



## **Insider Trading Policy**

### **1. Interpretation**

In this policy, the following defined terms are used:

“Company Insiders” means directors, officers, and employees of Scandium International Mining Corp. (the “Company”) and its subsidiaries;

“Employees” includes all permanent, contract, secondment or temporary employees who have been assigned to do work for the Company or its subsidiaries, as well as consultants to the Company or its subsidiaries.

“Material Information” includes an actual or proposed material change in, or fact concerning, the business, operations or capital of the Company that if generally known would reasonably be expected to have a significant effect on the market price or value of the shares of the Company, or could reasonably be expected to affect a decision to buy or sell shares of the Company.

### **2. Purpose of the Policy**

Canadian and United States securities laws prohibit “insider trading” and impose restrictions on the trading of the Company’s shares by Company Insiders while in possession of undisclosed Material Information relating to the Company or its business. The purpose of this Policy is to ensure that Company Insiders with knowledge of Material Information not generally disclosed to the public do not take advantage of such information through trading in shares of the Company or in securities of other companies whose price would be affected by such undisclosed Material Information. This Policy is also intended to ensure that the Company’s directors, officers and employees act, and are perceived to act, in accordance with applicable laws and the highest standards of ethical and professional behavior.

This Policy is not intended to provide an in-depth legal analysis of insider trading rules but rather to serve as a guideline for the purpose of limiting the possibility of illegal or inappropriate use of undisclosed Material Information relating to the Company. The onus of complying with this Policy and the relevant insider trading and other securities legislation lies with each Company Insider. Breaches of confidentiality and violations of insider trading and tipping laws carry severe consequences both for the Company and the individuals involved and may result in criminal prosecution.

Any Company Insider may obtain information on the insider trading laws of the United States and Canada by inquiry directed to the Company’s legal counsel.

### **3. Application of the Policy**

This Policy applies to any Company Insider who may be in possession of, or have access to undisclosed Material Information.

For purposes of this Policy, the Board of Directors has designated the Chief Financial Officer of the Company as the person who should be contacted to determine whether or not trades may be executed in the market. The Chief Financial Officer can be contacted by phone at (775) 591-4544 or by email at [edward.dickinson@scandiummining.com](mailto:edward.dickinson@scandiummining.com).

#### **4. Trading Procedures for Company Insiders**

a. General Prohibition Against Using Undisclosed Material Information and Tipping:

Company Insiders who have knowledge of undisclosed Material Information or its business (sometimes referred to herein as “you” or “your”) are expressly prohibited from buying or selling shares, exercising options or tipping someone else to buy or sell (or not to buy or sell) shares of the Company unless and until such information has been publicly disclosed. If this undisclosed Material Information relates to any other company with which the Company is negotiating or doing business, you may not trade in the securities of such other company on the basis of such information, nor may you communicate such information to others.

b. Communications with Others:

The prohibition in paragraph 4(a) applies to all persons that you have dealings with, including family members and others living in your household, persons with whom you are associated or affiliated, professional advisors, or persons with whom you conduct business. You should avoid disclosing or providing access to undisclosed Material Information to any such persons. You are responsible for their compliance with this Policy to the extent they become aware of undisclosed Material Information.

c. Timing of Transactions:

As a general rule, if you know of undisclosed Material Information relating to the Company, you should not buy or sell shares or exercise options until at least the commencement of the second trading day after the material information is publicly disclosed by news release. This rule is a general rule and may be waived if pre-cleared by the Chief Financial Officer.

d. Blackout Periods:

Company Insiders who have access to undisclosed Material Information are subject to “blackout periods” during which they will be prohibited from buying or selling shares or exercising options. The Chief Financial Officer or a person delegated by the Chief Financial Officer may provide notice to Company Insiders of a specific “blackout period” by phone, email or other communication. Company insiders who are aware of a “blackout period” (either by notice from the Chief Financial Officer or by their knowledge of undisclosed Material Information) are prohibited from communicating (tipping) internally (other than to the Chief Financial Officer) or externally to anyone else that the Company is subject to a “blackout period”. Exceptions to the prohibition against trading during “blackout periods” may only be made with the prior approval of the Chief Financial Officer or his designate after consultation with legal counsel.

Date: May 8, 2015