
	Document No.	POL-HRM-001
	Revision:	2
	Revision Date:	September 17, 2025
		Page 1 of 26
Code of Conduct Policy		

Table of Contents


1.0	Policy Statement	3
2.0	Scope	3
3.0	Our Values.....	3
3.1	Health and Safety of Our People and the Environment.....	3
3.2	Honesty and Integrity in Everything that We Do.....	4
3.3	Relentless Pursuit of Excellence.....	4
3.4	Taking Ownership Through Entrepreneurial Spirit.....	5
4.0	Internal Responsibility System.....	6
4.1	Employer Responsibilities.....	6
4.2	Supervisor Responsibilities.....	6
4.3	Worker Responsibilities	6
4.4	Health and Safety Representative / Joint Health and Safety Committees	6
4.5	Worker Rights.....	7
5.0	Fitness for Duty	7
6.0	Workplace Violence, Harassment and Discrimination	8
7.0	Accessibility.....	9
8.0	Disconnecting from Work.....	10
8.1	Regular Work Hours	11
8.2	Communication.....	11
8.3	Pressing Circumstances	11
9.0	Legal Compliance.....	12
10.0	Anti-Bribery and Anti-Corruption	12
10.1	Anti-Money Laundering.....	12
10.2	Bribery	12
10.3	Facilitation Payments.....	13
10.4	Donations and Charitable Contributions	13
10.5	Investigations	13
10.6	Gifts, Meals and Entertainment.....	13
10.7	Fair Competition	14

	Document No.	POL-HRM-001
	Revision:	2
	Revision Date:	September 17, 2025
		Page 2 of 26
Code of Conduct Policy		

11.0	Conflicts of Interest.....	14
11.1	Related Person.....	15
11.2	Outside Business Activities	15
12.0	Use of Company Assets	16
12.1	Information Systems.....	16
12.2	Electronic Monitoring	17
12.3	Theft.....	18
13.0	Personal Devices	18
14.0	Privacy and Confidentiality	19
14.1	Competitor's Information.....	19
14.2	Insider Trading.....	20
14.3	Authorized Spokespersons.....	20
14.4	Personal Information.....	21
14.5	Records and Reporting.....	23
15.0	Reporting.....	23
16.0	Review	24
17.0	Appendix	25

Revision & Approval History

Date	Rev	Updates	Approved By	
			HR Manager	CEO
10 Apr 25	0	Initial Release		
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	Document No.	POL-HRM-001
	Revision:	2
	Revision Date:	September 17, 2025
		Page 3 of 26
Code of Conduct Policy		

1.0 Policy Statement

Magna Mining Inc.'s (the Company or Magna Mining) Code of Conduct and Ethics policy embodies the commitment of Magna Mining and its subsidiaries to conduct business in accordance with all applicable laws, rules and regulations, and high ethical standards.

2.0 Scope

This policy applies to all directors, officers, employees, contractors and representatives in every business where Magna Mining operates.

3.0 Our Values

Our values define how we do our work. The Company expects all directors, officers, employees, contractors and representatives to work in accordance with these values.

3.1 Health and Safety of Our People and the Environment


We do things right for ourselves, our stakeholders and the environment.

We prioritize the well-being of our people, our co-workers, and the environment by doing things right, consistently and conscientiously. Our approach is grounded in the belief that safety isn't achieved through paperwork alone but through thoughtful actions and a culture of awareness. We understand that while zero harm is an aspirational goal, we must focus on managing risks effectively, rather than assuming we can eliminate them entirely.

Our commitment:

- **Active Observation:** We continuously observe our work environment and behaviors to identify risks and prevent incidents before they occur. Safety is everyone's responsibility, and small actions can make a significant difference.
- **Practical Risk Management:** We prioritize completing risk assessments at multiple levels and take a proactive approach to safety in all situations. We acknowledge that we can't remove all risks, but we can manage them thoughtfully and reduce harm.
- **Collaborative Safety Culture:** We promote a workplace where open communication, peer feedback, and a shared commitment to doing the right thing ensures that safety is an integral part of everything we do. This includes caring not only for our personal safety but also for the safety of our coworkers and the environment.
- **Continuous Learning:** We recognize that safety is an evolving process. Our focus is on learning from each situation, continuously improving, and making safety a living practice, rather than relying on a static set of rules and procedures.

By embedding these principles into our daily work, we foster a culture where everyone is accountable for health, safety, and environmental responsibility.

	Document No.	POL-HRM-001
	Revision:	2
	Revision Date:	September 17, 2025
		Page 4 of 26
Code of Conduct Policy		

3.2 Honesty and Integrity in Everything that We Do

We follow through on our commitments while demonstrating truthfulness, respect, and integrity in all actions and with all people.

Trust is the foundation of every relationship, whether with colleagues, customers, or stakeholders. At the heart of trust is honesty and integrity. We are committed to following through on our promises, acting with truthfulness, and showing respect in every interaction.

We understand that without honesty and integrity, trust cannot be built or will quickly erode. These values are not just words; they are embodied in actions we demonstrate every day, in every decision we make, and in every relationship we nurture.

