

Code of Business Conduct and Ethics

Royal Nickel has created a Code of Business Conduct and Ethics (the “Code”) to outline principles to which Royal Nickel’s employees, officers and directors are expected to adhere in the conduct of Royal Nickel’s business. This Code sets forth principles regarding individual and peer responsibilities, as well as responsibilities to other employees, the public and other stakeholders. All employees, officers and directors are expected to abide by this Code as well as any other applicable Royal Nickel policies and guidelines. Any violations of this Code or any other policies established by Royal Nickel from time to time, may result in disciplinary action, up to and including termination of employment.

While the Company has provided general guidelines, no policy can anticipate every circumstance or question. As needs arise, the Company reserves the right to revise, supplement or rescind any policy or portion of policy in its sole and absolute discretion.

The Company’s Board of Directors (the “Board”) has established a Corporate Governance and Nominating Committee (the “Committee”), which Committee shall be responsible for monitoring compliance with this Code. The Committee shall assess the adequacy of the Code periodically and recommend any changes to the Company’s Board.

1 Conflicts of Interest

All Royal Nickel employees, officers and directors will act with honesty and integrity, avoiding actual or apparent conflicts of interest in relation to their duties and responsibilities with Royal Nickel that arise as a result of either personal or professional relationships.

While it is not feasible to specify all the activities that may give rise to a conflict of interest, or an appearance of one, the following are some general guidelines regarding specific areas where such conflict might occur. These guidelines are not exhaustive and do not limit the generality of the conflict of interest policy.

A “conflict of interest” exists when a person’s private interest interferes or appears to interfere, in any way, with the interests of the Company. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. Loans to, or guarantees of obligations of, such persons are likely to pose conflicts of interest, as are transactions of any kind between the Company and any other organization in which an employee, officer or director or any member of their family have an interest. Further, use of Company time or resources for other matters or for a conflict of interest may be grounds for dismissal.

Conflicts of interest are prohibited as a matter of Royal Nickel policy. Each employee, officer and director is expected to avoid any outside activity, financial interest or relationship that may present a possible conflict of interest or the appearance of a conflict. Each person is required to promptly disclose any such conflict of interest to his or her manager or the Corporate Secretary, and no person may engage in an activity that involves any such conflict except with the specific prior approval in writing of the Chief Executive Officer, or in the case involving a director, with the specific approval of the Board.

2 Corporate Opportunities

Employees, officers and directors owe a duty to the Company to advance its legitimate business interests when the opportunity to do so arises. Employees, officers and directors are prohibited from taking for themselves (or directing to a third party) a business opportunity that is discovered through the use of corporate property, information or position, unless the Company already had been offered the opportunity and turned it down. More generally, employees, officers and directors are prohibited from using corporate property, information, or position for personal gain or competing with the Company.

Sometimes the line between personal and Company benefits is difficult to draw. The only prudent course of conduct for our employees, officers and directors is to make sure that any use of the Company's property or services, other acceptance of any opportunity that is not solely for the benefit of the Company is approved beforehand through the Company's Chief Executive Officer, or in the case of directors, with the approval of the Board, with a copy to our outside counsel.

3 Confidentiality

Certain employees, officers and directors will have access to confidential information in the course of their duties. Confidential information includes all information which is proprietary to Royal Nickel and which has not been publicly disclosed by the Company, whether or not reduced to writing or other tangible medium of expression and whether or not marked or identified as confidential, including, without limitation, financial information, forecasts, analyses, business plans and strategies, trade secrets, technological secrets, customer lists and records, marketing information and consumer and product research and all information which Royal Nickel has received in confidence from others. All such confidential information remains the property of the Company at all times and should be kept in strict confidence by employees, officers and directors. Any disclosure of such confidential information to persons outside the Company or use of this information for the personal benefit of the employee could be harmful to the Company's interests and will be taken very seriously by the Company. Any employee, officer or director who violates this policy will be subject to discipline which could, in appropriate cases, include termination of employment.

