

Amulsar Gold Project Armenia

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APPENDIX 8.4a

HUMAN RESOURCES POLICY

Lydian's Commitment

Lydian International Ltd and its controlled affiliates (the "Company" or "Lydian") aims for sustainable development¹ outcomes and is committed to the integration of environmental, health, safety and social considerations into its procedures for project development and operation at all stages.

As part of its commitment, Lydian has developed a Social Policy, an Environment Policy, an Occupational Health and Safety Policy and a Human Resources Policy.

Lydian Human Resources Policy

Lydian recognizes that the pursuit of economic growth through employment creation and income generation should be accompanied by protection of the fundamental rights of workers. We recognise that our workforce is a valuable resource, and good worker-management relationships are key ingredients in the sustainability of the Company.

Lydian is committed to employ locally where possible. This is supported through the provision of training for local applicants. Employees will be selected based on their performance, professional behaviour and ethics and approach to safety. The Company's recruitment policy gives priority for workforce development in the region, starting from the project influence area, and then followed by other surrounding villages, towns or cities.

Lydian supports human rights consistent with the United Nations Declarations on Human Rights.

Objectives

Lydian's guiding principles and employment objectives are:

- To promote the fair treatment, non-discrimination, and equal opportunity of workers, regardless of gender, race, nationality, religion or disability;
- To promote merit based recruitment on technical ability and work ethic;
- To promote equity by distributing employment benefits across the project influence area;
- To establish, maintain, and improve the worker-management relationship;
- To ensure compliance with national employment and labour laws;
- To protect workers, including vulnerable categories of workers such as migrant workers and workers engaged by third parties;
- To promote safe and healthy working conditions, and the health of workers; and
- To avoid the use of forced, bonded and child labour.

¹ "Development that meets the needs of the present without compromising the ability of future generations to meet their own needs".

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Compliance

Lydian will comply with all relevant national legislation relating to employment and human resource considerations. The Company's recruitment plan will be consistent with local labour codes on recruitment and hiring practices. Lydian will also adhere to the standards and guidelines of International Finance Corporation (IFC) and European Bank for Reconstruction and Development (EBRD), as well as the International Labour Organisation and United Nations.

This Human Resources Policy applies to all workers directly engaged by Lydian, workers engaged through third parties to perform work related to Lydian's core business processes of the project for any substantial duration (contracted workers), as well as workers engaged by Lydian's primary suppliers (supply chain workers).

Continuous Improvement

The Company will review its Human Resources Policy on a periodic basis and update it as necessary. This Policy will be implemented through Lydian's integrated Environmental, Social Health and Safety Management System which will be regularly reviewed and updated by performing periodic, systematic, internal audits. It will use the results as a basis for continuous improvement through an adaptive management process.

Company Practices

Good management requires that all employees know what to do, how well they are performing and what they need to learn in order to do a better job. In order to achieve this, the Company will set clear performance targets and expectations, based on clear job descriptions which include details of Lydian's expectations regarding work ethics, code of conduct & integrity standards. We will ensure that employees get objective feedback on their performance, and develop personal development plans so as to drive more effective individual behaviour and enhance the Company's performance.

Lydian will provide workers with documented information that is clear and understandable, regarding their rights under national labour and employment law and any applicable collective agreements, including their rights related to hours of work, wages, overtime, compensation, and benefits. These will be updated when any material changes occur.

Lydian will ensure that employees have the necessary knowledge and skills required to complete their tasks effectively and efficiently. Learning, training and development activities will be provided by Lydian to improve employee competency levels and organizational performance. These will include a variety of approaches including structured training courses, mentoring, coaching, job shadowing, peer exchanges, and/or self-directed learning.

Lydian will seek to recruit committed, motivated, and qualified employees to enable the Company to achieve its goals. The Company will develop a human resources plan that describes how we will meet our current and future HR requirements based on the strategic plans of the organization.

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Occupational Health and Safety

Lydian is committed to the implementation of its Occupational Health and Safety Policy, and to ensuring that this policy is made known to all its managers, staff, contractors, and partners, and is proactively implemented, reviewed and updated. We believe people are our key asset, and that all accidents are preventable. We will provide a safe and healthy work environment, taking into account inherent risks involved with mining, including physical, chemical, and biological hazards.

Non-Discrimination and Equal Opportunity

Lydian will base employment decisions only on inherent job requirements. Employment will be based on the principle of equal opportunity and fair treatment, and will not discriminate with respect to any aspects of the employment relationship, such as recruitment and hiring, compensation (including wages and benefits), working conditions and terms of employment, access to training, job assignment, promotion, termination of employment or retirement, and disciplinary practices. Lydian will take measures to prevent and address harassment, intimidation, and/or exploitation, especially in regard to women. These principles of non-discrimination apply to all workers, including to migrant workers.

Retrenchment

In the event of requiring any collective dismissals, Lydian will carry out an analysis of alternatives to retrenchment. If there are no viable alternatives to retrenchment, a retrenchment plan will be developed and implemented to reduce the adverse impacts of retrenchment on workers. The retrenchment plan will be based on the principle of non-discrimination and will reflect Lydian's consultation with workers, their organizations, and the host government, and comply with collective bargaining agreements, if they exist.

Grievance Mechanism

Lydian will provide a grievance mechanism for workers (and their organizations, where they exist) to raise workplace concerns. Workers will be informed of the grievance mechanism at the time of recruitment and this will be made easily accessible to them. The process will be to address concerns promptly, using an understandable and transparent process, without any retribution. The mechanism will allow for anonymous complaints to be raised and addressed, without impeding access to other judicial or administrative remedies that might be available.

Protecting the Work Force

Lydian will not employ any forced labour, which consists of any work or service not voluntarily performed that is exacted from an individual under threat of force or penalty. The Company will not employ trafficked persons. Lydian will employ only those people legally entitled to work in the host country.

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The Company will take all commercially reasonable efforts to ascertain that the third parties who engage contract workers are reputable and legitimate enterprises and have appropriate systems in place to ensure they operate in a manner consistent with the requirements of this Policy.

Workers' Organizations

Lydian recognises the rights of the employees to form and to join any workers' organizations of their choosing, without interference, and have the right to bargain collectively. Lydian does not restrict employees from developing mechanisms to express their grievances and protect their rights regarding working conditions and terms of employment, without interference from the Company. Any such workers' organizations are expected to fairly represent the workers in the workforce.

Lydian's Commitment to Sustainable Development

Lydian International Ltd and its controlled affiliates (the "Company" or "Lydian") aims for sustainable development¹ outcomes and is committed to the integration of environmental, health, safety and social considerations into its procedures for project development and operation at all stages.

As part of its commitment, Lydian has therefore developed a Social Policy, an Environment Policy, an Occupational Health and Safety Policy, and a Human Resources Policy. This Geoteam HIV/AIDS Policy is specific to the Amulsar Project and addresses commitments relevant to this Project.

Introduction

HIV prevalence remains low in Armenia (0.12% amongst adults aged 15-49 years) although the trend has been increasing in the past decade. Men account for approximately two-thirds of the registered HIV cases and the group most affected is 25-39 years of age. Knowledge of HIV/AIDS is reported to be high, however knowledge of prevention methods is less extensive. Stigma against HIV positive people is reported to be high in the region and the proximity of Armenia to Russia and the Ukraine poses an additional risk as these countries have the highest HIV prevalence in the sub-region.

General Considerations

Geoteam has developed an HIV/AIDS Policy to formalise its commitments to manage the risk of HIV/AIDS to the company, its staff and the community.

Principles

- Discrimination towards employees on the basis of actual or perceived HIV status is forbidden.
- All information on the HIV status and condition of employees and community members, including that relating to counselling, care and treatment, must be maintained in medical confidence
- HIV screening is not a requirement for recruitment or a condition of employment
- Stigmatisation of employees or contractors on the basis of real or perceived HIV status is unacceptable workplace behaviour and will be treated as a dismissible offence
- HIV and STI education and awareness campaigns will be implemented with employees, contractors and with high-risk groups within local communities
- Geoteam will seek to provide access to voluntary counselling and testing services at regular intervals for employees, contractors and local community residents

Roles and Responsibilities

Over-arching responsibility for this policy rests with the Executive Vice President (EVP) of Lydian International. Day-to-day implementation and management of this policy will rest with the Geoteam Health and Safety Manager and the Geoteam Human Resources Manager.

¹ "Development that meets the needs of the present without compromising the ability of future generations to meet their own needs".

GEOTEAM HIV/AIDS POLICY

Continuous Improvement

The Company will review its HIV/AIDS Policy on a periodic basis and update it as necessary. It will monitor the prevalence of HIV and STIs through the Community Health Information System (CHIS) and will use the results as a basis for continuous improvement in social performance through an adaptive management process.

APPENDIX 8.4c

ADDENDUM “A” TO THE AUDIT COMMITTEE CHARTER WHISTLE BLOWER POLICY

Introduction

Lydian International Limited (“the **“Company”**”) is committed to the highest standards of openness, honesty and accountability. In line with that commitment, we expect employees and others that we deal with who have serious concerns about any aspect of the Company’s activities and operations to come forward and voice those concerns.

Employees are often the first to realize that there may be something seriously wrong within the Company. However, they may decide not to express their concerns because they feel that speaking up would be disloyal to their colleagues or to the Company. They may also fear recrimination, harassment or victimization. In these circumstances, they may feel it would be easier to ignore the concern rather than report what may just be a suspicion of wrong-doing.

This policy document makes it clear that employees can report wrong-doings or suspected wrong-doings without fear of victimization, subsequent discrimination or disadvantage. This Whistle Blowing Policy is intended to encourage and enable employees to raise serious concerns within the Company rather than overlooking a problem or seeking a resolution of the problem outside the Company.

This Policy applies to all employees and those contractors working for the Company. It is also intended to provide a method for other stakeholders (suppliers, customers, shareholders etc.) to voice their concerns regarding the Company’s business conduct.

The Policy is also intended as a clear statement that if any wrongdoing by the Company or any of its employees or by any of its contractors or suppliers is identified and reported to the Company, it will be dealt with expeditiously and thoroughly investigated and remedied. The Company will further examine and implement the means of ensuring that such wrongdoing can be prevented in future.

A whistleblowing or reporting mechanism invites all employees and other stakeholders to act responsibly to uphold the reputation of their organization and maintain public confidence. Encouraging a culture of openness within the organization will also help this process. This Policy aims to ensure that serious concerns are properly raised and addressed within the Company.

BACKGROUND

1. What is Whistleblowing?

Employees are usually the first to know when something is going seriously wrong. A culture of turning a “blind eye” to such problems means that the alarm is not sounded and those in charge do not get the chance to take action before real damage is done. Whistleblowing can therefore be described as giving information about potentially illegal and/or underhanded practices i.e. wrong doing.

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2. What is wrong doing?

Wrong doing involves any unlawful, illegal or otherwise improper behaviour and can include:

- An unlawful act whether civil or criminal;
- Breach of or failure to implement or comply with any approved policy of the Company, including the internal financial controls approved by the Company;
- Knowingly breaching federal or provincial laws or regulations;
- Unprofessional conduct or conduct that is not consistent with recognized, established standards of practice;
- Questionable accounting or auditing practices;
- Dangerous practice likely to cause physical harm / damage to any person/property;
- Failure to rectify or take reasonable steps to report a matter likely to give rise to a significant and avoidable cost or loss to the Company;
- Abuse of power or authority for any unauthorized or ulterior purpose;
- Unfair discrimination in the course of employment or provision of services.

This list is not definitive, but is intended to give an indication of the kind of conduct which might be considered as “wrong doing”.

3. Who is protected?

This Policy is set in the context of the regulatory provisions of the Canadian Securities Association (CSA) Multilateral Instrument 52-110 - Audit Committees. Any employee who makes a disclosure or raises a concern under this Policy will be protected if the employee:

- Discloses the information in good faith;
- Believes it to be substantially true;
- Does not act maliciously or make knowingly false allegations; and
- Does not seek any personal or financial gain.

4. Who should you contact?

Anyone with a complaint or concern about the Company should contact Gordon Wylie, President and Director.

5. How the Company will respond

The Company will respond positively to your concerns. Where appropriate, the matters raised may:

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- (a) be investigated by management, the Board of Directors, internal audit (when implemented), or through the disciplinary process;
- (b) be referred to the police;
- (c) be referred to the external auditor or external legal counsel;
- (d) form the subject of an independent inquiry.

In order to protect individuals and those accused of misdeeds or possible malpractice, initial enquiries will be made to decide whether an investigation is appropriate and, if so, what form it should take. Some concerns may be resolved by agreed action without the need for investigation. If urgent action is required, this will be taken before any investigation is conducted.

Within ten working days of a concern being raised, the responsible officer will write to you:

- (a) acknowledging that the concern has been received;
- (b) indicating how he/she proposes to deal with the matter;
- (c) giving an estimate of how long it will take to provide a response;
- (d) telling you whether any initial enquiries have been made; and
- (e) telling you whether further investigations will take place and if not, why not.

The amount of contact between the officers considering the issues and you will depend on the nature of the matters raised, the potential difficulties involved and the clarity of the information provided. If necessary, the Company will seek further information from you.

The Company will take steps to minimize any difficulties which you may experience as a result of raising a concern. For instance, if you are required to give evidence in criminal or disciplinary proceedings, the Company will arrange for you to receive advice about the procedure.

The Company accepts that you need to be assured that the matter has been properly addressed. Thus, subject to legal constraints, we will inform you of the outcomes of any investigation.

6. Time Frames

Concerns will be investigated as quickly as possible. It should be borne in mind that it may be necessary to refer a matter to an external agency and this may result in an extension of the investigative process. It should also be borne in mind that the seriousness and complexity of any complaint may have an impact on the time taken to investigate a matter. A designated person will indicate at the outset the anticipated time frame for investigating the complaint.

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7. Prevention of recriminations, victimization or harassment

The Company will not tolerate an attempt on the part of anyone to apply any sanction or detriment to any person who has reported to the Company a serious and genuine concern that they may have about an apparent wrongdoing.

8. Confidentiality and Anonymity

The Company will respect the confidentiality of any whistle blowing complaint received by the Company where the complainant requests that confidentiality. However, it must be appreciated that it will be easier to follow up and to verify complaints if the complainant is prepared to give his or her name.

9. False and Malicious Allegations

The Company is proud of its reputation with the highest standards of honesty. It will therefore ensure that substantial and adequate resources are put into investigating any complaint which it receives. However, the Company will regard the making of any deliberately false or malicious allegations by any employee of the Company as a serious disciplinary offence which may result in disciplinary action, up to and including dismissal for cause.

ANTI-CORRUPTION POLICY

I. PURPOSE

The Company is committed to maintaining high ethical standards in conducting its business.

