

Appendix V8-1A

TMAC's Code of Ethical Business Conduct





OUR COMMITMENT TO ETHICAL BUSINESS CONDUCT

We have embraced core values that we believe are key to TMAC's success. This Code reflects these core values and affirms TMAC's commitment to conducting its business with honesty, integrity and fairness. This Code also specifies the basic norms of behaviour expected from all of us.

Each of us represents TMAC in our relationships with others, including customers, suppliers, contractors, partners, governments, investors, competitors, employees and the general public. TMAC expects us to act in a manner that will enhance TMAC's reputation for conducting its business and affairs with honesty, integrity and fairness and to avoid any conflict that might reflect unfavourably upon us or TMAC.

This Code has been adopted by TMAC's Board of Directors and applies to every employee of TMAC, including the Executive Chairman, Chief Executive Officer and other executive officers, as well as to the members of TMAC's Board of Directors.

GUIDING PRINCIPLES

All of us who conduct business on behalf of TMAC must be guided by the following principles which serve as the foundation of this Code and the policies that reinforce it:

- act ethically and honestly;
- accept responsibility and be accountable for our actions;
- make decisions which are in the best interests of TMAC;
- honour our agreements and commitments;
- conduct our business in an environmentally and socially responsible manner;
- communicate with all of our stakeholders in an honest and straight-forward manner;
- select and treat our employees in a respectful, fair and equitable manner and foster a work environment that is safe and healthy and free from discrimination, harassment, intimidation and hostility of any kind; and
- obey all laws governing the conduct of our business.

STANDARDS OF CONDUCT

OUR WORKPLACE

Respect, Dignity and Trust. TMAC is committed to establishing and maintaining a work environment where everyone is treated with respect, dignity and trust. It is the responsibility of each of us to foster and encourage such an environment.

Discrimination. We do not tolerate discrimination against any individual or group on the basis of race, gender, religion, national origin, marital or family status, sexual orientation, age, physical limitation or any other personal characteristics protected by law.

Harassment. We do not tolerate intimidation, harassment or bullying of any kind. Harassment is any type of repeated unwelcome offence, including sexual, racial, religious, psychological, physical, verbal or other abuse.

Violence. We do not tolerate violence of any kind. Workplace violence is any act in which a person is abused, threatened, intimidated or assaulted in his or her employment.

Hiring Family Members. Although we may employ more than one family member, we do not permit the supervision of one family member by another.

Health and Safety. TMAC's health and safety vision is that every person will be safe and healthy every day, both at work and at home. Achieving this goal depends upon each of us, and we are all expected to:

- be aware of the safety issues involved in carrying out the work we do as we are responsible for our own health and safety as well as each other's health and safety;
- work safely by adhering to legislation, policies and work procedures and communicating unacceptable practices to management;
- participate in training and continuously improve our processes and performance;
- be familiar with TMAC's policies, programs and systems, including its safety, health and environmental policies; and
- perform our responsibilities in a professional manner, free from the effects of drugs and/or alcohol.

TMAC will investigate and deal with all concerns, complaints or incidents of workplace discrimination, violence or harassment in a fair and timely manner while respecting employees' privacy as much as possible.

OUR ENVIRONMENT

TMAC is committed to sound environmental management and aims to manage exploration, mining and other operations in a manner that minimizes any adverse effect on the environment. TMAC will:

- maintain active, continuing and independently audited programs to ensure compliance with corporate policy, applicable legislation and government requirements;
- design, implement and continually evaluate its management systems;
- regularly measure our performance against recognized industry standards and 'best practices'; and
- provide each of us with the resources necessary to identify, manage and reduce environmental risk and, in return, expect us to understand our compliance obligations and conduct our activities in a manner consistent with TMAC's environmental policy and generally accepted environmental policies and procedures and to take responsibility for aspects of environmental matters over which we have control.

OUR RELATIONSHIPS WITH OTHERS

Conflicts of Interest. Each of us has an obligation to act with honesty and integrity and in the best interests of TMAC and to avoid any relationship or activity that might create, or appear to create, a conflict between our personal interests and the interests of TMAC. Conflicts of interest arise where our position or responsibilities with TMAC present an opportunity for personal gain, apart from the normal rewards of being an employee, officer or director, to the detriment of TMAC. They also arise where our outside personal interests are inconsistent with those of TMAC and create conflicting loyalties.