Employees, officers and directors should be aware that their obligation to maintain the confidentiality of the Company's confidential information will survive after they leave the Company and should conduct themselves accordingly. It is the Company's policy to vigorously pursue all breaches of confidentiality and all necessary steps will be taken and all legal remedies exercised to prevent employees or former employees from breaching this obligation.

Upon leaving the Company for any reason OR at any time upon the written request of the Company, each employee, officer and directors agrees to promptly deliver to the Company all of the confidential information which is in recorded form (whether such form be in writing or in electronically retrievable form or electronically stored data or otherwise) and no such employee, officer or director shall retain any copies thereof.

4 Fair Dealing

We do not seek competitive advantages through illegal or unethical business practices. Each employee, officer and director should endeavor to deal fairly with the Company's clients, service providers, suppliers, competitors and employees. No employee, officer or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged, proprietary or confidential information, misrepresentation of material facts, or any unfair dealing practice.

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers. Gifts or entertainment should not ever be offered, given, provided or accepted by any Company employee, officer, director or their family members unless it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff, and (5) does not violate any applicable laws or regulations. Please seek advice from the Company's CFO or outside counsel regarding any gifts or proposed gifts which you are not certain are appropriate.

5 Protection and Proper Use of Company Assets

All Royal Nickel employees, officers and directors are expected to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All of the Company's assets should be used only for legitimate business purposes.

6 Equal Employment Opportunity

Royal Nickel's focus in personnel decisions is to make such decisions based on merit and/or contributions to the Company's success. Concern for the personal dignity and individual worth of every person is an indispensable element in the standard of conduct that we have set for ourselves. The Company affords equal employment opportunity to all qualified persons without regard to any impermissible criterion or circumstance.

This means equal opportunity in regard to each individual's terms and conditions of employment and in regard to any other matter that affects in any way the working environment of the employee.

7 Workplace Violence and Harassment

Royal Nickel Corporation upholds the right of every person to be free from violence and harassment of any kind in the work place, including sexual harassment, and every employee in our company is assured of the protection of this right.

Definitions

Violence means the threatened, attempted, or actual conduct of a person that causes or is likely to cause physical injury, whether work related or at a work site or at a workplace event.

Harassment is a form of discrimination and is defined in this policy as any course of conduct or comment that is:

- related to any of the discriminatory grounds contained in the Human Rights Code. These grounds include: race, nationality, religion, sex, age, marital status, physical or mental handicap, ethnic or national origin, political beliefs, family status and sexual preference; and is
- offensive to any employee; and is
- known or ought to be known to be unwelcome.

Sexual Harassment

Sexual harassment is a form of discrimination and is further defined as unwelcome comment or conduct of a sexual nature (verbal or physical) when:

1. submission to or rejection of this conduct by an individual is used as a factor in decisions affecting hiring, evaluation, job security, promotion, or other aspects of employment; or
2. this conduct substantially interferes with an individual's employment or creates an intimidating, hostile or offensive work environment.

In summary, sexual harassment occurs when one creates an environment that is intimidating, hostile or offensive because of unwelcome or unwanted sexually-oriented conversations, suggestions, requests, demands, physical contacts or attention.

Examples of workplace violence include:

- i. threatening behaviour such as shaking fists, destroying property or throwing objects;
- ii. verbal or written threats that express an intent to inflict harm;
- iii. physical attacks;
- iv. any other act that would arouse fear in a reasonable person in the circumstances.

While the following is not an exhaustive list, harassment may include:

- i. verbal abuse or threats;

- ii. unwelcome remarks, jokes, innuendos or taunting about a person's body, attire, age, marital status, ethnic or national origin, religion, sexuality, etc.;
- iii. practical or "dirty" jokes which cause awkwardness or embarrassment;
- iv. leering or gestures;
- v. display of pornographic, racist or other offensive or derogatory pictures or other material;
- vi. condescension or paternalism which undermines self-respect.
- vii. unwelcome or unwanted sexual advances. This may mean patting, pinching, brushing up against, hugging, cornering, kissing, fondling, or any other similar physical contact normally considered unacceptable by another individual;
- viii. requests or demands for sexual favours;
- ix. physical and sexual assault.

