



CODE OF BUSINESS CONDUCT
2025-2026



CODE OF BUSINESS CONDUCT

Introduction

At Mitchall Mines & Minerals Ltd., we are committed to conducting all aspects of our business with integrity, transparency, and accountability. This Code of Business Conduct ("the Code") sets forth the ethical standards and principles that govern the behaviour of all individuals representing the Company. It serves as a framework to ensure that our operations, relationships, and decisions consistently reflect our values and comply with all applicable legal and regulatory obligations.

This Code is foundational to our corporate culture and supports our ongoing commitment to responsible resource development, safety, environmental stewardship, and stakeholder trust. Every employee, officer, director, and representative is expected to understand, embrace, and uphold the provisions of this Code at all times.

Scope

This Code applies to all individuals and entities associated with Mitchall Mines & Minerals Ltd., regardless of location or role. Specifically, it applies to:

- All employees, executives, officers, and directors of Mitchall Mines & Minerals Ltd.
- Contractors, consultants, suppliers, and agents acting on behalf of the Company.
- Operations in all jurisdictions where Mitchall Mines & Minerals Ltd. conducts business, including Canada and Ecuador.

Ethical Business Practices

All individuals are expected to comply fully with applicable municipal, provincial, federal, and international laws and regulations relevant to their duties. This includes regulatory requirements specific to the mining and resource sectors.

We expect all representatives of the Company to act with honesty, fairness, and transparency. Falsifying records, manipulating data, or engaging in any form of deception - including the misrepresentation of financial, geological, or operational information - is strictly prohibited.

Employees and directors must avoid any situation where personal interests might conflict with the best interests of the Company. Any actual, perceived, or potential conflict of interest must be promptly disclosed to a supervisor, the Legal Department, or the Compliance Director.

Anti-Bribery and Corruption

Mitchall Mines maintains a zero-tolerance policy toward bribery and corruption. Offering, soliciting, or accepting bribes, facilitation payments, or improper advantages - whether directly or through third parties - is strictly forbidden. The Company complies with the **Corruption of Foreign Public Officials Act (CFPOA)** and all applicable anti-corruption legislation in every jurisdiction in which it operates.

Workplace Conduct and Responsibilities

We are committed to providing a respectful, inclusive, and diverse workplace, free from discrimination, harassment, and retaliation. All individuals must treat one another with dignity and professionalism, regardless of gender, ethnicity, religion, age, disability, or background.

Safety is fundamental to our operations. Every employee is responsible for adhering to established safety procedures and reporting hazards or unsafe behaviour. Mitchall Mines enforces a robust Health and Safety Management System across all sites to protect the wellbeing of our people and contractors.

Employees must safeguard all confidential, proprietary, and sensitive information related to the Company's operations, personnel, and partners. Disclosure of such information to unauthorized parties, whether intentional or negligent, is strictly prohibited and may result in disciplinary action.

Environmental and Social Responsibility

We comply with all environmental laws and regulations relevant to our operations. Employees are expected to support and follow policies on waste management, emissions reduction, energy efficiency, and water conservation. Environmental performance is a core measure of operational excellence at Mitchall Mines.

Mitchall Mines is committed to creating lasting, positive impacts in the communities where we operate. We engage local stakeholders with respect and transparency, invest in community development initiatives, and support education, infrastructure, and environmental restoration efforts through our Corporate Social Responsibility (CSR) programs.

Compliance and Reporting Concerns

All employees and representatives are obligated to report known or suspected violations of this Code, unethical conduct, or illegal activity. Reports can be submitted to a supervisor, the Compliance Department, or through the Company's anonymous whistleblower hotline. Mitchall Mines strictly prohibits retaliation against anyone who, in good faith, raises a concern or reports misconduct.

Reports will be handled confidentially, investigated promptly, and addressed with appropriate corrective actions. Maintaining a culture of accountability and openness is essential to the continued success and integrity of Mitchall Mines & Minerals Ltd.

Drafted by:
Approved by:
Effective Date:
Effective Through:

Mrs. Linette Maurin & Sherman Darnell
The Board of Directors
Friday , March 14 2025
Friday, March 12 2027



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