

## Code of Conduct and Business Ethics

### 1. Introduction

The Board of Directors of Quantum Group, LLC (the "**Company**") has adopted this Code of Conduct and Business Ethics (the "**Code**") to summarize the principles of business conduct and ethics that must guide our Company's actions. It was adopted to aid all directors, officials, and employees of the Company and its subsidiaries, as well as any third party working or acting on the Company's behalf (collectively referred to as "**Company Personnel**"), in making decisions about the Company's operations. The purpose of this Code is to deter wrongdoing and promote:

- truthful and ethical behavior, including the ethical handling of actual or perceived conflicts of interest in personal and professional relationships;
- avoidance of conflicts of interest, including the notification to an appropriate person of any major transaction or relationship that could reasonably be expected to result in a conflict of interest;
- the secrecy of company information;
- complete, fair, accurate, timely, intelligible, and transparent disclosure in the Company's mandated periodic reports and papers, as well as other public communications;
- safeguarding and maximizing corporate assets and prospects;
- compliance with applicable governmental laws, rules and regulations;
- environmental stewardship and social responsibility, which includes safeguarding internationally recognized human rights;
- the timely internal reporting of any violations of this Code to a designated person or persons; and
- Responsibility for enforcing the Code.

We expect and encourage all of our business partners to follow our Code of Conduct. Where we believe, they have failed to meet our expectations or contractual responsibilities, we will take necessary action.

When working at or with Quantum, everyone must adhere to the Code's ethical ideals, behaviors, and professional standards. We must all remember that failing to do so could jeopardize Quantum's and our own safety.

Company Personnel are encouraged to consult with one of the Reporting Contacts (see Schedule "A" *Reporting Contacts*) for direction of specific issues on conflicts or potential conflicts and to report a potential or suspected violation of the Code.

## 2. **Basic Obligations**

Company Personnel have various responsibilities under the Company's ethical standards. It is your responsibility to (a) become familiar with, and conduct Company business in accordance with, applicable laws, rules, and regulations, as well as this Code; (b) treat all Company employees, customers, and business partners with honesty and fairness; (c) avoid situations where your personal interests are, or appear to be, in conflict with the Company's interests; and (d) use best practices to protect the environment, the workforce's health and safety, and the human rights of others (e) safeguard and properly use the Company's proprietary and confidential information, assets and resources, as well as those of the Company's customers and business partners. We will continue to show that our personnel, regardless of their level, always put Quantum, our clients, and our stakeholders' interests ahead of their own.

The Company and all Company Personnel shall comply with the following obligations:

### A. **Basic Principles**

Conduct the Company's business and affairs honestly and with integrity, using high ethical standards.

### B. **Accurate Financial Recording**

Maintain records that accurately reflect the Company's operations. The Company's consolidated financial statements shall be prepared in accordance with International Financial Reporting Standards (IFRS) and applicable securities laws. The statements shall be prepared using the highest standards of integrity.

### C. **Compliance with Laws**

Comply fully with the laws of each jurisdiction in which the Company conducts business, including those that apply to the Company's securities and trading in such securities, as well as the requirements of any exchange on which the Company's securities may be listed, and avoid any situation that could be interpreted as improper, unethical, or indicating a casual attitude toward compliance with the law. Company personnel may not commit, condone, or instruct other Company personnel to perform or condone illegal acts on the Company's behalf.

### D. **Obligations to Shareholders**

Conduct the Company's affairs with a view to the best interests of the Company as a whole and to enhance shareholder value.

#### **E. Use of Company Property**

Use Company property and assets, and their position, only for legitimate business purposes of the Company, and not for personal gain or the personal benefit of any person. Company property and assets include, but are not limited to, confidential information about the Company's business, ideas, plans and strategies. The Company's internet, e-mail, and voicemail services should be used only for business-related activities, and may be monitored by the Company, subject to applicable laws, at any time without notice to ensure compliance with this Code. Telecommunications facilities such as telephone, cellular phones, facsimile, internet and e-mail are Company property. Use of these facilities imposes certain responsibilities and obligations on all Company Personnel. Usage must be ethical and honest with a view to preservation of and due respect for the Company's intellectual property, security systems, personal privacy, and freedom of others from intimidation, harassment, or unwanted annoyance.

Company Personnel must account for the use of assets and property belonging to the Company and are prohibited from the personal use of such assets or property, as well as the questionable or unethical disposition of Company assets or property. All Company Personnel should protect the Company's assets and ensure their efficient use.

#### **F. Respect and Tolerance**

Adhere to all national, provincial, state or other local employment laws. In addition to any other requirements of applicable laws in a particular jurisdiction, the Company policy prohibits discrimination, intimidation or harassment in any aspect of employment based on race, colour, age, gender, sexual orientation, marital status, physical or mental disability, national or ethnic origin or religious beliefs within the meaning of applicable laws. The Company respects the right to freedom of association and collective bargaining. Company Personnel are entitled to work in an environment which is respectful of their dignity, rights, needs and individual differences.

