

NOUVEAU MONDE MINING ENTERPRISES INC.

CODE OF ETHICS

**CODE OF ETHICS
TABLE OF CONTENTS**

| | |
|--|----|
| SUMMARY | 4 |
| INTRODUCTION | 5 |
| NOUVEAU MONDE'S CODE OF ETHICS..... | 6 |
| 1. Compliance with Laws and Regulations..... | 6 |
| 2. Occupational Health and Safety..... | 6 |
| 3. Fair Competition | 6 |
| 4. Media Relations and Disclosure of Information | 6 |
| 5. Dealing in Corporation's Securities | 7 |
| 6. Confidential Information | 7 |
| 7. Conflicts of Interest | 7 |
| 8. Outside Business Activities..... | 8 |
| 9. Competitors' Information..... | 8 |
| 10. Corporation's Time and Assets | 9 |
| 11. E-mail and Internet | 9 |
| 12. Employment and Equal Opportunity..... | 9 |
| 13. Respect and Integrity of the Person..... | 9 |
| 14. Business and Professional Relationships..... | 10 |
| 15. Dealing with Public or Government Officials | 10 |
| 16. Protection of the Environment..... | 10 |
| 17. Community Relations..... | 10 |
| 18. Records and Reporting..... | 10 |
| 19. Employee Compliance and Reporting | 11 |

Where appropriate, the Code of Ethics of Nouveau Monde Mining Enterprises Inc. ("Nouveau Monde" or the "Corporation") also applies to the directors of the Corporation and the term "employees", when used herein, is, where appropriate, deemed to apply to such directors.

Any reference to Nouveau Monde (or the "Corporation") herein refers to Nouveau Monde Mining Enterprises Inc.

SUMMARY

Nouveau Monde's Code of Ethics (the "Code") provides basic guidelines setting forth the ethical behavior expected from every employee of the Corporation with respect to the use of Corporation time and assets, protection of confidential information, conflicts of interest, trading in Nouveau Monde's securities and other matters. Every employee of Nouveau Monde is subject to the Code and will be requested to sign a form acknowledging that he understands its contents and agrees to be bound by its provisions.

In summary, all employees must:

- follow applicable laws and regulations wherever the Corporation does business;
- work safely, in accordance with regulatory and other industry standards;
- treat everyone fairly and equitably: customers, suppliers, other employees. Corporation stakeholders and third parties dealing with the Corporation;
- refrain from speaking publicly on Corporation matters, unless authorized;
- refrain from trading on, and "tipping" others on, confidential information;
- respect the confidential nature of the information to which they may have access and refrain from sharing same, except on a need-to-know basis;
- always perform their duties in the best interests of the Corporation;
- avoid conflicts of interest, both real and perceived;
- be honest and act with integrity;
- handle Corporation assets with care and refrain from using same and Corporation time for Personal purposes;
- respect the right of all employees to fair treatment and equal opportunity;
- respect the right of all employees to a working environment free from discrimination or harassment of any sort;
- act in a respectful and professional manner with other employees;
- refrain from inappropriately influencing the political process;
- work in an environmentally responsible manner;
- respect the cultures and rights of communities where the Corporation operates its business;
- ensure that all transactions are handled honestly and recorded accurately; and
- report any violation to this Code.

INTRODUCTION

It is the Corporation's policy and objective to maintain the highest standards of ethical business behaviour. Ethical behaviour in the performance of one's duties essentially comes down to being honest and fair in one's dealings with other employees, customers, suppliers, competitors, Corporation stakeholders and the public. No one in the Corporation, from the president and chief executive officer to the hourly employee, is ever expected or authorized to commit an illegal or unethical act, or to allow, direct or encourage others to do so.

The Corporation's reputation for business integrity is one of its most valued assets; it was achieved and is maintained through the efforts of its employees and their avoidance of any activity or interest that might reflect unfavourably upon the Corporation's image or reputation, or their own. Every transaction of the Corporation must be able to withstand public scrutiny without risk of causing embarrassment to the Corporation, its employees and its stakeholders.

