

CODE OF CONDUCT

The Bacanora Lithium Code of Conduct sets down 18 principles for appropriate ethical and professional behaviour and sets out the fundamental values that form the basis of and underpin all of Bacanora's business relationships.

Our Code of Conduct applies to all employees, officers and directors; and Bacanora's contractors and suppliers. We expect everyone to comply at all times with the principles in this code and people will be held accountable for their behaviour in relation to this code. Action will be taken where this Code of Conduct is not followed and consequences may range from a warning to dismissal or to cancellation of a contract.

Senior management will monitor & review this policy on a regular basis to ensure that it continues to support and encourage a high standard of performance on our projects. The Corporate Governance Committee will make formal review of this policy every two years and recommend any updates to the Board accordingly.

1. COMPLIANCE WITH THE LAW

We are familiar with the basic legal requirements that apply to our duties and responsibilities. We are obligated to respect and observe the laws of the country in which we operate. Where possible, we will be given access to, and will have read, the operating rules and regulations in appropriate procedure manuals. Where concerns arise, legal advice must be sought before any action or decision is taken.

2. HEALTH, SAFETY AND ENVIRONMENT

Bacanora is committed to protecting the health and safety of its employees and the state of the environment. We comply with all applicable host country laws and regulations, in addition to our own policies and requirements.

We take personal responsibility to maintain a safe, healthy, and secure place of work. We expect everyone to deal with safety issues honestly and openly and always stop work if we think it is unsafe. Anyone reporting to work must be fit and ready to carry out their tasks, and be free from the influence of alcohol, illegal drugs or any medication that may impair their ability to execute their duties safely and healthily.

We identify, manage and report on potential environmental risks and seek to minimise our impact on the environment. We adhere to and comply with all relevant environmental legislation and the requirements set out in Bacanora's Policies and Standards.

3. OUR WORKING ENVIRONMENT

Bacanora is committed to providing a safe and satisfying working environment in which everyone is treated fairly, and with respect, and where employment decisions are based on merit. We have established various workplace standards so that we can meet these commitments.

We are an equal opportunity employer and any discrimination, harassment or bullying of any kind will not be tolerated. We do not discriminate, harass or bully any colleague or member of the public because of race (including colour, nationality or ethnic decent), religion, gender, sexual orientation, age, or physical or intellectual impairment. All employees, officers and

directors will be treated with equality during their employment, in all matters, including employment, upgrading, promotion, transfer, layoff, termination, rates of pay, selection for training and recruitment. We maintain a work environment free of discriminatory practice of any kind.

Bacanora's key commitments are to:

- Provide clear and fair terms of employment.
- Provide clean, healthy and safe working conditions.
- Remunerate fairly.
- Encourage employees to develop skills and progress in their careers.
- Uphold our zero tolerance of any sexual, physical or mental harassment or any other bullying of our employees.

Bacanora expects everyone to:

- Comply with the letter and spirit of the law.
- Maintain strict observance of company policies, rules and procedures including the reporting of improper or unethical behaviours (including any breach of this Code).
- Declare conflicts of interest and not let business dealings on behalf of the company be influenced, or appear to be influenced, by personal or family interests.
- Act with integrity at all times in a way that reflects Bacanora's commitment to upholding human rights, as outlined in the Bacanora's Policies.
- Never exercise or accept any form of exploitation (within Bacanora or its suppliers), including: inhuman treatment, child labour, coercion, forced labour, human trafficking and servitude, among other behaviours constituting modern slavery.
- Respect company ownership of all company equipment, supplies, books, records and proprietary information, including manuals and any other material.
- Not accept outside employment unless approved by the company.
- Not use information or authority derived from employment with the company for personal gain.
- Preserve confidential company information including customer lists, plans and decisions, information about employees and any other information that is not public knowledge. Confidential information must not be used for personal benefit and must only be used in the ordinary course of business.
- Report to management any possible violation of any law or regulations.

