



CODE OF BUSINESS CONDUCT AND ETHICS

1. APPLICATION AND PURPOSE

This Code of Business Conduct and Ethics (the “**Code**”) of District Metals Corp. (together with its subsidiaries, the “Company”) applies to everyone at the Company, including directors, officers, employees and contractor (each a “**Staff Member**”, and collectively “**Staff Members**”), at all times and everywhere the Company does business.

The upholding of a strong sense of ethics and integrity is of the highest importance to the Company and critical to its success in the business environment.

The Code outlines the fundamental principles of legal and ethical business conduct and is not intended to be a comprehensive list addressing all legal or ethical issues which may confront the Company’s Staff Members. Hence, it is essential that all Staff Members employ good judgment in the application of the principles contained herein.

2. COMPLIANCE WITH THE CODE

Each Staff Member must be familiar with and adhere to the provisions of this Code and to the standards set out in the applicable policies of the Company. Failure to adhere to this Code may lead to disciplinary action, including dismissal or removal from office in appropriate circumstances.

3. COMPLIANCE WITH LAWS

The Company expects all Staff Members to comply with all applicable laws, rules and regulations (especially those prohibiting insider trading), and to seek legal advice where appropriate.

Staff Members must not only comply with the requirements of applicable laws, rules, regulations, policies and this Code, they must also ensure that their actions do not give the appearance of violating, or indicate a casual attitude towards compliance with laws, rules, regulations, policies and this Code.

If there are any doubts as to whether a course of action is proper or about the application or interpretation of any legal requirement, Staff Members should discuss it with a superior, a member of the Audit Committee of the Company (the “**Audit Committee**”), the CFO or the CEO, as appropriate.

4. CONFLICTS OF INTEREST

A conflict of interest occurs when an individual’s private interest interferes in any way – or even appears to interfere – with the interests of the Company as a whole. A conflict situation can arise when a Staff Member takes actions or has interests that may make it difficult to

objectively and effectively perform his or her Company work. Conflicts of interest also arise when a Staff Member, or a member of his or her family, receives improper personal benefits as a result of a position held in the Company. Loans to, or guarantees of obligations of, such persons are of special concern.

Conflicts of interest are prohibited. Every Staff Member must avoid any conflict of interest. Every Staff Member shall disclose all circumstances that constitute an actual or apparent conflict of interest. Disclosure shall be made, in the case of directors and officers, to the Board, and in the case of employees and consultants, to a superior, an Audit Committee member or the CEO, as appropriate. When there is doubt about whether a conflict of interest exists, Staff Members should discuss the issue with a superior, an Audit Committee member, the CFO or the CEO, as appropriate.

Staff Members who find themselves in a conflict of interest must abstain from voting or taking any other action that may impact the outcome of the activity or business transaction in question. Full disclosure enables Staff Members to resolve unclear situations and gives an opportunity to dispose of or appropriately address conflicts of interest before any difficulty arises. However, if the board of directors determines that a potential conflict cannot be cured, the individual may be requested to resign from the Board, if a director, or from their position, if an officer, employee or consultant.

Where necessary, a Staff Member may refer an individual situation to a superior or the CEO, who may recommend actions needed to eliminate or address a conflict of interest. Set forth below is specific guidance in respect of certain conflict of interest situations.

- (a) Staff Members and their family members must avoid any direct or indirect financial relationship with third parties with whom the Company has relationships which would involve a conflict of interest or a potential conflict of interest or compromise the individual's loyalty to the Company. Written permission must be obtained from the Board before any such individual commences an employment, business or consulting relationship with third parties with whom the Company has a relationship.
- (b) Staff Members are prohibited from:
 - (i) taking for themselves personally opportunities that are discovered through the use of corporate property, information or position;
 - (ii) using corporate property, information or position for personal gain; and
 - (iii) competing with the Company. Staff Members owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.
- (c) All Staff Members may serve on the boards of directors of other profit-making organizations to the extent that such service will not interfere or conflict with their respective duties to the Company. Staff Members may not serve on the board of directors of any business organization which is a competitor of the Company, without the informed consent of the Board. All individuals must excuse themselves from participating in any matters pertaining to the Company and the business organization of which they are directors.
- (d) Individuals who serve as directors of other companies in the circumstances permitted hereunder may retain any compensation earned from that outside directorship unless

otherwise specifically prohibited by the Company. Unless otherwise specifically authorized by the Board, individuals may not receive any form of compensation (whether in the form of cash, stock or options) for service on a board of directors of another business organization, if such service is at the request of the Company or in connection with the investment of the Company in such business organization. The Company reserves the right to request any individual to resign his or her position as a director of other business organizations if the Board determines it to be in the best interests of the Company.

