

Robex

**A BLUEPRINT
FOR RESPONSIBLE MINING**

JULY 2023

**CODE OF BUSINESS CONDUCT AND
ETHICS POLICY**



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Robex Resources Inc (“Robex” or “the Company”) is a Canadian gold mining company listed on the Toronto Stock Exchange - venture (“TSX-V”) and headquartered in Quebec, Canada. The company currently operates two main assets in the highly prospective Birimian Greenstone belt, i.e., the Nampala Gold mine in Mali, and the Kiniero Gold Project in Guinea (Conakry).

Robex is committed to applying the following Code of Business Conduct and Ethics Policy as a commitment to assure its business, operations and other activities are run in respect of applicable laws, fairness and wellbeing with its staff, contractors, communities and stakeholders. Robex recognises the inherent risks associated with its activities and shall establish a robust, safe system of work and effective leadership capability at all levels of the company.



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I. CONTENT

A. INTRODUCTION

This Code of Business Conduct and Ethics Policy (the "Code of Conduct") is a framework of guiding principles for Personnel to ensure compliance with all legal and ethical standards in work related matters at Robex. This Code of Conduct specifies the standards of behaviour required by Personnel in the performance of their duties.

This Code of Conduct has been adopted by Robex's Board of Directors and applies to all employees, officers, directors and contractors, suppliers, agents, and consultants, doing business with or on behalf of the Company. This Code of Conduct requires Robex maintains the highest level of integrity in its dealings with each other and it defines the minimum requirements and provides direction and guidance in applying our values. Being a responsible company means upholding the highest ethical standards and complying with all applicable laws and regulations, industry practices and as well this Code of Conduct and all other Robex policies.

The following core principles guide Personnel behaviour:

- a) to act with integrity and professionalism in the performance of their duties and in the proper use of Robex information, funds, equipment and facilities;
- b) to exercise fairness, honesty, respect and consideration in all their dealings while carrying out their duties;
- c) to respect all internationally recognised human rights; and
- d) to avoid real, apparent or perceived conflicts of interest.

B. ACCOUNTABILITIES

1. Commitment to Robex's shareholders and the financial community

Robex is committed to delivering value to its shareholders and to representing its growth and progress truthfully and accurately. Robex will comply with the spirit and letter of all laws and regulations that govern its shareholders' rights.

Robex is committed to safeguarding the integrity of its financial reporting and promotes a structure of review and authorisation designed to ensure the truthful and factual presentation of its financial position.

Robex will prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards that represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which Robex conducts its business.

2. Managers and supervisors

Managers and supervisors are responsible and accountable for:

- a) the effective implementation, promotion and support of the Code of Conduct in their areas of responsibility; and
- b) ensuring employees under their control understand and follow the provisions outlined in the Code of Conduct.

3. Employees, Directors and Management

The Employees of Robex are critical to the overall success of the organisation and remain its most important resource. Robex seeks to respect its Employees fundamental rights at work recognised by the International Labour Organisation's (ILO) Core Labour Principles, providing them a safe and healthy work environment



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that promotes consultation and participation at every level and ensures that Employees are kept informed of Robex's activities.

Robex upholds an explicit commitment to respect the freedom of association and the right to collective bargaining, the right to equal remuneration for equal work, and the right not to be subject to forced labour, child labour or discrimination.

All employees, Directors and Management are responsible for:

- a) undertaking their duties in a manner that is consistent with the provisions of the Code of Conduct and in the best interests of the Company;
- b) reporting suspected corrupt conduct; and
- c) reporting any departure from the Code of Conduct by themselves or others.

C. PERSONAL AND PROFESSIONAL BEHAVIOUR

Robex adheres to the core principles of fairness, honesty, respect and integrity to ensure it maintains its reputation as a solid corporate citizen. These guidelines define the expectations placed on Personnel and ultimately define Robex's work culture. Individual behaviour is also supported by the need for sound judgement through careful assessment, consultation with colleagues, a strong sense of obligation and a will to do the right thing.

When carrying out your duties, you should:

- a) behave honestly and with integrity and report other employees who are behaving dishonestly;
- b) act in accordance with the Company's values;
- c) act ethically and responsibly;
- d) carry out your work with integrity and to a high standard;
- e) operate within the law at all times;
- f) comply with the Company's policies and procedures; and
- g) act in an appropriate business-like and professional manner when representing the Company in public forums.