#### **G. Environmental Standards**

Conduct the Company, suppliers and business partners exploration, development and mining operations using environmental best practices in the jurisdictions in which the Company operates with a goal to protecting human health, minimizing the use of natural resources and the impact on the ecosystem, and returning exploration and mining sites to a high environmental standard.

#### **H. Health and Safety**

Comply with all applicable laws and regulations relating to safety and health in the workplace in all jurisdictions in which it operates. Company Personnel are expected to promote a positive working environment for all. Company Personnel are expected to consult and comply with all Company rules regarding workplace conduct and safety and are expected to immediately report to a supervisor any unsafe or hazardous conditions or materials, injuries, and accidents connected with our business and any activity



that compromises Company security. Company Personnel must not work under the influence of any substances that would impair the safety of others. All threats or acts of physical violence or intimidation are prohibited. The Company is committed to making the work environment safe, secure and healthy for all Company Personnel.

**I. Community Engagement**

It is the responsibility of everyone at the Company to sustain a culture that promotes and supports positive, trust-based and respectful relationships with local communities and indigenous peoples.

**J. Human Rights**

Respect the rights of indigenous peoples and internationally recognized human rights as expressed in the International Bill of Human Rights and the International Labor Organization Declaration on Fundamental Principles and Rights at Work. The Company will take adequate measures to ensure that the Company does not cause, and is not complicit in, human rights abuses either directly or through its business relationships. The Company has established processes to address concerns that arise at any of its operations.

The Company prohibits child labor and all forms of modern slavery, including forced labor and human trafficking. We are committed to assessing and managing such risks in the Company's operations and supply chain, including human rights due diligence, risk assessments and audits.

Company Personnel, agents and contractors are expected to act in a manner consistent with the Company's human rights commitments and to report any suspected human rights violation directly associated with our operation or through our supply chain using the reporting mechanism set forth in this Code.

**K. Dealing with Public Officials**

Comply with the Company's Anti-Bribery and Anti-Corruption Policy

**L. Benefits Given or Received**

Comply with the Company's Anti-Bribery and Anti-Corruption Policy.

**M. Other Entities to be Ethical**

Use reasonable efforts to ensure that the companies and individuals with which the Company does material business also observe high ethical standards.

**3. Reporting Concerns**

If you become aware of a prospective or suspected infringement of the Code, you must report it as soon as possible. You can do so by reporting the situation to the entities indicated at the conclusion of this policy, either orally or in writing, and if you wish, anonymously.



All reports of violations will be kept confidential except if otherwise required by law. Company Personnel who are in breach of the Code may be subject to disciplinary action including, but not limited to, termination of employment or other business relationships. Individuals should be aware that in addition to any disciplinary action taken by the Company, violations of this Code may require restitution and may lead to civil or criminal action against individual employees, directors and officers and any other third party involved.

#### **4. Policy Against Retaliation**

Retaliation or taking any kind of adverse action against anybody who in good faith discloses a violation of this Code or the law, or who aids in the investigation of a reported violation, is a serious violation of this Code and is strictly prohibited.

Any individual found to have acted in retaliation against Company Personnel for raising, in good faith, a Code issue or participating in the investigation of such a concern may face appropriate disciplinary action, which may include termination of employment or other commercial connections. If someone suspects they have been the victim of such retribution, they should notify the reporting contact listed at the end of this policy as soon as possible.

#### **5. Diversity**

Within our workforce, we appreciate and value the diversity of ideas, experiences, cultures, and important differences. The Company is dedicated to identifying and resolving impediments to the promotion and equitable treatment of women and other historically underrepresented groups in our workplaces, and will implement procedures to promote inclusion and diversity at all levels. Employment decisions made by the Company will be based on variables linked to our business, such as job performance, individual abilities and talents, and other factors. Management provides the leadership framework and direction, and it is the responsibility of everyone at the Company to sustain a culture that promotes and supports inclusivity and belonging.

#### **6. Conflicts of Interest and Corporate Opportunity (Ownership of Equity in a Competitor Company)**

Employees should not engage in any activity, practice, or act that is incompatible with the Company's best interests. A conflict of interest happens when Company Personnel are placed in a position where their personal interests' conflict with the Company's best interests or have a negative impact on the individual's motivation or job performance. Conflicts like these include, but are not limited to:

- accepting outside employment with, or accepting personal payments from, any organization which does business with the Company or is a competitor of the Company;
- accepting or giving gifts of more than modest value to or from vendors or clients of the Company;



- competing with the Company for the purchase or sale of precious metals, property, services, or other interests or taking personal advantage of an opportunity in which, the Company has an interest;
- supplying products or services to the Company (other than professional services such as legal, accounting, geological or financial advisory services);
- seeking or accepting personal loans or services from any entity with which the Company does business, except from financial institutions or service providers offering similar loans or services to third parties under similar terms in the ordinary course of their respective businesses;
- accepting any personal loan or guarantee of obligations from the Company except to the extent such arrangements are legally permissible;
- having immediate family members who have a financial interest in a firm which does business with the Company; and
- having an interest in a transaction involving the Company or a customer, business partner or supplier (not including routine investments in publicly traded companies).

Company Personnel must not place themselves, or remain, in a position in which their private interests' conflict with the interests of the Company.

