

**TARTISAN RESOURCES CORP.**

**CODE OF BUSINESS CONDUCT**

**DECEMBER 21, 2010**

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The Code of Business Conduct (the “**Code**”) of **Tartisan Resources Corp.** and its subsidiaries, if any, (collectively, “**Tartisan**”) is a guide that highlights key issues and identifies policies and resources to help employees, officers and directors of Tartisan (“**Tartisan Representatives**”) reach appropriate decisions. The Code is neither a contract nor a comprehensive manual that covers every situation that might be encountered.

### **Responsibility and Accountability**

All Tartisan Representatives have the personal responsibility to make sure that their actions conform to the Code and the laws that apply to their work. Any questions or concerns about illegal or unethical acts should be discussed with management. Failure to abide by the Code or the law may lead to appropriate disciplinary measures, up to and including dismissal.

All Tartisan Representatives are expected to read the entire Code.

### **Additional Responsibilities of Employees in Positions of Senior Management**

Employees in positions of senior management are expected to lead according to high standards of ethical conduct, in both words and actions. Managers are responsible for promoting open and honest two-way communications with Tartisan Representatives. Managers must be role models who show respect and consideration for everyone involved with Tartisan. Managers must be diligent in looking for indications that unethical or illegal conduct has occurred. Anyone having a concern about unethical or illegal activities is expected to inform their manager and take appropriate and consistent action.

### **Responsibility to Employees**

All employees and officers of Tartisan will treat each other with respect and fairness at all times, valuing the difference of diverse individuals with various backgrounds. Employment decisions will be based on business reasons, such as qualifications, talents and achievements, and will comply with all applicable employment laws.

### ***Harassment***

Abusive, harassing or offensive conduct is unacceptable, whether verbal, physical or visual. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. Tartisan Representatives are encouraged to speak out when a coworker’s conduct makes them uncomfortable and to report harassment when it occurs.

Threats or acts of violence or physical intimidation are prohibited.

### ***Safety and Health***

All Tartisan Representatives are responsible for maintaining a safe workplace by following safety and health rules and practices and are further responsible for immediately reporting accidents, injuries, and unsafe equipment, practices or conditions to a supervisor or other designated person. Tartisan strives to keep its workplaces free from hazards.

In order to protect the safety of all employees, all Tartisan Representatives must report to work free from the influence of any substance that could prevent them from conducting work activities safely and effectively.

### **Responsibility to Business Partners**

Neither Tartisan nor Tartisan Representatives will do business with others who are likely to harm Tartisan's reputation, including, for example, those who intentionally and continually violate laws including, but not limited to, environmental, employment, safety and anti-corruption statutes. All arrangements with third parties must comply with the policies of Tartisan as outlined in the Code and applicable laws. Neither Tartisan nor Tartisan Representatives will use a third party to perform any act prohibited by law or by this Code.

### ***Agents and Consultants***

Commission rates or fees paid to agents, consultants or other similar parties must be reasonable in relation to the value of the product or work that is actually being done.

### ***Subcontractors***

Subcontractors play a vital role in the fulfillment of many of Tartisan's contracts. It is therefore very important to ensure that subcontractors of Tartisan preserve and strengthen Tartisan's reputation by acting consistently with the Code.

### ***Joint Ventures and Alliances***

All Tartisan Representatives will strive to ally with businesses that share the commitment of Tartisan Representatives to ethics and also work to make the standards of any joint ventures compatible with those of Tartisan.

### **Responsibility to Shareholders**

All Tartisan Representatives must be committed to managing business operations of Tartisan in the best interests of all shareholders and to act in what they perceive to be the best interests of shareholders.

### **Protection and Proper Use of Tartisan's Assets**

All Tartisan Representatives are responsible for protecting Tartisan's assets and ensuring their efficient use. Tartisan's assets must be protected from loss, damage, misuse, theft or waste. Tartisan's assets include the employees' time at work and work product as well as Tartisan's equipment and vehicles, computers and software, company information and reputation and

trademarks. All Tartisan Representatives should exercise integrity and prudence in incurring and approving all business expenses, work to minimize such expenses and to ensure that such expenses are reasonable and serve Tartisan's business interests. Assets of Tartisan may only be used for business purposes and other purposes approved by management and in any case may never be used for illegal purposes.

### **Proprietary Information and Confidentiality**

All Tartisan Representatives will safeguard all proprietary information. Proprietary information includes any information that is not generally known to the public and is of value to Tartisan, or would be of value to competitors of Tartisan. It also includes information that suppliers and customers have entrusted to us. The obligation to preserve proprietary information continues even after employment ends.

