



# Director's Code of Conduct

## 1. Introduction

Kemar Minerals Inc. is committed to upholding the highest standards of corporate governance, integrity, and ethical conduct. This Director's Code of Conduct ("Code") outlines the expectations and responsibilities of all directors serving on the Board of Directors of Kemar Minerals Inc. The Code is designed to ensure transparency, accountability, and adherence to legal and ethical obligations in all decision-making processes.

## 2. Scope

This Code applies to all members of the Board of Directors of Kemar Minerals Inc. and sets forth the principles and values that must guide their conduct in fulfilling their fiduciary responsibilities.

## 3. Core Principles of Conduct

### 3.1 Integrity & Ethical Conduct

- Directors shall act honestly, ethically, and in the best interests of Kemar Minerals Inc. and its stakeholders.
- They must avoid any conduct that could compromise or appear to compromise their integrity.
- Directors must not engage in fraud, misrepresentation, or any illegal activities that could harm the Company's reputation.

### 3.2 Compliance with Laws & Regulations

- Directors must comply with all applicable laws, regulations, and company policies governing the mining industry, corporate governance, and business operations.
- They shall remain informed about regulatory developments and ensure that the Company's actions align with legal requirements.

### **3.3 Conflict of Interest**

- Directors must disclose any conflicts of interest that may affect their ability to act in the best interests of the Company.
- They must not use their position to obtain personal gain or favor any related parties.
- Any potential conflict of interest should be reported to the Board Chairperson and, if necessary, lead to recusal from related discussions and decision-making.

### **3.4 Confidentiality**

- Directors must maintain the confidentiality of all non-public and sensitive information related to the Company.
- They shall not disclose confidential information to unauthorized individuals or use it for personal advantage.

### **3.5 Corporate Opportunities & Fair Dealing**

- Directors must not exploit corporate opportunities for personal gain.
- They must deal fairly with employees, investors, suppliers, and other stakeholders, ensuring transparency and respect in all transactions.

## **4. Duty of Care**

- Directors shall make informed and prudent decisions, exercising due diligence in all matters affecting the Company
- They should actively participate in Board meetings and stay updated on the Company's operations and financial performance.

## 5. Financial Integrity & Accountability

- Directors must ensure accurate and transparent financial reporting, promoting accountability and investor confidence.
- They shall oversee risk management and internal controls to prevent financial misconduct or misrepresentation.

## 6. Respect For Employees & Stakeholders

- Directors must promote an inclusive, safe, and respectful workplace culture that values diversity and ethical business practices.
- They should uphold corporate social responsibility (CSR) initiatives, ensuring sustainable and ethical mining practices.

## 7. Compliance & Enforcement

- Directors are expected to report any violations of this Code to the Board Chairperson or Compliance Officer.
- Violations of the Code may result in disciplinary action, including removal from the Board, if necessary.
- The Board shall periodically review and update this Code to ensure it reflects best practices in corporate governance

Approved by:



**Miles H. Auteberry**  
*Chief Executive Officer*  
Kemar Minerals Inc.