If the Company considers that an employee's outside work interferes with performance or ability to satisfy the Company's criteria, as they may be adjusted from time to time, the employee may be asked to terminate the outside work if he or she desires to continue working for the Company. Any outside work or other activity that creates a possible or seeming conflict of interest must be disclosed to the Company and reviewed and approved by management to protect the interests of both the workers and the Company.

If a member of a director's, officer's, employee's or consultant's immediate family holds a greater than 5% equity interest in, is a director, officer or employee of or has a significant financial stake in a competitor to the Company, this will be considered a conflict situation that will be required to be disclosed. Where a conflict or potential conflict arises in the situation of a director or officer, such individual shall comply with applicable corporate laws with respect to such conflict.

## **7. Confidentiality Concerning Company Affairs**

It is the Company's policy that business affairs of the Company are confidential and should not be discussed with anyone outside the organization except for information that has already been made available to the public.

## **8. Competition and Fair Dealing**

We seek competitive advantages through superior performance, not through unethical or illegal business practices. Information about other companies and organizations, including competitors, must be gathered using appropriate methods. Illegal practices such as trespassing, burglary, misrepresentation, wiretapping and stealing are prohibited. Possessing trade secrets that were obtained without the owner's consent, or inducing such disclosures by customers or past or present employees of other companies is prohibited. Company Personnel should endeavour to respect the rights of, and deal fairly with, our customers, suppliers, competitors and employees and shall not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair business practice.

## **9. Disclosure**

The Company is committed to disseminating information in a timely, consistent, and reliable manner, in accordance with any securities regulatory requirements. The Company's goal is to raise knowledge of the Company's disclosure approach among Company employees and others authorized to speak on its behalf.

## **10. Abusive or Harassing Conduct Prohibited**

Bullying, unwanted sexual advances, comments based on ethnicity, religion, or race, or other non-business, personal comments or behaviour that makes others uncomfortable in their employment with us are all prohibited under Company policy. We encourage and expect you to report any instances of harassment or other inappropriate behavior as soon as possible.

## **11. Privacy**

Personal information relating to your employment, such as compensation, medical, and benefit information, is collected and maintained by the Company and Company Personnel authorized by the Company. Wherever information is stored or processed, the Company adopts measures to protect it, and access to personal information is limited. Only in compliance with the Company's policies and applicable legal requirements will personal information be disclosed to third parties. Personal information shall not be released in contravention of the Company's rules or procedures by Company personnel who have access to it.

## **12. Waivers and Amendments**

Only the Board of Directors may waive application of or amend any provision of this Code. A request for such a waiver should be submitted in writing to the Board of Directors for its consideration. The Company will promptly disclose to investors all substantive amendments to the Code, as well as all waivers of the Code granted to directors or officers in accordance with applicable laws and regulations.

**13. No Rights Created**

This Code is a statement of the fundamental principles and key policies and procedures that govern the conduct of our business. It is not intended to, and does not in any way, constitute an employment or business contract or an assurance of continued employment or business relation or create any rights in any employee, director, officer, consultant, client, supplier, competitor, shareholder or any other person or entity.

**14. Commitment**

- To demonstrate our determination and commitment, the Company asks that each employee review the Code periodically and take the opportunity to discuss with management any circumstances that may have arisen which could be an actual or potential violation of these ethical standards of conduct.
- Directors and officers are required to acknowledge that they have read this Code annually.
- Employees are required to sign the Code when they are engaged or when the Code is amended in any material respect.

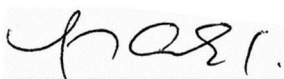
**Approved by the Board of Authorized Members**

Adopted: November 1, 2019

Updated: August 10, 2020 and March 3, 2021

A handwritten signature in black ink, appearing to read 'G. Ameglio', written over a horizontal line.

Guillermo D. Ameglio  
Co-Owner, Managing Partner  
Republic of Panama

A handwritten signature in black ink, appearing to read 'A. Ameglio', written over a horizontal line.

Argelis F. Ameglio  
Co-Owner, Managing Partner  
Republic of Panama

A handwritten signature in black ink, appearing to read 'C. Ortega', written over a horizontal line.

Carlos Ortega  
CEO  
Miami, FL





## Reporting Contacts

### Reporting Contact

You can make a report either online, by phone or by email, using our anonymous reporting email and / or hotline:

A. By email:

Please write to: [info@quantumgroup.us](mailto:info@quantumgroup.us)

B. By phone:

Please call one of the following numbers. You can talk to an operator or choose to leave voicemail if you prefer not to speak to an operator:

Canada & U.S.: 1-888-370-9946

International: 1-646-992-4553

## Acknowledgement

Company name: \_\_\_\_\_ a duly organized corporation in accordance with the laws of \_\_\_\_\_ [country] with headquarters in the city of \_\_\_\_\_ and duly represented in this act by (Name) \_\_\_\_\_ (Title) \_\_\_\_\_ declares to accept the principles contained in this Code of Conduct and Business Ethics policy, and to comply with the terms and conditions of this code.

\_\_\_\_\_ of \_\_\_\_\_ 20 \_\_\_\_\_

(Signature) \_\_\_\_\_