Our Commitment:


- **Lead by Example:** As leaders and individuals, we ask ourselves if our actions reflect the values of honesty and integrity. We are committed to upholding these principles, both in what we say and what we do, ensuring that our behavior inspires trust and respect.
- **Transparency and Accountability:** We believe in open, honest communication. This means being straightforward, admitting mistakes, and taking responsibility for our actions. Accountability is essential to maintaining trust within our teams and with external partners.
- **Keeping Our Commitments:** We follow through on our promises. Whether to coworkers, clients, or stakeholders, we understand the importance of reliability and consistency. When challenges arise, we communicate proactively and find solutions that maintain the trust placed in us.
- **Respect in All Interactions:** We treat every person with dignity and respect, regardless of position or circumstance. By creating an environment of mutual respect, we foster open dialogue and collaboration.

Honesty and integrity are at the core of our success. Together, they form the basis of trust, which we continually work to earn and protect in all our relationships.

3.3 Relentless Pursuit of Excellence

We strive for excellence in all things, while continually optimizing our performance and practices to achieve goals and exceed expectations as a team, and collectively celebrate our accomplishments along the way.

We are committed to achieving excellence in everything we do. Excellence is not just a goal—it's a mindset. We push ourselves to continually optimize our performance, refine our practices, and exceed expectations. As a team, we aim to go beyond "good enough," knowing that there is always room for improvement. Along the way, we celebrate our collective successes and learn from every experience.

	Document No.	POL-HRM-001
	Revision:	2
	Revision Date:	September 17, 2025
		Page 5 of 26
Code of Conduct Policy		

Our Commitment:

- **Continuous Improvement:** We believe in the power of progress. Each day is an opportunity to do better, to eliminate inefficiencies, and to innovate in ways that improve our work and results. We challenge ourselves to ask, "Can we be better?" and take action to make it happen.
- **Lean and Efficient:** We focus on eliminating waste and ensuring that every step, every decision, and every action counts. By streamlining processes and focusing on what truly adds value, we create more efficient, impactful outcomes.
- **Team-Oriented Success:** Excellence is a team effort. We work together, leveraging our collective strengths to achieve shared goals. Success is something we celebrate together, recognizing that our achievements are the result of our collective hard work and collaboration.
- **Striving for Perfection:** While perfection may be elusive, the pursuit of it drives us to elevate our standards. We embrace challenges as opportunities to grow and push the boundaries of what we can accomplish. This mindset ensures that we never settle and always aim higher.

Relentless in our pursuit of excellence, we constantly seek to improve, innovate, and exceed expectations. Together, we push the limits of what we can achieve.

3.4 Taking Ownership Through Entrepreneurial Spirit

We embrace challenges, take calculated technical risks, own the work we do and find solutions which honour our other core values.

We empower individuals to make decisions, take calculated risks, and implement creative solutions while being accountable for the outcomes. This spirit of ownership fosters a dynamic, forward-thinking environment where each person is committed to driving the success of the Company. By embracing change, thinking strategically, and executing with purpose, we collectively contribute to the Company's ongoing innovation and long-term sustainability.

We embody an entrepreneurial mindset, approaching challenges with curiosity, courage, and a commitment to take ownership of our actions. We embrace opportunities, take calculated risks, and remain accountable for both our successes and failures—always learning and improving. Our focus is on finding solutions that align with our core values, driving us forward with integrity and responsibility.

Our Commitment:

- **Embrace Challenges with Optimism:** We see challenges as opportunities for growth and innovation. Rather than being daunted by obstacles, we approach them with a champion mindset, determined to find solutions and turn ideas into actions.
- **Calculated Risk-Taking:** We are willing to take thoughtful, calculated risks that drive progress and innovation. We understand that with risk comes the possibility of failure, but we own both our successes and our setbacks, using each as a stepping stone to learn and improve.

- **Ownership and Accountability:** We take full ownership of our work and responsibilities. This means seeing tasks through from start to finish, taking initiative, and ensuring that our actions reflect our commitment to excellence and integrity. We hold ourselves accountable and work to solve problems in a way that honors our core values.
- **Action-Oriented Problem Solving:** We don't just identify problems—we solve them. With an entrepreneurial spirit, we turn ideas into action, constantly seeking ways to improve, innovate, and adapt to changing circumstances.
- **Champion Mindset:** We reject a victim mentality and embrace a champion mindset. When challenges arise, we focus on what we can control and how we can contribute to positive outcomes. We take responsibility for our actions, learn from our experiences, and persist until we achieve success.

Through our entrepreneurial spirit, we take ownership of our work, embrace challenges, and pursue innovative solutions that drive success while upholding our values.

4.0 Internal Responsibility System

Directors, officers, employees, contractors and representatives of the Company are expected to follow the Internal Responsibility System (IRS). Under the IRS, everyone in the workplace has a role to play in keeping our workplaces safe and healthy.

4.1 Employer Responsibilities

Employers, typically represented by senior management, have the greatest responsibilities with respect to health and safety in the workplace and are responsible for taking every precaution reasonable in the circumstances for the protection of workers.

4.2 Supervisor Responsibilities


Supervisors are responsible for making workers fully aware of the hazards that may be encountered on the job or in the workplace; ensuring that they work safely, responding to any of the hazards brought to their attention, including taking every precaution reasonable in the circumstances for the protection of workers.

4.3 Worker Responsibilities

Worker responsibilities include reporting hazards in the workplace, working safely and following safe work practices, using the required personal protective equipment for the job at hand, and participating in health and safety programs established for the workplace.