The guidelines and principles set forth herein have been established by management of the Corporation as a code of ethics to be observed by all employees of the Corporation (the "**employees**"). They are applicable in all jurisdictions in which the Corporation conducts business, unless the laws of those jurisdictions require otherwise.

The Code was approved by the Corporation's board of directors and, thus, no officer or employee has the authority to allow exceptions to its provisions. Strict adherence to the Code is a condition of employment and any breach thereof will be cause for appropriate disciplinary action, which may include dismissal.

Any employee who has a concern regarding the application of the Code to a particular action, situation or transaction should promptly discuss the matter with his immediate supervisor. If the matter is not resolved through this discussion, the employee and the immediate supervisor are expected to raise the issue with higher levels of management.

Whereas no single booklet can define every circumstance that might be considered improper and no list of do's and don'ts will address every potential situation in which employees may find themselves, the Code cannot be construed as a comprehensive document. Therefore, above all, employees are expected to use their common sense and good judgment in observing this Code.

NOUVEAU MONDE'S CODE OF ETHICS

Each employee with executive or managerial responsibilities is responsible for communicating the expectations contained in this Code to all employees under his supervision and obtaining their undertaking as to their awareness and compliance with this Code in the attached form of undertaking.

Policies adopted by the Corporation regarding specific subject matters relating to the Code will be distributed to all employees in a timely manner.

1. Compliance with Laws and Regulations

The Corporation's operations are subject to an important number of very complex and changing laws and regulations, and its employees must comply with same as well as various rules, policies and guidelines of regulatory authorities and governmental agencies wherever it does business. Each employee is reminded that the law takes precedence in cases where there may be a conflict between the law and traditional or industry practices.

2. Occupational Health and Safety

The Corporation is committed to ensuring a healthy working environment and safe working conditions, equipment and work sites for its employees and promoting their involvement in preventing occupational injuries.

3. Fair Competition

All procurement decisions shall be based exclusively on normal commercial considerations, such as quality, price, availability, service, reputation and other factors bearing directly on the product, service or supplier.

The Corporation will neither seek, encourage nor tolerate special favors or arrangements with suppliers or customers that impair, or give appearance of impairing, fair and unfettered commercial relationships. Under no circumstances is it acceptable to offer, give, solicit or receive any form of bribe, kickback, or inducement. In the same manner, the Corporation must avoid either the fact or the appearance of improperly influencing relationships with organizations or individuals with whom the Corporation deals in the course of its business.

4. Media Relations and Disclosure of Information

The president and chief executive officer is the official spokesperson of the Corporation. Unless authorized, no employee may give his personal opinion, disclose confidential information or discuss matters pertaining to the Corporation to members of the news media and the public in general. Any inquiry or request for an interview must be referred to the president and chief executive officer.

No material undisclosed information related to the Corporation's business may be communicated to anyone until public disclosure of such information has been made to the general public, except to those who need to know said information in the necessary course of business and are under an obligation of confidentiality.

If any material information about the Corporation not yet disclosed to the public is inadvertently disclosed, employees aware of such disclosure shall contact the president and chief executive officer immediately so that the Corporation may promptly take corrective action. For more information on the subject, **please refer to the Corporation's *Disclosure Policy***.

5. Dealing in Corporation's Securities

Securities and stock exchange laws and regulations are extremely strict regarding the use and selective disclosure of information that, if publicly disclosed, could have a significant impact on the market price or value of the Corporation's securities or affect any reasonable investor's investment decision.

Employees are prohibited from purchasing and selling Corporation shares or securities convertible into Corporation shares when they are in possession of material non public information concerning the business and affairs of the Corporation, and they are similarly prohibited from informing others about such information, except in the necessary course of business and where the other is under an obligation of confidentiality.

6. Confidential Information

Confidential information relating to the Corporation's business is a very important asset of the Corporation and must be treated accordingly.

