



CODE OF CONDUCT & ETHICS POLICY

Amended and adopted by the Board of Directors on June 10, 2024

OUR CORE VALUES

We at TDG Gold Corp. and its subsidiaries (collectively the “**Company**”) are committed to a set of core values that should permeate every aspect of our organization; in fact, they are intended to be part of our organizational DNA. These core values should influence all our actions, our decisions and our relationships and can be summarized as follows:

Safety

The health and safety of our employees, contractors working for us, and the public is of the utmost importance.

Environmental Responsibility

We go above and beyond what is required. We find practical solutions to manage growth, while protecting and enhancing the natural environment.

Community Involvement

As proud members of the community, we actively strive to serve the community’s needs, and to collectively enhance prosperity and well-being.

Transparency

We fulfill our commitments in an open and transparent manner. We aim to be accurate, consistent and straightforward in all information delivered to our stakeholders.

Accountability

As part of our corporate governance, we ensure that accountability guides all our actions, decisions, conduct and reporting.

Integrity & Performance

We hold ourselves to high moral standards and strive to fulfill our commitments in an effective and sustainable manner.

The purpose of this Code of Conduct & Ethics Policy aims to summarize how we will deliver on these commitments and live up to the high expectations we have set for ourselves. The Code of Conduct & Ethics Policy has been created to accommodate and incorporate the individual policies that are adopted by the Company since its inception. This Code of Conduct & Ethics Policy will act as an overarching statement of principles and will direct the reader to the individual policies that address particular subjects in more detail.

We expect all of our employees, officers and directors to abide by this Code of Conduct & Ethics Policy and the



underlying policies adopted by the Company – this is the foundation that the Company is built upon and essential for success in our endeavors. Our directors, officers, employees, consultants and any other person acting on behalf of the Company (“Representatives”) are our ambassadors to the communities where we work and your example is how we will measure our success, so please take the time to read and understand not only the words written in our policies but the fundamental principles behind them, and then live up to them and ensure that your colleagues at the Company do so too.

By living up to the Code of Conduct & Ethics Policy that is set out herein, and following our policies, we will create a respected and successful organization that we can all be proud of.

“Fletcher Morgan”

Chief Executive Officer,
TDG Gold Corp.



INTRODUCTION

Our Expectations

This Code of Conduct & Ethics Policy (“**Code**”) is a statement of the key principles and expectations that should guide the conduct of anyone who works for us, or does business with us, the Company or any of our subsidiaries (collectively the “**Company**”).

Our Values

Our commitment to uphold the principles of ethical and honest business conduct is based on our values, which are fundamental to defining who we intend to be as a company and how we will behave.

Our values include compliance with health and safety laws and regulations, dignity and respect at both the individual and corporate level, promoting sustainable growth and environmental responsibility, having a strong corporate social responsibility to the communities where we invest, transparency through open and honest communication and accountability at all levels, and continuous improvement of operational practices.

Who Must Follow the Code

All directors, officers, and employees (collectively “**Personnel**”) are required to know and follow the Code.

All third parties working for and on behalf of the Company, including but not limited to suppliers, contractors, consultants, agents, brokers, customers, donation or sponsorship beneficiaries, and their respective subcontractors, etc. (collectively “**Third Parties**”), are also expected to comply with our Code in respect of activities related to the Company.

Awareness, Training & Sign-Off

All Personnel must carefully review and become familiar with the Code as well as confirm, either electronically or by signing an acknowledgement, that they understand and agree to follow the Code. Personnel may be required from time to time to participate in mandatory training on the Code and re-affirm their understanding of it. When applicable, the obligation to follow this Code should be inserted in the agreements signed by the Company.

Accountabilities of Managers & Supervisors

The Company holds its managers and supervisors to the highest ethical standards and expects them to lead by example and help to create a culture of trust that encourages raising questions and concerns.