- (e) Staff Members are prohibited from paying or accepting any bribe, kickback or any other unlawful payment or benefit to secure any concession, contract or any other favourable treatment. Staff Members must report any such attempted actions to a superior, an Audit Committee member or the CEO, as appropriate. No individual should give gifts beyond those extended in the context of normal business circumstances. Staff Members must observe all applicable government restrictions on gifts and entertainment.
- (f) Supervisory relationships with family members present special workplace issues. Accordingly, Staff Members must avoid a direct reporting relationship with a family member or any individual with whom a significant relationship exists. If such a relationship exists or occurs, the individuals involved must report the relationship in writing to the Audit Committee.

5. FINANCIAL REPORTING RESPONSIBILITIES

The Company's books and records will reflect, in an accurate and timely manner, all Company transactions. In particular, all funds and assets will be properly recorded.

It is of critical importance that any filings with the securities commissions and other relevant regulatory authorities be accurate and timely. Hence, all Staff Members are obligated to provide information to ensure that the Company's publicly filed documents be complete and accurate. All Staff Members must take this responsibility seriously and provide prompt and accurate answers and responses to inquiries related to the Company's public disclosure requirements.

6. CONFIDENTIALITY OF COMPANY INFORMATION

Non-public information relating to the Company is the property of the Company and the unauthorized disclosure of such information is strictly forbidden. This obligation to preserve the confidentiality of non-public information relating to the Company continues to apply to Staff Members even after they are no longer affiliated with the Company. Any questions regarding the appropriateness of a particular disclosure should be discussed with a superior, an Audit Committee member or the CEO, as appropriate.

The Company's confidentiality policy also applies to material non-public information of other companies with whom the Company does business and who have a reasonable expectation of privacy, including, by way of example, the Company's business partners, when that information is obtained in the course of employment with, or other services performed on behalf of the Company. Staff Members should treat material non-public information about the Company's business partners with the same care as is required with respect to information relating directly to the Company.

7. PROTECTION AND USE OF COMPANY ASSETS

The Company assets must not be misappropriated for personal use by Staff Members. Theft, carelessness and waste have a direct impact on the Company's viability. Staff Members are thus required to protect Company's assets and ensure they are used efficiently for legitimate business purposes.

8. FAIR DEALING

Each Staff Member shall endeavour to deal fairly with the Company's clients, suppliers, competitors and employees. No Staff Member is permitted to take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair- dealing practice.

9. FUNDAMENTAL RIGHTS

The Company is committed to providing all Staff Members a workplace that respects their basic human rights. Each Staff Member at the Company has the right to work in an environment that is free from discrimination and harassment, including sexual harassment. Every Staff Member is responsible for taking all reasonable precautions not to demonstrate behavior that can be reasonably construed as discrimination or harassment.

The Company will take every incident of harassment or discrimination very seriously and any Staff Member that is found to have engaged in conduct constituting discrimination or harassment will be disciplined and, in appropriate circumstances, dismissed or removed from office.

10. SAFETY AND ENVIRONMENTAL PROTECTION

Safety and environmental protection are fundamental values of the Company and every Staff Member has a role in ensuring the Company's operations comply with safety and environmental legislation and standards.

Each Staff Member is responsible for taking all prudent precautions in every activity to ensure both personal safety and the safety of others.

11. REPORTING BREACHES OF THIS CODE

Staff Members are required to report breaches of the Code using the procedures set forth in the Company's Whistle Blower Policy.

12. CLARIFICATION CONCERNING THE CODE

Staff Members may refer questions relating to this Code or its application to a particular situation to a superior, an Audit Committee member, the CFO or the CEO, as appropriate.

All disclosure to a superior, a member of the Audit Committee and the CEO shall be kept strictly confidential unless, in the sole opinion of such person, the matter disclosed constitutes an actual or potential threat of serious harm to the Company, to another Staff Member or to the public.

13. WAIVERS FROM CODE

In extraordinary circumstances and where it is clearly in the Company's best interest to do so, the Company may waive compliance with a requirement under this Code for a Staff Member. Conditions may be attached to this waiver. Any waiver of the Code for directors or executive officers must be approved by the Board and must be disclosed as required by all applicable laws.

The Staff Member to whom a waiver is granted accepts that public disclosure of the granting of any such waiver may be required by applicable securities laws, regulations, policies or guidelines (including those of a stock exchange on which the Company's stock may be listed).

14. REVIEW

The Audit Committee will review and update this Code annually.

Effective Date

This Code was adopted by the Board of Directors on June 20, 2020.

- *Updated on June 7, 2024.*
- *Reviewed & Re-approved by the Board on May 28, 2025.*
- *Reviewed & Re-approved by the Board on June 26, 2026.*