During the course of their employment, employees may be provided with access to and knowledge of confidential information, to the extent that such information is necessary or at least useful to ensure the proper performance of their duties. Confidential information includes, but is not limited to, information not publicly disclosed about the Corporation's business, projected property acquisitions, exploration, drilling and other technical results, mining methods or techniques, production discoveries, information relative to past, present and prospective customers and suppliers, joint ventures, financial data, marketing techniques, strategies, and business plans and personal information concerning employees of the Corporation.

Employees must preserve the confidentiality of such information and shall not at any time, both during and after their employment with the Corporation, disclose to anyone (within or outside the Corporation), any of the Corporation's confidential information, except on a need to know basis in the normal course of business. Moreover, employees shall not use such information for their, or anyone else's, personal gain. Employees shall return to the Corporation such confidential information upon request by the Corporation and, in any event, immediately after their employment termination.

The above restrictions apply not only to the Corporation's confidential information, but also to information received by the Corporation from third parties under an obligation of confidentiality.

7. Conflicts of interest

In discharging their duties, employees must act honestly and in good faith with a view to the best interests of the Corporation. Employees must avoid situations involving a conflict between their personal interests and the interests of the Corporation. Actions taken and decisions made by any employee should be based on impartial and objective assessment of the facts in each situation, free from influence by gifts, favours and the like, which may adversely affect the employee's judgments.

The integrity and effectiveness of any employee is impaired when he has such a substantial personal interest in a transaction, or in a party to a transaction, that either his general duty of undivided loyalty to the Corporation or his independent judgment, or his decisions or actions taken on the Corporation's behalf might reasonably be expected to be adversely affected. Undisclosed interests or obligations in firms with which, or property in regards to which, the Corporation transacts business or contemplates such transactions, create at least the presumption of a conflict of interest and must be avoided. An employee who may have conflicting or potentially conflicting interests between his personal, business or other outside activities and any business interest of the Corporation in any transaction that he knows is under consideration by the Corporation, must withdraw from any discussions, decisions or assessment related to the particular subject and inform his immediate supervisor of the matter and of his conflict (or potential conflict). Employees may confront a variety of situations that represent real or potential conflicts of interest. The Corporation expects all employees to be sensitive to such possibilities and to consult their immediate supervisor when ambiguous situations arise.

8. Outside Business Activities

Involvement or employment outside the Corporation which might reduce an employee's general duty of undivided loyalty to the Corporation, or adversely affect his independent judgment, as well as his decisions or actions taken on the Corporation's behalf, must be avoided. No conflict should exist between the private interests of employees and their official duties. To ensure that employees give their full attention to their work and their undivided loyalty to the Corporation, employees are discouraged from engaging in paid employment outside of the Corporation without the express written permission of their immediate supervisor, and, in any event, are strictly prohibited from engaging in paid employment that might conflict with the interests of the Corporation. Employees must also obtain the consent of their immediate supervisor for all professional activities (such as, for example, service in professional associations and on boards of directors) which ensue from their function or status at the Corporation or which would necessitate time or energy during the working day.

9. Competitors' Information

From time to time, the Corporation gathers information about the industry in which it does business, including information about competitors. The Corporation is committed to gathering this information honestly and ethically; no employee should use improper means to obtain competitors' confidential business information.

It is entirely proper to gather competitive information through surveys, market studies, competitive analyses and benchmarking, as well as from published articles, advertisements, publicly-distributed brochures and authorized communications with representatives, suppliers or customers of competitors.

No employee should attempt to acquire a competitor's confidential business information through unlawful or unethical means, such as theft, spying, burglary, wire-tapping, deceptive relationships with a competitor's suppliers or customers, unauthorized disclosures by a competitor's present or former employees, or breach of a competitor's non-disclosure or confidentiality agreement by a customer or other interested party.