Courteous, mutually respectful, non-coercive interactions between the sexes which are acceptable to both parties are not considered to be sexual harassment. Sexual harassment is not to be confused with workplace romance or flirtation that is based on mutual consent.

Royal Nickel will not tolerate violence towards or harassment of its employees by anyone, managers, supervisors, other employees or clients and customers. It reduces work effectiveness, incurs significant costs, demeans individuals, affects morale adversely and creates unacceptable stress for the entire organization.

Procedure

Royal Nickel will investigate and act swiftly and firmly in dealing with persons threatening, harming or harassing others. Complaints regarding violence or harassment may be directed to any member of management.

If you believe that you are being threatened, physically harmed or harassed, you should take the following steps:

- a. If you are comfortable, you should tell the alleged offender to stop directly or with the assistance of a third party. Firmly state that the behaviour is objectionable, unwelcome, and must stop. You should also keep a written record of the incident, along with the steps you took. If the activity or behaviour does not stop after the person has been confronted, or you do not feel comfortable confronting the person, proceed to No. 2;
- b. Discuss the incident with a person in a position of authority with whom you are comfortable, your Manager, or a member of Royal Nickel's Management Team. During this initial meeting you should complete a written complaint with or without the assistance of the person receiving the complaint. This complaint should carefully record details of the incident including the date and time of the incident, the nature of the incident, the names of people who may have witnessed the incident.
- c. If there are any further incidents once a member of Royal Nickel's staff has been approached with the complaint, immediately report any further incidents which may occur to, if possible, to the same person with whom the prior incident was discussed.
- d. Royal Nickel will in no way retaliate against an individual who reports a complaint under this policy nor will it allow any of its managers or employees to do so. Retaliation is a serious violation of this policy and should be reported immediately. Any person found to have retaliated against another individual for reporting violence or harassment will be subject to the same disciplinary action provided for offenders (as set out below).

In either case, you are assured that the complaint will be investigated by Royal Nickel diligently and confidentially to the maximum extent possible. In addition, any negative employment consequences which are found to have resulted from violence or harassment will be rectified as far as possible.

Complaints of violence or harassment will be dealt with in a confidential and expeditious manner. Confidentiality will be maintained throughout the investigatory process to the extent practical and appropriate under the circumstances.

If a Manager receives a complaint of violence or harassment or is otherwise aware of or informed of a threatening, violent or harassing situation, she/he must inform Royal Nickel immediately.

Royal Nickel will appoint specially trained individuals who will investigate the report by following the procedures listed below:

- i. Investigate in an objective manner, all of the circumstances. This includes:
 - a) the nature of the incident(s);
 - b) name(s) of alleged offender;
 - c) date(s) or time frames in which incident(s) occurred;
 - d) witnesses, if any;
 - e) employment consequences, i.e. loss of hours or promotion, increased mental stress;
 - f) what the person, who is allegedly being threatened/hurt/harassed, wants done about the situation.

- ii. Interview the person who is alleging to have been threatened, hurt or harassed:
 - a) Document the nature of the complaint including date, name and position, and all relevant facts involved.

- iii. Interview the person being complained against:
 - a) Document name and position of person, his/her response to the allegation and all relevant facts.

- iv. Recommend a resolution of the complaint:
 - a) Violence, threatened violence, discrimination, including harassment, will all be considered a violation of the conditions under which a person is employed with our company;
 - b) Resolution will depend on the nature of the incident and all other relevant circumstances.

