



Transition Metals

TRANSITION METALS CORP. CODE OF CONDUCT AND ETHICS

1. CODE OF CONDUCT

Transition Metals Corp. (the Company) is committed to increasing its value to employees, shareholders, the communities in which it does business and other key stakeholders through its strategic investments in Canada. The Company's representatives fulfill this commitment while upholding the highest level of ethical conduct and meeting responsibilities as good corporate citizens. All employees are responsible for complying with the Code of Conduct and its related policies. Independent third parties, such as consultants, agents or independent contractors retained to do work or represent the Company's interests may also be asked to acknowledge the Code of Conduct and corporate policies applicable to their work. Therefore, every Transition Metals Corp. employee and consultant is required to sign a statement that they agree to abide by the Code of Conduct and Ethics Policy. In addition, all senior management and staff involved in financial reporting and disclosures must sign a separate Financial Management Code of Conduct.

2. RESPECT IN THE WORKPLACE

Transition Metals Corp. recognizes a shared responsibility on behalf of all employees to exercise the basic principles of respect and dignity in all working relationships. The Company enforces a policy of zero tolerance for demeaning, offensive, harassing or discriminatory behaviour. The Company practices the principle of equal employment opportunity without regard to race, religion, national origin, gender, age, physical disability or political affiliation. All employees are responsible for ensuring there is a safe and secure working environment.

3. CONFLICTS OF INTEREST AND FAIR DEALINGS

Transition Metals Corp. employees must ensure that no conflict exists between their personal interests and those of the company. Company employees are committed to conducting their business affairs in the company's best interests by dealing with customers, suppliers, contractors, competitors, existing and potential business partners and other employees in a manner that avoids real, perceived or potential conflicts of interest.

4. ETHICAL CONDUCT

Transition Metals Corp. and its employees act honestly and with integrity in all business relationships with competitors, potential business partners, suppliers, customers and government officials.

The Company and its employees exercise good business judgment in extending business courtesies and may never accept or offer bribes, favours or kickbacks for the purpose of securing business transactions. The Company and its employees ensure that all payments are necessary, lawful and properly documented.

5. INSIDER TRADING

Transition Metals Corp. complies with all applicable securities laws and regulations to ensure that material, non-public information (“inside information”), is disclosed using proper authority and in accordance with the law. Only those employees who have a need to know receive inside information before it is released to the public. Company insiders do not use inside information for personal profit and do not take advantage of inside information by trading, or providing inside information to others to trade in Transition Metals Corp. securities. Further information is set out in the company’s Insider Trading policy.

6. COMPLIANCE WITH LAWS

Transition Metals Corp. complies with all the applicable laws, rules and regulations of the various jurisdictions in which it does business.

7. ACCOUNTING OR AUDITING ISSUES

As part of its compliance with laws, rules and regulations, the company’s policy is to comply with all financial reporting and accounting rules applicable. Any employee, officer or other person who may have concerns or complaints regarding questionable accounting or auditing matters of the company is encouraged to submit those concerns or complaints (anonymously, confidentially or otherwise) to the audit committee of the board of directors.

Such submissions may be directed to the attention of the Audit Committee, c/o the Corporate Secretary at 410 Falconbridge Rd, Unit 5, Sudbury, Ontario P3A 4S4.

8. PROTECTING ASSETS

Transition Metals employees have a collective responsibility to protect the company’s assets from fraud and theft and ensure records are accurate, timely and complete. Transactions with third parties are to be recorded in writing. Information is a key asset of the company so employees are required to safeguard proprietary and confidential information.

9. HEALTH AND SAFETY

Transition Metals Corp. is committed to providing a safe and healthy working environment and protecting the public interest with standards and programs that meet or exceed industry standards and applicable government codes, standards and regulations in all jurisdictions in which it does business.

10. SOCIAL RESPONSIBILITY

Transition Metals Corp believes that being a good corporate citizen is an important measure of its success as a company. The Company recognizes the role that local stakeholders have in the vision for the future for the communities in which they live. The Company endeavours to be an active participant in the communities in which it does business and values the opinions and advise of local and regional stakeholders regarding Company activities. The Company respects the cultures and customs of the places where it operates without compromising consistent ethical standards.

CODE OF CONDUCT AND ETHICS POLICY

Certification

The undersigned hereby certifies that he/she has received, read, understands, and agrees to comply with, the Transition Metals Corp. Code of Conduct and Ethics Policy, a copy of which was distributed with this Certification.

Date: _____ Signature _____

Name: _____
(Please print)