All Tartisan Representatives are responsible for protecting against disclosure of Tartisan's confidential information and the information of third parties that has been provided to Tartisan with the expectation that the information will be kept confidential. In order to prevent the misuse or inadvertent disclosure of confidential information, the following procedures should be observed at all times:

- (a) 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;
- (b) confidential matters should not be discussed in places where the discussion may be overheard;
- (c) confidential documents should not be read in public place, left unattended or discarded where they can be retrieved by others;
- (d) transmission of documents via electronic means should be made only where the transmission can be made and received under secure conditions;
- (e) extra copies of confidential documents should be shredded or otherwise destroyed;
- (f) confidential information being transmitted over the internet must be secured by the strongest encryption and validation methods available; and
- (g) outside parties privy to confidential information must be informed of their obligation to not divulge such information to anyone else and should confirm their commitment to non-disclosure in the form of a written confidentiality agreement.

### **Inside Information and Securities Trading**

No one is permitted to trade in securities of Tartisan or any other kind of property based on knowledge stemming from their position or employment with Tartisan where that information hasn't been reported publicly. Trading or "tipping" others who might make an investment decision based on inside job information violates several laws including provincial securities

legislation. For example, using non-public information to buy or sell shares or other securities of Tartisan or the securities of a supplier or customer of Tartisan is prohibited both by law and this Code.

### **Accuracy of Records**

Honest and accurate recording and reporting of information is essential in order to make responsible business decisions. All financial books, records and accounts of Tartisan must accurately reflect transactions and events, and conform both to the applicable accounting principles as well as to the internal controls of Tartisan.

### **Business Communications**

All business records and communications should be clear, truthful and accurate. Business records and communications may become public through litigation, government investigations or the media. Tartisan Representatives should avoid exaggeration, colorful language, guesswork, legal conclusions, and derogatory remarks or characterizations of people and businesses. This applies to communications of all kinds, including e-mail and “informal” notes or memos. Records should always be retained and destroyed according to record retention policies of Tartisan.

### **Responsibility to Competitors**

Tartisan Representatives must never use any illegal or unethical methods to gather competitive information. Stealing proprietary information, possessing trade secret information that was obtained without the owner’s consent, or inducing such disclosures by past or present employees of other businesses, is prohibited.

If information is obtained by mistake that may constitute a trade secret or confidential information of another business, or if there are questions about the legality of information gathering, either management or, where appropriate, Tartisan’s legal counsel, should be consulted immediately.

### **Personal Community Activities**

Tartisan Representatives are free to support community, charity and political organizations and causes of their choice, as long as it is made clear that their views and actions are not those of Tartisan. Outside activities must not interfere with job performance.

No Tartisan Representative may pressure another employee to express a view that is contrary to a personal belief, or to contribute to or support political, religious or charitable causes.

### **Environment**

All Tartisan Representatives will respect the environment by complying with all applicable environmental laws. Tartisan is committed to the protection of the environment by minimizing the environmental impact of Tartisan’s operations and operating its business in ways that will foster a sustainable use of the world’s natural resources. Tartisan Representatives must notify management if hazardous materials come into contact with the environment or are improperly handled or discarded.

## **Responsibility to Governments**

### ***Compliance with the Law***

All Tartisan Representatives are required to comply with all applicable laws and regulations where and when doing business on behalf of Tartisan. Tartisan Representatives are also responsible for checking with management or, where appropriate, Tartisan's legal counsel, if there are any questions or concerns about the legality of an action. Tartisan Representatives shall comply with all applicable antitrust and competition laws.

### ***Political Activities***

No one may, except with approval from management, make any political contribution on behalf of Tartisan or use Tartisan's name, funds, property, equipment or services for the support of political parties, initiatives, committees or candidates. This includes any contribution of value. Additionally, engaging in lobbying activities or pursuing government contacts on behalf of Tartisan should be approved and coordinated with management.

## **Conflicts of Interest**

### ***General Guidance***

Business decisions and actions must be based on the best interests of Tartisan, and must not be motivated by personal considerations or relationships. Relationships with prospective or existing suppliers, contractors, customers, competitors or regulators must not affect the independent and sound judgment made on behalf of Tartisan. General guidelines to assist in understanding several of the most common examples of situations that may cause a conflict of interest are listed below. However, employees are required to disclose to management any situation that may be, or appear to be, a conflict of interest. When in doubt, it is best to disclose.