Conflicting Personal Interests. There are many situations in which our personal interests may conflict with those of TMAC and cause us to give preference to personal interests in situations where corporate responsibilities should come first. For example:

- acquiring any property, security or any business interest we know TMAC has, or may have, an interest in acquiring;
- serving as a director or officer of, or working as an employee or consultant for, a competitor or an actual or potential business partner of TMAC;
- investing in, or trading in the shares of, a competitor, supplier, customer or an actual or potential business partner of TMAC where such investment or trading may influence our business decisions or compromise our independent judgment; and
- participating in another business interest or activity that deprives TMAC of the time or attention required to perform our duties properly or creates an obligation or distraction which impairs the exercise of our independent judgment, fiduciary responsibility, initiative or efficiency in acting on behalf of TMAC.

Before we participate in any outside business interest which may influence our business decisions or compromise our independent judgement, we should first disclose that interest to TMAC and obtain approval from the Corporate Governance and Nominating Committee to pursue such interest.

Corporate Opportunities. We owe a duty to TMAC to advance its legitimate interests when the opportunity to do so arises. Opportunities which become available to us by reason of our position with TMAC must be disclosed and be treated as belonging to TMAC.

Gifts and Entertainment. We should not use our position with TMAC to obtain personal gain or benefit from other employees or from those doing or seeking to do business with TMAC. Actions taken and decisions made must be on an impartial and objective assessment of the facts in each situation, free from the influence of gifts, which may adversely affect our judgment.

Customers, suppliers, contractors, consultants and others doing or seeking to do business with TMAC must be selected and dealt with in an impartial manner, without favour or preference based upon any considerations other than the best interests of TMAC. Therefore, we cannot accept or provide, directly or indirectly, for personal benefit, payments, services, loans, other compensation or benefits from or to a customer, supplier, contractor, consultant, or other individual or entity that does or seeks to do business with, or is a competitor of, TMAC if they could reasonably be considered to be extravagant for the recipient or otherwise improperly influencing TMAC's business relationship with, or create an obligation, to the recipient.

This prohibition does not prevent us from accepting or providing modest gifts or entertainment that are customarily provided to foster important business relationships and which do not (and could not reasonably be perceived to) influence our business decisions or compromise our independent judgment. The following are guidelines regarding gifts and entertainment:

- modest gifts, such as logo items, pens, calendars, caps, shirts and mugs are acceptable if the cost is reasonable;
- reasonable invitations to business-related meetings, conventions, conferences or product training seminars may be accepted;
- invitations to social, cultural or sporting events may be accepted if the cost is reasonable and your attendance serves a customary business purpose such as networking (e.g. meals, holiday parties and tickets); and

- invitations to golfing, fishing, sports events or similar trips that are usual and customary for your position within TMAC and the industry and promote good working relationships with customers and suppliers may be accepted.

Fair Dealing / Competitive Practices. To achieve TMAC's business interests, we each must endeavour to deal fairly with TMAC's counterparties, customers, suppliers, competitors and employees. We may not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

TMAC firmly believes that fair competition is fundamental and complies with and supports laws which prohibit restraint of trade, unfair practices or abuse of economic power. TMAC will therefore not enter into arrangements that unlawfully restrict its ability to compete with other business, or the ability of any other business organization to compete freely with TMAC. TMAC's policy also prohibits us from entering into or discussing any unlawful arrangement or understanding that may result in unfair business practices or anticompetitive behaviour.

Public Relations. The Executive Chairman, the Chief Executive Officer, the President, the Chief Financial Officer and the Vice-President, Investor Relations, if any, of TMAC are responsible for all public relations, including all contact with the media, and are the only individuals authorized to act as spokespersons for TMAC. This means that only they, or those designated by them, can respond to inquiries or requests for information concerning the Corporation, including from the investment community, the general public, the media, government authorities or other third parties. We must immediately refer any contact from the media to one of them. In addition, any proposed industry presentation or formally issued information about TMAC must be first reviewed by one of these spokespersons.

Community Relations. TMAC recognizes that our success is dependent upon partnering with our employees, contractors, local and Inuit communities and other stakeholders. We will engage these communities, use open, honest dialogue to build relationships and trust and respect their cultural knowledge and heritage.

Government Relations and Political Activities. All dealings between directors and employees and public officials must be conducted in a manner that will not compromise the integrity, or place in question the reputation, of TMAC, such person or such officials. No unlawful or other improper payment or gift is to be made or offered to any governmental official with a view to influencing an official act or decision related to retaining or obtaining business, the enactment or enforcement of any laws or to otherwise obtain favours.