- v. Corrective actions:
 - a) Any substantiated complaints regarding any incident(s) of harassment, violence or threatened violence will be addressed by Management. The determination of any corrective action to be taken will ultimately depend upon the nature of the incident(s) which took place and any surrounding circumstances which those determining the appropriate action may consider. Breaching this policy is a serious breach of trust and will result in disciplinary action, which may include termination of employment for cause;
 - b) Any type of assault, including sexual assault, is a criminal offence and is grounds for immediate termination of employment for cause.

You are encouraged to assist Royal Nickel in its attempts to prevent and/or eliminate harassment or violence in the workplace by treating your co-workers with courtesy and respect.

Royal Nickel, in turn, will do its best to deal with complaints which may arise in a fair, objective and concise manner.

8 Technology Policy

General Guidelines

Royal Nickel provides members of the Company with computers, telephones and telecommunications devices to help them accomplish job responsibilities and further Royal Nickel's mandate to provide quality services to our clients. Royal Nickel is committed to dealing with its clients, candidates, other companies

and the general public with honour and integrity. Users of any equipment should be aware that their conduct can reflect on the reputation of Royal Nickel as a whole and its owners and employees.

It is in the interests of Royal Nickel to maintain the ownership and ultimate responsibility for all information kept on its computers, including documents, databases and e-mail messages created by members of Royal Nickel during the course of their employ.

To this end, all members of Royal Nickel will strive to honour the spirit of this policy, and ensure that they:

- use all of Royal Nickel's equipment solely for the purposes of the ongoing concerns of Royal Nickel.
- use all of Royal Nickel's equipment in a responsible and informed manner, respecting other users of the system and not wasting mechanical or human resources.
- act in a way that does not compromise the privacy of others.
- do not seek to gain unauthorized access to resources on any of Royal Nickel's systems, to any public or private database or to the Internet.
- do not destroy or put at risk the integrity of computer-based information.
- do not use the equipment to access, transmit or forward any material which is discriminatory, perverted, slanderous, contrary to law or socially unacceptable.
- do not access or post information that is obscene or is otherwise so inappropriate that it would be unbecoming to Royal Nickel, including passing on personal information or gossip about others.
- refrain from making emotional responses to business correspondence.
- refrain from transmitting unsolicited commercial information outside of Royal Nickel's authorized promotional materials.
- respect copyright and licensing agreements of software programs, text documents and transferred files.
- consider all information and resources accessed through the Internet or otherwise to be the property of the individuals and organizations that own the rights to those resources only in those manners permitted by the owners of those rights and by law.
- do not copy, distribute or destroy Royal Nickel's confidential information or any other information of a sensitive nature.
- do not install any software program unless it has prior authorization from management.

Employees using any computer, telephone or telecommunications equipment have an ongoing obligation to:

- identify themselves properly when communicating with any external party or service
- use polite, respectful language in all communications, including refraining from making any remarks that can be interpreted as sexual harassment, offensive or insulting comments
- learn any etiquette, customs, and courtesies involved with using the device
- make themselves aware of all security requirements imposed by Royal Nickel
- respect the standards and security of remote systems, and adhere to any stated restrictions or limitations
- take the necessary steps to ensure that a virus does not infect Royal Nickel's computers, and advise management immediately if a virus is detected or suspected
- ensure that they take no action to interfere unnecessarily with Royal Nickel's regular data backup procedures
- continuously use common sense and good judgment

Service Restrictions

Those who use Royal Nickel's technical services are expected to do so responsibly, that is, to comply with provincial and federal laws, with this and other policies and procedures of Royal Nickel, and with normal standards of professional and personal courtesy and conduct. Access to Royal Nickel's technical services,

when provided, is a privilege that may be wholly or partially restricted by Royal Nickel without prior notice and without the consent of the individual,

Electronic Mail Access

E-mail stands for "Electronic Mail" and the simplest way of understanding it is to think in terms of ordinary postal mail. Most features available with "ordinary" mail are available with *e-mail*....except that *e-mail* is faster and in many ways more convenient. *E-mail* works by using a computer network: that is, the linking together of computers both in this organization and indeed the world. This linking is achieved by a variety of different methods including telephone lines, optical fibres, satellite links and so on and need not concern us further here.

