



DISCLOSURE POLICY ("Disclosure Policy")

1. OBJECTIVE OF THE POLICY

- 1.1 The common shares of District Metals Corp. are traded on both the TSX Venture Exchange (the "TSX-V") and on the Nasdaq First North Growth Market (the "Nasdaq First North").
- 1.2 The objective of this Disclosure Policy (the "Policy") is to ensure that District Metals Corp. (together with its subsidiaries, the "Company" or "District") (i) applies a consistent approach to its disclosure practice to meet its obligations under applicable securities laws and stock exchange rules of both the TSX-V and Nasdaq First North; and (ii) communications to the investing public about District are:
- timely, factual and accurate;
 - broadly disseminated in accordance with all applicable legal, regulatory and stock exchange requirements; and
 - effective in increasing understanding of the Company's business and enhancing its corporate image by encouraging practices that reflect openness, accessibility and co-operation.

2. APPLICATION OF THE POLICY

- 2.1 The CEO and the CFO are responsible for communicating this Policy to relevant persons within the Company.
- 2.2 Breaches of this Policy shall be reported to the CFO, who in turn shall report to the CEO, and the Company's board of directors, if necessary.
- 2.3 This Policy applies to all directors, officers, employees and contractors of the Company.
- 2.4 Persons in doubt of the interpretation or application of this Policy or that have any question regarding the legal framework on market abuse may contact the CFO for guidance.

3. DISCLOSURE

3.1 General

Immediately upon it becoming apparent that information concerning the Company's business and affairs is material (within the meaning of applicable Canadian securities laws) or constitutes inside information, the Company will publicly disclose such material information in accordance with this Policy and all applicable laws and regulations.

3.2 What Constitutes Material Information

"Material Information" means information which, if disclosed to the public would reasonably be expected to have a significant effect on: (i) an investor's decision to buy or sell securities of the Company; or (ii) the market price or value of the securities. The materiality of information shall be determined by the CEO or CFO

and in accordance with applicable legal and regulatory requirements.

3.3 What Constitutes Inside Information

For the purposes of this Policy, insider information has the same meaning ascribed to that term in the Company's Insider Trading Policy (as the same may be amended from time to time).

Guidance regarding what generally constitutes inside information and how such information shall be disclosed can be found in the Nasdaq First North Nordic – Rulebook (the "Rulebook") and Regulation (EU) no 596/2014 of the European Parliament and of the Council on market abuse (the "MAR"). For a summary of such information, please refer to Appendix A. The Rulebook and MAR are available on the Nasdaq First North Sweden's¹ and the Eur Lex² respective websites.

3.4 News Releases

Disclosure of any information by the Company must be made by way of news release disseminated through a newswire service company that provides simultaneous national and/or international distribution to all stock exchange members, relevant regulatory bodies and major business wires, and simultaneously sent to the Swedish Financial Supervisory Authority (the "SFSA"), Nasdaq First North, the Certified Advisor, established and approved news distributors and daily newspapers, as applicable.

3.5 Website Disclosure

All information disclosed by the Company shall simultaneously be published on the Company's website. In case of the disclosure of information that constitutes inside information (see section 3.3), the press release disclosing such information shall also be available for at least five (5) years on a separate section on the Company's website, which shall include all press releases containing regulatory, legal or financial information.

All financial reports (that is, interim reports, including year-end reports) shall be available on the Company's website under a separate section for a period of at least ten (10) years.

3.6 Organization and distribution of responsibility

The CEO is ultimately responsible for the Company's communication strategy and any communication with analysts, investors and the news media. At the request and with the oversight of the CEO, the Vice President Exploration may communicate on behalf of the Company. The CFO is ultimately responsible for ensuring that the Company acts in accordance with this Policy.

1 [Nasdaq First North Rulebook](#)

2 [EUR-LEX MAR](#)

Only the CEO and the CFO are authorized to make any statements on behalf of the Company, except that the Company's Certified Advisor is authorized to make statements on behalf of the Company in Sweden for any events occurring during trading hours in Sweden, and will escalate to the CEO and/or CFO, as necessary. In addition, the Chairman of the Board, if applicable, shall have the right to make statements to shareholders on issues related to the Company.

