certain circumstances, such as Company sponsored events held at non-mine locations, consumption of alcohol may be authorized, as long as permission is received in advance from a senior officer or the applicable mine or project manager, as applicable.

9. ENVIRONMENTAL, SAFETY, AND OCCUPATIONAL HEALTH PRACTICES

Imperial believes that sound environmental, safety and occupational health management practices are in the best interests of the Company, its employees, its shareholders, and the communities in which it operates. Imperial is committed to conducting its business in accordance with recognized industry standards and to meeting or exceeding all applicable environmental and occupational health and safety laws and regulations. Achieving this goal is the responsibility of all Representatives.

10. FINANCIAL REPORTING AND RECORDS

The Company maintains a high standard of accuracy and completeness in its financial records. These records serve as a basis for managing the Company's business and are crucial for meeting obligations to employees, customers, investors and others, as well for compliance with regulatory, tax, financial reporting and other legal requirements. Representatives who make entries into business records or who issue regulatory or financial reports on behalf of the Company, have a responsibility to fairly present all information in a truthful, accurate and timely manner. No Representative shall exert any influence over, coerce, mislead or in any way manipulate or attempt to manipulate the auditors of the Company.

The Company maintains all records in accordance with the laws and regulations regarding retention of business records. The term "business records" covers a broad range of files, reports, business plans, receipts, policies and communications, including hard copy, electronic, audio recording, microfiche and microfilm files whether maintained at work or at home. The Company prohibits the unauthorized destruction of or tampering with any records, whether written or in electronic form, where the Company is required by law or government regulation to maintain such records or where it has reason to know of a threatened or pending government investigation or litigation relating to such records.

11. WAIVERS OF THE CODE

From time to time, Imperial may waive certain provisions of this Code. Waivers generally may only be granted by the Board. However, any waiver of the provisions of this Code for directors and officers, including the President and Chief Financial Officer, may be made only by the Board of Directors or a Committee of the Board and will be disclosed to shareholders as required by applicable rules and regulations.

12. CODE REVIEW

The Company will review this Code regularly to ensure that it is achieving its purpose. Based on the results of the review, the Code may be revised accordingly.