Royal Nickel encourages the use of *e-mail* services to share information, to improve communication, and to exchange ideas among staff and clients.

i. Personal Messages

Occasional personal use of Royal Nickel's *e-mail* system is permitted but personal messages will be treated no differently than business messages. Royal Nickel maintains the right to access, use and disclose all messages sent over its electronic mail system, for any purposes. Employees are not to use email to transmit or receive any material that is discriminatory, perverted, slanderous, socially unacceptable or contrary to law.

ii. Notes on E-mail

- a. Both the nature of e-mail and the public character of Royal Nickel make e-mail less private than users may anticipate. In fact, all e-mail sent and received via Royal Nickel registered Domain Name(s) are the property of Royal Nickel and subject to inspection. E-mail is subject to being intercepted and read by persons other than the addressee(s) in the same way that cellular phone conversations can be intercepted and heard by others. Therefore, sensitive issues and anything else involving issues in which candidate or client confidentiality is important, should not be recorded in external e-mail transmissions unless you have the candidate or client's consent.
- b. E-mail is subject to disclosure under current Provincial and/or Federal laws, or as a result of litigation.
- c. Royal Nickel, in general, cannot protect users from receiving e-mail they may find offensive. Members of Royal Nickel, however, are strongly encouraged to use the same personal and professional courtesies and considerations in e-mail as they would in other forms of communication.
- d. There is no guarantee that e-mail received was in fact sent by the purported sender. Royal Nickel, however, considers it a violation of using the e-mail services for staff to disguise their identity on messages (excluding situations where another user has granted an individual the ability to send e-mail on their behalf). As with printed documents, in cases of doubt, receivers of e-mail messages should check with the purported sender to validate authorship or authenticity.
- e. Royal Nickel will remove an individual's ability to use Royal Nickel e-mail system should the service be utilized for the purpose of exchanging any material which is deemed discriminatory, perverted, slanderous, contrary to any law or in any other way socially unacceptable. Royal Nickel maintains a posture of "zero tolerance" in this matter. Therefore, an employee found in breach of this part of this policy will be subject to the termination of his/her employment immediately for cause. This applies to message attachments as-well-as actual message contents.

Internet Access

The World Wide Web (WWW), or Internet, is an excellent source for research or gathering of information directly related to Royal Nickel's business including searching for a subject directly related to a client or perspective client.

Royal Nickel provides WWW access for research and information gathering related to Royal Nickel's business needs.

Royal Nickel will remove, at Royal Nickel's discretion, an individual's ability to access the Internet should the service be utilized for any purpose other than information related to the business of Royal Nickel. Further, use of the Internet to access, transmit or forward material that is discriminatory, perverted, slanderous, contrary to any law or in any other way socially unacceptable will be immediate grounds for termination of employment for cause.

GENERAL

Breach of any portion of this policy will result in disciplinary action, up to and including, the immediate termination of an employee's services for cause.

9 Compliance with Laws, Rules and Regulations

Royal Nickel is subject to a number of laws, rules and regulations with respect to the conduct of its business. Royal Nickel actively promotes compliance with all laws, rules and regulations in each jurisdiction in which it conducts business.

All Royal Nickel directors, officers and employees are expected to comply with the letter and spirit of all applicable laws, rules and regulations of all federal, provincial, local and foreign governments, and other appropriate private and public regulatory agencies. This Code does not purport to address all areas of law that employees, officers and directors might encounter in the day-to-day business of Royal Nickel; however, the following areas are worth specifically mentioning.

Human Rights Laws Royal Nickel values the diversity of its employees, customers and suppliers and is committed to providing equal treatment in all aspects of the business. Abusive, harassing or offensive conduct is unacceptable, whether verbal, physical, visual or otherwise. Royal Nickel will not tolerate any conduct that is discriminatory or harassing or otherwise compromises an individual's human rights.