3.7 Information to TSX-V, Nasdaq First North

When the TSX-V and Nasdaq First North Exchanges are open for trading, advance notice of a news release announcing material information (or is otherwise required by the rules of those exchanges to require advance notice) must be provided to the Market Surveillance Branch (or similar departments) of those exchanges to determine if a halt in trading is necessary to provide time for the market to digest the news. When a news release announcing material information is issued outside of trading hours, the Market Surveillance Branch of the Exchanges should be notified before the market opens. In any event, copies of all news releases should be supplied to the Market Surveillance Branch of the TSX-V and Nasdaq First North Exchanges and to the relevant securities regulators immediately.

3.8 Disclosure to Certified Advisor

The Company shall keep the Certified Adviser informed about the Company and its business and shall provide all information reasonably requested by the Certified Advisors. The Company shall notify the Certified Adviser as soon as possible in respect of new issues, name changes, splits and other similar corporate actions. The Certified Adviser is responsible for notifying Nasdaq First North on behalf of the Company, which undertakes to disseminate the information to the market.

3.9 Delayed disclosure of inside information

- 3.9.1 As underlined in this Policy, the Company is, as a general rule, obliged to disclose inside information and material information to the public as soon as possible by way of a press release. However, the Company may under certain circumstances decide to delay the disclosure of information. The Company may delay the immediate disclosure of inside information provided that, in addition to the conditions imposed by securities legislation in Canada, all of the following conditions are met: (i) immediate disclosure is likely to prejudice the legitimate interests of the Company; (ii) delay of disclosure is not likely to mislead the public; and (iii) the Company is able to ensure the confidentiality of that information. The Certified Adviser should be notified if the Company decides to delay a disclosure of insider information.
- 3.9.2 The ultimate responsibility to delay disclosure of inside shall rest with the CEO, however, the right to make a determination concerning delayed disclosure shall also be vested with the CFO. The existence of the conditions required in order for the disclosure of inside information to be delayed must be assessed on a case-by-case basis and, in the event of any uncertainty, the CEO or the CFO may contact the Nasdaq First North and/or its Certified Advisor for advice. The CEO and the CFO should consult with each other and, if deemed necessary, with the Company's legal advisors prior to such contact with the Nasdaq First North, and/or its Certified Advisor.
- 3.9.3 The decision to delay the disclosure of inside information shall be documented in writing by electronic means and be sent to the SFSA upon the SFSA's request in accordance with the requirements of MAR.
- 3.9.4 Once a decision to delay the disclosure of inside information has been made, the Company shall prepare and keep up to date an insider list of all persons who have access to such inside information.

- 3.9.5 Immediately following the Company's disclosure of inside information which has been delayed in accordance with the above, the Company shall notify the SFSA in writing of such disclosure.

3.10 Selective information

- 3.10.1 The Company shall ensure that no unauthorized party is given access to any confidential information (whether or not it is also insider information or material information) prior to general disclosure. Access to confidential information shall be used very restrictively and subject to the continuous consideration of whether the information requested is actually required for the intended purpose.
- 3.10.2 The Company shall inform the recipient of any confidential information that is inside information that it has received inside information, that the recipient has become an insider by virtue of the receipt of the information and of their prohibitions and obligations.
- 3.10.3 In addition, the Company must ensure that those who have received inside information are entered into the Company's insider list, informed thereof and their status as insiders, and enter into a special confidentiality agreement with the Company.

3.11 Information disclosure – forms and methods

- 3.11.1 Pursuant to the Rulebook and MAR, the Company is required to publish information in a non-discriminatory manner.
- 3.11.2 During trading hours (either in Canada or in Sweden), disclosure should not take more time than necessary to compile and disseminate the information. This means that a press release and all other parts of the communication tool package should be drafted before important decisions are made that will trigger an obligation to disclose the information.
- 3.11.3 All of the Company's press releases shall contain the following information: (i) date for the publication of the press release (in certain cases, such as when the press release discloses inside information, such press release shall also state the time and the additional information required by MAR); (ii) the full name of the Company; (iii) a reference to the Company's website; (iv) contact person, including information on such person's position in the Company and contact details; (v) a heading indicating the substance of the press release; and (vi) an introduction clearly presenting the most important information.
- 3.11.4 The Company's press releases shall furthermore always include the appropriate legends under MAR.