D. CONFLICT OF INTEREST

All employees, officers or directors of Robex, are expected to put the Company's interests and reputation ahead of personal interests and all must avoid any real or perceived conflicts of interest.

Potential for conflict of interest arises when it is likely that you could be influenced, or it could be perceived that you are influenced by a personal interest when carrying out your duties. Conflicts of interest that lead to biased decision making may constitute corrupt conduct.

Some situations that may give rise to a conflict of interest include situations where you have:

- (i) financial interests in a Company matter or you are aware that your friends or relatives have a financial interest in the matter;
- (ii) directorships/management of outside organisations; (iii) membership of boards of outside organisations;
- (iv) personal relationships with people the Company is dealing with, which go beyond the level of a professional working relationship;



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- (v) secondary employment, business, commercial, or other activities outside of the workplace which impacts on your duty and obligations to the Company;
- (vi) access to information that can be used for personal gain; and
- (vii) offer of an inducement.

You may often be the only person aware of the potential for conflict. It is your responsibility to avoid any conflict from arising that could compromise your ability to perform your duties impartially. You must report any potential or actual conflicts of interest to your manager.

If you are uncertain whether a conflict exists, you should discuss that matter with your manager and attempt to resolve any conflicts that may exist.

You must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported to your manager. Refer to the Company's Anti-Bribery and Anti-Corruption Policy for further information.

E. PUBLIC AND MEDIA COMMENT

Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community. However, employees are not authorised to make divulge information or make official comments to investors, the public, medias, government officials or other stakeholder on matters relating to the Company unless they are:

- a) authorised to do so by the Managing Director;
- b) giving evidence in court; or
- c) otherwise authorised or required to by law.

Employees must not release unpublished or privileged information unless they have authority to do so from the Managing Director. The above restrictions apply except where prohibited by law, for example in relation to 'whistleblowing'.

F. USE OF COMPANY RESOURCES

Requests to use Company resources outside core business time should be referred to management for approval. If employees are authorised to use Company resources outside core business times they must take responsibility for maintaining, replacing and safeguarding the property and following any special directions or conditions that apply. Employees using Company resources without obtaining prior approval could face disciplinary and/or criminal action. Company resources are not to be used for any private commercial purposes.

G. SECURITY OF INFORMATION

Employees must make sure that confidential information of the Company, or third parties that is held by the Company, cannot be accessed by unauthorised persons. Confidential material should be securely stored overnight or when unattended. Employees must ensure that confidential information is only disclosed or discussed with people who are authorised to have access to it. It is considered a serious act of misconduct to deliberately release confidential documents or information to unauthorised persons, and may result in disciplinary action.



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H. INTELLECTUAL PROPERTY/COPYRIGHT

Intellectual property includes the rights relating to scientific discoveries, industrial designs, trademarks, service marks, commercial names and designations, and inventions and is valuable to the Company. The Company is the owner of intellectual property created by employees in the course of their employment unless a specific prior agreement has been made.

Employees must obtain written permission from the Authorised Officers to use any such intellectual property before making any use of that property for purposes other than as required in their role as employee.

I. DISCRIMINATION AND HARASSMENT

The Company has zero-tolerance for discrimination against any person or group in the workplace. This includes discrimination on the grounds of race, gender, religion, national origin or ethnic group, marital status, family status, sexual orientation, age, physical disability or any other ground of discrimination provided by law.

The Company does not tolerate any act of harassment, intimidation or bullying. Harassment refers to any repeated sexual, racial, religious, psychological, physical or verbal, as well as any other type of mistreatment. Bullying refers to power conferred by his or her position, knowledge or personality in order to dominate, intimidate or humiliate another person.

Harassment, intimidation and bullying are serious offences that may result (without limitation) in disciplinary action, up to and including dismissal.

J. CORRUPT CONDUCT

Corrupt conduct involves the dishonest or partial use of power or position which results in one person/group being advantaged over another. Corruption can take many forms including, but not limited to:

- a) official misconduct;
- b) bribery and blackmail;
- c) unauthorised use of confidential information;
- d) fraud; and
- e) theft.