The purpose of this Policy is to establish standards of performance to ensure Company Personnel and Business Partners comply with applicable laws, regulations, and international conventions regarding corrupt, fraudulent, coercive, collusive and obstructive practices.

II. APPLICABILITY

The Policy applies to Company Personnel and Business Partners involved in business transactions for and on behalf of the Company, wherever located.

III. DEFINITIONS

“Business Partners” mean agents, sub-agents, consultants, representatives, contractors and suppliers.

“Company” means Lydian International Limited and its subsidiaries.

“Company Personnel” means all Directors, officers and employees of the Company.

“Compliance Officer” means one or more members of management approved by the Company’s audit committee or the audit committee’s designee to receive and respond to matters under this Policy.

“Director” means a member of the board of directors of Lydian International Limited or any of its subsidiaries.

“Foreign Official” means

- 1) A person who holds a legislative, administrative or judicial position of a foreign state;
- 2) A person who performs public duties or functions for a foreign state, including a person employed by a board, commission, corporation or other body or authority that is established to perform a duty or function on behalf of the foreign state, or is performing such a duty or function; and

- 3) An official or agent of a public international organization that is formed by two or more states or governments, or by two or more such public international organizations.

The definition includes an elected representative, government official, or judge in a foreign state as well as a representative of a public international organization, such as the United Nations. This definition is consistent with the definition of a “foreign public official” in Article 1.4 of the OECD Convention.

“OECD” means the Organisation for Economic Co-operation and Development

IV. POLICY

A. Prohibited Activity

Except as specifically provided by this Policy, Company Personnel and Business Partners shall not directly or indirectly:

1. Engage in corrupt practices by offering, giving, receiving or soliciting anything of value to influence improperly the actions of another party, including but not limited to Foreign Officials. Interpretations of the above include:
 - (a) Bribery and kick-backs are considered corrupt practices. An example of a kick-back is a payment made by a supplier to a purchasing manager in exchange for receiving a contract;
 - (b) The Company does not condone facilitation payments. Any potential facilitation payment shall be communicated to the Compliance Officer for evaluation prior to completing such transaction.
 - (c) Funding of bona fide social development, local charities, or infrastructure unrelated to the project are not viewed as corrupt practices as long as they are permitted under local law and fully disclosed in the Company’s books and records;
 - (d) Offering, giving, receiving or soliciting of hospitality and gifts that are customary by internationally accepted standards and could not be reasonably considered to be extravagant based on the person’s respective role does not constitute a corrupt practice unless it violates an applicable law;
 - (e) Payment of reasonable travel and entertainment of public foreign officials that are consistent with existing practice under relevant law and international conventions are not viewed as a corrupt practice.

2. Engage in fraudulent practices by withholding information, or making misrepresentations that recklessly mislead or attempt to mislead a party as a means to obtain a financial or other benefit or to avoid an obligation. Interpretations include:
 - (a) In order for an omission or misrepresentation to be considered a fraudulent practice, it must be made with reckless indifference as to whether true or false. Mere inaccuracy committed through simple negligence is not enough to constitute a fraudulent practice.
3. Engage in coercive practice by impairing, harming or threatening to impair or harm any party or the property of the party to influence improperly the actions of a party. Interpretations include:
 - (a) Bid rigging in connection with public procurement or government contracting is an example of a coercive practice;
 - (b) Threatening or engaging in illegal actions such as personal injury, abduction, damage to property or to legally recognized interest in order to attain undue advantage or to avoid an obligation are considered coercive practices;
 - (c) Hard bargaining, the exercise of legal or contractual remedies or litigation are not considered coercive practices.
4. Engage in collusive practices by entering into an arrangement designed to achieve an improper purpose, including influencing improperly the actions of another party. Interpretations include:
 - (a) Bid-rigging in connection with public procurement or government contracting.
5. Engage in obstructive practices by deliberately destroying, falsifying, altering or concealing of evidence material to an investigation or making false statements to investigators, in order to materially impede an investigation into allegations of a corrupt, fraudulent coercive or collusive practice.

B. Due Care in Dealing with Business Partners

To ensure compliance with the applicable laws regarding Corrupt Practices, the Company must exercise due care in dealing with Business Partners. The Company may be liable for the actions of its Business Partners, and this risk can be substantial in countries where illicit payments are prevalent. The Company should apply a risk-based approach to its due diligence process, implementing a higher degree of due diligence on Business Partners that present higher risks.

Prior to entering into any contractual relationship with a Business Partner, the Company should conduct the appropriate level due diligence regarding the prospective Business Partner. Generally, the Company should obtain contractual representations and warranties from the Business Partner regarding compliance with this Policy. If a prospective Business Partner refuses to agree to such terms, the matter should be raised to the Compliance Officer. Exceptions are allowable in instances when a prospective Business Partner maintains an acceptable anti-corruption policy.

D. Books and Records

While the Company's standard accounting rules and procedures must be followed in all circumstances, special care should be exercised when transactions involve payments to Foreign Officials. All payments to Foreign Officials should be reported on a timely periodic basis to the Compliance Officer. Employees must ensure that such payments are fully and accurately recorded. Misleading, incomplete or false entries in the Company's books and records are prohibited.

E. Violations and Enforcement

Clarifications on this Policy, should be raised to your manager and/or the Compliance Officer. Company Personnel and Business Partners shall report promptly any potential violations under the Policy. If you choose to remain anonymous, you may communicate confidentially with the Compliance Officer or, if appropriate, through the Company's Whistleblower Policy. The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any party based upon any lawful action of such party with respect to good faith reporting of concerns regarding compliance with this Policy.

Company Personnel who violate this Policy may face disciplinary action by the Company up to and including termination of employment for cause and other ramifications under legal and regulatory standards which could result in civil and/or criminal charges under law.

Lydian International Limited

Code of Conduct

Approved: 14 August 2014

Corporate Values

Form the basis for the

Code of Conduct “how we conduct ourselves”

In the Workplace	In the Marketplace	In the Community and Environment
Corporate Policies		
Human Resources Occupational Safety & Health Whistleblower	Disclosure & Confidentiality Anti-Corruption Insider Trading	Social Environment
Sections of the Code		
<ul style="list-style-type: none">• Occupational Safety & Health• Substance Abuse• Workplace Violence• Weapons• Discrimination• Harassment• Privacy and Personal Information• Employment of Family Members• Property, Destruction and Theft• Records Retention• IT and Security• Confidential Information• Intellectual Property• Whistleblower	<ul style="list-style-type: none">• Anti-Corruption Practices• Dealing with Public Officials• Political Process• Conflict of Interest• Competitive Practices• Business Partner Relationships• Gifts and Entertainment• External Investigations• Company Records & Reporting• Disclosures & Communications• Insider Trading	<ul style="list-style-type: none">• Stakeholder Engagement• Cultural Heritage• Human Rights• Community Development• Water• Pollution• Biodiversity

Certification and Compliance

I. PURPOSE OF THE CODE

The Code of Conduct provides guidance in translating our core values into how the Company, Company Personnel and its Business Partners conduct themselves in the workplace, marketplace, and in communities and environments and in which we operate. See Appendix A for defined terms in this document.

Our core values include:

- ***Honest and ethical conduct in everything we do;***
- ***All individuals are treated with respect and dignity, free from coercion, discrimination, harassment and violence;***
- ***Compliance with applicable laws, regulations, and standards;***
- ***Ethical handling of conflicts of interest;***
- ***Understandable, accurate and timely public disclosure of information;***
- ***Mutual respect and understanding of our commitment to sustainable development***

Lydian expects Company Personnel and its Business Partners to comply with and act in accordance with the values stated above, the provisions of this Code of Conduct; and as outlined in the Company's policies. See Appendix B for a listing of Company policies.

Violations may result in disciplinary action by the Company up to and including termination of employment for cause and other ramifications under legal and regulatory standards which could result in civil and/or criminal charges under law.

II. CONDUCT IN THE WORKPLACE

Our workforce is a valuable resource. The Company recognizes that the pursuit of economic growth through employment creation and income generation should be accompanied by the protection of fundamental rights of workers. This section of the Code describes a safe and healthy workplace where all individuals are treated with respect and dignity, free from coercion, discrimination, harassment and violence.

Occupational Safety and Health

Lydian aims to achieve zero harm through effective management of health and safety through the implementation of programs and metrics. Our commitment includes managing disease-related risks, including HIV/AIDS, through training, counselling and non-discriminatory practices.

Lydian requires Company Personnel to recognize their own responsibility regarding occupational health and safety, and to comply with all health and safety requirements relevant to their activities. See the Occupational Safety and Health Corporate policy for details.

Substance Abuse

Lydian is committed to maintaining a safe and healthy workplace free of substance abuse. Company Personnel must not be under the influence of, sell, distribute or possess alcohol, narcotics, depressants, stimulants, hallucinogens, marijuana or any other mind altering drugs, when reporting for work, while working on company property, and while operating any company equipment including motorized vehicles.

Workplace Violence

Workplace violence is illegal and is defined as the threatened, attempted or actual exercise of any physical force that causes or may cause physical injury to a person, and includes any threats which give a person reasonable grounds to believe he or she is at risk of physical injury. The Company will not tolerate violence in the workplace.

Weapons

No weapons of any kind will be tolerated on or in Company property unless required for the security of Company property or Company Personnel, and then only after authorization by the Chief Executive Officer and subject to ongoing compliance with applicable laws and standards, including the Voluntary Principles on Security and Human Rights.

Discrimination and Harassment

Employment will be based on the principle of fair treatment, free from discrimination. Lydian prohibits discrimination on the basis of race, religion, gender, sexual orientation, nationality, age, disability, any other category protected by the United Nations Declarations on Human Rights, and all applicable laws and regulations in the jurisdiction where Company Personnel operate.

The Company will not tolerate harassment. Harassment includes any conduct or comment which is known or ought reasonably to be known to be unwelcome or offensive, or to create an intimidating or hostile work environment. Harassment can be a one-time occurrence or can be ongoing. Harassment includes, but is not limited to, sexual harassment and harassment on the basis of any other category protected by applicable human rights legislation or similar local law in the jurisdiction where Company Personnel operate.

Privacy and Personal Information

Lydian will endeavor to limit the collection of personal information to that which is necessary or appropriate for business, legal, security, and contractual purposes. The Company will only collect, use or disclose personal information, including medical information, as described in and in

accordance with this Code, other applicable Company policies, applicable laws in jurisdictions where Lydian operates and consent requirements.

Company Personnel may be assigned duties that expose them to personal information about identifiable individuals. Company Personnel acknowledge and agree that, as a condition of employment, they shall not use or disclose such personal information to others, except in the performance of their duties for the Company and in accordance with applicable laws. Company Personnel shall undertake all reasonable precautions to safeguard such personal information.

Employment of Family Members

Employment or other contractual engagement by the Company of more than one family member at a Company mine, project site or office is permissible, but conflicts of interest are to be avoided. The direct supervision of one family member by another is not permitted unless otherwise authorized by the supervisor (unrelated) of the higher ranking of the family members.

Use of Lydian Property / Destruction and Theft

The use of Company property for personal profit (or that of any family member) or any unlawful or unauthorized personal or unethical purpose is prohibited. Property includes but is not limited to information technology, intellectual property, all work products, buildings, land, equipment, vehicles, machines, salable products, cash, debit cards, and credit cards.

Company Personnel shall not intentionally damage or destroy Company property or commit theft of such property.

Records Retention

Records must be maintained and retained in accordance with the laws and regulations of the jurisdictions Lydian entities are domiciled. The term “business records” covers a broad range of files, reports, business plans, invoices, receipts, purchase orders, agreements, Lydian policies and communications, including hard copy, electronic, audio recording, microfiche and microfilm files whether maintained at work or at home.

Information Technology

Lydian’s information technology systems, including but not limited to computers, servers, applications, tablets, mobile devices (including all text and instant messages sent from or received by such devices), e-mail programs and accounts (including all Lydian email addresses and email sent from or received by such accounts), intranet and internet access, telephones and voicemail are the Company’s property and are to be used primarily for business purposes. Company Personnel may use Lydian’s Information Technology for permitted minor or incidental personal use provided that such use is in compliance with this Code and other applicable Lydian policies.

Company Personnel who choose to use his/her personal electronic device, rather than a Company issued electronic device, to access Information Technology, are subject to this Code.

Confidential and Proprietary Information

Company Personnel may be exposed to information that is considered confidential by Lydian.

Documents containing sensitive data should be handled carefully at all times and, when not in use, must be properly secured. Discarded documents containing potentially sensitive data should be shredded. Particular attention must be paid to the security of data stored on computers and other electronic media. Company Personnel must maintain the secrecy of their passwords and secure sensitive or valuable equipment when not in use. In addition, Company Personnel must promptly report the loss or theft of a device through which Lydian Information Technology or confidential information has been or may be accessed.

Intellectual Property

Intellectual property, including, but not limited to all creative materials, programs, designs, inventions, developments, processes, strategies developed by Company Personnel during the course of his/her relationship with Lydian belong to the Company. All such intellectual property shall remain with the Company following termination of the relationship with the employee.

Whistleblower

The Company is committed to maintaining high standards of integrity and accountability in its business affairs while enhancing shareholder value. The Whistleblower Policy provides a vehicle for Company Personnel and others doing business with the Company to disclose good faith concerns regarding Financial Matters and violations of the Code of Conduct. See the Corporate Whistleblower policy for further details.

III. CONDUCT IN THE MARKETPLACE

The Company is committed to operating in a manner that avoids conflicts of interest, ensures competitive practices, transparency in public reporting, and compliance with applicable laws, regulations and standards. This section of the Code discusses how Lydian and Company Personnel shall conduct themselves when engaging in business and commerce.

Dealing with Public Officials and Anti-Corruption Practices

Lydian and Company Personnel shall operate pursuant to recommendations of the Organisation for Economic Co-operation and Development, contractual commitments, and applicable laws when dealing with Public Officials and in regard to anti-corruption practices.

Dealings with Public Officials by Lydian or any Company Personnel are to be conducted in a manner that will not compromise the integrity or damage the reputation of any government,

Public Official or the Company. Direct or indirect participation in corrupt, fraudulent, coercive, collusive or obstructionist practices are prohibited. Furthermore, facilitation payments are not permitted.

Government Relations and Participation in the Political Process

The Company maintains neutrality among political parties and candidates. However, Company Personnel may participate in the political process as private citizens. It is important to separate personal political activity from Company activities, if any, in order to comply with the appropriate rules and regulations relating to lobbying or attempting to influence government officials. Government relations should be handled in a manner that does not create risk or liabilities for the Company.

Conflict of Interest

Company Personnel are required to act with honesty and integrity and to avoid any relationship or activity that might create, or appear to create, a conflict between personal interests and those of Lydian. Company Personnel shall perform the responsibilities of their positions on the basis of what is in the best interests of Lydian and free from the influence of personal considerations and relationships.