10. Corporation's Time and Assets

Employees must use Corporation's assets and resources solely for the purposes for which they are intended: any personal or other use must be avoided. Every employee has an obligation to safeguard the Corporation's assets and to exercise care in using Corporation's equipment and vehicles. Each employee must use Corporation's time solely for Corporation's purposes and not for personal purposes. Any waste, misuse, destruction or theft of Corporation's property or any improper or illegal activity must be brought to the attention of management.

Employees ceasing employment with the Corporation must return all objects, documents or data belonging to the Corporation such as computer hardware and software, databases, cellular telephones, credit cards, books, manuals, etc. and shall comply with the Corporation's guidelines and policies in that respect.

10. E-mail and Internet

E-mail and internet systems are provided for business use. The use of e-mails is not entirely secure and may be susceptible to interception and creates a permanent record. Any e-mail sent may be printed by the recipient and forwarded by the recipient to others, and is probably retained on company computer for a substantial period of time. Therefore, employees should exercise the same care, caution and etiquette in sending an e-mail message as they would in normal written business communications.

In relation to the Corporation's internet connection, it is forbidden to download any data that is unprofessional or inappropriate for business use.

11. Employment and Equal Opportunity

The Corporation is committed to maintaining a challenging working environment in which ability and performance are recognized, free from any form of discrimination contrary to law and discrimination on the basis of personal relationships. Thus, every employee holding leadership responsibilities shall treat all other employees in a fair and equal manner and shall not allow any personal relationship with any other employee under his supervision compromise this principle.

The Corporation allows the employment of related persons, but in every case the procedure followed must be equitable and situations involving a conflict or a potential conflict between any employee's personal interests and the interests of the Corporation must be avoided. The following relationships between an employee and the person to whom he reports to may give rise to violations of this principle and must be avoided or, if they exist, be brought to the attention of the local head of the management team who shall, if appropriate, recommend specific conditions: a spouse (including common-law relation), a child or grandchild, a spouse of such child or grandchild, a sibling, a father-in-law, a mother-in-law, or any employee in the direct parent-child bloodline of another where there is a real or potential conflict of interest as a result of the relationship and the positions the employees occupy.

12. Respect and Integrity of the Person

The Corporation is committed to encouraging the respect of individuals, their integrity and their dignity by ensuring that the working environment and relations between employees shall be free of discrimination or harassment. Any person who believes that he is a victim of harassment may directly contact the president. The matter will be treated with discretion and diligence and in accordance with appropriate procedures.

13. Business and Professional Relationships

Employees must maintain professional relationships based on honesty and respect for individuals and the organization with a view to establishing lasting and equitable employment and business relationships. Employees must specifically encourage respect for others and cooperation and professionalism among colleagues.

14. Dealing with Public or Government Officials

The Corporation's funds, assets, property or services must not be used to induce any public or government official, in any country, to do any action in violation of, or refrain from doing, his lawful duty. All employees of the Corporation shall conduct their relationship with government officials and employees in such a way that the integrity and reputation of the Corporation, the government and the government officials or employees will not be brought into question or not be a source of embarrassment should the details of such relationship become public knowledge. In dealings with local and foreign public officials, Corporation employees must comply with the provisions of the *Corruption of Foreign Public Officials Act* of Canada and the *Foreign Corrupt Practices Act* of the United States of America.

While the Corporation has a policy to cooperate fully with such investigations, no employee should readily respond on behalf of the Corporation to any regulatory authority or governmental agency unless he has had an opportunity to consult with Nouveau Monde's lawyers, and has received appropriate guidance in that respect. This department must be contacted promptly in such situations.

15. Protection of the Environment

The Corporation is committed to conducting its business in a manner that protects the environment, preserves resources and ensures sustainable development.

Each employee is expected to be alert to environmental issues and has a responsibility to work in an environmentally responsible manner.

16. Community Relations

The Corporation is committed to conducting its business responsibly with the communities in the areas where it operates, and to making a positive contribution to the well-being and development of said communities. Every employee shall reflect this commitment in his everyday dealings, and respect the different cultures and the dignity and rights of individuals in all countries where the Corporation carries out its activities.