Corrupt conduct will not be tolerated by the Company. Disciplinary action up to and including dismissal will be taken in the event of any employee participating in corrupt conduct.. Refer to the Company's Anti-Bribery and Anti-Corruption Policy for further information.

K. GIFTS AND/OR ACCEPTING GIFTS, GRATUITIES OR OTHER BENEFITS

Director, employee, contractor, consultant must not give, seek or accept in connection with their activities for or on behalf of the Company, any type of compensation, fees, commissions, gifts, entertainment or other benefits or assistance which are beyond a nominal value or common commercial practice from past, present or future customers, suppliers, competitors, joint venture partners, government, any governmental or judicial body, or their respective staff.

The following general principles apply:



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- a) No quid pro quo - there must be a legitimate business purpose that justifies the expense. Under no circumstances should customary gifts, meals, entertainment, travel or lodging be given as a quid pro quo to improperly influence or obtain unfair advantage;
- b) No cash gifts - gifts should never be given in cash or cash equivalents (e.g. gift cards or certificates);
- c) Fully and accurately documented - all expenses must be fully and accurately documented in accordance with Robex's policies and procedures;
- d) Gifts, meals and entertainment should be given openly - customary gifts, meals and entertainment should be transparent to avoid the appearance of impropriety. Openness is achieved through documentation, consultation and advance approval where appropriate or required; and
- e) Local laws or regulations - the gift, meal or entertainment must be legal under the laws and regulations of the country of the recipient;

L. MONEY LAUNDERING & TAX EVASION

Directors, employees, contractors, consultants must not accept money or other assets if they become aware they derive from criminal activity. Third parties may exploit the Company to engage in money laundering and tax evasion. Therefore, all third parties must undergo due diligence and the Company will only do business with third parties that have been approved. Should any red flags for possible money laundering and tax evasion surface, this should be promptly report to the Chief Financial Officer such as : cash payments, different currency to that of the invoices, reception of funds into an offshore account or a bank account in a different country from where business is conducted, request for payment into or from multiple bank accounts, or through a third party.

M. RESPONSIBILITY FOR THE ENVIRONMENT

The Company is committed to environmental stewardship through implementation of its Environmental Management System and impact assessment mitigation hierarchy.

We strive to preserve the natural values of the areas we work in and acknowledge past and future land uses. We believe that prudent environmental management requires science-based identification, assessment and management of risks across the mining life cycle, from exploration through operations and closure. Our objectives are to:

- a) Comply with any environmental laws and regulations applicable to Robex's operations and activities as the case may be, and where a difference exists between these and Company standards, we aim to adhere to the higher standard to the extent possible;
- b) Apply international good industry practice to ensure to the extent possible our environmental management decisions are founded on robust data, inputs from stakeholders and subject matter experts;
- c) Maintain an awareness within the Company of our shared responsibility for protecting the environment;
- d) Regularly review the Company's management and mitigation practices to ensure they remain effective and reflect changes in the life cycle of our operations;
- e) Minimise to the extent possible generation of waste and emissions; and
- f) Encourage responsible environmental stewardship practices in our supply chain West African Resources Limited Code of Conduct

Our People are responsible for:

- a) Following Company environmental, health, safety and community relations procedures;



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- b) Seeking advice from the Environment Department prior to undertaking any activity that may have a direct or indirect significant impact on the environment and downstream users;
- c) Reporting when there is a potential problem, incident, near miss, environmental release or spill;
- d) Applying industry good practice for the transport, handling, storage and disposal of materials
- e) Participating in relevant training; and
- f) Minimising risks.

N. OCCUPATIONAL HEALTH AND SAFETY

It is the responsibility of all employees to act in accordance with occupational health and safety legislation, regulations and policies applicable to their respective organisations and to use security and safety equipment provided. Specifically, all employees are responsible for safety in their work area by:

- a) following the safety and security directives of management;
- b) advising management of areas where there is potential problem in safety and reporting suspicious occurrences; and
- c) minimising risks in the workplace.

Safety in the workplace is the Company's highest priority. The Company will seek to :

- a) Meet or exceed all workplace health and safety laws to ensure that all people in its workplaces are protected from harm
- b) Provide sufficient resources to establish and maintain safe systems of work
- c) Promptly report and thoroughly address hazards and incidents that endanger people's safety
- d) Use and promote safe work practices, including a drug and alcohol free workplace
- e) Continuously look for ways to identify and reduce risks to the health and safety of our employees
- f) Promote a positive health and safety culture that is based on the principle that all accidents and incidents can be prevented
- g) Measure our success and that of our contractors by how safely we conduct our business
- h) Maintain regular reporting of the Company's health and safety performance, through senior management, to the Board.