Company Personnel should discuss any potential conflicts of interest with their immediate supervisor or an officer of the Company. A conflict of interest may be permitted if it is declared in a timely manner and accepted by the Company.

Competitive Practices

The Company complies with and supports laws which prohibit restraints of trade, unfair practices, or abuse of economic power. The Company will not enter into arrangements that unlawfully restrict its ability to compete with other businesses, or the ability of any other business organizations to compete freely with the Company. Company Personnel are prohibited from entering into or discussing any unlawful arrangement or understanding that may result in unfair business practices or anti-competitive behavior.

Business Partner Relationships

It is the Company's policy to treat all prospective Business Partners on a merit basis while seeking to maximize local recruitment. The Company will select its Business Partners in a non-discriminatory manner based on the quality, price, service, delivery and supply of goods and services. Selection of Business Partners must never be based on personal interests of Company Personnel or the interests of their family members or friends.

In all dealings with Business Partners, Company Personnel shall comply with these provisions of the Code and any other Lydian policies regarding supply chain and procurement.

Suppliers - Gifts and Entertainment

Company Personnel shall not use his/her position with Lydian, to solicit any cash, gifts or free services from any Business Partner for their or their personal benefit. Gifts or entertainment should not be accepted if they could be reasonably considered to be extravagant based on the person's respective role, or otherwise detrimentally influence Lydian's business relationship with a Business Partner. If there is any doubt as to whether a gift is acceptable, contact your immediate supervisor or an Officer of the Company.

External Investigations

Lydian and Company Personnel will cooperate, within the context of advice provided by the Company's legal counsel, with investigations by governmental bodies, regulatory agencies, international financial institutions (such as IFC and the EBRD). Responses to formal investigations will be handled by the Company's legal counsel, thus Company Personnel should not respond directly unless specifically authorized to do so. Company Personnel must notify and consult with the Company's chief financial officer regarding any inquiries regarding potential investigations.

Company Records and Reporting

Lydian requires that its records be accurate and complete. Records serve as a basis for managing our business and are crucial for meeting obligations to stakeholders, as well as for compliance with regulatory, tax, financial reporting, legal, and other requirements. Company Personnel who make entries into business records or who contribute information used to produce reports, have a responsibility to fairly present all information in a truthful, accurate and timely manner. Company Personnel shall not exert influence over, coerce, mislead or in any way manipulate or attempt to manipulate the accumulation, retention and reporting of Company information.

Company Personnel should cooperate fully with the independent auditors in their audits and in assisting in the preparation of financial disclosure.

Disclosures and Communications

Unless you are specifically authorized under the Corporate Disclosure and Confidentiality policy to represent the Company, you shall not respond to inquiries or requests for information. This includes shareholders, industry analysts, newspapers, magazines, trade publications, radio and television as well as any all other external sources requesting information about the Company. If you are contacted by a third-party about any topic, immediately refer the inquirer to one of the individuals authorized to respond under the Disclosure and Confidentiality Policy.

Insider Trading

Company Personnel and others are prohibited from trading in the Company's Securities if they have knowledge of undisclosed Material Information. Undisclosed material information means any

information, event or circumstance (including a change in previous information or facts) relating to the business and affairs of the Company that would have a reasonable likelihood to have a significant effect on the market price of the Company's Securities or be considered important to an investor in making an investment decision regarding the purchase or sale of the Company's Securities.

Additionally, Material Information shall not be disclosed to others, including but not limited to family members, before it is communicated to the public. Such action would be considered "tipping" and is prohibited under securities laws. See the Corporate Disclosure and Confidentiality Policy for further details.

IV. CONDUCT IN THE COMMUNITY AND ENVIRONMENT

The Company recognizes good management of environmental and social considerations as a corporate priority and is committed to the establishment of sustainable relationships with its stakeholders, in particular the communities surrounding its projects. The Company seeks to support community-based projects that can make a difference in a sustainable way without creating dependency. See the Corporate Social Policy and the Environment Policy for further details

Stakeholder Engagement

As an organization that is committed to sustainable development, the Company seeks to establish relationships with its stakeholders, in particular with those communities surrounding its projects and operations. The Company is committed to managing stakeholder relationships based on respect, full transparency and open communication. The Company seeks to support community based projects that can make a difference in a sustainable manner without creating dependency. For each project, a stakeholder engagement plan is to be developed and implemented.

Human Rights

It is the Company's policy that all Lydian Company Personnel and Business Partners respect the human rights of all stakeholders and local communities in which Lydian conducts business. No human rights violations by any Lydian entity, Company Personnel or Business Partner will be tolerated. In countries where Lydian conducts business there may be relevant local laws that overlap with our international human rights requirements, including criminal laws and laws regarding child labor, freedom of association, equality of economic opportunity, accessibility and accommodation, and compensation. All Lydian employees must adhere to such applicable local laws and international requirements, in particular the Voluntary Principles on Security and Human Rights.

Cultural Heritage

The Company seeks to avoid and/or minimize impact to cultural heritage and will manage its efforts in consultation with the relevant communities and national cultural specialists.

Environment

The Company is committed to sound environmental management. It is the intent of Lydian to identify, minimize and mitigate adverse environmental impacts based on international best practice. The Company is further committed to providing adequate resources to meet its environmental management obligations throughout the design, development, operation and closure of its operations.

Water

The Company recognizes the importance of responsible water management and conservation as a key business, environmental and societal issue. Each project aims to not degrade water resources and their dependent ecosystems.

Pollution

Lydian aims to integrate pollution controls and to minimize its impact on the environment by implementing a number of environment management plans throughout the design, development, operation and closure of its projects. Company Personnel are expected to perform work at all times within such environmental management plans.

Biodiversity

The importance of conservation and responsible management of biological diversity is a key societal concern. Lydian aims to develop projects which do not degrade ecosystems, either those on which they depend for operational success or those on which others depend for their well-being or livelihood. The Company aims to achieve “No Net Loss” of biodiversity or of priority ecosystem services as a result of its operations.

V. USING THIS CODE OF CONDUCT AND COMMUNICATING CONCERNS

Responsibilities of Company Personnel

It is the responsibility of all Company Personnel to understand and comply with this Code of Conduct. Company Personnel are required to sign an acknowledgement in the form attached as Exhibit “A” to this Code at the time of employment. Thereafter, Company Personnel are required to provide an annual acknowledgement in the form attached as Exhibit “B” to this Code.

Responsibility of Business Partners

Business Partners are expected to understand and comply with this Code of Conduct in the course of providing goods and services to the Company. Business Partners are required to sign an acknowledgement in the form attached as Exhibit “C” to this Code.

Execution of these acknowledgments by Company Personnel is a representation that he/she has read, understands, and will act in good faith at all times to comply in all respects with this Code, and has sought and obtained any required clarifications.

Reporting Compliance Violations and Improper Conduct

Lydian is committed to providing an atmosphere of open communication for compliance issues and to ensure that Company Personnel, acting in good faith, have the means to report possible violations without fear of retaliation.

All Company Personnel are encouraged to communicate good faith concerns that may represent violations. Several channels for communicating are available, depending on the level of confidentiality desired by the reporting individual. Concerns may be voiced to a supervisor, officer of the Company, or through the Company's whistleblower process.

**Exhibit
"A"**

**Acknowledgement of Receipt and Understanding for
NEW Lydian Employees**

I, _____ hereby acknowledge having read the Lydian Code of Conduct and understand its provisions and will comply with the Code of Conduct at all times and in all respects.

Signature

Date

Exhibit "B"

Acknowledgement of Receipt and Understanding for

EXISTING Lydian Employees

I, _____ hereby acknowledge having read the Lydian Code of Conduct and I fully understand its provisions. I have not violated the provisions of the Code and I will comply with the Code at all times and in all respects.

Signature

Date

Exhibit "C"

Acknowledgement of Receipt and Understanding for

Business Partners

_____ (Insert name of Business Partner) hereby acknowledge having read the Lydian Code of Conduct and fully understand its provisions.

In connection with providing goods and/or services to the Company (select all that apply):

- ☐ I (we) have not violated the provisions of Lydian's Code and I (we) will comply with the Code at all times and in all respects during the course of providing goods or services to Lydian.
- ☐ I (we) are subject to an acceptable alternative code of conduct and shall comply with such code of conduct. A copy of our code of conduct has been made available to Lydian.

Signature

Date

Print Name

Appendix A – Defined Terms

“Business Partners” mean agents, sub-agents, consultants, representatives, contractors and suppliers.

“Company” means Lydian International Limited and its subsidiaries.

“Code of Conduct” or **“Code”** means the Company’s explicit statement of values and guiding principles as adopted by its board of directors.

“Company Personnel” means all Directors, Officers and Employees of the Company.

“Company Policy” or **“Company Policies”** means one or more of the policies listed in Appendix B.

“Compliance Officer” means one or more members of management approved by the Company’s audit committee to receive and respond to matters under the Code.

“Director” means a member of the board of directors of Lydian International Limited or any of its subsidiaries.

“EBRD” means the European Bank for Reconstruction and Development

“Employees” means full-time, part-time, fixed-term contract or seconded employees.

“IFC” means the International Finance Corporation

“Public Official” means

- 1) A person who holds a legislative, administrative or judicial position of a state;
- 2) A person who performs public duties or functions for a state, including a person employed by a board, commission, corporation or other body or authority that is established to perform a duty or function on behalf of the state, or is performing such a duty or function; and
- 3) An official or agent of a public international organization that is formed by two or more states or governments, or by two or more such public international organizations.

The definition includes an elected representative, government official, or judge in a state as well as a representative of a public international organization, such as the United Nations. This definition is consistent with the definition of a “foreign public official” in Article 1.4 of the OECD Convention.

“Financial Matters” means the Company’s accounting, internal controls, and auditing processes.

“Information Technology” means computers, and servers, applications, tablets, mobile devices (including all text and instant messages sent from or received by such devices), e-mail programs and accounts (including all Lydian email addresses and email sent from or received by such accounts), intranet and internet access, telephones and voicemail.

“Lydian” means Lydian International Limited and its subsidiaries.

“Material Information” means any information, event or circumstance (including a change in previous information or facts) relating to the business and affairs of the Company that would have a reasonable likelihood to have a significant effect on the market price of the Company’s securities or be considered important to an investor in making an investment decision regarding the purchase or sale of the Company’s Securities. The determination of whether information is “material” is subjective and requires judgment.

“Officer” means an officer of the Company.

“Securities” means (a) ordinary shares, stock options, and any other securities that the Company may issue from time to time and (b) put or call options or other derivative securities, the value and characteristics of which, depend, in part or whole, on the value and characteristics of the Company’s Securities.

“Workplace” means the Company’s offices, mine and project sites as well as any other Company-related place or event.

Appendix B – Company Policies

Lydian maintains the following Company Policies, which serve as the foundation for the content of this Code. Complete copies of these Company Policies are available on the Company's websites.

Anti-Corruption Policy

Disclosure and Confidentiality Policy

Environment Policy

Human Resources Policy

Insider Trading Policy

Occupational Health and Safety Policy

Social Policy

Whistleblower Policy

**LYDIAN INTERNATIONAL LIMITED
DISCLOSURE AND CONFIDENTIALITY POLICY****I. PURPOSE**

The purpose of this Policy is to establish standards for confidentiality of Material Information before its public disclosure and practices to be employed in making public disclosures and subsequent communications. Application of this Policy is intended to ensure compliance with applicable laws and regulations, establish equitable disclosure standards, and foster delivery of accurate, timely, and consistent information to the Company's stakeholders.

II. APPLICABILITY

This Policy extends to all Company Personnel, the Disclosure Committee, and other persons authorized to speak on behalf of the Company.

The Policy applies to Material Information that has not been publically disclosed and disclosures of Material Information made in documents filed with securities regulatory authorities and other written statements such as, but not limited to, annual and quarterly reports, news releases, letters to shareholders, presentations, media distributions, information contained on the Company's Internet Sites, and other electronic communications. It extends to oral statements such as, but not limited to, those made during meetings and telephone conversations, press conferences and conference calls, interviews with the media, and speaking engagements.

III. DEFINITIONS

"Company" means Lydian International Limited and its subsidiaries.

"Company Personnel" means all Directors, officers and employees of the Company.

"Director" means a member of the board of directors of Lydian International Limited or any of its subsidiaries.

"Disclosure Committee" means the management representatives responsible for application of this Policy. Members of the Disclosure Committee shall include the Chief Executive Officer, Chief Financial Officer, and Corporate Secretary.

"Disclosure Controls and Procedures" means controls and other procedures of the Company that are designed to provide reasonable assurance that information required to be disclosed in the annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in the securities legislation and include controls and procedures designed to ensure that information required to be disclosed in the annual filings, interim filings or other reports filed or submitted under securities legislation is accumulated and

communicated to management, including its certifying officers, as appropriate to allow timely decisions regarding required disclosure.

“FLI” means forward-looking information, including guidance and estimates, provided by the Company.

“Internet Sites” means websites and other social media sites, accounts or channels maintained or utilized by the Company.

“IIROC” means the Investment Industry Regulatory Organization of Canada. IIROC, among other duties, sets and enforces market integrity rules regarding trading activity on Canadian equity marketplaces.

“Material Information” means any information, event or circumstance (including a change in previous information or facts) relating to the business and affairs of the Company that would have a reasonable likelihood to have a significant effect on the market price of the Company’s securities or be considered important to an investor in making an investment decision regarding the purchase or sale of the Company’s Securities. The determination of whether information is “material” is subjective and requires judgment.

“Selective Disclosure” means an occurrence when Company Personnel or others with knowledge of undisclosed Material Information disclose this information without first ensuring appropriate public dissemination as provided in the Policy.

IV. POLICY

A. Confidentiality

Company Personnel and others privy to undisclosed Material Information are prohibited from communicating such information to anyone else, except in cases where such person has a “need to know” in the ordinary course of the Company’s business. Efforts should be made to limit access to undisclosed Material Information and any recipients should be advised that the undisclosed Material Information is to be kept confidential and may only be utilized for the benefit of the Company in connection with the business of the Company.

Third parties privy to undisclosed Material Information should be informed that they must not divulge such information to anyone else, other than in the necessary and proper course of business, and that they may not trade in the Company’s securities until the information has been disseminated to the investing public in a broad, non-exclusionary manner in accordance with applicable laws and regulatory requirements. Such third parties may be required to confirm their commitment to this non-disclosure obligation by signing a written confidentiality agreement.

Company Personnel should secure all confidential information they may have at the end of each working day or during extended periods away from their workstations. This

policy extends to off-site workspaces, such as home offices and hotel rooms. Care should also be taken to limit access to confidential information during travels and in other public settings.