All employees have the right to join trade unions, where such rights are recognised by law.

4. HOST COMMUNITIES

We respect the culture, heritage and customs in each neighbouring community in which Bacanora operates and will never exert any improper, unethical or illegal influence over any individuals in communities affected by Bacanora operations.

We never make any commitment to communities without the proper authority and without recording the commitments in our site procedures.

5. PROTECTION OF BACANORA'S INTERESTS

We strive to conduct ourselves with honesty and integrity beyond the test of legal legitimacy. We avoid actions that compromise Bacanora's legitimate interests or objectives. Specifically, bribery and corruption are not tolerated under any circumstances.

Bacanora conducts its business in an honest and ethical manner and has systems in place to prevent bribery and corruption. Bacanora does not tolerate any unethical behaviour from any stakeholder involved in its business.

6. CONFLICT OF INTEREST

Employees who have served (or are currently serving as) directors or trustees of another organization must, where that service potentially conflicts with Bacanora's interests (either commercially and/or due to the time required to fulfil the role), advise and seek approval from Bacanora's CEO, or where appropriate the Bacanora Plc Board. Employees should understand that they should not use their Group authority for political interests at any time, or for community interests, when it has not been authorised by the Company.

Where potential exists for a Conflict of Interest in relation to a Joint Venture Party (JVP) and/or a Joint Venture (JV) the Employee and Bacanora must act in accordance with the following protocol:

- The Employee will abstain from voting on or making any decision in respect to the Joint Venture (JV).
- The Employee will advise the CEO if he or she believes at anytime that he or she may be the recipient of information or document, which may create any potential conflict.
- The Employee will be given access to all information or documentation of a general or operational nature in respect to the JV.
- The Employee will be denied access to any information or documentation that deals with any potential dispute between Bacanora and the JVP.
- The Employee will be denied access to any information, documentation or discussion that deals with the potential acquisition by Bacanora of further interest in the JV or in the JVP or any other strategic transaction involving either the JVP or the JV.
- If there is any doubt as to whether information or documentation falls within any of the categories outlined above, the matter should be referred to the Risk Committee and their decision will be final.
- If in managing the potential conflict, the Employee is required to leave a meeting then his or her absence shall be detailed in the Minutes of that meeting.
- In the event that the Employee believes that the JVP has financial difficulties that may impact on the JV or Bacanora then he or she shall immediately disclose this information to the CEO.
- The Employee will inform the JVP that Bacanora has developed a plan for managing its potential conflict.
- The CEO will liaise with the Employee on an ongoing basis to ensure that any potential for conflict is closely monitored and avoided.

7. USE OF KNOWLEDGE AND INFORMATION

Accuracy, use and handling of information is critical to our integrity and reputation. Employees must ensure that they record information honestly.

We never make improper use of knowledge, information, documents or other Company resources obtained in the course of employment with Bacanora. We respect the confidentiality and observe the privacy of information about the Company, its customers and fellow employees. The security and proper use of customer and Company information is mandatory. We can disclose information about Bacanora that is specially designed and authorised for publication. All other information about Bacanora and its customers (including statements to the media) should only be released to legitimately interested parties, by those authorised to do so.

When handling confidential information, we ensure that any papers or files are stored properly and not left in places that are visible. Information should not be left on computer screens; employees should exercise care in conversation outside the Company, and never use this information or other Company resources for private purposes.

We do not use confidential information, or information not publicly available about Bacanora, for our own private gain or that of others. Shares in Bacanora, or any other organisation to which the information refers, cannot be bought or sold by anyone who holds confidential or inside information that could affect the Company's share price if that information was made public.

The obligation not to misuse confidential or inside information and to respect the privacy of information will continue after employment has ceased. If any employees are in doubt they should ask their manager.

8. ACTION WITHIN DELEGATED AUTHORITY

Management has a responsibility to inform all employees of the limits of their authority. When uncertain of their authority or of matters relating to policy, employees should seek clarification from their manager. All employees are required to act within their delegated authority.