For example:

Important information

This is information that District Metals Corp. is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication through the agency of the contact persons set out above on [Date], at [Time, including time zone].

In addition, to maintain consistent and accurate disclosure about the Company, the following rules must be followed:

- a) information that has been determined to be material information (within the meaning of applicable Canadian securities laws) or inside information will be publicly disclosed promptly via news release, except as provided herein;

- b) half truths are misleading; disclosure must include any information without which the rest of the disclosure would be misleading;
- c) unfavourable information must be publicly disclosed as promptly and completely as favourable information;
- d) the Company will not make selective disclosure, other than in the “necessary course of business” as determined by the CEO (and where the receiver of the information owes a duty of confidentiality and no employee or representative shall disclose material information regarding the Company to any person or group of persons (including without limitation members of the investment community, the media and analysts) until it has been generally disseminated to the public in accordance with this Policy;
- e) disclosure must be updated if earlier disclosure has become misleading as a result of intervening events;
- f) if previously undisclosed material information has been inadvertently disclosed on a selective or limited basis, the information must be publicly disclosed as soon as practicable;
- g) if material information or insider information is to be announced at an analyst, investor or shareholder meeting or a press conference, its announcement must be coordinated with and preceded by a general public announcement by a news release; and
- h) public disclosure of material information must not be combined with marketing information.

For the purposes of this Policy “Undisclosed Material Information” means material information pertaining to the Company that has not been publicly disclosed or information that has been publicly disclosed, but a reasonable period of time for its dissemination has not passed.

3.11.5 Examples of when information disclosure is required.

- a) notices to attend general meetings of shareholders;
- b) after the close of the general meeting, resolutions adopted by the general meeting shall be disclosed;
- c) the Company shall disclose changes to the Board of Directors and Senior Management;
- d) the Company shall disclose changes of its Certified Adviser, Auditor or Liquidity Provider;
- e) The Issuer shall disclose any decision to introduce a share-based incentive program. The disclosure shall contain information about the most important terms and conditions of the program;
- f) The Issuer shall disclose changes in the Share Capital or the number of Shares, unless the change is insignificant. A disclosure regarding an issue of Financial Instruments shall include all significant information concerning the transaction; and
- g) The annual financial report and quarterly financial report shall be prepared and disclosed in accordance with local applicable laws and regulations. The disclosure shall include a direct link to the page on the Company’s website where the quarterly financial report is available. The quarterly report shall be disclosed in accordance with the Nasdaq First North Rulebook, with applicable laws or other regulations and in accordance with generally accepted accounting principles in the Company’s home state.

3.12 Communication in the event of leaks, rumors and crisis

In case of information leakage, the Company shall always disclose the actual facts by way of press releases. In case of rumors, representatives of the Company shall answer questions relating to such rumors by stating that it is the policy of the Company not to make any comments regarding rumors. In the event of rumors considered harmful to the Company, the CEO shall be responsible for the communication strategy, including responding to such rumors.

4. AMENDMENTS AND REVIEW

- 4.1** This Policy may be amended from time to time. Any amendments to this Policy shall be approved by the Board of Directors (or a committee thereof).
- 4.2** This Policy is to be reviewed no less than annually by the CFO, who will recommend changes to the Board of Directors.

Effective date

This Policy was adopted by the Board of Directors on January 23, 2025.

Appendix A

DEFINITIONS

Inside information

For the purposes of this Policy, “inside information” means information of a precise nature, which has not been made public, relating directly or indirectly to the Company, including the Company’s common shares, or to any financial instrument issued by the Company or linked to the Company, and which, if it were made public, would be likely to have significant effect on the prices of those common shares or financial instruments or on the price of related derivative financial instruments.

Information shall be deemed to be of a precise nature if it indicates (i) a set of circumstances which exists or which may reasonably be expected to come into existence, or (ii) events which have occurred or which may reasonably be expected to occur, and (iii) where it is specific enough to enable a conclusion to be drawn as to the possible effect of that set of circumstances or event on the prices of the securities.

