



ASIABASEMETALS INC.
(the "Company")

CODE OF BUSINESS CONDUCT AND ETHICS
Approved & Adopted (by Board of Directors): **August 19, 2009**

NOTE

Compliance Certificate Requires Signature from Interested Party

(Interested Party - being any director, officer, employee, and consultant)

(See Last Page 4 – for Signature Required)

General

The purpose of the Company's Code of Business Conduct and Ethics (the "**Code**") is to assist all Company personnel in making decisions regarding the affairs of the Company (including its subsidiaries). The Code states basic principles that should guide the affairs of the Company and deals with certain specific situations but is not comprehensive. Personnel are encouraged to consult with the President for direction of specific issues on conflicts or potential conflicts.

The Code

All directors, officers, employees, and consultants ("**Interested Parties**") of the Company will comply with the following obligations, which reaffirm the Company's high standards of business conduct:

- a. respect and comply with the laws, rules and regulations in each of the jurisdictions in which the Company does business. In interpreting the laws, rules and regulations, strive to adopt a course that reinforces the Company's reputation and integrity;

- b. respect the confidentiality of information acquired in the course of our work, duties and responsibilities with the Company, make reasonable efforts to safeguard confidential corporate information and not disclose such information except when authorized or otherwise legally obliged to do so;
- c. provide safe and healthy working conditions and comply with all occupational health and safety laws and regulations;
- a. conduct all the Company's business activities, including any exploration, development and mining operations undertaken by the Company, using environmental best practices with a goal to being an environmentally responsible corporate citizen;
- b. act honestly and with integrity, with a view to:
 - i) avoiding situations that might reasonably be perceived to conflict or have the potential to conflict with one's duties to the Company;
 - ii) handling ethically any actual or apparent conflicts of interest between personal and professional relationships, including transactions and agreements in respect of which a director or executive officer has a material interest; and
 - iii) ensuring fair dealing with the Company's securityholders, customers, suppliers, competitors and employees;
- c. carry out one's duties with due care, competence and diligence, and with a view to the best interests of the Company and to enhance shareholder value;
- d. to the best of one's abilities, protect the Company's assets and resources and help achieve the responsible use and control of all Company assets and resources employed or entrusted in relation to one's work, duties and responsibilities, and ensure that all Company assets and resources are used only for legitimate business purposes;
- e. take reasonable steps to ensure that the disclosure is full, fair, accurate, timely and understandable in all reports and documents that the Company files with, or submits to, government and regulatory agencies, self-regulatory bodies and stock exchanges and in all of the Company's other public communications;
- f. encourage and facilitate the internal reporting of any conduct that one believes to be a violation of this Code of Business Conduct and Ethics. It is against the Company's policy to take any action against any employee for his or her reporting in good faith any violation of this Code or any of the Company's other guidelines, codes of conduct or policy statements;
- g. provide a work environment that enables all Interested Parties to pursue their careers free from discrimination or harassment; and

- h. shall not use non-public information to trade in securities for one's own account, or providing a family member, friend or any other person with a "tip". All non-public information is inside information and must not be used for personal gain or the personal gain of others.

Any change in or waiver of this Code for directors or officers will be approved only by the Board and such change or waiver will be promptly disclosed.

Compliance with the Code

It is the responsibility of all Interested Parties to be aware of their obligations under and to comply with this Code. All breaches of this Code shall immediately be reported to the President. All reports by an individual of violations of this Code shall be kept confidential unless otherwise required by law. Individuals who breach this Code may be subject to disciplinary action including dismissal.

If you have any questions about this Code or what is expected of our Interested Parties, please contact the President.

COMPLIANCE CERTIFICATE

I have read and understand **AsiaBaseMetals Inc.’s** Code of Business Conduct and Ethics (the “Code”). I will adhere in all respects to the ethical standards described in the Code. I further confirm my understanding that any violation of the Code will subject me to appropriate disciplinary action, which may include reprimand, suspension without pay, demotion or discharge. Execution of this certificate does not constitute a waiver of any other rights I may have by law or contract.

I certify to **AsiaBaseMetals Inc.** that I am not in violation of the Code, unless I have noted such violation in a signed Statement of Exceptions attached to this Compliance Certificate.

Date: _____
(↑ Enter **Date** Signed by Interested Party)

Signature: _____
(↑ **Signature** of Interested Paty)

Name: _____
(↑ Enter Name of Interested Paty (F/L))

Title: _____
(↑ Enter **Position** of Interested Paty)