Privacy Laws Royal Nickel is committed to maintaining the accuracy, confidentiality, security and privacy of the personal information of its customers, suppliers and employees. Directors, officers and employees who have access to personal information are expected to support Royal Nickel's efforts to develop, implement and maintain procedures and policies designed to manage personal information.

Health and Safety Laws Royal Nickel is committed to providing a safe and healthy work environment and complies with all applicable health and safety laws and regulations as part of this commitment. Employees have a responsibility to maintain this work environment. In this regard, employees are expected to work in a safe manner and wear all safety equipment and follow all safety precautions with due regard for their personal safety as well as that of their co-workers and to report accidents, injuries, hazardous equipment and unsafe practices immediately to their supervisor. Supervisors must follow up and remedy, if appropriate, any such reports.

Environmental Laws Cognizant of its responsibility to the environment, Royal Nickel strives to conform with all applicable environmental laws and regulations and to promote the respect of the environment in its activities. Directors, officers and employees are expected to support Royal Nickel's efforts to develop, implement and maintain procedures and programs designed to protect and preserve the environment.

Securities Laws Royal Nickel is committed to protecting shareholder investments and expects all directors, officers and employees to comply with all applicable reporting obligations and trading restrictions imposed by Royal Nickel, and by each applicable securities commission and stock exchange. Directors, officers and employees who are in possession of material information about Royal Nickel must not trade in securities of Royal Nickel until such information is generally and publicly available. Providing inside information to others who then trade on it is also strictly prohibited. Directors, officers and employees should make themselves familiar with Royal Nickel's Insider Trading Policy.

Competition Laws Competition laws are enacted to limit practices that are seen to impair the function of a free and open marketplace. A complete description of these laws is beyond the scope of this Code, however, they include: price fixing, bid rigging, price discrimination, allocation of markets and boycotting of certain suppliers or customers. Directors, officers and employees having regular dealings with customers and suppliers should become familiar with the laws applying to these practices, as non-compliance can result in severe penalties being imposed on both Royal Nickel and the individuals involved.

10 Accuracy of Company Records and Reporting

Honest and accurate recording and reporting of information is critical to our ability to make responsible business decisions. Royal Nickel's accounting records are relied upon to produce reports for Royal Nickel's management, shareholders, creditors, governmental agencies and others. Our financial statements and the books and records on which they are based must accurately reflect all corporate transactions and conform to all legal and accounting requirements and Royal Nickel's system of internal controls.

All employees have a responsibility to ensure that Royal Nickel's accounting records do not contain any false or intentionally misleading entries. Royal Nickel does not permit intentional misclassification of transactions as to accounts, departments or accounting periods. All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.

11 Reporting of Any Illegal or Unethical Behaviour

Royal Nickel actively promotes ethical behavior in all its business activities. Employees are encouraged to speak to their managers, the Company's CFO or other appropriate personnel at any time if there is any doubt about the best course of action in a particular situation.

All Royal Nickel employees, officers and directors are required to promptly report violations of law, rules, regulations and this Code to their managers, senior management or the Chairman of the Corporate Governance and Nominating Committee, as appropriate. Violations may also be reported in confidence to the Company's CFO. Every report received must be reported to the Company's CFO and the Company's CFO must report to the Corporate Governance and Nominating Committee. Every effort will be made to protect the confidentiality of those furnishing information. Royal Nickel will not tolerate retaliation in any form against any person for complaints or reports made in good faith.

Any violation of this Code will lead to disciplinary action, up to and including termination of employment.

In order to ensure ongoing compliance with this Code, directors, officers and other employees of Royal Nickel may be required to provide certificates of compliance with this Code at least annually. In the event that any such officer refuses to provide such a certification, such refusal shall be promptly brought to the attention of Royal Nickel's Corporate Governance and Nominating Committee.