4.4 Health and Safety Representative / Joint Health and Safety Committees

The health and safety representative, or the joint health and safety committee (JHSC) where applicable, contribute to workplace health and safety because of their involvement with health and safety issues, and by assessing the effectiveness of the IRS.

	Document No.	POL-HRM-001
	Revision:	2
	Revision Date:	September 17, 2025
		Page 7 of 26
Code of Conduct Policy		

4.5 Worker Rights

Workers have the **right to know** about any potential hazards to which they may be exposed in the workplace. The primary way that workers can become aware of hazards in the workplace is to be informed and instructed on how to protect their health and safety, including health and safety related to the use of machinery, equipment, working conditions, processes and hazardous substances.

Workers have the **right to participate** and be part of the process of identifying and resolving workplace health and safety concerns. This right is expressed through direct worker participation in health and safety in the workplace and/or through worker membership on joint health and safety committees or through worker health and safety representatives.

Workers have the **right to refuse work** that they believe is dangerous to either their own health and safety or that of another worker in the workplace. For example, workers may refuse work if they believe their health and safety is endangered by any equipment they are to use or by the physical conditions of the workplace.


5.0 Fitness for Duty

The Company is required to take every reasonable precaution to protect the occupational health and safety of persons at or near the workplace. Workers must in return take all reasonable precautions to prevent injuries to themselves and others who are at or near their workplace and cooperate with the Company.

To this end, all directors, officers, employees, contractors and representatives are expected to report fit for duty and remain fit for duty while performing work and/or while representing the Company. The Company commits to provide accommodations that are reasonable.

An individual is considered fit for duty if they are in a healthy physical, physiological and psychological condition.

- **Physical condition** refers to body's condition such as physical ability, mobility, vision, hearing, wearing appropriate personal protective equipment or clothing etc.
- **Physiological condition** refers to conditions that affect the body's functions and processes. Examples may include fatigue, traumatic shock, impairment, medical conditions or treatment etc.
- **Psychological condition** refers to the functions of the emotional and mental state of a person and their reactions to different factors. Examples may include stress, feeling overwhelmed, emotional state, risk tolerance, family or relationship situations etc.

	Document No.	POL-HRM-001
	Revision:	2
	Revision Date:	September 17, 2025
		Page 8 of 26
Code of Conduct Policy		

All directors, officers, employees, contractors and representatives must:

- Assess their fitness for duty prior to commencing work and throughout the work period,
- Provide appropriate notice to their Supervisor when not fit for duty,
- Take appropriate steps to care for their own wellbeing,
- Ensure sufficient rest prior to starting work,
- Use and wear equipment, protective devices or clothing that is appropriate,
- Recognize symptoms of fatigue, stress and/or complacency,
- Responsibly use all medications,
- Determine (with their doctor) whether a medication may adversely affect performance or safety, and
- Self-disclose in advance if a condition exists or there may be adverse effects of medication so that accommodation can be discussed.


The Company has zero-tolerance for drug and alcohol use. All directors, officers, employees, contractors and representatives must not:

- Consume alcoholic beverages or other intoxicating substances that affect work performance or impair their judgment,
- Consume, provide or serve alcoholic beverages or any other intoxicating substances on the Company's mines and mining plants. Exceptions to consume, provide or serve alcoholic beverages may be granted for corporate functions held at non-mining locations, but only with prior approval from the Chief Executive Officer, Executive Vice-President, or the Chief Operating Officer, or
- Consume, possess, sell or distribute illegal substances on Company premises, at any Company function or at any other time when you could be identified as a Company director, officer, employee, contractor or representative.

6.0 Workplace Violence, Harassment and Discrimination

The Company is committed to providing a workplace in which the respect and safety of our employees is paramount. All directors, officers, employees, contractors and representatives have the right to work in an environment that is free of violence, harassment, sexual harassment and discrimination. The Company will not tolerate any form of violence, harassment, or discrimination from any person including customers, clients, other employers, supervisors, workers and members of the general public. This applies to anyone on Magna Mining premises and elsewhere while engaging in Company business, activities or social events. It equally applies to interpersonal and electronic communications such as, but not limited to, email and text messages.

Anyone who believes that they have experienced or witnessed workplace violence, harassment or discrimination may, verbally or in writing, report the same to their Supervisor, member of their Human Resources Department or through the reporting mechanisms outlined below.

	Document No.	POL-HRM-001
	Revision:	2
	Revision Date:	September 17, 2025
		Page 9 of 26
Code of Conduct Policy		

Magna Mining will investigate and deal with concerns, complaints or incidents of workplace violence, harassment and discrimination in a fair, sensitive and timely manner while respecting workers' privacy as much as possible. In certain cases, appropriate external third parties may conduct and/or participate in investigations and external authorities may be notified. The Company will maintain the confidentiality of the complainant, to the extent possible in the circumstances, and prohibits reprisal against anyone for participating in the complaint process in good faith.

7.0 Accessibility


In accordance with *Accessibility for Ontarians with Disabilities Act, 2005* (AODA), the Company is committed to ensuring equal access and participation for people with disabilities.