In order to prevent inadvertent disclosure or misuse of undisclosed Material Information, Company Personnel should be cognizant of the sensitivity of this information and employ procedures such as:

1. Confidential matters should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes, or taxis;
2. Confidential documents should not be read in public places and should not be discarded where others can retrieve the documents;
3. Transmission of documents by electronic means, such as by fax or from one computer to another, should be made only where it is reasonable to believe that the transmission can be made and received under secure conditions;
4. Unnecessary copying of confidential documents should be avoided and documents containing confidential information should be promptly removed from conference rooms and work areas after meetings have concluded. Extra copies of confidential documents should be shredded or otherwise destroyed;
5. Documents and files containing confidential information should be kept in a safe place to which access is restricted to individuals who “need to know” that information in the necessary course of business.
6. All proprietary information, including computer programs and other records, remain the property of the Company and may not be removed, disclosed, copied or otherwise used except in the normal course of employment or with prior permission.
7. Computers should be password protected and configured to reset to the login screen after several minutes of inactivity; and
8. Internal documents containing Material Information should be designated as “confidential” where appropriate.

B. Disclosure Committee

The Disclosure Committee shall have the responsibility to:

1. Oversee the design and implementation of Disclosure Controls and Procedures to provide reasonable assurance that public disclosure and subsequent communications of Material Information are timely, accurate, complete, and

equally accessible;

2. Monitor the effectiveness of Disclosure Controls and Procedures;
3. Consider the materiality of information and events as they arise to determine the applicable disclosure obligations;
4. Ensure disclosures are prepared and reviewed by appropriate Company Personnel or external advisors;
5. Review and approve all applicable public disclosure documents as contemplated by this Policy; and
6. Serve as the primary contact for Company Personnel wishing to discuss questions relating to the disclosure of information concerning the Company.

The Disclosure Committee will meet as conditions dictate. It is essential that the Disclosure Committee be fully apprised of all material developments in order to evaluate and discuss those events to determine the appropriateness and timing for public release of information or whether the information should remain confidential.

C. General Disclosure Principles

1. Company Personnel should advise the Disclosure Committee if they become aware of information that may be considered Material Information;
2. The Chief Executive Officer shall be the primary spokesperson with regard to Material Information for the Company. The Chief Financial Officer and Director of Investor Relations are also designated as spokespersons regarding such information. Members of the Disclosure Committee may designate others to act as spokespersons from time to time or with regard to specialized topics. Company Personnel and others who are not authorized spokespersons should not respond to inquiries.
3. Selective Disclosure is prohibited during private or semi-private communications. If Selective Disclosure occurs, the Disclosure Committee shall be notified and the information shall be publicly disclosed as soon as practical through a news release.
4. Material Information should be disclosed publicly in a timely manner once the information is complete and has been verified. Any decisions to delay disclosure should only be made after consultation with legal counsel and in accordance with applicable securities laws and stock exchange rules.
5. Information disclosed should provide a balanced portrayal of the facts and circumstances. Favorable and unfavorable Material Information shall be disclosed with the same timeliness and prominence. Disclosure must include information, the

omission of which, would make the rest of the disclosure misleading.

6. Disclosure shall be updated if earlier disclosure becomes materially misleading as a result of any intervening events or changes in available facts.
7. Notwithstanding other disclosure commitments, all Material Information shall first be disclosed through a news release. Thereafter, communications can be made to other stakeholders (e.g. surrounding communities/villages) as may be required to comply with applicable laws and regulations and to meet international performance standards.

D. News Releases

Material Information should be disclosed through a news release in a timely manner. In regard to financial results and management's discussion and analysis, public disclosure shall be made following Board approval. Unless specifically approved by the Company's legal counsel, all news releases should be cleared through IIROC prior to release.

News releases shall be:

1. Disseminated through an approved news wire service that provides simultaneous distribution;
2. Filed at SEDAR.com on a timely basis; and
3. Posted on the Company's corporate website and other corporate social media sites on a timely basis. Note that the news release page of the website shall include a notice that advises the reader that the information posted was accurate at the time of posting but may be superseded by subsequent press releases.

E. Conference Calls and Webcasts

Conference calls or webcasts may be held from time to time. Protocol for conference calls and webcasts shall be:

1. The Company shall provide advance notice of all conference calls and webcasts through a news release. The news release should include the date, time, subject matter, access information, and source of any supplemental materials. Posting supplemental materials to the Company's website prior to the start of conference calls or webcast is acceptable, provided the content does not include Material Information not previously disclosed.
2. Supplemental materials should include appropriate cautionary statements regarding FLI consistent with the news release that is the subject of the conference call or webcast. The spokesperson should highlight this cautionary statement at the outset of the conference call or webcast.
3. The Disclosure Committee or its designee(s) shall monitor conference calls and webcasts to determine whether selective disclosure of previously undisclosed

Material Information occurred. If so, the Company shall immediately disclose any such Material Information via a news release.

4. A tape recording of a conference call or an archived webcast shall be made available on the Company's website for a minimum of 30 days following the event.

F. Internet Sites

The content of Internet Sites shall be subject to this Policy in the same manner as other disclosures and communications. Additionally, any links from Internet Sites to third party sites shall be approved by the Disclosure Committee. Such links shall include a notice that advises the reader that he or she is leaving the Company's site. No web sites or social media sites or accounts which use the Company's name or logo shall be established by Company Personnel without the review and approval of the Disclosure Committee.

G. Non-Public Meetings and Communications

This Policy recognizes that meetings and other communications with shareholders, analysts and others are an important element of the Company's investor relations program. However, this Policy requires the content of such communications be limited to previously disclosed Material Information and other non-material information. Furthermore, care should be applied to ensure that communications do not provide a collection of indicators or smaller elements of otherwise Material Information that can be constructed into a mosaic that results in Selective Disclosure.

To the extent possible:

1. At least one other Company representative should attend meetings with designated spokespersons or be copied on written correspondences;
2. An outline or script should be used by the spokesperson to ensure that the discussions are controlled in a manner that avoids Selective Disclosure;
3. Notes of significant elements of a meeting should be documented and retained; and
4. After a meeting or other communication, consideration should be given to whether Selective Disclosure occurred.

H. Analyst Reports and Models

The Company regards analyst reports as proprietary information that belongs to and is the responsibility of analysts' firms. When reviewing analyst reports and models, the Company shall:

1. Review for historical, factual, and publicly disclosed content;
2. Advise the analyst of the extent and limitations of the Company's review;

3. Avoid confirming or unduly influencing an analyst's opinions or conclusions, unless deemed to represent a significant outlier. If so, the Company shall question the assumptions applied and direct the analyst to previously disclosed Company information;

Distribution of analyst reports may be viewed by others as an endorsement by the Company of the report. Accordingly, the Company shall not provide analyst reports to persons outside of the Company through any means. The Company may post a complete list of analysts covering the Company (regardless of the recommendations) to its Internet Sites. The list should be limited to the analysts' names and firms represented.

I. Chat Rooms, Social Media and Rumors

Company Personnel may monitor chat room and social media sites, but are prohibited in all instances from directly or indirectly participating or intervening. If Company Personnel become aware of postings that may be libelous or potentially require action by the Company, they should notify a member of the Disclosure Committee. Any action will only be taken by the Disclosure Committee after consultation with legal counsel.

Regardless of source, Company Personnel should not comment affirmatively or negatively on rumors. The Company's spokespersons should respond consistently to rumors saying, "It is our policy not to comment on rumors or speculation." If the Toronto Stock Exchange request a public response by the Company to a market rumor, the Disclosure Committee will consider the matter and decide whether to make a policy exception.

J. Cautionary Statements Regarding Forward Looking Information

With regard to FLI, the following guidelines shall be observed:

1. FLI should be identified;
2. The Company should identify material factors or assumptions used in preparing FLI;
3. FLI should be accompanied by a statement that identifies, in reasonably specific terms, the risks and uncertainties that may cause the actual results to differ materially from those projected in the FLI including, if appropriate, a sensitivity analysis to indicate the extent to which different business conditions from the underlying assumptions may affect the actual outcome; and
4. FLI should be accompanied by a statement that disclaims the Company's intention or obligation to update or revise FLI, whether as a result of new information, future events or otherwise, except where deemed material departure from previous disclosure or as required by law.

K. Disclosure Records

A record of public information contributed to or issued by the Company shall be maintained. This record shall include, but is not limited to, continuous disclosure documents, presentations, analyst reports, transcripts, recordings of conference calls, webcasts, and media articles.

L. Communication and Enforcement

Company Personnel shall be directed to this Policy upon initial association with the Company. Company Personnel shall also be directed to review this Policy whenever amended and, in any event, not less than annually.

Company Personnel who violate this Policy may face disciplinary action by the Company up to and including termination of employment for cause and other ramifications under legal and regulatory standards which could result in civil and/or criminal charges under law.

**LYDIAN INTERNATIONAL LIMITED
INSIDER TRADING POLICY****I. PURPOSE**

The purpose of this Insider Trading Policy is to provide guidance regarding compliance with laws and regulations prohibiting Insider Trading in the Company's securities, and inappropriate disclosure or use of Material Information.

II. APPLICABILITY

This Policy applies to all Restricted Persons, including:

- A. Directors, officers and employees of the Company;
- B. Consultants, contractors, suppliers, and others doing business with the Company, including their respective directors, officers, and employees who receive or have access to undisclosed Material Information regarding the Company;
- C. Persons who have Material Information relating to the Company that was acquired from a person in a special relationship with the Company when the person acquiring the information knew or reasonably ought to have known of that special relationship; and
- D. Immediate Family Members of those to whom this policy applies.

III. DEFINITIONS

"Blackout Period" means (a) for quarterly financial results, the period beginning at the end of the first Trading Day that is three weeks after the end of the quarter and ending at the close of trading on the second Trading Day following public disclosure of financial results, (b) for annual financial results, the period beginning at the end of the first Trading Day that is four weeks after the end of the quarter and ending at the close of trading on the second Trading Day following public disclosure of financial results, and (c) other times when Material Information has not been publically disclosed.

"Company" means Lydian International Limited and its subsidiaries.

"Company Personnel" means all Directors, officers and employees of the Company.

"Director" means a member of the board of directors of Lydian International Limited or any of its subsidiaries.

"Immediate Family Members" means the spouse, and children and other relatives residing in the same household as a person to whom this Policy applies.

“Material Information” means any information, event or circumstance (including a change in previous information or facts) relating to the business and affairs of the Company that would have a reasonable likelihood to have a significant effect on the market price of the Company’s Securities or be considered important to an investor in making an investment decision regarding the purchase or sale of the Company’s Securities. The determination of whether information is “material” is subjective and requires judgment.

“Restricted Persons” means those persons to whom this policy applies.

“Securities” means (a) ordinary shares, stock options, and any other securities that the Company may issue from time to time and (b) put or call options or other derivative securities, the value and characteristics of which, depend, in part or whole, on the value and characteristics of the Company’s Securities.

“Senior Employees” means officers of the Company and such other employees as designated by the committee responsible for administering the Company’s Disclosure and Confidentiality Policy.

“Trading Day” means a day on which the Toronto Stock Exchange is open for trading.

IV. POLICY

A. Trading on Undisclosed Material Information Prohibited

Restricted Persons shall not directly or indirectly engage in any transaction involving a purchase, sale, gift, loan, or pledge of the Company’s Securities during any period commencing with the date that the Restricted Person becomes aware of undisclosed Material Information and concluding at the close of trading on the Toronto Stock Exchange on the second Trading Day following public disclosure.

B. Tipping

Restricted Persons shall not disclose (“tip”) Material Information to any other person (including family members) except on a “need to know basis” in the ordinary course of business. No Restricted Person shall make recommendations or express opinions on the basis of Material Information as to trading (or not trading) in Securities of the Company or other companies.

C. Short Sales

Restricted Persons are not permitted to sell short or engage in transactions involving options, contracts for differences, or any other form of derivative financial instrument relating to an underlying security of the Company.

D. Short Swing Sales

Other than in connection with exercising stock options or similar incentive stock awards, the Company recommends that Company Personnel should not buy and sell the Company's Securities within a consecutive six month period.

E. Pre-Clearance of Trades

All proposed sales, purchases or trades of the Company's Securities by Directors and Senior Employees shall be pre-cleared with the Chief Financial Officer (or, in his or her absence, by the Chief Executive Officer). Requests for pre-clearance must be made at least two business days in advance of the proposed trade date.

F. Blackout Periods

Directors and Senior Employees may not transact in the Company's Securities during Blackout Periods, except as provided by the Policy for the exercise of stock options. Blackout Periods relating to financial results will be effective without further notice.

Additional Blackout Periods may also be imposed at other times when Undisclosed Material Information is deemed to exist. If a Blackout Period, other than a regularly scheduled Blackout Period, is imposed, the Chief Financial Officer will notify Directors, Senior Employees and other affected persons of the commencement and expiry of such additional Blackout Periods.

G. Special Circumstances and Restrictions

The Company reserves the right, from time to time, to restrict trading in the Company's Securities by certain Directors, officers, employees or other persons. Special notifications will be given by the Chief Financial Officer in this event.

H. Stock Options

This Policy does not apply to the exercise of a stock option, including "cashless exercises." This Policy does apply, however, to all sales of the Company's Securities upon the exercise of a stock option, regardless of whether such sales are for the purpose of generating cash needed to pay the exercise price or resulting income tax liability.

I. Insider Reporting

To comply with Canadian securities laws, all Directors, officers and any person or company which beneficially owns, directly or indirectly, voting Securities of the Company carrying more than 10% of the voting rights attached to all of the Company's outstanding voting security of the Company must file an Insider Report within five (5) business days following: (a) the day such person or company first becomes an insider and (b) the day on which the insider purchases or sells Securities of the Company, is granted Securities of the Company, is granted or exercises stock options for Securities of the Company, or is granted restricted stock units payable in shares of the Company's Securities. The insider report must be filed with applicable Canadian provincial securities regulators. Insiders are responsible for filing their own insider reports, but may contact

the Company's Corporate Secretary in order to obtain assistance with preparing and filing of insider reports. Penalties applicable to the insider may be levied against an insider for not complying with these reporting requirements. Questions regarding insider reporting should be directed to the Company's Corporate Secretary.

J. Potential Criminal and Civil Liability and Disciplinary Action

Restricted Persons may be subject to civil and penal liabilities for engaging in transactions in the Company's Securities at a time when they have knowledge of Material Information about or affecting the Company.

Restricted Persons may also be liable for improper transaction by any person (commonly referred to as a "tippee") to whom they have disclosed Material Information about the Company or to whom they have made recommendations or expressed opinions on the basis of such information.

Directors, officers and employees who violate this policy will be subject to disciplinary action, which may include, but are not limited to, restrictions on future participation in equity incentive plans or termination of employment.

