

TKC METALS CORPORATION
Code of Business Conduct and Ethics

TKC Metals Corporation (TKC) is fully committed to doing business in accordance with long-held values and ethical standards that have been the foundation for the growth and success of the Company. It is dedicated to comply with all applicable laws and regulations.

The directors, officers, employees, consultants, advisers, contractors and suppliers acting on behalf of the Company shall always act honestly, comply with all applicable laws and regulations, protect the name of the Company and safeguard its reputation.

I. COVERAGE

This Code of Business Conduct and Ethics states the principles that guide the Company's directors, officers, employees, consultants, advisers, contractors and suppliers in the performance of their duties and responsibilities and in their relationships with themselves and with investors, creditors, customers, competitors, the Government, other stakeholders and the general public.

The Company's contractors, suppliers, customers, stakeholders and shareholders must always align their dealings with the Company's Code of Business Conduct and Ethics and must not in any way compromise the Company's reputation.

II. LEGAL COMPLIANCE

The Company shall ensure that all of its business transactions are compliant with Philippine law and must not in any way compromise the good name and reputation of the Company. This includes legislation and regulations pertaining to financial reporting, upholding fair trade and competition, pricing, employment protection of the environment and other regulations.

A. Public Disclosures

The Company shall publicly disclose, in a timely and accurate manner, all financial and business transactions, Material Information and any other information required by law to be disclosed. The Company shall comply with all reportorial requirements of the Securities and Exchange Commission (SEC), Philippine Stock Exchange (PSE) and any other government agency or office.

B. Insider Trading

All directors, officers, employees, consultants, advisers and suppliers acting on behalf of the Company are prohibited from buying or selling (trading) shares of stock of the Company using material and confidential information that has not been disclosed to the public and obtained by reason of their position or other relationship with the Company or its directors, officers or employees. They are also prohibited from passing on such information to someone else who then buys or sells the Company's stocks. (Please refer to Annex 1 for the Insider Trading Policy).

Material Information refers to any non-public information that is significant enough to affect the value of the Company's stock, or to influence someone to buy or sell stock. Public Information is that which is available in a SEC and PSE filing or press release in major media communications channels.

C. Related Party Transactions

The Company adopts a policy of full disclosure in its financial statements and reports to the SEC and the PSE with regard to the details, nature, extent, and all other material information on transactions with related parties.

The Company's Management shall present the details of transactions entered into by the Company with related parties to the Related Party Transactions Committee and to the Board of Directors for review and approval. The Directors are required to abstain from participating in any board discussion, deliberation and decision-making concerning any issue or transaction where they are conflicted. The approval of the Board is necessary to ensure that all related-party transactions are at arm's length and at market rates. (Please refer to Annex 2 for the Related Party Transactions Policy).

III. Ethical Practices

A. Support for Diversity and Non-Discrimination

The Company upholds and observes a policy on diversity in the composition of the Company's Board of Directors and its Key Officers. Diversity in gender, age, ethnicity, culture, skill, competence and knowledge shall be considered in the nomination and selection of directors and key officers to ensure an appropriate mix of competence and expertise.

The Company also ensures that the process of hiring and promotion of its employees and the process of selection of the Company's contractors and suppliers are based on merits and value to shareholders. The Company is against any form of discrimination (race, age, religion, gender, etc.).

The Company shall implement a policy against any form of discrimination and harassment in the workplace and all of its mining sites. The Company's consultants, contractors, suppliers and any other third party dealing with the Company must also adhere to the said policy.

B. Respect for Confidentiality and Privacy of Information

Directors, officers, employees, consultants, contractors and suppliers acting on behalf of the Company are expected to maintain and safeguard the confidentiality of any information relating to the Company, its subsidiaries, affiliates, customers, stakeholders and any other third party with whom the Company relates unless such disclosures are allowed and mandated by law.