Disability means:

- any degree of physical disability, infirmity, malformation or disfigurement that is caused by bodily injury, birth defect or illness and, without limiting the generality of the foregoing, includes diabetes mellitus, epilepsy, a brain injury, any degree of paralysis, amputation, lack of physical coordination, blindness or visual impediment, deafness or hearing impediment, muteness or speech impediment, or physical reliance on a guide dog or other animal or on a wheelchair or other remedial appliance or device,
- a condition of mental impairment or a developmental disability,
- a learning disability, or a dysfunction in one or more of the processes involved in understanding or using symbols or spoken language,
- a mental disorder, or
- an injury or disability for which benefits were claimed or received under the insurance plan established under the *Workplace Safety and Insurance Act, 1997*.

The company is committed to:

- **Workplace Emergency Response Information.** Where the Company is aware that an employee has a disability and that there is a need for accommodation, individualized workplace emergency response information will be provided to the employee as soon as practicable if such information is necessary given the nature of the employee's disability. Where the employee requires assistance, the Company will, with the consent of the employee, provide the workplace emergency response information to any person designated by the Company to provide assistance to the employee. The Company will review the individualized workplace emergency response information when the employee moves to a different location in the organization, when the employee's overall accommodations needs or plans are reviewed, and when the Company reviews its general emergency response policies.
- **Training.** The Company will provide training to all members of our organization on Ontario's accessibility laws and on the *Human Rights Code* as it relates to people with disabilities, and on how to interact with people with different disabilities. Training will be provided in a way that best suits the duties of directors, employees,

	Document No.	POL-HRM-001
	Revision:	2
	Revision Date:	September 17, 2025
		Page 10 of 26
Code of Conduct Policy		


contractors and representatives. The Company will keep a record of the training it provides. The Company will inform all employees of existing policies and any updated policies used to support employees with disabilities. This information will be provided to new employees as soon as practicable after commencing employment.

- **Accessible Information and Communications.** The Company will meet the communication needs of people with disabilities. The Company will consult with people with disabilities to determine their information and communication needs.
- **Feedback Mechanisms.** The Company will continue to ensure that its process for receiving and responding to feedback is accessible to persons with disabilities by providing, or arranging for the provision of, accessible formats and communication supports, upon request.
- **Fair Employment Practices.** The Company will ensure fair and accessible employment practices. This includes providing accessibility across all stages of the employment cycle. The Company will take into account the accessibility needs of employees with disabilities, as well as individual accommodation plans, when conducting its performance management process, providing career development and advancement opportunities to employees, or when redeploying employees with disabilities.
- **Fair Recruitment Practices.** The Company will notify its employees and the public about the availability of accommodation for applicants with disabilities in its recruitment and assessment process. The Company will notify job applicants when they are individually selected to participate further in an assessment or selection process and that accommodations are available upon request in relation to the materials or processes to be used. If a selected applicant requests an accommodation, the Company will consult with the applicant and provide, or arrange for the provision of, a suitable accommodation in a manner that takes into account the applicant's accessibility needs due to disability. When making offers of employment, the Company will notify the successful applicant of its policies for accommodating employees with disabilities.
- **Individual Accommodation Plans.** The Company will develop and have in place a written process for the development of documented individual accommodation plans for employees with disabilities and to facilitate an employee's return to work after absenteeism due to disability in accordance with the requirements of the IASR.

8.0 Disconnecting from Work

In accordance with Section 21.1.2 of the Ontario *Employment Standards Act, 2000* ("ESA"), the Company is committed to ensuring workers understand their right to disconnect from work.

The ESA defines "disconnecting from work" as: "not engaging in work-related communications, including emails, telephone calls, video calls or the sending or reviewing of other messages, so as to be free from the performance of work."

	Document No.	POL-HRM-001
	Revision:	2
	Revision Date:	September 17, 2025
		Page 11 of 26
Code of Conduct Policy		

8.1 Regular Work Hours

An employee's regular work hours will vary depending on the nature and demands of their position. Regular work hours may be determined in accordance with any combination of an employee's employment agreement, existing practice, and/or agreement with their Manager about the expectations of the role and associated hours of work.

8.2 Communication

We encourage workers to:

- Set clear boundaries between your work and personal life.
- Use effective notifications in communications that clearly establish expectations around the necessity for and timing of a response. Where you are out of the office for an extended period of time (e.g., conferences, lengthy meetings, vacations etc.) you are encouraged to record an outgoing voicemail message on your phone, activate the "out of office" setting with an automatic reply on your email and other communication platforms, including identifying a colleague as an alternative contact, as appropriate.
- Respect others' ability to disconnect and adjust expectations regarding the ability of co-workers to respond or communicate. For example, avoid sending standard communications to a colleague outside their regular work hours. The 'Delay Delivery' option can be utilized to schedule delivery of email messages during the recipient's work hours. If it is necessary for the recipient to communicate outside their regular work hours make the reasons for the communication clear; and if possible, pre-arrange a time to connect that is convenient for your colleague to minimize the interruption.


8.3 Pressing Circumstances

Where and if possible, communications should be sent only during working hours. While we recognize the desire to disconnect from work, there are occasions when it may be necessary to communicate outside of regular work hours. Examples include, but are not limited to:

- If a matter is urgent or time sensitive and it would not be practical or possible to wait until the employee's next regular work hours.
- If the timing of when work is performed is impacted by time zones and it would not be practical or possible to restrict work to the employee's regular work hours.
- If an employee is scheduled to be on-call outside of their regular work hours.
- If business or operational needs require it, as determined by the employee's Manager.