O. COMMUNITY

The Company is committed to building strong relationships and proactively engaging in dialogue with local communities and institutions, as well as the government at a local, regional and national level. The Company believes that we can serve as a positive catalyst and foster long-term economic development and social benefit as well as make a meaningful contribution to the UN Sustainable Development Goals (SDGs) by:

- a) respecting and promoting human rights within our area of influence, including respect for the cultural heritage, customs and established rituals.
- b) supporting community development programmes in areas such as water and sanitation and infrastructure and with a special focus on agribusiness and education
- c) establish dialogue and lasting relationships with communities at a very early stage with effective grievance mechanisms.
- d) seeking to avoid the resettlement of communities and where it is unavoidable, aligning the Resettlement Action Plan (RAP) with the International Finance Corporation (IFC) Performance Standards



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P. SECURITY

The security of all Personnel is a Robex priority.

You are expected to comply with Robex's Health, Safety and Security Policy, including by treating all people with respect and dignity and be guided in your planning and actions by the Voluntary Principles on Security and Human Rights.

Q. TRAVEL AND ENTERTAINMENT

Travel and entertainment should be consistent with the needs of the business and in line with the Robex's corporate needs. It is the intent of Robex that Personnel neither lose nor gain financially as a result of business travel and entertainment.

Each item of expenditure must be supported by the appropriate voucher, invoice or receipt and submitted to your line manager for approval. No member of Personnel may approve his or her own expense claim.

Personnel who approve travel and entertainment expenses are responsible for the propriety and reasonableness of expenditures, ensuring that expense reports are submitted promptly, and that receipts and explanations properly support reported expenses.

R. DRUGS AND ALCOHOL

In accordance with the Health Policy and Safety Policy the working environment should be free from the influence of drugs or alcohol. This will help to ensure the health and safety of Personnel and others with whom they come into contact and to maintain the efficient and effective operation of the business. For those reasons, the following rules will be strictly enforced.

Personnel must not:

- a) report or try to report for work when unfit due to consumption of alcohol or drugs (whether illegal or not) or due to substance abuse;
- b) be in possession of illegal drugs in the workplace; or
- c) consume illegal drugs or abuse any substance whilst at work. Personnel may consume alcohol at company functions in a way that is socially and professionally appropriate.

Contravention of these rules is a very serious matter and Robex will take disciplinary action, which may well include dismissal. In addition, possession of or dealing in illegal drugs on Robex's premises or sites will, without exception, be reported to the police.

S. LEGISLATION

It is essential that all employees comply with the laws and regulations of the countries in which we operate. Violations of such laws may have serious consequences for the Company and any individuals concerned. Any known violation must be reported immediately to management.

T. FAIR DEALING

The Company aims to succeed through fair and honest competition and not through unethical or illegal business practices. Each employee should endeavour to deal fairly with the Company's suppliers, consultants and other employees.



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It is Robex's policy that its business affairs and operations should at all times be conducted legally, ethically, and in accordance with community standards of integrity and propriety. Robex recognises that in some countries generally accepted business practices are different from those in Canada.

However, Robex requires that all its Personnel, contractors and suppliers comply with this Code of Conduct no matter what country they are in or what the local practices may be. For international business dealings, the following standards of conduct and legal requirements must be observed:

- a) All Canadian and international applicable laws as the case may be, must be followed. If there is a conflict between applicable local law and applicable Canadian law or any other applicable law as the case may be, legal advice must be sought in order to resolve the conflict.
- b) In particular, business dealings must be conducted in accordance with Canadian and other applicable antibribery laws. These laws generally provide that it is a criminal offence to bribe a public official to obtain an advantage that is not legitimately due to you.
- c) The making of other types of payments to public officials in their personal capacities to induce them to perform their official duties in a particular way is also not allowed by Robex. This includes 'grease payments' or 'facilitation payments' (small, non-official payments to expedite routine actions), and applies whether the payment is made directly or through agents. However, where there is a legitimate business purpose, it may sometimes be acceptable to provide travel, entertainment, hospitality or meals to public officials provided this occurs in accordance with the requirements of this Code of Conduct. The value and nature of such expenditure must always be modest and appropriate to the circumstances.