Managers and supervisors are accountable for ensuring that the Personnel who report to them understand and follow the Code, as well as all other rules, regulations, laws and the Company’s internal rules and policies applicable to their jobs.

Managers and supervisors should always be available to provide advice to their Personnel on matters regarding the Code or to ensure assistance is provided by a more senior manager or the Compliance Officer, as required.



Compliance Officer

The Company's Board of Directors (the "**Board**") has appointed as Compliance Officer Mr. Dan O'Brien, CFO who is accountable for:

- Providing guidance to Personnel and other stakeholders who raise questions or concerns about ethics and compliance matters, as well as adequate means for raising questions and concerns.
- Monitoring, facilitating or assisting in the investigation of reported violations or issues related to a potential violation of the Code, and
- Administering the Code and monitoring compliance with its provisions.

The Compliance Officer may be assisted in performing his duties by designated employee(s) in each location where we operate.

SPEAK UP & REPORTING

Duty to Report

The Company promotes an open and positive work environment and encourages all Personnel to address any questions regarding the best course of action in a particular situation or raise concerns about a potential violation of our Code, any internal policy or the law.

As Personnel of the Company, it is your duty to report, in good faith and on a timely basis, any such violation, as well as to help identify any potential issues before they lead to Code violations.

Personnel should refer to the Company's **Whistleblower Policy** for more information on reporting compliance issues.

Reportable Violations

Reportable violations include, but are not limited to:

- Health, safety and environmental concerns.
- Discrimination or harassment.
- Conflicts of interest.
- Fraud.
- Bribery.
- Questionable accounting, internal controls and auditing matters.
- Omission or misrepresentation in the Company's public disclosure documents.
- Any other non-compliance with this Code, other Company policies and the law.

Knowing about any potential violation and failing to report it is itself a violation of the Company's Code.



Role of the Manager in the Speak Up Process

If you are a manager or supervisor, you are accountable for supporting our “Speak Up” process. You should always:

- Listen carefully.
- Remain neutral.
- Treat reports confidentially.
- Deal with the matter in a diligent and professional manner.
- If necessary, refer the matter to a more senior manager or to the Compliance Officer.

How to Make a Report

Making a report is easy and the process and options are detailed in the Company’s **Whistleblower Policy**.

What You Can Expect When Making a Report

Attention & Professionalism

All reports received will be taken seriously and dealt with thoroughly and in good faith.

Anonymity & Confidentiality

As noted in the Company’s **Whistleblower Policy**, the reports will be treated confidentially, to the extent permitted by law, and all efforts will be made to keep the identity of the reporter confidential beyond those directly involved in the initial assessment or the investigation of the case.

Non-Retaliation

As noted in the Company’s **Whistleblower Policy**, the Company will not allow any form of retaliation which could include, but is not limited to, demotion, transfer, termination, threat or harm, against any Employee or a Third Party who reports a violation in good faith or assists in an investigation. Any act of retaliation should be reported immediately.

Based on the subject matter and the severity of the reported violation, the Company’s Board and external investigators may be involved in the investigation process.

BUSINESS CONDUCT & ETHICS REQUIREMENTS

Compliance With Laws

All Personnel are accountable for knowing and complying with the laws and regulations applicable to their job in each location where we operate.

This Code and other Company documents, such as policies, standards and procedures, are in addition to and do not substitute for laws and regulations applicable to the Company. Personnel are responsible for educating themselves on the



laws and regulations that govern their work and ask for advice from their manager or supervisor if the requirements of the law are not clear.

Violating the laws of any of the locations where we do business may lead to both liability for the Company as well as disciplinary measures, and civil or criminal liability for the Personnel involved.

Sustainable Development

Sustainability begins with the way we think, the way we behave as individuals and as a Company, and the way we operate. Sustainable development means that all stakeholders benefit from resources being developed in a way that provides lasting and positive value.

We achieve sustainability by fostering creativity and innovation throughout the development process and seeking collaboration with all stakeholders.