In addition to these exceptions, there are some roles where the nature of the position is such that an employee is expected to regularly be available to address work-related communication/tasks outside of their regularly scheduled hours.

The Company further recognizes that employees may want or need to work outside their regular working hours to meet time-sensitive deadlines, attend to urgent matters, or to

	Document No.	POL-HRM-001
	Revision:	2
	Revision Date:	September 17, 2025
		Page 12 of 26
Code of Conduct Policy		

allow for a flexible work environment. If this is the case, employees are encouraged to conduct themselves in accordance with these guidelines.

9.0 Legal Compliance

The Company's operations are subject to a number of very complex and changing laws and regulations. The Company's directors, officers, employees, contractors and representatives must comply with these laws and regulations as well as various rules, policies and guidelines of regulatory authorities and governmental agencies wherever it does business. Each director, officer, employee, contractor and representative is reminded that the law takes precedence in cases where there may be a conflict between the law and traditional or industry practices.

10.0 Anti-Bribery and Anti-Corruption

In dealings with domestic and foreign public officials and government employees, the Company's directors, officers, employees, contractors and representatives must, at all times, maintain and enhance the reputation and integrity of the Company. All directors, officers, employees, contractors and representatives shall conduct their dealings with government officials and employees in compliance with the [Corruption of Foreign Public Officials Act](#) (Canada) (the "CFPOA") and all other applicable laws.


For further information on the expectations of the Company and the obligations of its directors, officers, employees, contractors and representatives, please refer to the Company's supplemental Anti-Bribery and Anti-Corruption Policy.

10.1 Anti-Money Laundering

The Company will support and contribute to the effective elimination of money laundering where there is an identifiable and reasonable risk of money-laundering resulting from, or connected to, the extraction, trade, handling, transport or export of resources. Moreover, the Company will not knowingly accept funds that are derived from unlawful sources or activities. The Company is committed to complying fully with all applicable anti-money laundering laws.

10.2 Bribery

Bribery can be defined as the offering, giving, receiving, or soliciting of anything of value to influence or to attempt to influence an act or a decision. Payments, benefits or other advantages extended to domestic or foreign public or government officials or employees, to obtain or maintain business are strictly prohibited. Similarly, the Company's directors, officers, employees, contractors and representatives who deal with government representatives will not, under any circumstance, personally accept any benefit or advantage offered by a government representative. Furthermore, the Company's directors, officers, employees, contractors and representatives must not act outside of the scope of their official roles in order to assist private entities or persons in their dealings with the Company where this would result in unwarranted preferential treatment to any

	Document No.	POL-HRM-001
	Revision:	2
	Revision Date:	September 17, 2025
		Page 13 of 26
Code of Conduct Policy		

person or organization. Under no circumstances shall Company funds be used to make political contributions to political parties or candidates even if such contributions are permitted by local laws.

10.3 Facilitation Payments

Although the CFPOA and any other applicable law may permit them, facilitation payments, which are payments to government officials or employees to expedite routine services, are prohibited.

10.4 Donations and Charitable Contributions

All donations and charitable contributions made by the Company must follow the standards as set out by the Donations Committee terms of reference. The Company will not make donations and charitable contributions in circumstances which could reasonably be seen to infringe the principles set forth in the sections above.

The Donations Committee is responsible for ensuring that requests are aligned with this policy and the standards set out by the committee. The Committee is responsible for communicating, evaluating, monitoring and recording donations. The budget to be administered by the Donations Committee is determined each year by the Company's Executive Leaders.

The Company prioritizes donations made to organization and initiatives that best support our core values.


10.5 Investigations

While the Company will cooperate fully with government or regulatory investigations pertaining to dealings with domestic or foreign public officials, no director, officer, employee, contractor or representative, other than those specifically authorized by the Company, may respond on behalf of the Company. The authorized spokespersons for the Company are the Chief Executive Officer, and Executive Vice-President. Any request for information during a government or regulatory investigation must be immediately directed to any such spokesperson.

10.6 Gifts, Meals and Entertainment

As the Company expects employees, contractors and representatives to conduct business in a way that avoids even the perception of illegal or unethical conduct, when offering or receiving entertainment, gifts, favours or meals, the following standards should be followed:

- The entertainment, gift, favour or meal should be incidental or customary hospitality and of nominal value; it cannot be meant or perceived to influence the recipient's judgment or to secure preferential treatment for the giver.
- The entertainment, gift, favour or meal should justify a definite business purpose and be appropriate to the person's responsibilities.

	Document No.	POL-HRM-001
	Revision:	2
	Revision Date:	September 17, 2025
		Page 14 of 26
Code of Conduct Policy		

- Public disclosure of the receipt of any entertainment, gift, favour or meal, or the potential for public disclosure to occur, must not embarrass the Company or the recipient.
- In general, the receipt by any director, employee, contractor or representative of entertainment, gift, favour or meal valued at more than CAD\$200 may carry the presumption of a conflict of interest and should be disclosed to the individual's immediate supervisor. In addition, the individual is responsible for any personal income tax implications.
- Purchasers involved in a bid process should reject all entertainment, gifts, favours or meals.
- Any employee, contractor or representative whose position allows them to select, contribute to, or otherwise influence the selection of a supplier or service provider, will inform their immediate supervisor of any situation where a supplier or service provider is related to or has an affiliation with himself/herself. In such circumstances, it is not appropriate for the employee, contractor or representative to participate in the tender process and/or selection of the supplier or service provider.
- Furthermore, any employee, contractor or representative involved in purchase award decisions, who has or whose relative (spouse, immediate family, etc.) has a substantial interest in any contract with a supplier, sale to a supplier, purchase from a supplier or service provided by a supplier, must make that interest known to their immediate supervisor and must not participate in any manner in the relevant contract or provision of goods or services.
- Where an employee's immediate family offers or accepts gifts, meals or entertainment, this infringes on the standards described above.