17. Records and Reporting

The Corporation's records serve as the means and evidence of the management of the Corporation's business, as the measure of the Corporation's fulfillment of its obligations to shareholders, employees, suppliers and others, and of the Corporation's compliance with tax, financial, and other reporting requirements. Directors, officers, shareholders and other stakeholders of the Corporation cannot make informed decisions about the Corporation if its records and business information contains material errors, omissions, falsifications or misleading statements.

The Corporation is committed to maintaining adequate accounting and auditing procedures and controls to ensure that financial statements fairly present, in all material respects, the financial condition and results of operations of the Corporation in accordance with the requirements of applicable law and of generally accepted accounting principles.

All employees involved in collecting, drafting, gathering, processing or recording such information are responsible for its integrity and shall ensure, to the best of their ability, that all entries, books, records and accounts of the Corporation accurately and fairly reflect the Corporation's operations and transactions. Accounting, financial and legal documents and records of the Corporation shall not be destroyed without the prior consent of the chief executive officer.

Each employee must be vigilant in preventing fraud and dishonesty, and report immediately to his immediate supervisor any evidence of wrongdoing. If need be, serious concern of questionable behaviour, conduct or practices within the Corporation regarding accounting, internal accounting controls, or auditing, or related matters may be voiced pursuant to the **Corporation's internal whistle blowing policy**.

18. Employee Compliance and Reporting

All officers and managers at all levels shall maintain an "open door" policy regarding questions of business conduct as regards this Code and its applicability. Employees shall be encouraged to ask such questions in respect of any particular situation no matter how small or insignificant it may seem to be.

Each employee is encouraged to be alert to any work related activities which could be construed as a violation of the Code, should bring the matter to the attention of his immediate supervisor, or an (other) officer of the Corporation, as appropriate, and should take corrective action, if possible, to remediate the situation and/or prevent recurrence of the violation.

If any employee is uncertain whether an activity in which he is engaged or an activity he is witnessing could be construed as a violation of the Code, he must discuss the matter with his immediate supervisor, or an (other) officer of the Corporation as appropriate.

Where a corporate policy provides specific complaint procedures, these procedure will be applicable in case of violation of the policy. Otherwise, an employee who has knowledge that a violation to this Code has been committed or will be committed shall bring the matter to the attention of his immediate supervisor and, if this avenue is not appropriate or if the matter has not been corrected by the immediate supervisor, to the hierarchical supervisor of the employees immediate supervisor and so on, up the corporate ladder, for as long as the violation has not been corrected and if necessary, as high as the chief executive officer, as appropriate. If an

employee has reasons to believe that this avenue is not appropriate, he may bring the matter to any officer of the Corporation, as appropriate.

Retaliation against any employee who honestly reports a concern about an illegal or unethical conduct will not be tolerated. Persons involved in illegal or unethical conduct, may be sanctioned even if they have reported it. It is unacceptable to file a report knowing it to be false.

Investigation and Enforcement

If any member of management receives reports of any violation of the Code, he must conduct such investigations, inform the Corporation's president and chief executive officer of such investigation and of its outcome, and take such other actions as he considers necessary to determine whether a violation has in fact occurred and shall recommend appropriate corrective and, if applicable, disciplinary action (including termination of employment) to Nouveau Monde's chief executive officer. Any employee who withholds information during the course of an investigation regarding a possible violation of the Code is subject to disciplinary action including termination of employment.

Review

The Board of Directors shall review this Code periodically, as it deems appropriate, and propose recommended changes to the board of directors.

Certification

Each current and new employee will be required to certify his awareness and compliance with this Code in the attached form of undertaking for new employees. Subsequently, each key employee, as determined by management, will be required to reiterate on an annual basis his undertaking in the attached form of renewal. Any employee who is required to so certify and declines doing so cannot thereafter claim that he is not aware of the provisions of the Code.

The Board of Directors will monitor compliance to this Code.

The Board of Directors reviews the Code periodically.

