



## CODE OF BUSINESS CONDUCT AND ETHICS

### A. INTRODUCTION

Iberian Minerals Corp. ("**Iberian**" or the "**Corporation**") has adopted this Code of Business Conduct and Ethics (the "**Code**") to assist all employees, officers and directors (the "**Iberian Representatives**") of the Corporation and its subsidiaries to maintain the highest standards of ethical conduct in corporate affairs. This Code is intended to comply with Canadian securities law requirements. Specifically, the purpose of this Code is to encourage among Iberian Representatives a culture of honesty, accountability and fair business practice.

### B. ADMINISTRATION

The board of directors of the Corporation (the "**Board**") is ultimately responsible for the implementation and administration of this Code and has designated a Compliance Officer for the day-to-day implementation and administration of this Code. The Board's current designation, together with contact information, are set out in Schedule A to this Code. Iberian Representatives should direct questions concerning this Code to the Compliance Officer.

While this Code is designed to provide helpful guidelines, it is not intended to address every situation. Dishonest or unethical conduct or conduct that is illegal will constitute a violation of this Code, regardless of whether such conduct is specifically referenced in this Code. Iberian Representatives shall not engage in any activity that adversely affects the reputation or integrity of Iberian.

Iberian will take such disciplinary or preventive action as it deems appropriate to address any existing or potential violation of this Code brought to its attention. Any Iberian Representative in a situation that he or she believes may violate or lead to a violation of this Code should follow the reporting procedures described in the section entitled "Reporting of Violations Procedure" below.

Any waivers from this Code that are granted for the benefit Iberian's directors or executive officers will only be granted by the Board (or a Board committee).

### C. OVERVIEW

It is the policy of Iberian to apply high standards of courtesy, professionalism and honesty in our interactions with shareholders, suppliers, co-workers and the community. This Code governs the business-related conduct of all Iberian Representatives, including, but not limited to, the Chief Executive Officer and the Chief Financial Officer and all other directors, officers and employees of Iberian.

#### **D. COMPLIANCE WITH LAWS**

A variety of laws apply to Iberian and its operations. It is Iberian's policy to comply with all applicable laws, including employment, discrimination, health, safety, antitrust, securities, banking and environmental laws.

#### **E. CONFLICTS OF INTEREST**

Iberian Representatives are expected to make or participate in business decisions and actions in the course of their relationship with Iberian based on the best interests of Iberian and not based on personal relationships or benefits. A conflict of interest, which can occur or appear to occur in a wide variety of situations, may compromise an Iberian Representative's ability to act ethically.

Generally speaking, a conflict of interest occurs when the personal interest of an Iberian Representative, an immediate family member of an Iberian Representative or a person with whom an Iberian Representative has a close personal relationship interferes with, or has the potential to interfere with the interests or business of Iberian.

Any Iberian Representative who becomes aware of a conflict or potential conflict should bring it to the attention of the Compliance Officer or follow the compliance procedures described in the section entitled "Reporting of Violations Procedure" below. Transactions as defined in applicable securities regulations between related parties will not be conflicts of interest under this Code if they are reviewed and approved in accordance with the requirements of those regulations.

#### **F. CORPORATE OPPORTUNITIES**

Iberian Representatives must not appropriate for themselves the benefit of any business venture, opportunity or potential opportunity he or she learns about in the course of his or her employment or office. An Iberian Representative must not use Iberian's proprietary information or position for personal gain. An Iberian Representative must not compete against Iberian, either directly or indirectly. Iberian Representatives owe a duty to Iberian to advance its legitimate interests when the opportunity to do so arises.

No Iberian Representative may acquire securities of a customer, supplier or other party if ownership of the securities would be likely to affect adversely either the person's ability to exercise independent professional judgment on behalf of Iberian or the quality of such person's work. Iberian Representatives must always follow Iberian's other policies concerning the trading of securities, including those further described in this Code.

#### **G. INVENTIONS, BOOKS AND PUBLICATIONS**

Iberian Representatives must receive written permission from the Chief Executive Officer or the Chairman before developing, outside of Iberian, any products, software or intellectual property that may be related to Iberian's current or potential business.

#### **H. BRIBERY AND OTHER IMPROPER PAYMENTS**

No Iberian Representative may, directly or indirectly, give, offer, demand, solicit or accept a bribe to or from anyone in the course of conducting business on behalf of Iberian, including in

order to obtain or retain business, or for any other advantage. Improper payments include, without limitation, any gift other than a nominal gift, gratuity, reward, advantage or benefit of any kind (monetary or non-monetary). For greater certainty, a third party intermediary, such as an agent or family member, cannot be used to further any bribe or improper payment or otherwise violate the spirit of this Code.

Iberian may make corporate contributions to political parties or committees or to individual politicians only in accordance with applicable law and all such payments must be reported to the Compliance Officer.

## **I. PUBLIC DISCLOSURE**

Iberian has an obligation to comply with applicable securities laws to make full, fair, accurate, timely and understandable disclosure in its financial records and statements, in reports and documents that it files with or submits to securities regulatory authorities and in its public communications.

In furtherance of this obligation, each Iberian Representative in performing his or her duties shall act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated, in order to ensure that to the best of his or her knowledge Iberian's books, records, accounts and financial statements are maintained accurately and in reasonable detail, appropriately reflect Iberian's transactions, are honestly and accurately reflected in its publicly available reports and communications and conform to applicable legal requirements and Iberian's system of internal controls.