10.7 Fair Competition

The Company is committed to the principles of fair competition in the purchase and sale of products and services. All procurement decisions shall be based exclusively on normal commercial considerations, such as quality, price, availability, service, reputation and other factors bearing directly on the product, service or supplier. Suppliers and potential suppliers of the Company shall be given equal opportunity to tender for the Company's business, on competitive terms. Furthermore, the Company prohibits practices in violation of competition laws.

The Company will neither seek, encourage nor tolerate special favours or arrangements with suppliers or customers that impair, or give the appearance of impairing, fair commercial relationships. Under no circumstances is it acceptable to offer, give, solicit or receive any form of bribe, kickback, or inducement. In the same manner, the Company must avoid either the fact or the appearance of improperly influencing relationships with organizations or individuals with whom the Company deals in the course of its business.

11.0 Conflicts of Interest

In discharging their duties, directors, officers, employees, contractors and representatives must act honestly and in good faith with a view to the best interests of the Company. Directors, officers, employees, contractors and representatives must avoid situations

	Document No.	POL-HRM-001
	Revision:	2
	Revision Date:	September 17, 2025
		Page 15 of 26
Code of Conduct Policy		

involving a conflict between their personal interests and the interests of the Company. Actions taken and decisions made by any director, officer, employee, contractor or representative should be documented and based on impartial and objective assessment of the facts in each situation, free from influence by gifts and favours and the like, which may adversely affect the objectivity of the director, officer, employee, contractor or representative's judgments.

The integrity and effectiveness of any director, officer, employee, contractor or representative is impaired when they have such a substantial personal interest in a transaction, or in a party to a transaction, that either their general duty of undivided loyalty to the Company or their independent judgment, or their decisions or actions taken on the Company's behalf, might reasonably be expected to be adversely affected. Undisclosed interests or obligations in firms with which, or property in regards to which, the Company transacts business or contemplates such transactions, create at least the presumption of a conflict of interest and must be avoided.

A director, officer, employee, contractor or representative who may have conflicting or potentially conflicting interests between their personal, business or other outside activities and any business interest of the Company in any transaction that they know is under consideration by the Company, must immediately withdraw from any discussions, decisions or assessment related to the particular subject and inform their immediate supervisor of the matter and of their potential conflict.


Directors, officers, employees, contractors and representatives may encounter a variety of situations that represent real or potential conflicts of interest. The Company expects all directors, officers, employees, contractors and representatives to be sensitive to such possibilities and to consult their immediate supervisor, or the Legal Department, when ambiguous situations arise.

11.1 Related Person

The Company allows the employment of related persons, but in every case the process followed must be equitable and situations involving a conflict or a potential conflict between any employee's personal interests and the interests of the Company must be disclosed and mitigated. The following relationships between an employee and the person to whom the employee reports to may give rise to violations of this principle and must be disclosed (i) a spouse (including common law relation) or other form of romantic relationship, (ii) a child or grandchild, (iii) a spouse of such child or grandchild, (iv) a sibling, (v) a father-in-law or mother-in-law, (vi) a niece or nephew, and (vii) any other personal relationship that creates, or could reasonably be perceived to create, a conflict of interest between the employee and the person to whom the employee reports.

11.2 Outside Business Activities

Involvement or employment outside the Company which may interfere with a director, officer, employee, contractor or representative's general duty of undivided loyalty to the Company, or adversely affect their independent judgment, or their decisions or actions

	Document No.	POL-HRM-001
	Revision:	2
	Revision Date:	September 17, 2025
		Page 16 of 26
Code of Conduct Policy		

taken on the Company's behalf, must be avoided. No conflict should exist between the private interests of directors, officers, employees, contractors, representatives and their official duties. To ensure that directors, officers, employees, contractors and representatives give their full attention to their work and their undivided commitment to the Company, they are discouraged from engaging in paid employment outside of the Company without the express written permission of their immediate supervisor, and, in any event, are strictly prohibited from engaging in paid employment that might conflict with the interests of the Company. Directors, officers, employees, contractors and representatives must also obtain the consent of their immediate supervisor for all professional activities, e.g., service in professional associations and on boards of directors which would necessitate time or energy away from Company business.

12.0 Use of Company Assets


Company assets may include property, time, proprietary information, corporate opportunities and funds as well as workspaces and equipment used by individuals, such as offices, vehicles, tools, computers and mobile phones. Directors, officers, employees, contractors and representatives are responsible for the proper use and security of Company assets. Appropriate precautions should be taken to prevent theft, damage, misuse or intentional damage of such assets.

Directors, officers, employees, contractors and representatives are entrusted with the care and use of Company assets with the expectation that they will be used for the sole benefit of, and as directed by, the Company. Using Company assets for personal gain is a violation of this trust. Directors, officers, employees, contractors and representatives may not obtain, use, or divert Company assets for personal gain or benefit, or for the personal gain or benefit of anyone else.