Our goal is to demonstrate excellence in health and safety, respect for human rights, environmental stewardship, community engagement and development, and government relations across all stages of our business.

Community Partnership

Wherever we operate, we look to cooperate and collaborate with local stakeholders to ensure that our presence has a positive impact and that we contribute to the sustainable development of the local community and region.

Many of our Personnel and Third Parties are active members of our communities and, as such, are expected to behave accordingly, with respect and dignity toward other community members.

Our investments and partnerships with local communities are primarily focused on sustainable development initiatives in the areas of education, social services, health, arts and culture and infrastructure.

We encourage our Personnel to volunteer time, expertise and services to assist with our community initiatives.

Health & Safety

We are committed to ensuring that everyone working at our operations returns home safe and healthy every day. We will provide the necessary resources to build a safe and healthy working environment. We do this by creating an interdependent health and safety culture. All incidents are preventable, and we have and will continue to establish policies and standards that guide behavior and actions in the workplace to help identify and manage workplace hazards and risks.

We expect Personnel to know and understand their accountability to protect their own, and everyone else's, health and safety. We design and implement training programs to ensure all Personnel are competent to perform their work safely.

To help the Company achieve its health and safety goals, you must:

- Be aware of, and understand, all health and safety protocols and requirements related to your position.
- Be appropriately trained and competent to carry out the tasks assigned to you.



- Follow the Company’s safety programs, policies and procedures, which exist to protect your life and those of your colleagues.
- Demonstrate leadership by advising or stopping co-workers if they are working in an unsafe manner.
- Identify all hazards and take appropriate action to reduce and eliminate them.
- Report all incidents and participate actively in incident investigations, so we can learn from, and avoid, similar situations in the future.

Refer to the Health and Safety Policy within the Company’s **ESG Policy** for additional information.

Environmental Responsibility

We are committed to using sound science and innovative operational practices to minimize our environmental impact throughout the life cycle of our presence at the sites where we work. We are also committed to understanding the environmental context where we operate so that we can protect valued ecosystem components, biodiversity and minimize our impact on the environment.

To achieve our environmental goals, we must:

- Perform our work in a way that avoids environmental pollution and incidents that lead to negative environmental impacts.
- Minimize the impact our business has on the environment by conserving resources, such as energy, fuel consumption, water, consumables, and materials, and minimizing waste.
- Monitor our impact on the environment and identify ways of mitigating adverse impacts as well as opportunities for environmental improvement.
- Report our environmental performance in a transparent manner and work with stakeholders to further improve the environment.

Refer to the Environmental Policy within the Company’s **ESG Policy** for additional information.

Work Environment

Mutual Respect

We strive to foster an environment of dignity and respect, in keeping with our values, where Personnel are required to treat each other, and all members of the communities in which we operate, with professional courtesy and respect at all times.

Equal Opportunity

The Company strongly supports the principle that all individuals must have an equal opportunity to participate in our business and to develop their full potential within it.

The Company will not tolerate any discrimination against any Employee because of race, religion, color, gender, sexual



orientation, national or ethnic origin, age or physical ability (provided the person can safely carry out the role and responsibilities associated with the position, unless the local legislation sets out specific restrictions for certain positions or the demands of the position are prohibitive).

All Personnel and job candidates will be treated with equality, based on their qualifications, performance and ability, in all matters, including recruitment, employment, promotion, transfer, termination, rates of pay and training.

Personnel should refer to the Company's **Diversity & Inclusion Policy** for more information on this matter.

Non-Harassment

The Company is committed to providing a work environment that enables all our Personnel to pursue their careers free from harassment.

Any verbal or physical conduct that might be construed as sexual in nature is strictly prohibited. Such conduct may constitute sexual harassment and may be the basis for legal action against the offending Employee and / or the Company.