Financial reports, business plans and/or strategies, and any other proprietary, financial or non-financial information about the Company, its business activities shall not be disclosed unless required by law or with prior consent from the Company. The directors, officers, and employees shall ensure the accuracy of business information and protect the integrity of corporate records and other documents related to the operation of the Company.

Information regarding the Company's directors, officers, employees, shareholders and other stakeholders shall also be considered as confidential information and shall not be disclosed to unauthorized persons except when required by law or upon prior consent of the concerned individual.

C. Customer Welfare

The Company works closely with its clients to ensure that they are satisfied with the quality of the coal they source from the Company. Furthermore, the Company warrants that it has the capacity to deliver the agreed quantity. Likewise, the Company is committed to keeping its client information confidential, private and secure.

D. Employee Welfare

The hiring, selection, promotion and compensation of officers and employees shall be strictly based on qualification, merit and performance. The Company shall also provide quality and timely health and welfare services to its employees in order to avoid interruption on their jobs and to prevent conditions (physical, mental or social) that will preclude them from giving their full attention to their work. The Company shall also conduct training programs at the beginning of each project, not only to prevent any problems in the operations of the mine sites, but also to prevent work-related accidents.

All employees shall be treated fairly, with respect and shall not be discriminated on account of their race, age, gender, religious, political and other personal beliefs. The Company has the obligation to ensure that the employees' individual and collective rights shall be respected. The Company shall provide a safe and conducive workplace and operation sites that are compliant with all applicable health, safety and environmental laws. The Company shall strictly prohibit any form of illicit substances in the workplace and operation sites.

E. Corporate Social Responsibility

The Company is devoted in supporting the communities and rehabilitating the areas surrounding the operation sites. The Company is in continuous communications with the said communities in order to address any concerns and provide assistance, whether for physical, social, health-related or any other needs. The Company also takes part in the rehabilitation and maintenance of roads surrounding the operation sites. The Company, together with the said communities, also conducts reforestation projects

F. Environmental Sustainability

The Company is aware of the environmental risks and the health and safety concerns involved the mining business. Thus, the Company is fully committed in ensuring compliance with all health, safety and environmental laws and regulation and strictly implements the regulatory requirements on environmental compliance as mandated by the DENR and the DOE. The Company also works closely with the community and the local government leaders of its mine sites to ensure environmental concerns are addressed.

G. Avoiding Conflicts of Interest

All business decisions and actions made by the Board of Directors and Management must be for the best interests of the Company and should not be motivated by personal interest or gain.

All directors, officers and employees must fully disclose their existing business interests or shareholdings that may directly or indirectly conflict with the performance of their intended duties and responsibilities, under the penalty of perjury. The business interests or shareholdings of their immediate family or relatives must also be disclosed. They are also required to disclose any personal interest or benefit in any transaction involving the Company to ensure that potential conflicts of interest are brought to the attention of the Management. Even mere appearance or possibility of conflict of interest must be disclosed as well.

Directors, officers and employees have the obligation to use the Company's properties and resources exclusively for the benefit of the Company. Furthermore they shall not use their positions for their personal benefit and shall not engage in any unfair practices and dealings. The Company also prohibits any form of grant or loan agreements with its directors and officers unless the said agreements are at arm's length and have been approved by the Board of Directors.

Conflicts of Interest include but need not be limited to financial interest or any form employment and engagement in the business of the Company's contractors, suppliers, competitors, or customers, engagement in any other corporations or political office, and having relatives employed by the Company or its competitors (Please refer to Annex 3 for the Conflict of Interest Policy).

H. Prohibition on the Acceptance of Gifts and Entertainment

Acceptance of gifts and entertainment of significant value may not be accepted by directors, officers or employees from any contractor, supplier or customer of the Company. Neither can their immediate family and/or representatives accept such on behalf of the director, officer or employee (Please refer to Annex 3 for the Conflict of Interest Policy).