Amulsar Gold Project Armenia

Lydianinternational.co.uk
TSX:LYD



APPENDIX 8.4a

HUMAN RESOURCES POLICY

Lydian's Commitment

Lydian International Ltd and its controlled affiliates (the "Company" or "Lydian") aims for sustainable development¹ outcomes and is committed to the integration of environmental, health, safety and social considerations into its procedures for project development and operation at all stages.

As part of its commitment, Lydian has developed a Social Policy, an Environment Policy, an Occupational Health and Safety Policy and a Human Resources Policy.

Lydian Human Resources Policy

Lydian recognizes that the pursuit of economic growth through employment creation and income generation should be accompanied by protection of the fundamental rights of workers. We recognise that our workforce is a valuable resource, and good worker-management relationships are key ingredients in the sustainability of the Company.

Lydian is committed to employ locally where possible. This is supported through the provision of training for local applicants. Employees will be selected based on their performance, professional behaviour and ethics and approach to safety. The Company's recruitment policy gives priority for workforce development in the region, starting from the project influence area, and then followed by other surrounding villages, towns or cities.

Lydian supports human rights consistent with the United Nations Declarations on Human Rights.

Objectives

Lydian's guiding principles and employment objectives are:

- To promote the fair treatment, non-discrimination, and equal opportunity of workers, regardless of gender, race, nationality, religion or disability;
- To promote merit based recruitment on technical ability and work ethic;
- To promote equity by distributing employment benefits across the project influence area;
- To establish, maintain, and improve the worker-management relationship;
- To ensure compliance with national employment and labour laws;
- To protect workers, including vulnerable categories of workers such as migrant workers and workers engaged by third parties;
- To promote safe and healthy working conditions, and the health of workers; and
- To avoid the use of forced, bonded and child labour.

¹ "Development that meets the needs of the present without compromising the ability of future generations to meet their own needs".

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Compliance

Lydian will comply with all relevant national legislation relating to employment and human resource considerations. The Company's recruitment plan will be consistent with local labour codes on recruitment and hiring practices. Lydian will also adhere to the standards and guidelines of International Finance Corporation (IFC) and European Bank for Reconstruction and Development (EBRD), as well as the International Labour Organisation and United Nations.

This Human Resources Policy applies to all workers directly engaged by Lydian, workers engaged through third parties to perform work related to Lydian's core business processes of the project for any substantial duration (contracted workers), as well as workers engaged by Lydian's primary suppliers (supply chain workers).

Continuous Improvement

The Company will review its Human Resources Policy on a periodic basis and update it as necessary. This Policy will be implemented through Lydian's integrated Environmental, Social Health and Safety Management System which will be regularly reviewed and updated by performing periodic, systematic, internal audits. It will use the results as a basis for continuous improvement through an adaptive management process.

Company Practices

Good management requires that all employees know what to do, how well they are performing and what they need to learn in order to do a better job. In order to achieve this, the Company will set clear performance targets and expectations, based on clear job descriptions which include details of Lydian's expectations regarding work ethics, code of conduct & integrity standards. We will ensure that employees get objective feedback on their performance, and develop personal development plans so as to drive more effective individual behaviour and enhance the Company's performance.

Lydian will provide workers with documented information that is clear and understandable, regarding their rights under national labour and employment law and any applicable collective agreements, including their rights related to hours of work, wages, overtime, compensation, and benefits. These will be updated when any material changes occur.

Lydian will ensure that employees have the necessary knowledge and skills required to complete their tasks effectively and efficiently. Learning, training and development activities will be provided by Lydian to improve employee competency levels and organizational performance. These will include a variety of approaches including structured training courses, mentoring, coaching, job shadowing, peer exchanges, and/or self-directed learning.

Lydian will seek to recruit committed, motivated, and qualified employees to enable the Company to achieve its goals. The Company will develop a human resources plan that describes how we will meet our current and future HR requirements based on the strategic plans of the organization.

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Occupational Health and Safety

Lydian is committed to the implementation of its Occupational Health and Safety Policy, and to ensuring that this policy is made known to all its managers, staff, contractors, and partners, and is proactively implemented, reviewed and updated. We believe people are our key asset, and that all accidents are preventable. We will provide a safe and healthy work environment, taking into account inherent risks involved with mining, including physical, chemical, and biological hazards.

Non-Discrimination and Equal Opportunity

Lydian will base employment decisions only on inherent job requirements. Employment will be based on the principle of equal opportunity and fair treatment, and will not discriminate with respect to any aspects of the employment relationship, such as recruitment and hiring, compensation (including wages and benefits), working conditions and terms of employment, access to training, job assignment, promotion, termination of employment or retirement, and disciplinary practices. Lydian will take measures to prevent and address harassment, intimidation, and/or exploitation, especially in regard to women. These principles of non-discrimination apply to all workers, including to migrant workers.

Retrenchment

In the event of requiring any collective dismissals, Lydian will carry out an analysis of alternatives to retrenchment. If there are no viable alternatives to retrenchment, a retrenchment plan will be developed and implemented to reduce the adverse impacts of retrenchment on workers. The retrenchment plan will be based on the principle of non-discrimination and will reflect Lydian's consultation with workers, their organizations, and the host government, and comply with collective bargaining agreements, if they exist.

Grievance Mechanism

Lydian will provide a grievance mechanism for workers (and their organizations, where they exist) to raise workplace concerns. Workers will be informed of the grievance mechanism at the time of recruitment and this will be made easily accessible to them. The process will be to address concerns promptly, using an understandable and transparent process, without any retribution. The mechanism will allow for anonymous complaints to be raised and addressed, without impeding access to other judicial or administrative remedies that might be available.

Protecting the Work Force

Lydian will not employ any forced labour, which consists of any work or service not voluntarily performed that is exacted from an individual under threat of force or penalty. The Company will not employ trafficked persons. Lydian will employ only those people legally entitled to work in the host country.

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The Company will take all commercially reasonable efforts to ascertain that the third parties who engage contract workers are reputable and legitimate enterprises and have appropriate systems in place to ensure they operate in a manner consistent with the requirements of this Policy.

Workers' Organizations

Lydian recognises the rights of the employees to form and to join any workers' organizations of their choosing, without interference, and have the right to bargain collectively. Lydian does not restrict employees from developing mechanisms to express their grievances and protect their rights regarding working conditions and terms of employment, without interference from the Company. Any such workers' organizations are expected to fairly represent the workers in the workforce.

Lydian's Commitment to Sustainable Development

Lydian International Ltd and its controlled affiliates (the "Company" or "Lydian") aims for sustainable development¹ outcomes and is committed to the integration of environmental, health, safety and social considerations into its procedures for project development and operation at all stages.

As part of its commitment, Lydian has therefore developed a Social Policy, an Environment Policy, an Occupational Health and Safety Policy, and a Human Resources Policy. This Geoteam HIV/AIDS Policy is specific to the Amulsar Project and addresses commitments relevant to this Project.

Introduction

HIV prevalence remains low in Armenia (0.12% amongst adults aged 15-49 years) although the trend has been increasing in the past decade. Men account for approximately two-thirds of the registered HIV cases and the group most affected is 25-39 years of age. Knowledge of HIV/AIDS is reported to be high, however knowledge of prevention methods is less extensive. Stigma against HIV positive people is reported to be high in the region and the proximity of Armenia to Russia and the Ukraine poses an additional risk as these countries have the highest HIV prevalence in the sub-region.

General Considerations

Geoteam has developed an HIV/AIDS Policy to formalise its commitments to manage the risk of HIV/AIDS to the company, its staff and the community.

Principles

- Discrimination towards employees on the basis of actual or perceived HIV status is forbidden.
- All information on the HIV status and condition of employees and community members, including that relating to counselling, care and treatment, must be maintained in medical confidence
- HIV screening is not a requirement for recruitment or a condition of employment
- Stigmatisation of employees or contractors on the basis of real or perceived HIV status is unacceptable workplace behaviour and will be treated as a dismissible offence
- HIV and STI education and awareness campaigns will be implemented with employees, contractors and with high-risk groups within local communities
- Geoteam will seek to provide access to voluntary counselling and testing services at regular intervals for employees, contractors and local community residents

Roles and Responsibilities

Over-arching responsibility for this policy rests with the Executive Vice President (EVP) of Lydian International. Day-to-day implementation and management of this policy will rest with the Geoteam Health and Safety Manager and the Geoteam Human Resources Manager.

¹ "Development that meets the needs of the present without compromising the ability of future generations to meet their own needs".

GEOTEAM HIV/AIDS POLICY

Continuous Improvement

The Company will review its HIV/AIDS Policy on a periodic basis and update it as necessary. It will monitor the prevalence of HIV and STIs through the Community Health Information System (CHIS) and will use the results as a basis for continuous improvement in social performance through an adaptive management process.

APPENDIX 8.4c

ADDENDUM “A” TO THE AUDIT COMMITTEE CHARTER WHISTLE BLOWER POLICY

Introduction

Lydian International Limited (“the **“Company”**”) is committed to the highest standards of openness, honesty and accountability. In line with that commitment, we expect employees and others that we deal with who have serious concerns about any aspect of the Company’s activities and operations to come forward and voice those concerns.

Employees are often the first to realize that there may be something seriously wrong within the Company. However, they may decide not to express their concerns because they feel that speaking up would be disloyal to their colleagues or to the Company. They may also fear recrimination, harassment or victimization. In these circumstances, they may feel it would be easier to ignore the concern rather than report what may just be a suspicion of wrong-doing.

This policy document makes it clear that employees can report wrong-doings or suspected wrong-doings without fear of victimization, subsequent discrimination or disadvantage. This Whistle Blowing Policy is intended to encourage and enable employees to raise serious concerns within the Company rather than overlooking a problem or seeking a resolution of the problem outside the Company.

This Policy applies to all employees and those contractors working for the Company. It is also intended to provide a method for other stakeholders (suppliers, customers, shareholders etc.) to voice their concerns regarding the Company’s business conduct.

The Policy is also intended as a clear statement that if any wrongdoing by the Company or any of its employees or by any of its contractors or suppliers is identified and reported to the Company, it will be dealt with expeditiously and thoroughly investigated and remedied. The Company will further examine and implement the means of ensuring that such wrongdoing can be prevented in future.

A whistleblowing or reporting mechanism invites all employees and other stakeholders to act responsibly to uphold the reputation of their organization and maintain public confidence. Encouraging a culture of openness within the organization will also help this process. This Policy aims to ensure that serious concerns are properly raised and addressed within the Company.

BACKGROUND

1. What is Whistleblowing?

Employees are usually the first to know when something is going seriously wrong. A culture of turning a “blind eye” to such problems means that the alarm is not sounded and those in charge do not get the chance to take action before real damage is done. Whistleblowing can therefore be described as giving information about potentially illegal and/or underhanded practices i.e. wrong doing.

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2. What is wrong doing?

Wrong doing involves any unlawful, illegal or otherwise improper behaviour and can include:

- An unlawful act whether civil or criminal;
- Breach of or failure to implement or comply with any approved policy of the Company, including the internal financial controls approved by the Company;
- Knowingly breaching federal or provincial laws or regulations;
- Unprofessional conduct or conduct that is not consistent with recognized, established standards of practice;
- Questionable accounting or auditing practices;
- Dangerous practice likely to cause physical harm / damage to any person/property;
- Failure to rectify or take reasonable steps to report a matter likely to give rise to a significant and avoidable cost or loss to the Company;
- Abuse of power or authority for any unauthorized or ulterior purpose;
- Unfair discrimination in the course of employment or provision of services.

This list is not definitive, but is intended to give an indication of the kind of conduct which might be considered as “wrong doing”.

3. Who is protected?

This Policy is set in the context of the regulatory provisions of the Canadian Securities Association (CSA) Multilateral Instrument 52-110 - Audit Committees. Any employee who makes a disclosure or raises a concern under this Policy will be protected if the employee:

- Discloses the information in good faith;
- Believes it to be substantially true;
- Does not act maliciously or make knowingly false allegations; and
- Does not seek any personal or financial gain.

4. Who should you contact?

Anyone with a complaint or concern about the Company should contact Gordon Wylie, President and Director.

5. How the Company will respond

The Company will respond positively to your concerns. Where appropriate, the matters raised may:

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- (a) be investigated by management, the Board of Directors, internal audit (when implemented), or through the disciplinary process;
- (b) be referred to the police;
- (c) be referred to the external auditor or external legal counsel;
- (d) form the subject of an independent inquiry.

In order to protect individuals and those accused of misdeeds or possible malpractice, initial enquiries will be made to decide whether an investigation is appropriate and, if so, what form it should take. Some concerns may be resolved by agreed action without the need for investigation. If urgent action is required, this will be taken before any investigation is conducted.

Within ten working days of a concern being raised, the responsible officer will write to you:

- (a) acknowledging that the concern has been received;
- (b) indicating how he/she proposes to deal with the matter;
- (c) giving an estimate of how long it will take to provide a response;
- (d) telling you whether any initial enquiries have been made; and
- (e) telling you whether further investigations will take place and if not, why not.

The amount of contact between the officers considering the issues and you will depend on the nature of the matters raised, the potential difficulties involved and the clarity of the information provided. If necessary, the Company will seek further information from you.

The Company will take steps to minimize any difficulties which you may experience as a result of raising a concern. For instance, if you are required to give evidence in criminal or disciplinary proceedings, the Company will arrange for you to receive advice about the procedure.

The Company accepts that you need to be assured that the matter has been properly addressed. Thus, subject to legal constraints, we will inform you of the outcomes of any investigation.

6. Time Frames

Concerns will be investigated as quickly as possible. It should be borne in mind that it may be necessary to refer a matter to an external agency and this may result in an extension of the investigative process. It should also be borne in mind that the seriousness and complexity of any complaint may have an impact on the time taken to investigate a matter. A designated person will indicate at the outset the anticipated time frame for investigating the complaint.

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7. Prevention of recriminations, victimization or harassment

The Company will not tolerate an attempt on the part of anyone to apply any sanction or detriment to any person who has reported to the Company a serious and genuine concern that they may have about an apparent wrongdoing.

8. Confidentiality and Anonymity

The Company will respect the confidentiality of any whistle blowing complaint received by the Company where the complainant requests that confidentiality. However, it must be appreciated that it will be easier to follow up and to verify complaints if the complainant is prepared to give his or her name.

9. False and Malicious Allegations

The Company is proud of its reputation with the highest standards of honesty. It will therefore ensure that substantial and adequate resources are put into investigating any complaint which it receives. However, the Company will regard the making of any deliberately false or malicious allegations by any employee of the Company as a serious disciplinary offence which may result in disciplinary action, up to and including dismissal for cause.

ANTI-CORRUPTION POLICY

I. PURPOSE

The Company is committed to maintaining high ethical standards in conducting its business.