Alcohol & Substance Abuse

The Company has a "zero tolerance" policy for illegal drug use, alcohol abuse, drinking and driving, or other substance abuse on the job or that otherwise affects job performance. Substance abuse, including alcohol abuse, and illegal drug use on the job or which affects job performance is strictly prohibited. Any employee at the project site possessing or drinking alcohol or in the possession of non-prescription, performance altering or illicit drugs, including any narcotic, or found taking, providing, selling or trading illicit drugs will be removed from the project site immediately and their employment will be terminated, and the appropriate law enforcement agency will be contacted.

Anti-Bribery & Anti-Corruption

Canada has passed strict laws against various forms of bribery and corruption. The Company, its Personnel and anyone acting on its behalf is subject to these laws and the laws of any other location in which the Company operates.

Anti-bribery and anti-corruption laws and, in particular the *Corruption of Foreign Public Officials Act* (Canada), strictly prohibit offering, promising, paying or authorizing the payment, or providing anything of value, directly or indirectly, to a Public Official to secure an improper business advantage.

Personnel must never engage in, or condone, corrupt practices including offering, giving, receiving or soliciting, directly or indirectly, anything of value to improperly influence the actions of another party. All of the Company's relationships, including those with shareholders, customers, suppliers, governments, regulators, professional service providers and others, should be based on honesty and integrity.

Public Official means:

- Any person holding a legislative, administrative or judicial office of a country, government, state, province or municipality, whether appointed or elected.
- Any person exercising a public function for a country, government, state, province or municipality, including for a government agency, board, commission, corporation or other body or authority.



- Any official or agent of a public international organization (such as the United Nations, the World Bank, or the International Monetary Fund).
- Any political party or official of a political party or a candidate for public office.

Personnel should refer to the Company's **Anti-Bribery & Anti-Corruption Policy** for further details on this matter.

Commercial Bribery

Corrupt practices among Personnel and Third Parties are also a serious violation of our Code.

Commercial bribery involves situations where an Employee or a Third Party engages in arrangements to provide an unwarranted advantage to another party in exchange for a personal benefit (e.g., kickback, supply of goods for personal use, favors, lavish gifts and/or entertainment, etc.) either by mutual agreement with the Third Party or through extortion.

Consequences of Bribery

Bribery, or even the appearance of such, will damage the Company's reputation. The penalties for violating anti-corruption laws can be severe and could include significant individual and corporate fines, including imprisonment, or even the forfeiture of critical mining, exploration or operating licenses and permits.

Anti-Money Laundering

Canada has passed strict laws to implement specific measures to detect and deter money laundering and the financing of terrorist activities and to facilitate the investigation and prosecution of money laundering offences. The Company, its Personnel and anyone acting on its behalf is subject to Canada's laws and the laws of any other country in which the Company operates. This Anti-Money Laundering and Terrorist Financing Policy sets out TDG Gold Corp. and its subsidiaries (collectively, the "**Company**") commitment to adhering to Canada's *Proceeds of Crime (Money Laundering) and Terrorist Financing Act* (S.C. 2000, c.17) (the "**Act**").

Money laundering is the process of concealing the criminal origin of money or other assets (such as raw materials), so they appear to come from a legitimate source. It is illegal, unethical and facilitates criminal conduct. The Act enhances Canada's capacity to take targeted measures to protect its financial system and to facilitate Canada's efforts to mitigate the risk that its financial system could be used as a vehicle for money laundering and the financing of terrorist activities.

Failure to address the risk of money laundering could undermine our reputation and lead to investigations, fines and/or other penalties for the company and/or individuals.

Personnel should refer to the Company's **Anti-Money Laundering Policy** for further details on this matter.

Company Information & Insider Trading

Insider Trading

Insider trading occurs when a person trades in shares of the Company using undisclosed material information ("**inside information**"), which could reasonably be expected to affect a person's decision about whether to buy or sell the



Company's shares. It also occurs when such information is shared with others for their use to buy or sell the Company's shares ("tipping").