IV. Reporting Ethics Violations

Directors, officers, and employees may report verbally or in writing and anonymously any violations of this Code to any of the following members of the Ethics Committee:

1. Compliance Officer
2. Head of the Human Resources Department
3. Any member of the Audit Committee

All reports shall be handled by the Company in a confidential manner and confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate investigation of the report and to perform subsequent remedial matters.

V. Accountability for Ethics Code Implementation

The Head of the Human Resources shall be responsible for the publication of this code and shall ensure that all directors, officers, employees, consultants, contractors and suppliers of the Company receive a copy.

All reports received are forwarded to the Audit Committee. The Committee will make the preliminary assessment of the issues raised and will then determine whether there is justification for an investigation and how it should be handled, should one be necessary. Depending on the issues involved, the Audit Committee, in some cases, decide to delegate responsibility for an investigation to the Compliance Officer or to a legal counsel who will report directly to the Audit Committee.

Prompt and appropriate corrective action will be taken in response to any finding of illegal and unethical behavior. If after the investigation, the Audit Committee concludes that disciplinary measures are necessary, it will recommend to the Board of Directors.

This Code shall take effect immediately upon the approval of the Board of Directors and shall be reviewed annually or such other frequency as mandated by the Board of Directors.

ANNEX 1
INSIDER TRADING POLICY

I. Objective

TKC Metals Corporation (the "Company")'s Insider Trading Policy shall implement the prohibitions on insider trading provided by the Security Regulation Code and ensure compliance with best practices on Corporate Governance.

II. Definition of Terms

- A. Material Information – Any public information that is significant enough to affect the value of the Company's stock, or to influence someone to buy or sell stock. Such material information includes, but is not limited to, financial results, mergers and acquisitions, significant investments and litigation, major changes in key senior management positions and dividend declarations.
- B. Public Information – Information available in a Securities and Exchange Commission ("SEC") and a Philippine Stock Exchange ("PSE") filing or press release in major media communication channels.

III. Policy Provision

Information acquired by virtue of office shall be treated with utmost confidentiality. The Company's non-public information should be safeguarded and shall not be disclosed to third parties. Directors, officers and employees are prohibited from buying or selling (trading) shares of stock of the Company using material non-public information and obtained by reason of position, contact within or other relationship with the Company. They are also prohibited from passing on such information to third parties for the purpose of buying or selling the Company's shares of stock.

IV. Covered Persons

The following are considered as Insiders and shall be covered by the provisions of this Policy:

- A. The Company's directors, officers, employees, consultants and advisers;
- B. Any person who may have been made aware of any material non-public information, with respect to the Company and its operations, either thru his work or other relationship with the Company or its directors, officers, employees, consultants and advisers;
- C. Spouse or relatives by affinity or consanguinity within the second degree, legitimate or common law of those mentioned above.

V. Trading Restriction

A. Trading Restriction Period

Directors, officers, employees and the other covered persons mentioned above are prohibited from trading the Company's shares within five (5) trading days before and two (2) trading days after the disclosure of quarterly and annual financial results and any other material information.

B. Penalty

Any person who violates this Policy shall be subject to disciplinary action, without prejudice to any civil or criminal proceedings which may be filed against him.

VI. Reportorial Requirements

Director, officers and employees are required to report their trading of the Company's shares within three (3) business days after the transaction to the Compliance Officer via email stating the number of shares purchased or sold, price per share and the resulting percentage of shares owned to the Company's outstanding capital stock.

The Company, through the Compliance Officer or any authorized personnel, shall file the appropriate disclosure form to SEC and PSE for Employees and Other Covered Persons who:

- A. acquired more than five percent (5%) of the Company's outstanding capital stock within five (5) business days after acquisition; or
- B. acquired ten percent (10%) of the Company's outstanding capital shares within ten (10) calendar days after acquisition.

ANNEX 2
RELATED PARTY TRANSACTIONS POLICY

I. Objective

TKC Metals Corporation (the "Company")'s Related Party Transactions Policy shall establish guidelines to govern Related Party Transactions (RPT) in the manner that will safeguard the interest of the Company, its minority shareholders and other stakeholders.