9. STEALING OR MISAPPROPRIATION

We understand that no person is to misuse Company funds or property, nor assist others to do so.

10. GIFTS

It is critical for Bacanora that all staff, at all times, act without influence, and are seen to act without influence, in providing and contracting services.

We do not seek, offer or accept any payments, gifts, benefits or entertainment beyond that which is considered as normal, legitimate business practice. It is unacceptable to accept any gift when it can be perceived that the person offering the gift may derive a benefit if the gift is accepted. Such benefits may include favourable treatment or the allocation of more work to particular suppliers.

Clients and suppliers may offer small tokens of appreciation such as food and flowers or small hampers at Christmas time. It is acceptable to receive gifts of this nature if they are of nominal value and the gift is offered as a result of a genuine goodwill gestures.

If a gift is offered to someone that could be construed by others as improper, the offer of the gift must be reported to that person's immediate manager. It is important to assess the value having regard to local customs and traditions.

11. PROFESSIONAL BEHAVIOUR

We maintain the highest levels of professional conduct in our interactions with each other and in representing Bacanora in the community. Business relationships must be maintained in a manner that is consistent with the principles of respect for others, integrity and fairness and which meet, as a minimum, the laws applicable to behaviour in the work environment.

All forms of discrimination and harassment are prohibited.

12. OUR BUSINESS DEALINGS

We are all responsible for Bacanora maintaining the highest standards of ethical business conduct.

Our key commitments to our customers are to:

- Act honestly and fairly in our relationships with customers.
- Provide products and services to the standards that have been agreed.
- Take all reasonable steps to ensure the safety of products and services we provide.
- Not engage in bribery or corruption in relation to our customers.

Our key commitments to our suppliers and contractors are to:

- Act honestly and fairly in our business relationships.
- Not engage in bribery or corruption.
- Encourage suppliers and contractors to abide by the principles of our Code of Conduct.
- Endeavour to procure goods and services from those organisations demonstrating good ethical practice.

13. RESPONSIBILITIES TO STAKEHOLDERS

The protection of stakeholders' investment made in the company is paramount, as is realising superior returns on their investment. Bacanora is committed to the honest, accurate and timely communication to its stakeholders. No information may be concealed from our auditors and no person may take action to influence, coerce, manipulate, or mislead the Company's auditors for the purpose of rendering the financial statements misleading.

Our key commitment to shareholders and the broader financial community includes:

- the exercise of the highest standard of care in preparing the company's financial statements;
- the delivery of shareholder value through sustainable and efficient operation of the company;
- the sound reporting and risk management practices; and
- accurate and timely disclosure.

14. USE OF COMPUTER SYSTEMS

We use computer facilities appropriately. Unauthorised use, manipulation or other interference will be treated seriously. For example, private passwords to computer files should be kept confidential and unauthorised access to confidential information is prohibited.

15. IMPLEMENTATION

All Bacanora directors and managers are responsible for promoting compliance with this Code of Conduct and monitoring its applicability and effectiveness. We are all responsible for complying with this Code of Conduct.

16. BREACHES OF CONDUCT

We are all responsible for reporting any breach of the Code of Conduct.

Any breach should be reported to the appropriate manager. There may be occasions where it may be inappropriate to make a report to a manager or there may be concerns about reprisals if an allegation is made. In these circumstances the matter should be reported to the manager once removed.

17. OBSERVANCE OF THE CODE OF CONDUCT

Bacanora undertakes to make the Code of Conduct known and accessible to all employees, contractors and consultants. Its management will strive to ensure that all who represent the Company observes in word and in spirit the Code of Conduct.

18. AWARENESS AND TRAINING

This Code of Conduct is available on the Bacanora website. All employees are required to read and understand this Code of Conduct as part of their induction process.

Approved - June 2018