Confidentiality

Company information is a valuable asset. Personnel must not disclose confidential Company information except when disclosure is required for a legitimate business purpose and the person receiving the information has agreed to maintain its confidentiality, or it is provided as required by law. Confidential information includes, but is not limited to, any non-public information about the Company, including its business, mineral properties, technical data, financial performance, operating results or prospects.

More information can be found in the Company's **Insider Trading & Reporting Policy**.

Insider trading is a serious violation of the law and can result in severe penalties and criminal charges, including imprisonment.

Personnel will be advised of scheduled and special periods when selling or buying shares of the Company is prohibited ("**Trading Blackout Period**").

Public Company Reporting

As a public company, it is of critical importance that all of the Company's regulatory filings, as well as other disclosure of information to shareholders, governmental authorities, and all of our other stakeholders, be complete, accurate and timely. Certain Personnel may be called upon to provide necessary information to ensure that our public reports are complete, accurate, timely and understandable, an accountability which must be taken seriously.

Communication With the Public

Only authorized spokespersons are permitted to initiate contact with government officials, analysts, the media and investors on behalf of the Company.

The Company's Chief Executive Officer may, from time to time, authorize other Personnel to speak on behalf of the Company.

Personnel who are not an authorized spokesperson and are approached by a government official, the media, an analyst, investor or any other member of the public, to comment on the affairs of the Company, must refer them to the Chief Executive Officer or the Compliance Officer and immediately notify them that the approach was made. Any inadvertent disclosure to members of the investment community must be reported to a manager or supervisor immediately.

Authorized spokespersons should be truthful in their communications with media and the investment community and must comply with all applicable laws relating to selective disclosures.

THIRD PARTY COMPLIANCE

Third Parties, as well as their subcontractors, are an important part of our business and critical to the success of the Company.



The Company can be held legally liable for actions conducted by Third Parties, while working for and on behalf of the Company. Therefore, the Company places the same compliance expectations on Third Parties working on behalf of the Company as we do on our own Personnel.

When dealing with Third Parties, Personnel should:

- Conduct the appropriate due diligence prior to entering into a contract with a Third Party.
- Ensure that the Third Party is aware that it needs to comply with our Code, and other applicable internal documents and laws, and that this is clearly stated in the respective contract or purchase order, including a provision for a remedy up to and including termination for failure to comply.
- Enforce the remedy, including termination, as required. and
- Provide the necessary oversight on the activities carried out by the Third Party.

ADMINISTRATIVE MATTERS

Violations of the Code

Violations of this Code are treated as serious matters. Non-compliance with the Code, the law and other dishonest and unethical behaviour may result in disciplinary action, including termination of employment and, depending on the nature and the seriousness of the violation, civil or criminal action.

Corrective Actions

In the case of a proven violation, management has the right to undertake the necessary corrective action, following completion of a process conducted in accordance with the local legislation.

Review and Amendment of the Code

The Company will review the Code annually and update it, when necessary, subject to approval by the Company's Board of Directors.

The Company will take adequate measures to inform Personnel and Third Parties of any material changes to this Code.

Waiver of the Code

As a general rule, no waiver of compliance with the Code is permitted. However, exceptional circumstances may be considered and waiver of the Code for the benefit of an Employee may be granted by the Company's Board or its Audit Committee, which shall be promptly disclosed, as required by law or stock exchange regulations applicable to the Company.

Compliance Audits

The Company will take reasonable steps to enforce and monitor compliance with this Code and its related policies, and standards, which may include the execution of internal routine and ad-hoc compliance audits on a periodic basis.



Records

All records produced in connection with the Code, including acknowledgements, violation reports and investigations, and records related to disciplinary action, must be retained by the Company for not less than seven years following the termination of the individual's employment by the Company.

Questions About the Code

If you have any questions about the Code, or any of the Company's related policies and standards, we encourage you to seek guidance from your manager or supervisor or the Compliance Officer at dan@gocs.ca or Independent Legal Counsel at mhay@maxislaw.com.