

**EMBER RESOURCES INC.
VENDOR CODE OF CONDUCT**

Ember Resources Inc. (the "Corporation" or "Ember") is committed to conducting business activities in compliance with applicable legal and regulatory requirements and to the highest ethical standards. The Corporation requires anyone who provides goods or services to Ember ("Vendors") to comply with all laws, rules and regulations applicable to it and to adhere to the principles and standards of this Vendor Code of Conduct (the "Code"). The Corporation expects Vendors to have the necessary policies and procedures in place to support such commitments within their supply chain.

1 Compliance with Laws and Ethics

- 1.1 Ember expects all Vendors to comply fully with all applicable laws and regulations and avoid any situation that could be perceived as improper or unethical.
- 1.2 Without limiting the generality of the foregoing, Ember expects Vendors to:
 - (a) comply with all applicable anti-bribery, anti-corruption and anti-money laundering laws;
 - (b) comply with all applicable competition and antitrust laws;
 - (c) comply with all applicable trade restrictions and sanctions laws;
 - (d) not offer gifts, entertainment, favours, rewards, bribes or anything of value with the intention to influence and/or obtain an improper or undue business advantage;
 - (e) identify and report any conflicts of interest, be it competing personal or professional interests, and to avoid even the appearance of conflicts of interest in their work with Ember; and
 - (f) cooperate transparently and to the fullest extent possible with any investigations Ember initiates in order to determine whether any improper conduct has taken place.
- 1.3 Vendors are expected to maintain all appropriate licenses, permits and other regulatory authorizations and requirements necessary to conduct the activities for which they have been hired by Ember.

2 Confidentiality, Privacy and Integrity of Information

- 2.1 Vendors must protect personal, proprietary and confidential information of Ember, including information that they access, receive or process on behalf of Ember ("Confidential Information"), and must adopt and maintain processes to provide reasonable protections for such information.

- 2.2 Vendors must comply with applicable laws and regulations relating to data protection, privacy, security or the processing of personal data and information.
- 2.3 Vendors must notify Ember immediately of any privacy breaches, security breaches or loss of Confidential Information.

3 Health, Safety and the Environment

- 3.1 The Corporation is committed to complying with all environmental legislation, regulations, permits and licenses and encourages Vendors to have strategies in place to reduce its environmental impact over time, to use resources responsibly, to conduct operations with the aim to protect and preserve the environment and to take steps to be responsible stewards of the environment.
- 3.2 Vendors must comply with all applicable health and safety laws and aim to create a clean, safe and healthy working environment for their employees and contractors and those affected by their business. Vendors should implement procedures designed to prevent injury to workers, including providing adequate work training.
- 3.3 Vendors are expected to maintain reporting systems for workers to document health and safety hazards and incidents. Any workplace accident or injury that occurs at an Ember site, or while performing services for, or delivering goods to, Ember must be reported immediately to the Corporation.

4 Respect in the Workplace

- 4.1 The Corporation supports and promotes a work environment where individuals are treated with respect, provided with equality of opportunity based on merit and kept free of all forms of discrimination. Vendors must support and respect the protection of human rights in the workplace.
- 4.2 Vendors must comply with all applicable discrimination laws and promote diversity and inclusion within their own workplace.
- 4.3 Vendors must not discriminate based on age, gender, race, colour, religion, creed, national or ethnic origin, citizenship, linguistic or cultural background, marital or family status, sexual orientation or physical or mental disability.

5 Human Rights & Labour

- 5.1 The Corporation is committed to promoting, protecting and supporting human rights and expects Vendors to:
 - (a) comply with applicable human rights-related legislation; and
 - (b) respect internationally recognised human rights as set out in the United Nations [*Universal Declaration of Human Rights*](#) and the International Labour Organization [*Declaration of Fundamental Principles and Rights at Work*](#) and seek to operate in

compliance with the United Nations [Guiding Principles on Business and Human Rights](#).

- 5.2 Vendors must not use or permit any form of forced, coerced, involuntary, bonded, trafficked, indentured or child labour, and shall not hire anyone under applicable minimum legal hiring age limits.
- 5.3 Ember expects Vendors to:
- (a) employ workers who are legally authorized to work in the location of their employment;
 - (b) ensure that any children under the age of 18 that it employs are not deprived of the opportunity to attend school or required to do work that is mentally, physically, socially or morally dangerous to them;
 - (c) not use any form of labor or service under circumstances that could reasonably be expected to cause the worker to believe their safety or the safety of a person known to them would be threatened if they failed to provide the labor or service; and
 - (d) not use any form of forced or prison labor, or require workers to surrender any government issued identification or passports, or require works to pay recruitment or other fees.
- 5.4 The Corporation expects Vendors to provide human rights, ethics and compliance training to their employees.
- 5.5 Vendors must:
- (a) comply with all reporting and diligence requirements under modern slavery legislation and other applicable laws;
 - (b) promptly provide Ember with any documents, third party agreements or other information requested by Ember in order to enable the Corporation to comply with its own reporting and diligence requirements under modern slavery legislation and other applicable laws; and
 - (c) have in place adequate procedures to identify, prevent, mitigate and account for modern slavery and other human rights impacts in their operations and supply chains, and provide training to its employees to recognize risks associated with modern slavery and how to minimize such risks.
- 5.6 Ember expects Vendors to:
- (a) provide fair compensation, fair benefits, overtime pay, time off, breaks, leave and holidays that comply with applicable laws and regulations, including those pertaining to compensation (including minimum wage), insurance, work hours and working conditions; and

- (b) comply with all applicable laws and regulations governing freedom of association and collective bargaining.

6 Anti-bribery and Corruption

- 6.1 It is never acceptable for any Vendor to offer any bribe, kickback or other unlawful payment or benefit to secure any concession, contract or other favourable treatment. The Corporation expects its Vendors to have a zero tolerance approach to bribery.
- 6.2 Employees and consultants of Ember are not permitted to accept any gifts having more than a nominal value or entertainment unless it is reasonable in value, and in any event only if the gift or entertainment is appropriate to the business relationship and does not create an appearance of impropriety. Vendors should refer to Ember's Code of Business Conduct for more information.

7 Compliance with this Code

- 7.1 Vendors, new and existing, are required to comply with this Vendor Code of Conduct. If Vendors engage sub-contractors when providing goods or services to Ember, they must make such sub-contractors aware of this Code.
- 7.2 Vendors must allow Ember access to all relevant documents necessary to demonstrate compliance with this Code, and facilities and sites to conduct audits in line with this Code.
- 7.3 Ember expects that Vendors will:
 - (a) promptly notify Ember as soon as it becomes aware of any actual or suspected breach of this Code;
 - (b) cooperate with Ember to ensure its compliance with applicable laws and regulations, including responding to Ember's reasonable requests for information and maintaining adequate documentation of compliance programs.
- 7.4 If a Vendor does not meet Ember's requirements, corrective action plans will be established and monitored for progress. Ember reserves the right to terminate the relationship with Vendors that repeatedly and knowingly violate this Code.

8 Questions, Concerns & Reporting

- 8.1 Any questions or concerns about proper conduct or the content of this Code, or violations of applicable law or this Code, should be immediately raised with Ember Resources CFO at info@emberresources.com or accessing the Corporation's independent and anonymous whistleblower service provider at:

Web: emberresources.ethicspoint.com

Phone: 1 855 488 8509