

Code of business conduct and ethics for directors

The Board of Directors of Tantalex Resources Corporation (the “Corporation”) has adopted this written Code of Business Conduct and Ethics for Directors in compliance with National Policy 58- 201 Corporate Governance Guidelines (“NI 58-201”). All capitalized terms which are not defined herein have the meaning ascribed to them in NI 58-201 and in National Instrument 58-101 Disclosure of Corporate Governance Practices.

This Code of Conduct for the members of its Board is intended to remind the directors of the Corporation (the “Directors”) of their legal obligations and to ensure that they meet the standard of care imposed under the applicable laws and the policies of the regulatory authorities having jurisdiction.

This standard of care provides that, in exercising their powers and discharging their duties, every Director shall:

- Act honestly and in good faith with a view to the best interests of the Corporation; and
- Exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

In fulfilling their responsibilities, Directors shall:

- Act in the best interests of all the Corporation's shareholders and, if applicable, other stakeholders.
- Strive to avoid any conflict of interest in their capacity as Directors.
- Disclose to the Corporation, on a timely basis, any conflict that may arise, in connection with contractual relations proposed to be entered into by the Corporation, or otherwise.
- Not use for their own benefit, or for the benefit of a third party, any property of the Corporation or any information they may obtain in their capacity as Directors, unless they are duly authorized to do so by the Corporation.

- Take the steps necessary to ensure that any proprietary and confidential information of the Corporation is safeguarded.
- Form an independent opinion about any issue that is submitted to them and act accordingly. Directors shall take all reasonable means to satisfy themselves that the decisions approved by the Board are well-founded. In this regard, the Directors shall, where appropriate, seek advice from the Corporation's counsel and its auditor and be entitled to rely thereon.
- Comply with the Corporation's Insider Trading Policy when such Policy is in force and effect.
- Always act in a manner that will not cause any prejudice or embarrassment to the Corporation.
- Meet the obligations and responsibilities required under applicable laws and regulations and generally comply with their provisions and with the Corporation's articles and by-laws.

Directors are encouraged to consult freely with the Corporation's counsel should any questions arise with respect to a proposed course of action.

Avertissement important – Important Notice

- **UMC** se réserve le droit de réviser et/ou de modifier toutes les informations contenues dans Form an independent opinion about any issue that is submitted to them and act accordingly. Directors shall take all reasonable means to satisfy themselves that the decisions approved by the Board are well-founded. In this regard, the Directors shall, where appropriate, seek advice from the Corporation's counsel and its auditor and be entitled to rely thereon.
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