12.1 Information Systems

Directors, officers, employees, contractors and representatives may be granted access to the Company's information technology systems, including computers, e-mail, intranet, extranet, and internet access, telephones and voice mail. These systems are to be used for business purposes. Company information technology systems may be used for minor or incidental personal use provided that such use is kept at a minimum. However, no director, officer, employee, contractor or representative should have any expectation of privacy when accessing or using the Company's information technology systems.

Directors, officers, employees, contractors and representatives may not use Company information technology systems to display, store, print, or send material considered fraudulent, harassing, obscene, intimidating, defamatory, related to personal business interests, unlawful, otherwise inappropriate or contrary to our values. Non-business-related electronic mail messages shall not be sent from Company systems and shall be deleted by users if/when received.

	Document No.	POL-HRM-001
	Revision:	2
	Revision Date:	September 17, 2025
		Page 17 of 26
Code of Conduct Policy		

12.2 Electronic Monitoring

The Company is committed to maintaining a transparent, fair, and secure workplace. As part of this commitment, the Company may utilize electronic monitoring to ensure the safety, security, and efficiency of our operations. In accordance with the *Employment Standards Act, 2000* (ESA), Magna Mining applies the following policy on the electronic monitoring of employees.

Electronic monitoring may be conducted for the following purposes:

- Security: To protect company property, assets, and personnel.
- Safety: To ensure a safe working environment and compliance with health and safety regulations.
- Operational Efficiency: To monitor and improve productivity and efficiency of operations.
- Compliance: To ensure compliance with company policies, legal requirements, and regulatory standards.


Types of electronic monitoring may include but is not limited to:

- Video Surveillance: Cameras are placed in strategic locations for security purposes, including entrances, exits, and high-traffic areas.
- Access Control Systems: Electronic key cards and access logs are used to monitor entry and exit points.
- Computer and Network Monitoring: Usage of company computers, internet, email, and network systems is monitored to prevent unauthorized access and ensure compliance with company policies.
- Vehicle GPS Tracking: Company vehicles may be equipped with GPS devices to monitor their location, usage, and ensure driver safety.
- Telephony Monitoring: Calls made and received on company telephony systems may be recorded and monitored for quality assurance and security purposes.

Data collected through electronic monitoring will be used solely for the purposes outlined herein. Employees will be informed about the types and purposes of monitoring. Only data relevant to the purposes of monitoring will be collected. Data will be treated as confidential and accessed only by authorized personnel. Data will be retained only as long as necessary to fulfill the purposes for which it was collected. Data collection and use will comply with all applicable privacy laws and regulations.

Directors, officers, employees, contractors and representatives have the right to be informed about the types and purposes of electronic monitoring, access their own personal data collected through electronic monitoring, request corrections to any inaccurate personal data, and raise concerns or complaints about the monitoring practices.

Electronic monitoring practices will be reviewed regularly to ensure they remain appropriate and compliant with legal requirements.

	Document No.	POL-HRM-001
	Revision:	2
	Revision Date:	September 17, 2025
		Page 18 of 26
Code of Conduct Policy		

12.3 Theft

Theft of Company assets is the most fundamental breach of an employment relationship. The Company will not tolerate theft under any circumstances and will terminate for cause and possibly prosecute in such situations.

13.0 Personal Devices

Personal mobile devices should be used responsibly and minimally during work hours, especially in roles where safety and confidentiality are critical. Individuals may use their personal devices when necessary, but this must not interfere with their job performance, safety or productivity. Excessive use of personal mobile devices that causes disruption, risk or impacts productivity will not be tolerated. The use of personal mobile devices, during work hours, to access, view, or share inappropriate or offensive material (e.g., pornographic content, hate speech, etc.) is strictly prohibited.

Employees should limit personal social media usage during work hours, particularly if it affects their ability to focus or perform their job duties. Posting confidential or proprietary information about the company on social media is strictly prohibited and a fundamental breach of the employment relationship.


Recording or taking photographs of Magna Mining personnel or property, with personal mobile devices is prohibited unless specifically authorized.

Directors, officers, employees, contractors and representatives may choose to access company information technology systems, including but not limited to e-mails, databases, internal networks, and cloud-based services from personal devices.

If you choose to access company information on your personal device, you are required to enroll your device in the company's Mobile Device Management (MDM) system. This ensures that security policies are applied to protect company data while maintaining compliance with IT security standards. Additionally, multi-factor authentication (MFA) is mandatory, and you must use an approved authenticator app to verify your identity before accessing company systems. Failure to comply with these requirements may result in restricted access to company resources.

Devices must meet the minimum security and software standards defined by the IT department (e.g., operating system version, security software, encryption). Users must not store company data on their personal devices unless authorized by the IT Department to do so. Users should not share their personal devices with others when accessing company systems.

Users must adhere to confidentiality agreements and data protection regulations when accessing or storing company data on personal devices. Any data stored on personal devices must be protected and deleted upon request or upon termination of employment.

	Document No.	POL-HRM-001
	Revision:	2
	Revision Date:	September 17, 2025
		Page 19 of 26
Code of Conduct Policy		

The company reserves the right to monitor the access, usage, and security of personal devices that connect to company systems to ensure compliance with this policy. Periodic audits may be performed to verify that devices meet security requirements and to identify potential vulnerabilities.