The purpose of this Policy is to establish standards of performance to ensure Company Personnel and Business Partners comply with applicable laws, regulations, and international conventions regarding corrupt, fraudulent, coercive, collusive and obstructive practices.

II. APPLICABILITY

The Policy applies to Company Personnel and Business Partners involved in business transactions for and on behalf of the Company, wherever located.

III. DEFINITIONS

“Business Partners” mean agents, sub-agents, consultants, representatives, contractors and suppliers.

“Company” means Lydian International Limited and its subsidiaries.

“Company Personnel” means all Directors, officers and employees of the Company.

“Compliance Officer” means one or more members of management approved by the Company’s audit committee or the audit committee’s designee to receive and respond to matters under this Policy.

“Director” means a member of the board of directors of Lydian International Limited or any of its subsidiaries.

“Foreign Official” means

- 1) A person who holds a legislative, administrative or judicial position of a foreign state;
- 2) A person who performs public duties or functions for a foreign state, including a person employed by a board, commission, corporation or other body or authority that is established to perform a duty or function on behalf of the foreign state, or is performing such a duty or function; and

- 3) An official or agent of a public international organization that is formed by two or more states or governments, or by two or more such public international organizations.

The definition includes an elected representative, government official, or judge in a foreign state as well as a representative of a public international organization, such as the United Nations. This definition is consistent with the definition of a “foreign public official” in Article 1.4 of the OECD Convention.

“OECD” means the Organisation for Economic Co-operation and Development

IV. POLICY

A. Prohibited Activity

Except as specifically provided by this Policy, Company Personnel and Business Partners shall not directly or indirectly:

1. Engage in corrupt practices by offering, giving, receiving or soliciting anything of value to influence improperly the actions of another party, including but not limited to Foreign Officials. Interpretations of the above include:
 - (a) Bribery and kick-backs are considered corrupt practices. An example of a kick-back is a payment made by a supplier to a purchasing manager in exchange for receiving a contract;
 - (b) The Company does not condone facilitation payments. Any potential facilitation payment shall be communicated to the Compliance Officer for evaluation prior to completing such transaction.
 - (c) Funding of bona fide social development, local charities, or infrastructure unrelated to the project are not viewed as corrupt practices as long as they are permitted under local law and fully disclosed in the Company’s books and records;
 - (d) Offering, giving, receiving or soliciting of hospitality and gifts that are customary by internationally accepted standards and could not be reasonably considered to be extravagant based on the person’s respective role does not constitute a corrupt practice unless it violates an applicable law;
 - (e) Payment of reasonable travel and entertainment of public foreign officials that are consistent with existing practice under relevant law and international conventions are not viewed as a corrupt practice.

2. Engage in fraudulent practices by withholding information, or making misrepresentations that recklessly mislead or attempt to mislead a party as a means to obtain a financial or other benefit or to avoid an obligation. Interpretations include:
 - (a) In order for an omission or misrepresentation to be considered a fraudulent practice, it must be made with reckless indifference as to whether true or false. Mere inaccuracy committed through simple negligence is not enough to constitute a fraudulent practice.
3. Engage in coercive practice by impairing, harming or threatening to impair or harm any party or the property of the party to influence improperly the actions of a party. Interpretations include:
 - (a) Bid rigging in connection with public procurement or government contracting is an example of a coercive practice;
 - (b) Threatening or engaging in illegal actions such as personal injury, abduction, damage to property or to legally recognized interest in order to attain undue advantage or to avoid an obligation are considered coercive practices;
 - (c) Hard bargaining, the exercise of legal or contractual remedies or litigation are not considered coercive practices.
4. Engage in collusive practices by entering into an arrangement designed to achieve an improper purpose, including influencing improperly the actions of another party. Interpretations include:
 - (a) Bid-rigging in connection with public procurement or government contracting.
5. Engage in obstructive practices by deliberately destroying, falsifying, altering or concealing of evidence material to an investigation or making false statements to investigators, in order to materially impede an investigation into allegations of a corrupt, fraudulent coercive or collusive practice.

B. Due Care in Dealing with Business Partners

To ensure compliance with the applicable laws regarding Corrupt Practices, the Company must exercise due care in dealing with Business Partners. The Company may be liable for the actions of its Business Partners, and this risk can be substantial in countries where illicit payments are prevalent. The Company should apply a risk-based approach to its due diligence process, implementing a higher degree of due diligence on Business Partners that present higher risks.

Prior to entering into any contractual relationship with a Business Partner, the Company should conduct the appropriate level due diligence regarding the prospective Business Partner. Generally, the Company should obtain contractual representations and warranties from the Business Partner regarding compliance with this Policy. If a prospective Business Partner refuses to agree to such terms, the matter should be raised to the Compliance Officer. Exceptions are allowable in instances when a prospective Business Partner maintains an acceptable anti-corruption policy.

D. Books and Records

While the Company's standard accounting rules and procedures must be followed in all circumstances, special care should be exercised when transactions involve payments to Foreign Officials. All payments to Foreign Officials should be reported on a timely periodic basis to the Compliance Officer. Employees must ensure that such payments are fully and accurately recorded. Misleading, incomplete or false entries in the Company's books and records are prohibited.

E. Violations and Enforcement

Clarifications on this Policy, should be raised to your manager and/or the Compliance Officer. Company Personnel and Business Partners shall report promptly any potential violations under the Policy. If you choose to remain anonymous, you may communicate confidentially with the Compliance Officer or, if appropriate, through the Company's Whistleblower Policy. The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any party based upon any lawful action of such party with respect to good faith reporting of concerns regarding compliance with this Policy.

Company Personnel who violate this Policy may face disciplinary action by the Company up to and including termination of employment for cause and other ramifications under legal and regulatory standards which could result in civil and/or criminal charges under law.

Lydian International Limited

Code of Conduct

Approved: 14 August 2014

Corporate Values

Form the basis for the

Code of Conduct “how we conduct ourselves”

In the Workplace	In the Marketplace	In the Community and Environment
Corporate Policies		
Human Resources Occupational Safety & Health Whistleblower	Disclosure & Confidentiality Anti-Corruption Insider Trading	Social Environment
Sections of the Code		
<ul style="list-style-type: none">• Occupational Safety & Health• Substance Abuse• Workplace Violence• Weapons• Discrimination• Harassment• Privacy and Personal Information• Employment of Family Members• Property, Destruction and Theft• Records Retention• IT and Security• Confidential Information• Intellectual Property• Whistleblower	<ul style="list-style-type: none">• Anti-Corruption Practices• Dealing with Public Officials• Political Process• Conflict of Interest• Competitive Practices• Business Partner Relationships• Gifts and Entertainment• External Investigations• Company Records & Reporting• Disclosures & Communications• Insider Trading	<ul style="list-style-type: none">• Stakeholder Engagement• Cultural Heritage• Human Rights• Community Development• Water• Pollution• Biodiversity

Certification and Compliance

I. PURPOSE OF THE CODE

The Code of Conduct provides guidance in translating our core values into how the Company, Company Personnel and its Business Partners conduct themselves in the workplace, marketplace, and in communities and environments and in which we operate. See Appendix A for defined terms in this document.

Our core values include:

- ***Honest and ethical conduct in everything we do;***
- ***All individuals are treated with respect and dignity, free from coercion, discrimination, harassment and violence;***
- ***Compliance with applicable laws, regulations, and standards;***
- ***Ethical handling of conflicts of interest;***
- ***Understandable, accurate and timely public disclosure of information;***
- ***Mutual respect and understanding of our commitment to sustainable development***

Lydian expects Company Personnel and its Business Partners to comply with and act in accordance with the values stated above, the provisions of this Code of Conduct; and as outlined in the Company's policies. See Appendix B for a listing of Company policies.

Violations may result in disciplinary action by the Company up to and including termination of employment for cause and other ramifications under legal and regulatory standards which could result in civil and/or criminal charges under law.

II. CONDUCT IN THE WORKPLACE

Our workforce is a valuable resource. The Company recognizes that the pursuit of economic growth through employment creation and income generation should be accompanied by the protection of fundamental rights of workers. This section of the Code describes a safe and healthy workplace where all individuals are treated with respect and dignity, free from coercion, discrimination, harassment and violence.

Occupational Safety and Health

Lydian aims to achieve zero harm through effective management of health and safety through the implementation of programs and metrics. Our commitment includes managing disease-related risks, including HIV/AIDS, through training, counselling and non-discriminatory practices.

Lydian requires Company Personnel to recognize their own responsibility regarding occupational health and safety, and to comply with all health and safety requirements relevant to their activities. See the Occupational Safety and Health Corporate policy for details.

Substance Abuse

Lydian is committed to maintaining a safe and healthy workplace free of substance abuse. Company Personnel must not be under the influence of, sell, distribute or possess alcohol, narcotics, depressants, stimulants, hallucinogens, marijuana or any other mind altering drugs, when reporting for work, while working on company property, and while operating any company equipment including motorized vehicles.

Workplace Violence

Workplace violence is illegal and is defined as the threatened, attempted or actual exercise of any physical force that causes or may cause physical injury to a person, and includes any threats which give a person reasonable grounds to believe he or she is at risk of physical injury. The Company will not tolerate violence in the workplace.

Weapons

No weapons of any kind will be tolerated on or in Company property unless required for the security of Company property or Company Personnel, and then only after authorization by the Chief Executive Officer and subject to ongoing compliance with applicable laws and standards, including the Voluntary Principles on Security and Human Rights.

Discrimination and Harassment

Employment will be based on the principle of fair treatment, free from discrimination. Lydian prohibits discrimination on the basis of race, religion, gender, sexual orientation, nationality, age, disability, any other category protected by the United Nations Declarations on Human Rights, and all applicable laws and regulations in the jurisdiction where Company Personnel operate.

The Company will not tolerate harassment. Harassment includes any conduct or comment which is known or ought reasonably to be known to be unwelcome or offensive, or to create an intimidating or hostile work environment. Harassment can be a one-time occurrence or can be ongoing. Harassment includes, but is not limited to, sexual harassment and harassment on the basis of any other category protected by applicable human rights legislation or similar local law in the jurisdiction where Company Personnel operate.

Privacy and Personal Information

Lydian will endeavor to limit the collection of personal information to that which is necessary or appropriate for business, legal, security, and contractual purposes. The Company will only collect, use or disclose personal information, including medical information, as described in and in

accordance with this Code, other applicable Company policies, applicable laws in jurisdictions where Lydian operates and consent requirements.

Company Personnel may be assigned duties that expose them to personal information about identifiable individuals. Company Personnel acknowledge and agree that, as a condition of employment, they shall not use or disclose such personal information to others, except in the performance of their duties for the Company and in accordance with applicable laws. Company Personnel shall undertake all reasonable precautions to safeguard such personal information.

Employment of Family Members

Employment or other contractual engagement by the Company of more than one family member at a Company mine, project site or office is permissible, but conflicts of interest are to be avoided. The direct supervision of one family member by another is not permitted unless otherwise authorized by the supervisor (unrelated) of the higher ranking of the family members.

Use of Lydian Property / Destruction and Theft

The use of Company property for personal profit (or that of any family member) or any unlawful or unauthorized personal or unethical purpose is prohibited. Property includes but is not limited to information technology, intellectual property, all work products, buildings, land, equipment, vehicles, machines, salable products, cash, debit cards, and credit cards.

Company Personnel shall not intentionally damage or destroy Company property or commit theft of such property.

Records Retention

Records must be maintained and retained in accordance with the laws and regulations of the jurisdictions Lydian entities are domiciled. The term “business records” covers a broad range of files, reports, business plans, invoices, receipts, purchase orders, agreements, Lydian policies and communications, including hard copy, electronic, audio recording, microfiche and microfilm files whether maintained at work or at home.

Information Technology

Lydian’s information technology systems, including but not limited to computers, servers, applications, tablets, mobile devices (including all text and instant messages sent from or received by such devices), e-mail programs and accounts (including all Lydian email addresses and email sent from or received by such accounts), intranet and internet access, telephones and voicemail are the Company’s property and are to be used primarily for business purposes. Company Personnel may use Lydian’s Information Technology for permitted minor or incidental personal use provided that such use is in compliance with this Code and other applicable Lydian policies.

Company Personnel who choose to use his/her personal electronic device, rather than a Company issued electronic device, to access Information Technology, are subject to this Code.

Confidential and Proprietary Information

Company Personnel may be exposed to information that is considered confidential by Lydian.

Documents containing sensitive data should be handled carefully at all times and, when not in use, must be properly secured. Discarded documents containing potentially sensitive data should be shredded. Particular attention must be paid to the security of data stored on computers and other electronic media. Company Personnel must maintain the secrecy of their passwords and secure sensitive or valuable equipment when not in use. In addition, Company Personnel must promptly report the loss or theft of a device through which Lydian Information Technology or confidential information has been or may be accessed.

Intellectual Property

Intellectual property, including, but not limited to all creative materials, programs, designs, inventions, developments, processes, strategies developed by Company Personnel during the course of his/her relationship with Lydian belong to the Company. All such intellectual property shall remain with the Company following termination of the relationship with the employee.

Whistleblower

The Company is committed to maintaining high standards of integrity and accountability in its business affairs while enhancing shareholder value. The Whistleblower Policy provides a vehicle for Company Personnel and others doing business with the Company to disclose good faith concerns regarding Financial Matters and violations of the Code of Conduct. See the Corporate Whistleblower policy for further details.

III. CONDUCT IN THE MARKETPLACE

The Company is committed to operating in a manner that avoids conflicts of interest, ensures competitive practices, transparency in public reporting, and compliance with applicable laws, regulations and standards. This section of the Code discusses how Lydian and Company Personnel shall conduct themselves when engaging in business and commerce.

Dealing with Public Officials and Anti-Corruption Practices

Lydian and Company Personnel shall operate pursuant to recommendations of the Organisation for Economic Co-operation and Development, contractual commitments, and applicable laws when dealing with Public Officials and in regard to anti-corruption practices.

Dealings with Public Officials by Lydian or any Company Personnel are to be conducted in a manner that will not compromise the integrity or damage the reputation of any government,

Public Official or the Company. Direct or indirect participation in corrupt, fraudulent, coercive, collusive or obstructionist practices are prohibited. Furthermore, facilitation payments are not permitted.

Government Relations and Participation in the Political Process

The Company maintains neutrality among political parties and candidates. However, Company Personnel may participate in the political process as private citizens. It is important to separate personal political activity from Company activities, if any, in order to comply with the appropriate rules and regulations relating to lobbying or attempting to influence government officials. Government relations should be handled in a manner that does not create risk or liabilities for the Company.

Conflict of Interest

Company Personnel are required to act with honesty and integrity and to avoid any relationship or activity that might create, or appear to create, a conflict between personal interests and those of Lydian. Company Personnel shall perform the responsibilities of their positions on the basis of what is in the best interests of Lydian and free from the influence of personal considerations and relationships.