II. Definition of Terms

A. Related Parties – Natural or juridical entities that have the ability to control, directly or indirectly, through one or more intermediaries or are controlled by, or under common control with the Company, including holding companies, and subsidiaries, or exercise significant influence over the other party in making financial and operational decisions. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

B. Material Transactions – transactions reaching the set threshold amount as recommended by Management and approved by the Board of Directors.

III. Coverage

This policy covers material transactions between the Company and Related Parties, which include, but are not limited to the Company's subsidiaries, affiliates, associates, directors, officers and employees.

IV. Policy Provision

The Company adopts a policy of full disclosure with regard to related party transactions. The terms and conditions of related party transactions are reported to the Board of Directors to ensure that the transactions with related parties are made at terms equivalent to prevailing market rates and at arm's length basis.

V. Guidelines

A. Management shall present material transactions entered into by the Company with related parties to the Related Party Transactions Committee for review prior to Board approval and Management execution.

B. The Related Party Transactions Committee shall periodically evaluate relations between and among business and counterparties to ensure that related party transactions are continuously identified, RPTs are monitored, and subsequent changes in relationships with counterparties (from non-related to related and vice-versa) are captured.

C. In evaluating RPTs, the Related Party Transactions Committee shall take into account the following:

- i. The related party's relationship to the Company and interest in the transaction;
- ii. The material facts of the proposed RPT, including the proposed aggregate value of such transaction;

- iii. The benefit to the company of the proposed RPT;
- iv. The availability of other sources of comparable products or services; and
- v. An Assessment of whether the proposed RPT is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances.

D. The Company shall ensure the full disclosure of the details, nature and extent of Material Transactions with related parties in the Company's financial statements, quarterly and annual reports to the SEC and PSE.

**ANNEX 3
CONFLICT OF INTEREST**

I. Objective

TKC Metals Corporation (the "Company")'s Conflict of Interest Policy shall establish a procedure to determine any possible conflict of interest between the Company and its directors, officers, employees and/or their immediate family.

II. Definition of Terms

- A. Conflict of Interest – a situation in which a director, officer or employee has a direct or indirect personal interest in any transaction involving the Company, which may influence or appear to have influenced him/her from acting in the best interests of the Company.
- B. Significant shareholders- a shareholder who owns or controls at least 5% of the Company's outstanding capital stock.

III. Covered Persons

This policy covers and is made applicable to all directors, officers, employees and significant shareholders. This likewise covers any and all family, business and/or personal affiliations of those aforementioned who stand to be directly or indirectly benefitted.

IV. Policy

Everyone is duty bound to disclose fully their existing business interests, shareholdings, personal activities or relationships that may directly or indirectly conflict with the performance of their intended duties and responsibilities. All business decisions of the Board of Directors and of Management must be for the best interest of the Company and not motivated by personal gain and/or influenced by personal relationships.

V. Rules and Procedure

- A. The Board of Directors determines whether each person's business interests, shareholdings, personal activities or relationships result in conflict with the duties and responsibilities in the Company. The Board and Management shall ensure that all the business transactions of the Company are compliant with all applicable laws.
- B. To avoid potential conflict of interest or an appearance thereof, all directors, officers and employees are required to disclose in writing to Management any personal interest or possible gain in a transaction involving the Company.
- C. Directors shall not participate in the deliberation and/or approval of any transaction where they may be conflicted. The Company is also prohibited from extending loans to its directors without prior Board approval to ensure that the terms and conditions of the said loan is at arms-length basis.
- D. All employees shall conduct fair business transactions with the Company and ensure that his personal interests do not conflict with the interests of the Company.