## **J. HANDLING OF CONFIDENTIAL INFORMATION**

In addition to the general restrictions regarding material non-public information, Iberian Representatives should observe the confidentiality of information that they acquire by virtue of their relationship with Iberian, including information concerning Iberian and its customers, suppliers and other Iberian Representatives, except where disclosure is approved by an executive officer of Iberian or otherwise legally mandated. In addition, Iberian Representatives must safeguard proprietary information, which includes information that is generally known to the public and has commercial value in Iberian's business. Proprietary information includes, among other things, business methods, analytical tools, drill results, software programs, source and object codes, trade secrets, ideas, techniques, inventions (whether patentable or not) and information relating to economic analysis, designs, algorithms and research. It also includes information relating to marketing, pricing, clients, and terms of compensation for Iberian Representatives.

## **K. USE OF CORPORATION ASSETS**

Iberian assets, including facilities, funds, materials, supplies, time, information, intellectual property, software, corporate opportunities and other assets owned or leased by Iberian, or that are otherwise in Iberian's possession, may be used only for legitimate business purposes of Iberian. Iberian assets are not to be misappropriated, loaned to others, donated, sold or used for personal use, except for any activities that have been approved in writing by the Chief Executive Officer or the Compliance Officer in advance, or for personal usage that is minor in amount and reasonable. Iberian Representatives are to report any theft or suspected theft to the Compliance Officer.

## **L. FAIR DEALING**

Each Iberian Representative should deal fairly and in good faith with other Iberian Representatives, security holders, suppliers, customers, regulators and competitors. No Iberian Representative may take unfair advantage of anyone through manipulation, concealment, misrepresentation, inappropriate threats, fraud, abuse of confidential information or any other intentional unfair-dealing practice.

## **M. HEALTH AND SAFETY**

Iberian makes great efforts to provide each Iberian Representative with a safe and healthy work environment. While every attempt is made to meet and exceed the health and safety requirements for each jurisdiction it is each Representative's responsibility to help in this effort by following all safety and health rules and practices and promptly reporting accidents, injuries and unsafe equipment, practices and conditions.

## **N. DISCRIMINATION AND HARASSMENT**

Iberian is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate illegal discrimination or harassment of any kind.

## **O. OTHER EMPLOYEE MATTERS**

It is Iberian's policy to provide each Iberian Representative with an employee manual. These are maintained and kept up to date at each facility location. They contain more detailed policies and procedures concerning health and safety, employee behavior and employment benefits.

## **P. REPORTING OF VIOLATIONS PROCEDURE**

Iberian Representatives, who observe, learn of or otherwise in good faith suspect a violation of this Code must report the violation pursuant to the procedures set out below:

1. Violations of health and safety, harassment or discrimination should follow the reporting mechanisms in place as outlined in the employee manuals;
2. Other non-accounting, auditing or financial disclosure violations should be reported to the Compliance Officer; and
3. Complaints or violations regarding corporate reporting and disclosure, accounting and auditing controls and procedures, securities laws or other matters pertaining to fraud and any complaint involving or concerning an executive officer or director of the Company must be submitted in accordance with the Whistleblower Policy.

## **Q. COMPLIANCE**

All Iberian Representatives have a responsibility to understand and follow this Code. In addition, all Iberian Representatives are expected to perform their work with honesty and integrity in all areas not specifically addressed in this Code. Iberian will discipline any Iberian Representative who violates this Code or related policies.

Records of all violations of this Code and the disciplinary action taken will be maintained by the Compliance Officer and will be placed in the Iberian Representatives' personnel file.

Iberian will notify and cooperate with the police or other governmental authorities regarding acts of Iberian Representatives involving violations of law. In addition, some violations may result in Iberian bringing suit against employees or former employees to defend its rights vigorously.

## **R. COMMUNICATIONS**

Iberian strongly encourages dialogue among Iberian Representatives and their supervisors to make everyone aware of situations that give rise to ethical questions and to articulate acceptable ways of handling those situations. The Compliance Officer shall provide a report to the Board at least quarterly on investigations and other significant matters arising under this Code.

## **S. RELATED CORPORATION POLICIES**

As part of Iberian's commitment to the highest standards of corporate governance, Iberian has established a Whistleblower Policy for the receipt, retention and handling of complaints and concerns received regarding corporate reporting and disclosure, accounting and auditing controls and procedures, securities laws or other matters pertaining to fraud and any complaint involving or concerning an executive officer or director of the Company. Any such illegal activity or code violation must be reported promptly as set out in Iberian's Whistleblower Policy.

This Code should be read in conjunction with Iberian's other related policy documents, including the Whistleblower Policy. This Code supplements any contractual obligation any person may have under the terms of any agreements with Iberian. This Code is not intended to create any contract (express or implied) with any person, including, without limitation, any employment or consulting contract, or to constitute any promise that a person's employment or consulting arrangement will not be terminated except for cause.

## SCHEDULE "A"

The Board has made the following designations:

### **Compliance Officer:**

David Poynton  
181 Bay Street  
Suite 2830, Brookfield Place  
Toronto, ON M5J 2T3

Telephone: 416-815-8558  
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