U. INSIDER TRADING

All employees must observe the Company's Trading Policy. In conjunction with the legal prohibition on dealing in the Company's securities when in possession of unpublished price sensitive information, the Company has established specific time periods when Directors, management and employees are permitted to buy and sell the Company's securities.

V. ACCURATE BOOKS & RECORDS

The Company keeps financial records that are clear, accurate, and complete .

Investors rely on accurate and comprehensible information to understand our financial results and where we are headed as a company.

Keeping accurate records is critical to maintaining investors' trust, making good business decisions, and meeting our regulatory obligations as a public company and therefore the Company commits to:

- a) honestly and accurately recording and reporting financial transactions and business information, following applicable laws, regulations, and accounting practices;
- b) executing financial transactions only with appropriate authorisation and recording them in compliance with the Company's accounting practice ;
- c) all transactions must be supported by documentation that is accurate, sufficiently detailed and duly recorded;
- d) all assets and liabilities must be properly recorded and the related documentation updated;
- e) care must be taken to avoid the destruction or falsification of our accounting and financial records;
- f) no information should be withheld from the external auditors, the Board of Directors, the Audit Committee or management; and



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- g) accounting and financial documents must be kept for the length of time required by law and Robex policies.

W. RESPONSIBILITIES TO INVESTORS

The Company strives for full, fair and accurate disclosure of financial and other information on a timely basis. Refer to the Company's Continuous Disclosure and Communications Policy.

X. BREACHES OF THE CODE OF CONDUCT

Strict compliance with this policy is a condition of employment. Breaches of this policy will be subject to disciplinary action, based on the seriousness of the breach, past misconduct, knowledge and intent. Disciplinary actions may include, without limitation, additional training or counseling, verbal or written warnings, suspension, termination of employment or contract. Robex may also take legal action.

Any director, employee, contractor, consultant who believes there has been a breach of this Code should report the breach to the supervisor, manager or officer to whom the person reports. If this is not appropriate in the circumstances the breach may be reported directly to the authorised officers.

A breach may also be reported using the email address: Etik@robexgold.com.

The Company is committed to ensuring that any director, employee, contractor, consultant who in good faith reports an actual or suspected breach of this Code of Conduct is not disadvantaged in any way, including making all efforts to ensure that the director, employee, contractor, consultant does not suffer any harassment, discrimination or future bias towards their career. Where a complaint concerns another Company employee, the employee who is the subject of the complaint or investigation may be informed where the Company considers it appropriate to do so, however the Company will take all reasonable steps to ensure the anonymity of the director, employee, contractor, consultant who reported the breach.

Y. REVIEW

This Code of Conduct will be reviewed by the Board annually to ensure that it continues to reflect the letter and spirit of all applicable laws and regulations and the Company's commitment to its staff and the community.

Z. AMENDMENTS TO THE CODE OF CONDUCT

This Code of Conduct cannot be amended without the approval of the Robex Resources Inc Board.

II. OTHER MATTERS

If you have any questions or need further information on how to comply with this Code of Conduct, please contact the Authorized Officers using the email address: Etik@robexgold.com.

The Company may unilaterally introduce, vary, remove or replace this policy at any time.

Employees are encouraged to read this policy in conjunction with other relevant Company policies, including the Code of Business Conduct and ethics as well as the employee grievance mechanism.



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DATE

AUTHORISED OFFICERS

Name	Position	Date	Signature
Aurelien Bonneviot	Chief Executive Officer	03/10/2023	DocuSigned by: 8305235D4108494...
Alain William	Chief Financial Officer	03/10/2023	DocuSigned by: 3B7F4AB87B0E492...
Augustin Rousselet	Chief Operating Officer	03/10/2023	DocuSigned by: 10A35BBA06A14C7...
Daniel Marini	Vice Chief Operating Officer	03/10/2023	DocuSigned by: E00542B345DF4C9...
Nicolas Ros	Director of Legal Affairs	03/10/2023	DocuSigned by: 660090D83CF245E...
Gwendal Bonno	Head of People	03/10/2023	DocuSigned by: 6573140CADBB4FD...