Information shall be considered to have a significant effect on the price if a reasonable investor would be likely to use such information as part of the basis of its investment decisions. In other words, it is not required that the information actually has a material effect on the price of securities, only that a reasonable investor would be likely to use such information.

An intermediate step in a protracted process shall be deemed to be inside information if it, by itself, satisfies the criteria of inside information. This means, for example, that in relation to a private M&A deal, inside information may arise well before the actual signing of the sale and purchase agreement, and in relation to Board meetings which are to resolve on a specific issue, inside information may arise well before the Board’s actual decision on the matter. The key factor for determining whether an intermediate step in a protracted process shall be deemed inside information is whether there is a realistic prospect that the circumstances or event will come into existence or occur.

When evaluating what may constitute inside information, factors to be considered include (i) the expected extent or importance of the decision, fact or circumstance compared to the Company’s activities as whole; (ii) the relevance of the information with regard to the determinants of the price of the Company’s financial instruments; and (iii) all other market variables that may affect the price of the financial instruments.

When new information is similar to information that has previously affected the price of the financial instruments or has been considered inside information, the new information is likely to be considered inside information.

Persons discharging managerial responsibilities and closely associated persons

Persons discharging managerial responsibilities (PDMRs)

A PDMR is a person who is: (a) a member of the administrative, management or supervisory board of the Company; or (b) a senior executive who is not the member of the bodies referred to in section (a) above but who has regular access to inside information relating directly or indirectly to the Company and power to take managerial decisions affecting the future development and business prospects of the Company.

For the purposes of this Policy the following persons shall be considered to be PDMRs: (a) Board members of the Company; (b) the CEO; and (c) all other members of the Executive Management.

Each PDMR is responsible for informing its closely associated persons about their respective obligations under this Policy.

Closely associated persons

A “person closely associated” to a PDMR means: (a) a spouse, or a partner considered to be equivalent to a spouse of a PDMR; (b) a child in custody of a PDMR; (c) a relative of a PDMR who has shared the same household for at least one year on the date of the transaction concerned; or (d) a legal person: (i) the managerial responsibilities of which are discharged by a PDMR or by a person closely associated to such person (*i.e.*, a person referred to in (a)–(c) above); or (ii) which is directly or indirectly controlled by a PDMR or by a person closely associated to such person (*i.e.*, a person referred to in (a)–(c) above); or (iii) which is set up for the benefit of a PDMR or by a person closely associated to such person (*i.e.*, a person referred to in (a)–(c) above); or (iv) the economic interests of which are substantially equivalent to those of a PDMR, or by a person closely associated to such person (*i.e.*, a person referred to in (a)–(c) above).

Reporting insider

Any insider of the Company that is designated by applicable securities law to be a “reporting insider”. Reporting Insiders are, addition to the terms and conditions of this Policy, subject to the reporting obligations stipulated in applicable securities laws.

Managerial responsibilities as referred to above may be executed by, e.g., the CEO of a company or individual board members authorized by the board of directors to represent the legal person in conjunction with its business activities, thus excluding purely administrative matters (such as the assignment of a board member to a nomination committee) or mere cross board membership. A board member not authorized to externally represent the legal person, for example as a special company signatory or by proxy, and that otherwise cannot take part in nor influence decisions of that legal person to carry out transactions in securities, shall not be considered to perform managerial responsibilities in the legal person. If a PDMR, or a natural person closely associated to such person, is the sole board member in a legal person, such legal person is to be considered as a person closely associated to the PDMR.

For the purpose of **control** according to the above, please note that the Swedish Financial Supervisory Authority (the “SFSA”) has not yet provided any further guidance on the word’s meaning in this regard. However, for the time being control may be read according to its lexical wording, entailing that legal persons in which a PDMR or a person closely associated to a PDMR holds or otherwise controls more than fifty (50) per cent of the votes in or otherwise has the right to appoint more than half of the board members, for example pursuant to a shareholders’ agreement, are legal persons closely associated to such PDMR.