### ***Outside Employment***

Tartisan Representatives may not work for or receive payments for services from any competitor, customer, distributor, sub-contractor or supplier of Tartisan without approval of management. The skills acquired by Tartisan Representatives and used for the benefit of Tartisan must not be used in such a way that could hurt the business of Tartisan.

### ***Board Memberships***

Employees of Tartisan serving on boards of directors or similar bodies for an outside company or government agency require the approval of management. Such approval must be obtained in advance.

### ***Family Members and Close Personal Relationships***

No Tartisan Representative may use his or her personal influence to persuade Tartisan to do business with a company in which their family members or friends have an interest.

### ***Investments***

No Tartisan Representative may allow his or her investments to influence, or appear to influence, their independent judgment on behalf of Tartisan. This could happen in many ways, but it is most likely to create the appearance of a conflict of interest if a Tartisan Representative has an investment in a competitor, supplier, customer, or distributor and the decisions of the Tartisan Representative may have a business impact on this outside party. If there is any doubt about how an investment might be perceived, it should be disclosed to management.

No Tartisan Representative is permitted to buy, directly or indirectly, or otherwise acquire rights to any property or materials while possessing knowledge that Tartisan may be interested in pursuing such an opportunity and the information possessed by the Tartisan Representative is not yet public.

### ***Receiving Gifts***

Tartisan Representatives are prohibited from accepting kickbacks, lavish gifts or gratuities. Tartisan Representatives may accept items of nominal value, but may not accept anything that might make it appear that their judgment regarding Tartisan would be compromised.

In certain rare situations, where it would be impractical or harmful to refuse or return a gift, the situation is to be discussed with management.

### ***Giving Gifts***

Where a situation calls for giving a gift or gifts, Tartisan's gifts must be legal, reasonable, and approved by management. No Tartisan Representative may ever pay bribes.

No Tartisan Representative will provide any gift if applicable law or the policy of the recipient's organization prohibits it. For example, the employees of many government entities around the world are prohibited from accepting gifts. If in doubt, check with management first.

Gifts are not always physical objects but may include services, favors or any other item of value.

## **Entertainment**

### ***Receiving Entertainment***

Tartisan Representatives may accept entertainment that is reasonable in the context of the business and that advances Tartisan's interests. For example, accompanying a business associate to a local cultural or sporting event, or to a business meal, would in most cases be acceptable.

Entertainment that is lavish or frequent may appear to influence one's independent judgment on behalf of Tartisan. Where an invitation appears inappropriate, the offer must be turned down or the true value of the entertainment paid. Accepting entertainment that may appear inappropriate should be discussed with management in advance if possible.

### ***Providing Entertainment***

Tartisan Representatives may provide entertainment that is reasonable in the context of the business. Any concern regarding the appropriateness of providing entertainment should be discussed with management in advance.

Applicable law may prohibit entertainment of government officials. Obtain approval from management in each instance.

## **Travel**

### ***Acceptance of Travel Expenses***

Employees may accept transportation and lodging provided by a supplier or other third party, if the trip is for business and is approved in advance by management. All travel accepted must be accurately recorded in travel expense records.

### ***Providing Travel***

Unless prohibited by applicable law or the policy of the recipient's organization, Tartisan may pay the transportation and lodging expenses incurred by customers, agents or suppliers in connection with a visit to a Tartisan property. The visit must be for a business purpose, for example, on-site examination of equipment, contract negotiations or training.

Management must approve all travel by government officials that is sponsored or paid for by Tartisan in advance.

## **How to Get Help**

All questions about the Code should, in the first place, be directed to a supervisor or manager. Should it be inappropriate in the circumstances to discuss the issue with a supervisor, an alternate member of management or, where appropriate, Tartisan's legal counsel, should be consulted.

## **Duty to Report Violations**

All Tartisan Representatives shall disclose promptly, in writing where appropriate, any personal situation or transaction which is or may be in conflict with the intent of this Code. Disclosure shall be made to the employee's immediate supervisor or other designated individual. The supervisor shall determine what action, if any, the supervisor should take and what action the employee should take and shall recommend that action, in writing where appropriate, for approval by the next higher level of management.

If a conflict exists, and there is no failure of good faith on the part of the employee, it will be Tartisan's policy to allow, where appropriate, a reasonable amount of time for the employee to correct the situation in order to prevent undue hardship or loss. Decisions in this regard shall, however, be within the sole discretion of Tartisan's management, whose first concern must be Tartisan's employees, the environment and the overall interests of Tartisan.



**ADOPTED BY THE BOARD OF DIRECTORS ON DECEMBER 21, 2010.**