Company Personnel should discuss any potential conflicts of interest with their immediate supervisor or an officer of the Company. A conflict of interest may be permitted if it is declared in a timely manner and accepted by the Company.

Competitive Practices

The Company complies with and supports laws which prohibit restraints of trade, unfair practices, or abuse of economic power. The Company will not enter into arrangements that unlawfully restrict its ability to compete with other businesses, or the ability of any other business organizations to compete freely with the Company. Company Personnel are prohibited from entering into or discussing any unlawful arrangement or understanding that may result in unfair business practices or anti-competitive behavior.

Business Partner Relationships

It is the Company's policy to treat all prospective Business Partners on a merit basis while seeking to maximize local recruitment. The Company will select its Business Partners in a non-discriminatory manner based on the quality, price, service, delivery and supply of goods and services. Selection of Business Partners must never be based on personal interests of Company Personnel or the interests of their family members or friends.

In all dealings with Business Partners, Company Personnel shall comply with these provisions of the Code and any other Lydian policies regarding supply chain and procurement.

Suppliers - Gifts and Entertainment

Company Personnel shall not use his/her position with Lydian, to solicit any cash, gifts or free services from any Business Partner for their or their personal benefit. Gifts or entertainment should not be accepted if they could be reasonably considered to be extravagant based on the person's respective role, or otherwise detrimentally influence Lydian's business relationship with a Business Partner. If there is any doubt as to whether a gift is acceptable, contact your immediate supervisor or an Officer of the Company.

External Investigations

Lydian and Company Personnel will cooperate, within the context of advice provided by the Company's legal counsel, with investigations by governmental bodies, regulatory agencies, international financial institutions (such as IFC and the EBRD). Responses to formal investigations will be handled by the Company's legal counsel, thus Company Personnel should not respond directly unless specifically authorized to do so. Company Personnel must notify and consult with the Company's chief financial officer regarding any inquiries regarding potential investigations.

Company Records and Reporting

Lydian requires that its records be accurate and complete. Records serve as a basis for managing our business and are crucial for meeting obligations to stakeholders, as well as for compliance with regulatory, tax, financial reporting, legal, and other requirements. Company Personnel who make entries into business records or who contribute information used to produce reports, have a responsibility to fairly present all information in a truthful, accurate and timely manner. Company Personnel shall not exert influence over, coerce, mislead or in any way manipulate or attempt to manipulate the accumulation, retention and reporting of Company information.

Company Personnel should cooperate fully with the independent auditors in their audits and in assisting in the preparation of financial disclosure.

Disclosures and Communications

Unless you are specifically authorized under the Corporate Disclosure and Confidentiality policy to represent the Company, you shall not respond to inquiries or requests for information. This includes shareholders, industry analysts, newspapers, magazines, trade publications, radio and television as well as any all other external sources requesting information about the Company. If you are contacted by a third-party about any topic, immediately refer the inquirer to one of the individuals authorized to respond under the Disclosure and Confidentiality Policy.

Insider Trading

Company Personnel and others are prohibited from trading in the Company's Securities if they have knowledge of undisclosed Material Information. Undisclosed material information means any

information, event or circumstance (including a change in previous information or facts) relating to the business and affairs of the Company that would have a reasonable likelihood to have a significant effect on the market price of the Company's Securities or be considered important to an investor in making an investment decision regarding the purchase or sale of the Company's Securities.

Additionally, Material Information shall not be disclosed to others, including but not limited to family members, before it is communicated to the public. Such action would be considered "tipping" and is prohibited under securities laws. See the Corporate Disclosure and Confidentiality Policy for further details.

IV. CONDUCT IN THE COMMUNITY AND ENVIRONMENT

The Company recognizes good management of environmental and social considerations as a corporate priority and is committed to the establishment of sustainable relationships with its stakeholders, in particular the communities surrounding its projects. The Company seeks to support community-based projects that can make a difference in a sustainable way without creating dependency. See the Corporate Social Policy and the Environment Policy for further details

Stakeholder Engagement

As an organization that is committed to sustainable development, the Company seeks to establish relationships with its stakeholders, in particular with those communities surrounding its projects and operations. The Company is committed to managing stakeholder relationships based on respect, full transparency and open communication. The Company seeks to support community based projects that can make a difference in a sustainable manner without creating dependency. For each project, a stakeholder engagement plan is to be developed and implemented.

Human Rights

It is the Company's policy that all Lydian Company Personnel and Business Partners respect the human rights of all stakeholders and local communities in which Lydian conducts business. No human rights violations by any Lydian entity, Company Personnel or Business Partner will be tolerated. In countries where Lydian conducts business there may be relevant local laws that overlap with our international human rights requirements, including criminal laws and laws regarding child labor, freedom of association, equality of economic opportunity, accessibility and accommodation, and compensation. All Lydian employees must adhere to such applicable local laws and international requirements, in particular the Voluntary Principles on Security and Human Rights.

Cultural Heritage

The Company seeks to avoid and/or minimize impact to cultural heritage and will manage its efforts in consultation with the relevant communities and national cultural specialists.

Environment

The Company is committed to sound environmental management. It is the intent of Lydian to identify, minimize and mitigate adverse environmental impacts based on international best practice. The Company is further committed to providing adequate resources to meet its environmental management obligations throughout the design, development, operation and closure of its operations.

Water

The Company recognizes the importance of responsible water management and conservation as a key business, environmental and societal issue. Each project aims to not degrade water resources and their dependent ecosystems.

Pollution

Lydian aims to integrate pollution controls and to minimize its impact on the environment by implementing a number of environment management plans throughout the design, development, operation and closure of its projects. Company Personnel are expected to perform work at all times within such environmental management plans.

Biodiversity

The importance of conservation and responsible management of biological diversity is a key societal concern. Lydian aims to develop projects which do not degrade ecosystems, either those on which they depend for operational success or those on which others depend for their well-being or livelihood. The Company aims to achieve “No Net Loss” of biodiversity or of priority ecosystem services as a result of its operations.

V. USING THIS CODE OF CONDUCT AND COMMUNICATING CONCERNS

Responsibilities of Company Personnel

It is the responsibility of all Company Personnel to understand and comply with this Code of Conduct. Company Personnel are required to sign an acknowledgement in the form attached as Exhibit “A” to this Code at the time of employment. Thereafter, Company Personnel are required to provide an annual acknowledgement in the form attached as Exhibit “B” to this Code.

Responsibility of Business Partners

Business Partners are expected to understand and comply with this Code of Conduct in the course of providing goods and services to the Company. Business Partners are required to sign an acknowledgement in the form attached as Exhibit “C” to this Code.

Execution of these acknowledgments by Company Personnel is a representation that he/she has read, understands, and will act in good faith at all times to comply in all respects with this Code, and has sought and obtained any required clarifications.

Reporting Compliance Violations and Improper Conduct

Lydian is committed to providing an atmosphere of open communication for compliance issues and to ensure that Company Personnel, acting in good faith, have the means to report possible violations without fear of retaliation.

All Company Personnel are encouraged to communicate good faith concerns that may represent violations. Several channels for communicating are available, depending on the level of confidentiality desired by the reporting individual. Concerns may be voiced to a supervisor, officer of the Company, or through the Company's whistleblower process.

**Exhibit
"A"**

**Acknowledgement of Receipt and Understanding for
NEW Lydian Employees**

I, _____ hereby acknowledge having read the Lydian Code of Conduct and understand its provisions and will comply with the Code of Conduct at all times and in all respects.

Signature

Date

Exhibit "B"

Acknowledgement of Receipt and Understanding for

EXISTING Lydian Employees

I, _____ hereby acknowledge having read the Lydian Code of Conduct and I fully understand its provisions. I have not violated the provisions of the Code and I will comply with the Code at all times and in all respects.

Signature

Date

Exhibit "C"

Acknowledgement of Receipt and Understanding for

Business Partners

_____ (Insert name of Business Partner) hereby acknowledge having read the Lydian Code of Conduct and fully understand its provisions.

In connection with providing goods and/or services to the Company (select all that apply):

- ☐ I (we) have not violated the provisions of Lydian's Code and I (we) will comply with the Code at all times and in all respects during the course of providing goods or services to Lydian.
- ☐ I (we) are subject to an acceptable alternative code of conduct and shall comply with such code of conduct. A copy of our code of conduct has been made available to Lydian.

Signature

Date

Print Name

Appendix A – Defined Terms

“Business Partners” mean agents, sub-agents, consultants, representatives, contractors and suppliers.

“Company” means Lydian International Limited and its subsidiaries.

“Code of Conduct” or **“Code”** means the Company’s explicit statement of values and guiding principles as adopted by its board of directors.

“Company Personnel” means all Directors, Officers and Employees of the Company.

“Company Policy” or **“Company Policies”** means one or more of the policies listed in Appendix B.

“Compliance Officer” means one or more members of management approved by the Company’s audit committee to receive and respond to matters under the Code.

“Director” means a member of the board of directors of Lydian International Limited or any of its subsidiaries.

“EBRD” means the European Bank for Reconstruction and Development

“Employees” means full-time, part-time, fixed-term contract or seconded employees.

“IFC” means the International Finance Corporation

“Public Official” means

- 1) A person who holds a legislative, administrative or judicial position of a state;
- 2) A person who performs public duties or functions for a state, including a person employed by a board, commission, corporation or other body or authority that is established to perform a duty or function on behalf of the state, or is performing such a duty or function; and
- 3) An official or agent of a public international organization that is formed by two or more states or governments, or by two or more such public international organizations.

The definition includes an elected representative, government official, or judge in a state as well as a representative of a public international organization, such as the United Nations. This definition is consistent with the definition of a “foreign public official” in Article 1.4 of the OECD Convention.

“Financial Matters” means the Company’s accounting, internal controls, and auditing processes.

“Information Technology” means computers, and servers, applications, tablets, mobile devices (including all text and instant messages sent from or received by such devices), e-mail programs and accounts (including all Lydian email addresses and email sent from or received by such accounts), intranet and internet access, telephones and voicemail.

“Lydian” means Lydian International Limited and its subsidiaries.

“Material Information” means any information, event or circumstance (including a change in previous information or facts) relating to the business and affairs of the Company that would have a reasonable likelihood to have a significant effect on the market price of the Company’s securities or be considered important to an investor in making an investment decision regarding the purchase or sale of the Company’s Securities. The determination of whether information is “material” is subjective and requires judgment.

“Officer” means an officer of the Company.

“Securities” means (a) ordinary shares, stock options, and any other securities that the Company may issue from time to time and (b) put or call options or other derivative securities, the value and characteristics of which, depend, in part or whole, on the value and characteristics of the Company’s Securities.

“Workplace” means the Company’s offices, mine and project sites as well as any other Company-related place or event.

Appendix B – Company Policies

Lydian maintains the following Company Policies, which serve as the foundation for the content of this Code. Complete copies of these Company Policies are available on the Company's websites.

Anti-Corruption Policy

Disclosure and Confidentiality Policy

Environment Policy

Human Resources Policy

Insider Trading Policy

Occupational Health and Safety Policy

Social Policy

Whistleblower Policy

**LYDIAN INTERNATIONAL LIMITED
DISCLOSURE AND CONFIDENTIALITY POLICY****I. PURPOSE**

The purpose of this Policy is to establish standards for confidentiality of Material Information before its public disclosure and practices to be employed in making public disclosures and subsequent communications. Application of this Policy is intended to ensure compliance with applicable laws and regulations, establish equitable disclosure standards, and foster delivery of accurate, timely, and consistent information to the Company's stakeholders.

II. APPLICABILITY

This Policy extends to all Company Personnel, the Disclosure Committee, and other persons authorized to speak on behalf of the Company.

The Policy applies to Material Information that has not been publically disclosed and disclosures of Material Information made in documents filed with securities regulatory authorities and other written statements such as, but not limited to, annual and quarterly reports, news releases, letters to shareholders, presentations, media distributions, information contained on the Company's Internet Sites, and other electronic communications. It extends to oral statements such as, but not limited to, those made during meetings and telephone conversations, press conferences and conference calls, interviews with the media, and speaking engagements.

III. DEFINITIONS

"Company" means Lydian International Limited and its subsidiaries.

"Company Personnel" means all Directors, officers and employees of the Company.

"Director" means a member of the board of directors of Lydian International Limited or any of its subsidiaries.

"Disclosure Committee" means the management representatives responsible for application of this Policy. Members of the Disclosure Committee shall include the Chief Executive Officer, Chief Financial Officer, and Corporate Secretary.

"Disclosure Controls and Procedures" means controls and other procedures of the Company that are designed to provide reasonable assurance that information required to be disclosed in the annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in the securities legislation and include controls and procedures designed to ensure that information required to be disclosed in the annual filings, interim filings or other reports filed or submitted under securities legislation is accumulated and

communicated to management, including its certifying officers, as appropriate to allow timely decisions regarding required disclosure.

“FLI” means forward-looking information, including guidance and estimates, provided by the Company.

“Internet Sites” means websites and other social media sites, accounts or channels maintained or utilized by the Company.

“IIROC” means the Investment Industry Regulatory Organization of Canada. IIROC, among other duties, sets and enforces market integrity rules regarding trading activity on Canadian equity marketplaces.

“Material Information” means any information, event or circumstance (including a change in previous information or facts) relating to the business and affairs of the Company that would have a reasonable likelihood to have a significant effect on the market price of the Company’s securities or be considered important to an investor in making an investment decision regarding the purchase or sale of the Company’s Securities. The determination of whether information is “material” is subjective and requires judgment.

“Selective Disclosure” means an occurrence when Company Personnel or others with knowledge of undisclosed Material Information disclose this information without first ensuring appropriate public dissemination as provided in the Policy.

IV. POLICY

A. Confidentiality

Company Personnel and others privy to undisclosed Material Information are prohibited from communicating such information to anyone else, except in cases where such person has a “need to know” in the ordinary course of the Company’s business. Efforts should be made to limit access to undisclosed Material Information and any recipients should be advised that the undisclosed Material Information is to be kept confidential and may only be utilized for the benefit of the Company in connection with the business of the Company.

Third parties privy to undisclosed Material Information should be informed that they must not divulge such information to anyone else, other than in the necessary and proper course of business, and that they may not trade in the Company’s securities until the information has been disseminated to the investing public in a broad, non-exclusionary manner in accordance with applicable laws and regulatory requirements. Such third parties may be required to confirm their commitment to this non-disclosure obligation by signing a written confidentiality agreement.

Company Personnel should secure all confidential information they may have at the end of each working day or during extended periods away from their workstations. This

policy extends to off-site workspaces, such as home offices and hotel rooms. Care should also be taken to limit access to confidential information during travels and in other public settings.

