

CODE OF BUSINESS CONDUCT AND ETHICS

Uruguay Mineral Exploration Inc. (UME) has adopted and applied this code of conduct for all employees and directors working for UME or its subsidiaries to promote ethical and honest conduct. It sets out the key values that UME applies to its business relationships.

Compliance with Laws

We will comply with the laws applicable to the Company's business in the countries in which we operate. UME and its employees will comply with all legal requirements applicable to our business. Unlawful conduct is not acceptable even when the intent is to further other legitimate corporate objectives. Employees are encouraged to seek legal advice if they are unclear about laws relating to their work. In those rare circumstances where timely legal advice is impractical, employees should conduct themselves in a manner which they would not hesitate to have fully and publicly disclosed.

Conflicts of Interest

Employees must avoid all situations in which their personal interests conflict or might appear to conflict with their duties to UME.

While UME recognizes and respects an employee's right to take part in financial, business and other activities outside their jobs, these activities must be free of conflict with their responsibilities as UME employees. Employees must avoid acquiring any interest or participating in any activities that would tend:

- i. to create an obligation or distraction which would affect their judgment or ability to act solely in the Company's best interest; or
- ii. to deprive UME of the time or attention required to perform their duties properly.

Ownership or an ownership interest in competing or complementary business might create, or appear to create, a conflict. Employees must disclose to their Manager, in writing, all business, commercial or financial interests or activities where their activities might reasonably be regarded as creating an actual or potential conflict with their duties of employment.

Use of Knowledge and information

Employees shall not make improper use of knowledge, information, documents or other company resources. Employees must respect the confidentiality and observe the privacy of information about the Company, its suppliers and fellow employees. The security and proper use of company information is mandatory.

No employee shall use confidential information or information about the Company that is not publicly available (inside information) for their own private gain, or that of others. Shares in UME or any other organization to which the information refers cannot be bought or sold by anyone who holds confidential or inside information which could affect the Company share price if that information was made public.

The obligation not to misuse confidential or inside information and to respect the privacy of information will continue after employment has ceased.

Stealing of Misappropriation

Employees shall not misuse UME funds or property, not assist others to do so.

Gifts and Entertainment

Employees must not seek, offer or accept any payments, gifts, benefits or entertainment beyond that which is considered as normal and legitimate business practice. If a gift is offered to an employee that could be constructed by others as improper, the offer of the gift must be reported to that employee's immediate manager. It is important to assess the value having regard to local customs and traditions.

Expediting of Service Arrangements

Expediting fees, service fees, travel and accommodation costs and compensation payments shall only be paid where it is for the provision of a normal routine service and such payment is part of the contractual arrangement. No expediting or other fees must be made or offered which are not part of routine business.

Health, Safety, and Environment.

It is the Company's policy to provide an operating environment that is oriented to protect health and safety at its work sites for the benefit of its employees, contractors and community. The Chief Executive Office and Vice President Operations are responsible for implementing and enforcing systems and procedures to ensure prudent and reasonable care is taken at all work sites for the protection of the environment and safety of the work force.

Professional Behavior

All employees are required to maintain the highest levels of professional conduct in their interactions with each other and in representing UME in the community in which they operate. Business relationships must be maintained in a manner, which is consistent with the principles of respect for others, integrity and fairness and which meet, as a minimum, the laws applicable to behavior in the work environment. All forms of discrimination and harassment are prohibited. UME is committed to equal opportunity, personal rights and freedom, in all aspects of its operations. All employees must be mindful of the social ramifications of their actions. Employees shall be aware of the local culture and behave accordingly.

Whistleblower Policy

UME is committed to ensuring UME employees and contractors can raise concerns regarding illegal conduct or malpractice in good faith without being subjected to victimization, harassment or discriminatory treatment, and to have such concerns properly investigated.

Breaches of the Code of Conduct may be reported using the Whistleblower program.