TMAC does not make donations or contributions to any candidate for public office or political party and does not approve of anyone making them in its name. TMAC recognizes, however, that we, as individuals may choose to participate in political activities but these activities must not involve the use of TMAC money, time, equipment, supplies, facilities or other resources. If you are participating in personal political activities, it must be clear that you are acting in your personal capacity and not as a representative of TMAC.

PROTECTING TMAC'S ASSETS

TMAC has made substantial investments in the assets in our workplaces and we are all responsible for protecting them against theft, loss, damage, carelessness, misuse and waste. This means:

- we must not use TMAC's property for individual profit or any unlawful, unauthorized or unethical purpose;
- we are expected to exercise care in using TMAC's property and not to intentionally damage or destroy TMAC's property;

- we must not reproduce, distribute or alter copyrighted materials without the permission of the copyright owner; and
- we must exercise integrity and prudence in incurring and approving business expenses and ensuring that such expenses are reasonable and serve TMAC's business interests.

We must also use TMAC's information technology resources (including, but not limited to, computers, e-mail, applications, internet access, telephones, and voice mail) for business purposes. TMAC may monitor our use of information technology resources as our inappropriate use of these resources may not only interfere with our carrying out business for TMAC but may also jeopardize TMAC's reputation or our compliance with regulatory requirements. TMAC acknowledges that from time to time the personal use of information technology resources may be necessary; however, such use should not impact business activities and all use will be governed by information technology policies that establish guidelines for the appropriate use of TMAC's information technology resources, which all of us are expected to be familiar with.

CONFIDENTIAL AND PROPRIETARY INFORMATION AND TRADE SECRETS

We may have access to information relating to TMAC, including financial and strategic information, information concerning employees customers and other third parties that TMAC deals with and other information that is not available to the general public (through a news release or other public filing). All such information, whether or not it is the subject of copyright or patent, is the property of TMAC.

We are expected to safeguard confidential information and not disclose it to anyone apart from other employees on a "need to know" basis. We are also prohibited from making personal use of such information including, for example, trading in securities on the basis of such information.

Disclosing or misusing confidential information can have very serious consequences. It can result in legal action against TMAC and/or its employees, officers and directors, hurt our ability to compete, affect our financial position, violate the rights of our employees or damage our credibility or reputation. If a situation arises where the disclosure of confidential information is necessary for business reasons, the person who receives the confidential information must be advised that it is to be kept confidential and, in many cases, will need to sign a confidentiality agreement prior to the disclosure being made.

In order to prevent the misuse or inadvertent disclosure of confidential information, the following procedures should be observed:

- confidential information should be kept in a safe place, with access restricted to individuals who "need to know" that information in the necessary course of business;
- confidential matters should not be discussed in places where the discussion may be overheard;
- confidential documents should not be read in public places, left unattended or discarded where they can be retrieved by others;
- transmission of documents via electronic means should be made only where the transmission can be made and received under secure conditions;
- extra copies of confidential documents must be shredded or otherwise destroyed in a safe manner; and
- outside parties privy to confidential information must be informed of their obligation to not divulge such confidential information to anyone else and should confirm their commitment to non-disclosure in the form of a written confidentiality agreement.

FINANCIAL BOOKS AND RECORDS

TMAC maintains a high standard of accuracy and completeness in its business and financial records. These records serve as a basis for managing our business and affairs of the Corporation and are crucial for meeting obligations to employees, customers, investors and others, as well as for compliance with tax and legal reporting requirements. They also contain vital information about TMAC, upon which our shareholders, investment analysts and regulators rely in making key decisions about TMAC.

Those of us who assist in the preparation of TMAC's business and financial records or who issue regulatory or financial reports have a responsibility to ensure they fairly present all information in a truthful, accurate, complete and fair manner, are issued in a timely manner and conform to applicable legal requirements and TMAC's system of internal controls.

Appropriate records must be kept of all transactions and there are to be no cash funds, bank accounts, investments or other assets which are either not recorded or inadequately recorded on the books and records of the Corporation. No payment is to be approved without adequate and accurate supporting documentation and authorization.

We are also expected to cooperate fully with TMAC's independent auditor and not to coerce, mislead or in any way manipulate or attempt to manipulate TMAC's independent auditor.