ANNEX 4
ACCEPTANCE OF GIFTS POLICY

I. Objective

TKC Metals Corporation (the "Company")'s Acceptance of Gifts Policy aims to strengthen the Company's commitment in upholding and integrating ethical business practices and corporate governance practices in all of its business transactions. This policy also ensures the integrity of any form of procurement done by the Company.

II. Policy

To prevent any conflict of interest and/or undue influence, acceptance of gifts and entertainment of significant value may not be accepted by directors, officers or employees from any contractor, supplier or customer of the Company. Neither can their immediate family and/or representatives accept such on behalf of the director, officer or employee.

III. Guidelines

- A. A Gift is any form gratuity or benefit, either monetary or otherwise, received by a director, officer, employee or their immediate family by reason of or in relation to his/her position and/or duties from the Company's prospective and current contractors, suppliers and customers. A Gift includes but not limited to cash, loans, commissions, allowances, employment, travel and any form of entertainment.
- B. Directors, officers and employees are prohibited from soliciting or accepting gifts from the Company's contractors, suppliers, customers and other business partners of the Company.
- C. Directors, officers and employees of the Company may accept gifts of nominal value provided that the said gifts were voluntarily given by a third person (*e.g.*, contractors, suppliers and customers) without any form of solicitation from the said director, officer or employee. A gift shall be considered as having nominal value if its approximate value does not exceed Three Thousand Pesos (P3, 000.00).

ANNEX 5
WHISTLE-BLOWING POLICY

I. Objective

TKC Metals Corporation (the "Company")'s Whistle-Blowing Policy provides for a procedure allowing directors, officers, employees and other stakeholders to inform the Company of any potential violation of laws, Company policies and rules, and allow the Company to address such matters.

II. Definition of Terms

- A. Confidential Disclosure – refers to a written disclosure by a director, officer, employee or other stakeholders regarding actual or potential violation of any law or Company policies and rules committed by a director, officer, employee or other stakeholders of the Company.
- B. Whistle-blower – refers to a director, officer, employee or other stakeholders who made a Confidential Disclosure to the Company's Compliance Officer, Human Resources Department Head or to any member of the Audit Committee.
- C. Retaliation – refers to any form of retaliation, reprisal or unlawful actions directed to the Whistle-blower and/or his/her family by reason of a Confidential Disclosure made by the Whistle-Blower.

III. Policy

- A. The Company shall ensure that any director, officer, employee or other stakeholders who made a Confidential Disclosure, in good faith, shall not be subject of any form of retaliation, harassment or any adverse acts as a consequence of the Confidential Report made. Any director, officer, employee or stakeholder who retaliates against the Whistle-Blower shall be subjected to disciplinary action, without prejudice to any criminal or civil action.
- B. Directors, officers and employees of the Corporation are duty-bound to abide to the highest work and personal ethical standards in the performance of their duties and responsibilities. They must practice honesty and integrity in fulfilling their responsibilities and must always act in the performance of their duties consistent with laws and the Company's policies and rules.

IV. Rules and Procedure

- A. A Whistle-Blower can make a Confidential Disclosure to the Compliance Officer, the Human Resources Department Head or to any member of the Audit Committee.
- B. Any Confidential Disclosure made by a director, officer, employee or other stakeholders shall be considered as privileged communication and his/her identity shall not be disclosed to any person other than the Compliance Officer, the Human Resources Department Head and the members of the Audit Committee.
- C. The Compliance Officer, the Human Resources Department Head and the members of the Audit Committee shall have the obligation to --

- i. Maintain the confidentiality of the subject matter of the Confidential Disclosure, the identity of the Whistle-Blower and the identity of the person accused of violating any law or Company policies and rules.
 - ii. Ensure that the Whistle-Blower and his/her family are not subjected to any form of Retaliation.
- D. Any Confidential Disclosure made to the Compliance Officer or the Human Resources Department Head must be reported to the Audit Committee within five working days. After deliberation and confirmation that the said report is considered as a Confidential Disclosure, the Audit Committee shall proceed with the investigation and shall render its decision within a reasonable period of time.