In order to prevent inadvertent disclosure or misuse of undisclosed Material Information, Company Personnel should be cognizant of the sensitivity of this information and employ procedures such as:

1. Confidential matters should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes, or taxis;
2. Confidential documents should not be read in public places and should not be discarded where others can retrieve the documents;
3. Transmission of documents by electronic means, such as by fax or from one computer to another, should be made only where it is reasonable to believe that the transmission can be made and received under secure conditions;
4. Unnecessary copying of confidential documents should be avoided and documents containing confidential information should be promptly removed from conference rooms and work areas after meetings have concluded. Extra copies of confidential documents should be shredded or otherwise destroyed;
5. Documents and files containing confidential information should be kept in a safe place to which access is restricted to individuals who “need to know” that information in the necessary course of business.
6. All proprietary information, including computer programs and other records, remain the property of the Company and may not be removed, disclosed, copied or otherwise used except in the normal course of employment or with prior permission.
7. Computers should be password protected and configured to reset to the login screen after several minutes of inactivity; and
8. Internal documents containing Material Information should be designated as “confidential” where appropriate.

B. Disclosure Committee

The Disclosure Committee shall have the responsibility to:

1. Oversee the design and implementation of Disclosure Controls and Procedures to provide reasonable assurance that public disclosure and subsequent communications of Material Information are timely, accurate, complete, and

equally accessible;

2. Monitor the effectiveness of Disclosure Controls and Procedures;
3. Consider the materiality of information and events as they arise to determine the applicable disclosure obligations;
4. Ensure disclosures are prepared and reviewed by appropriate Company Personnel or external advisors;
5. Review and approve all applicable public disclosure documents as contemplated by this Policy; and
6. Serve as the primary contact for Company Personnel wishing to discuss questions relating to the disclosure of information concerning the Company.

The Disclosure Committee will meet as conditions dictate. It is essential that the Disclosure Committee be fully apprised of all material developments in order to evaluate and discuss those events to determine the appropriateness and timing for public release of information or whether the information should remain confidential.

C. General Disclosure Principles

1. Company Personnel should advise the Disclosure Committee if they become aware of information that may be considered Material Information;
2. The Chief Executive Officer shall be the primary spokesperson with regard to Material Information for the Company. The Chief Financial Officer and Director of Investor Relations are also designated as spokespersons regarding such information. Members of the Disclosure Committee may designate others to act as spokespersons from time to time or with regard to specialized topics. Company Personnel and others who are not authorized spokespersons should not respond to inquiries.
3. Selective Disclosure is prohibited during private or semi-private communications. If Selective Disclosure occurs, the Disclosure Committee shall be notified and the information shall be publicly disclosed as soon as practical through a news release.
4. Material Information should be disclosed publicly in a timely manner once the information is complete and has been verified. Any decisions to delay disclosure should only be made after consultation with legal counsel and in accordance with applicable securities laws and stock exchange rules.
5. Information disclosed should provide a balanced portrayal of the facts and circumstances. Favorable and unfavorable Material Information shall be disclosed with the same timeliness and prominence. Disclosure must include information, the

omission of which, would make the rest of the disclosure misleading.

6. Disclosure shall be updated if earlier disclosure becomes materially misleading as a result of any intervening events or changes in available facts.
7. Notwithstanding other disclosure commitments, all Material Information shall first be disclosed through a news release. Thereafter, communications can be made to other stakeholders (e.g. surrounding communities/villages) as may be required to comply with applicable laws and regulations and to meet international performance standards.

D. News Releases

Material Information should be disclosed through a news release in a timely manner. In regard to financial results and management's discussion and analysis, public disclosure shall be made following Board approval. Unless specifically approved by the Company's legal counsel, all news releases should be cleared through IIROC prior to release.

News releases shall be:

1. Disseminated through an approved news wire service that provides simultaneous distribution;
2. Filed at SEDAR.com on a timely basis; and
3. Posted on the Company's corporate website and other corporate social media sites on a timely basis. Note that the news release page of the website shall include a notice that advises the reader that the information posted was accurate at the time of posting but may be superseded by subsequent press releases.

E. Conference Calls and Webcasts

Conference calls or webcasts may be held from time to time. Protocol for conference calls and webcasts shall be:

1. The Company shall provide advance notice of all conference calls and webcasts through a news release. The news release should include the date, time, subject matter, access information, and source of any supplemental materials. Posting supplemental materials to the Company's website prior to the start of conference calls or webcast is acceptable, provided the content does not include Material Information not previously disclosed.
2. Supplemental materials should include appropriate cautionary statements regarding FLI consistent with the news release that is the subject of the conference call or webcast. The spokesperson should highlight this cautionary statement at the outset of the conference call or webcast.
3. The Disclosure Committee or its designee(s) shall monitor conference calls and webcasts to determine whether selective disclosure of previously undisclosed

Material Information occurred. If so, the Company shall immediately disclose any such Material Information via a news release.

4. A tape recording of a conference call or an archived webcast shall be made available on the Company's website for a minimum of 30 days following the event.

F. Internet Sites

The content of Internet Sites shall be subject to this Policy in the same manner as other disclosures and communications. Additionally, any links from Internet Sites to third party sites shall be approved by the Disclosure Committee. Such links shall include a notice that advises the reader that he or she is leaving the Company's site. No web sites or social media sites or accounts which use the Company's name or logo shall be established by Company Personnel without the review and approval of the Disclosure Committee.

G. Non-Public Meetings and Communications

This Policy recognizes that meetings and other communications with shareholders, analysts and others are an important element of the Company's investor relations program. However, this Policy requires the content of such communications be limited to previously disclosed Material Information and other non-material information. Furthermore, care should be applied to ensure that communications do not provide a collection of indicators or smaller elements of otherwise Material Information that can be constructed into a mosaic that results in Selective Disclosure.

To the extent possible:

1. At least one other Company representative should attend meetings with designated spokespersons or be copied on written correspondences;
2. An outline or script should be used by the spokesperson to ensure that the discussions are controlled in a manner that avoids Selective Disclosure;
3. Notes of significant elements of a meeting should be documented and retained; and
4. After a meeting or other communication, consideration should be given to whether Selective Disclosure occurred.

H. Analyst Reports and Models

The Company regards analyst reports as proprietary information that belongs to and is the responsibility of analysts' firms. When reviewing analyst reports and models, the Company shall:

1. Review for historical, factual, and publicly disclosed content;
2. Advise the analyst of the extent and limitations of the Company's review;

3. Avoid confirming or unduly influencing an analyst's opinions or conclusions, unless deemed to represent a significant outlier. If so, the Company shall question the assumptions applied and direct the analyst to previously disclosed Company information;

Distribution of analyst reports may be viewed by others as an endorsement by the Company of the report. Accordingly, the Company shall not provide analyst reports to persons outside of the Company through any means. The Company may post a complete list of analysts covering the Company (regardless of the recommendations) to its Internet Sites. The list should be limited to the analysts' names and firms represented.

I. Chat Rooms, Social Media and Rumors

Company Personnel may monitor chat room and social media sites, but are prohibited in all instances from directly or indirectly participating or intervening. If Company Personnel become aware of postings that may be libelous or potentially require action by the Company, they should notify a member of the Disclosure Committee. Any action will only be taken by the Disclosure Committee after consultation with legal counsel.

Regardless of source, Company Personnel should not comment affirmatively or negatively on rumors. The Company's spokespersons should respond consistently to rumors saying, "It is our policy not to comment on rumors or speculation." If the Toronto Stock Exchange request a public response by the Company to a market rumor, the Disclosure Committee will consider the matter and decide whether to make a policy exception.

J. Cautionary Statements Regarding Forward Looking Information

With regard to FLI, the following guidelines shall be observed:

1. FLI should be identified;
2. The Company should identify material factors or assumptions used in preparing FLI;
3. FLI should be accompanied by a statement that identifies, in reasonably specific terms, the risks and uncertainties that may cause the actual results to differ materially from those projected in the FLI including, if appropriate, a sensitivity analysis to indicate the extent to which different business conditions from the underlying assumptions may affect the actual outcome; and
4. FLI should be accompanied by a statement that disclaims the Company's intention or obligation to update or revise FLI, whether as a result of new information, future events or otherwise, except where deemed material departure from previous disclosure or as required by law.

K. Disclosure Records

A record of public information contributed to or issued by the Company shall be maintained. This record shall include, but is not limited to, continuous disclosure documents, presentations, analyst reports, transcripts, recordings of conference calls, webcasts, and media articles.

L. Communication and Enforcement

Company Personnel shall be directed to this Policy upon initial association with the Company. Company Personnel shall also be directed to review this Policy whenever amended and, in any event, not less than annually.

Company Personnel who violate this Policy may face disciplinary action by the Company up to and including termination of employment for cause and other ramifications under legal and regulatory standards which could result in civil and/or criminal charges under law.

**LYDIAN INTERNATIONAL LIMITED
INSIDER TRADING POLICY****I. PURPOSE**

The purpose of this Insider Trading Policy is to provide guidance regarding compliance with laws and regulations prohibiting Insider Trading in the Company's securities, and inappropriate disclosure or use of Material Information.

II. APPLICABILITY

This Policy applies to all Restricted Persons, including:

- A. Directors, officers and employees of the Company;
- B. Consultants, contractors, suppliers, and others doing business with the Company, including their respective directors, officers, and employees who receive or have access to undisclosed Material Information regarding the Company;
- C. Persons who have Material Information relating to the Company that was acquired from a person in a special relationship with the Company when the person acquiring the information knew or reasonably ought to have known of that special relationship; and
- D. Immediate Family Members of those to whom this policy applies.

III. DEFINITIONS

"Blackout Period" means (a) for quarterly financial results, the period beginning at the end of the first Trading Day that is three weeks after the end of the quarter and ending at the close of trading on the second Trading Day following public disclosure of financial results, (b) for annual financial results, the period beginning at the end of the first Trading Day that is four weeks after the end of the quarter and ending at the close of trading on the second Trading Day following public disclosure of financial results, and (c) other times when Material Information has not been publically disclosed.

"Company" means Lydian International Limited and its subsidiaries.

"Company Personnel" means all Directors, officers and employees of the Company.

"Director" means a member of the board of directors of Lydian International Limited or any of its subsidiaries.

"Immediate Family Members" means the spouse, and children and other relatives residing in the same household as a person to whom this Policy applies.

“Material Information” means any information, event or circumstance (including a change in previous information or facts) relating to the business and affairs of the Company that would have a reasonable likelihood to have a significant effect on the market price of the Company’s Securities or be considered important to an investor in making an investment decision regarding the purchase or sale of the Company’s Securities. The determination of whether information is “material” is subjective and requires judgment.

“Restricted Persons” means those persons to whom this policy applies.

“Securities” means (a) ordinary shares, stock options, and any other securities that the Company may issue from time to time and (b) put or call options or other derivative securities, the value and characteristics of which, depend, in part or whole, on the value and characteristics of the Company’s Securities.

“Senior Employees” means officers of the Company and such other employees as designated by the committee responsible for administering the Company’s Disclosure and Confidentiality Policy.

“Trading Day” means a day on which the Toronto Stock Exchange is open for trading.

IV. POLICY

A. Trading on Undisclosed Material Information Prohibited

Restricted Persons shall not directly or indirectly engage in any transaction involving a purchase, sale, gift, loan, or pledge of the Company’s Securities during any period commencing with the date that the Restricted Person becomes aware of undisclosed Material Information and concluding at the close of trading on the Toronto Stock Exchange on the second Trading Day following public disclosure.

B. Tipping

Restricted Persons shall not disclose (“tip”) Material Information to any other person (including family members) except on a “need to know basis” in the ordinary course of business. No Restricted Person shall make recommendations or express opinions on the basis of Material Information as to trading (or not trading) in Securities of the Company or other companies.

C. Short Sales

Restricted Persons are not permitted to sell short or engage in transactions involving options, contracts for differences, or any other form of derivative financial instrument relating to an underlying security of the Company.

D. Short Swing Sales

Other than in connection with exercising stock options or similar incentive stock awards, the Company recommends that Company Personnel should not buy and sell the Company's Securities within a consecutive six month period.

E. Pre-Clearance of Trades

All proposed sales, purchases or trades of the Company's Securities by Directors and Senior Employees shall be pre-cleared with the Chief Financial Officer (or, in his or her absence, by the Chief Executive Officer). Requests for pre-clearance must be made at least two business days in advance of the proposed trade date.

F. Blackout Periods

Directors and Senior Employees may not transact in the Company's Securities during Blackout Periods, except as provided by the Policy for the exercise of stock options. Blackout Periods relating to financial results will be effective without further notice.

Additional Blackout Periods may also be imposed at other times when Undisclosed Material Information is deemed to exist. If a Blackout Period, other than a regularly scheduled Blackout Period, is imposed, the Chief Financial Officer will notify Directors, Senior Employees and other affected persons of the commencement and expiry of such additional Blackout Periods.

G. Special Circumstances and Restrictions

The Company reserves the right, from time to time, to restrict trading in the Company's Securities by certain Directors, officers, employees or other persons. Special notifications will be given by the Chief Financial Officer in this event.

H. Stock Options

This Policy does not apply to the exercise of a stock option, including "cashless exercises." This Policy does apply, however, to all sales of the Company's Securities upon the exercise of a stock option, regardless of whether such sales are for the purpose of generating cash needed to pay the exercise price or resulting income tax liability.

I. Insider Reporting

To comply with Canadian securities laws, all Directors, officers and any person or company which beneficially owns, directly or indirectly, voting Securities of the Company carrying more than 10% of the voting rights attached to all of the Company's outstanding voting security of the Company must file an Insider Report within five (5) business days following: (a) the day such person or company first becomes an insider and (b) the day on which the insider purchases or sells Securities of the Company, is granted Securities of the Company, is granted or exercises stock options for Securities of the Company, or is granted restricted stock units payable in shares of the Company's Securities. The insider report must be filed with applicable Canadian provincial securities regulators. Insiders are responsible for filing their own insider reports, but may contact

the Company's Corporate Secretary in order to obtain assistance with preparing and filing of insider reports. Penalties applicable to the insider may be levied against an insider for not complying with these reporting requirements. Questions regarding insider reporting should be directed to the Company's Corporate Secretary.

J. Potential Criminal and Civil Liability and Disciplinary Action

Restricted Persons may be subject to civil and penal liabilities for engaging in transactions in the Company's Securities at a time when they have knowledge of Material Information about or affecting the Company.

Restricted Persons may also be liable for improper transaction by any person (commonly referred to as a "tippee") to whom they have disclosed Material Information about the Company or to whom they have made recommendations or expressed opinions on the basis of such information.

Directors, officers and employees who violate this policy will be subject to disciplinary action, which may include, but are not limited to, restrictions on future participation in equity incentive plans or termination of employment.