TMAC maintains all records in accordance with applicable laws and regulations regarding the retention of business records. The unauthorized destruction of, or tampering with, any records, whether written or in electronic form, where TMAC is required by law or government regulation to maintain such records or where it has reason to know of a threatened or pending government investigation or litigation relating to such records is prohibited. If there is any doubt on whether records may be disposed of, the Chief Financial Officer should be contacted.

INSIDER TRADING

Canadian securities laws prohibit the purchase or sale of securities of a company by someone who is in possession of material information about that company that has not been disclosed to the public (known as "insider trading").

TMAC has adopted an Insider Trading Policy in order to prevent improper trading in its securities and the improper communication of undisclosed material information regarding TMAC with which all of us are expected to understand and comply.

If the buying or selling of TMAC shares becomes the subject of scrutiny, such buying or selling may well be viewed differently after the fact and with hindsight than the way such actions were viewed at the time.

In order to avoid the potential for, or the appearance of, insider trading, TMAC will impose regularly scheduled "blackout periods" surrounding the public release of quarterly and annual financial results, during which periods the purchase and sale of securities of the TMAC by directors, officers and other employees will be prohibited. In addition, TMAC may, from time to time, impose additional blackout periods.

TIMELY PUBLIC DISCLOSURE

TMAC is committed to providing timely, factual and accurate disclosure of material information about TMAC to its shareholders, the financial community and the public, including in TMAC's filings with securities regulatory authorities. TMAC's policy governing public disclosure is set forth in our Disclosure Policy.

COMPLIANCE WITH LAWS, RULES AND REGULATIONS

TMAC's policy is to meet or exceed all legal and regulatory requirements applicable to it. Each of us must contribute to this expectation by:

- making every reasonable effort to become familiar with laws, rules, regulations and any other professional policies and codes that may govern our activities;
- being diligent in complying with these laws, rules and regulations and professional policies and codes; and
- making sure that those who report to us, and the people we report to, are also aware of these laws, rules, regulations and professional policies and codes.

If you are not sure how a law, rule, regulation or professional policy or code might apply to you, speak to your supervisor or contact the Chief Financial Officer for assistance.

COMPLIANCE WITH THIS CODE AND REPORTING VIOLATIONS

The Board of Directors is ultimately responsible, acting through the Audit Committee, for this Code and monitoring its compliance.

It is the responsibility of each of us to understand and comply with this Code. Identifying problems or violations to enable them to be quickly and properly resolved or to prevent them from escalating or recurring, benefits all of us and enhances our workplace environment and TMAC's reputation. We are therefore encouraged and expected to:

- identify and raise potential issues before they lead to problems;
- take all responsible steps to prevent a violation of this Code;
- report actual or potential violations of this Code which we observe or become aware of; and
- seek additional guidance when necessary.

Retaliatory action against any individual for raising such concerns or questions or for reporting suspected Code violations in good faith will not be tolerated.

As the Code does not prescribe a rule for every circumstance we might encounter, we are expected to use our best judgment and common sense in applying the guidelines set out in this Code. As a general guideline, if you have any questions regarding the application of any requirement under this Code, the best course of action in a particular situation, or if you suspect a possible violation of a law, regulation or this Code, you should address the matter promptly with your supervisor.

If reporting a concern or complaint to your supervisor is not possible or advisable for some reason or if taking it to your supervisor does not resolve the matter, you should address the matter with the Chief Financial Officer or you may seek assistance through the procedures set out in TMAC's Whistleblower Policy, which is posted on the TMAC website.

Every reasonable effort will be made to ensure the confidentiality of concerns about suspected Code violations, any related investigations and the identity of those providing information, to the extent consistent with the need to conduct an appropriate, fair and thorough investigation.

Failure to observe this Code may subject you to disciplinary action by TMAC, up to and including termination. Violations of this Code may also constitute violations of the law and may result in civil or criminal penalties for you, your supervisors and/or TMAC.

WAIVERS

From time to time, TMAC may waive certain provisions of this Code. The term “waiver” means the approval by TMAC of a material departure from a provision of this Code. Waivers generally may be granted only by the Executive Chairman and must be reported to the Board of Directors or a Committee of the Board. However, any waiver of the provisions of this Code for directors and other senior officers, including the Executive Chairman, the Chief Executive Officer, the President, the Chief Financial Officer and the Chief Operating Officer, if any, may only be made by the Board of Directors or the Audit Committee and will be disclosed to shareholders as required by applicable law.

CERTIFICATION

Each of us will be required to provide certification that we have read, understood and will comply with this code.