Any incidents involving personal devices, such as theft, loss, unauthorized access, or security breaches, must be reported immediately to the IT department. Employees must cooperate with the company's investigation and follow incident response protocols.

14.0 Privacy and Confidentiality

Confidential information relating to the Company's business is a very important asset of the Company and must be treated accordingly.


During the course of their employment, directors, officers, employees, contractors and representatives may be provided with access to and knowledge of confidential information, to the extent that such information is necessary or at least useful to ensure the proper performance of their duties. Confidential information includes, but is not limited to, information not publicly disclosed about the Company's business, projected property acquisitions, exploration, drilling and other technical results, mining methods or techniques, production, discoveries, information relative to past, present and prospective customers and suppliers, joint ventures, financial data, marketing techniques, strategies, and business plans and personal information concerning directors, officers, employees, contractors and representatives of the Company.

Directors, officers, employees, contractors and representatives must preserve the confidentiality of such information and shall not at any time, both during and after their employment with the Company, disclose to anyone (within or outside the Company), any of the Company's confidential information, except on a need to know basis in the normal course of business. Moreover, directors, officers, employees, contractors and representatives shall not use such information for their, or anyone else's, personal gain. Directors, officers, employees, contractors and representatives shall return to the Company such confidential information, without making copies, upon request by the Company and, in any event, immediately after their employment termination.

The above restrictions apply not only to the Company's confidential information, but also to information received by the Company from third parties under an obligation of confidentiality.

14.1 Competitor's Information

From time to time, the Company gathers information about the industry in which it does business, including information about competitors. The Company is committed to gathering this information honestly and ethically; no director, officer, employee, contractor or representative should use improper means to obtain competitors' confidential business information.

	Document No.	POL-HRM-001
	Revision:	2
	Revision Date:	September 17, 2025
		Page 20 of 26
Code of Conduct Policy		

It is entirely proper to gather competitive information through surveys, market studies, competitive analyses and benchmarking, as well as from published articles, advertisements, publicly-distributed brochures and authorized communications with representatives, suppliers or customers of competitors.

No director, officer, employee, contractor or representative should attempt to acquire a competitor's confidential business information through unlawful or unethical means, such as theft, spying, burglary, wire-tapping, deceptive relationships with a competitor's suppliers or customers, unauthorized disclosures by a competitor's present or former employees, or breach of a competitor's non-disclosure or confidentiality agreement by a customer or other interested party.

14.2 Insider Trading

Applicable securities laws are extremely strict regarding the use and selective disclosure of information that, if publicly disclosed, could have a significant impact on the market price or value of the Company's securities or affect any reasonable investor's or potential investor's investment decision. For further information on the Company's obligations to immediately and broadly disclose to the public such material information relating to the Company, please refer to the Company's supplemental Corporate Disclosure policy.


Directors, officers, employees, contractors and representatives are prohibited from purchasing or selling the Company's securities and derivatives based on the Company's securities, such as securities convertible into the Company's shares, or exercising options on the Company's shares, when they are in possession of material non-public information concerning the business and affairs of the Company. They are similarly prohibited from informing others about such information, except in the necessary course of business and where the other party is under an obligation of confidentiality.

For further information on the Company's expectations and the obligations of its directors, officers, employees, contractors and representatives with respect to material undisclosed information of the Company, please refer to the Company's supplemental Insider Trading policy.

14.3 Authorized Spokespersons

The Chief Executive Officer, and Executive Vice President are the only official spokespersons of the Company. Unless authorized in writing, no director, officer, employee, contractor or representative may discuss matters pertaining to the Company with members of the news media or the public in general. Any enquiry or request for an interview must be referred to the Executive Vice President.

If any material information about the Company not yet disclosed to the public is inadvertently disclosed, directors, officers, employees, contractors and representatives aware of such disclosure shall contact the Executive Vice President immediately so that the Company may promptly take appropriate corrective action.

	Document No.	POL-HRM-001
	Revision:	2
	Revision Date:	September 17, 2025
		Page 21 of 26
Code of Conduct Policy		

Any representative of the Company should engage in responsible and ethical conduct on social media and at social events. When discussing topics related to Magna Mining, employees must make it clear that their views are personal and do not represent the official stance of the Company.

When attending industry events, conferences, or social gatherings as a representative of the Company or posting on social media in relation to the Company, representatives must:


- **Be Transparent:** If sharing opinions related to the Company, representatives should use disclaimers such as “Views are my own” or “Personal opinion” to avoid any confusion that might suggest the Company’s endorsement.
- **Respect Privacy:** Representatives must never share confidential or proprietary Company information on personal social media platforms. This includes internal strategies, financial data, employee details, or any other sensitive content.
- **Respect for Others:** Always be respectful when commenting or engaging with other users online. Harassment, discrimination, and derogatory comments about individuals, competitors, or the Company will not be tolerated.
- **Content Sharing:** Refrain from posting anything that could be seen as offensive, discriminatory, or controversial. This includes any content that violates our Company’s core values.
- **Branding Guidelines:** If representatives are sharing Company-related content (e.g., job announcements, events, promotions), ensure that it follows the Company’s branding and messaging guidelines.
- **Professionalism:** Maintain a high level of professionalism in both behavior and appearance. Remember that you are an ambassador for the Company, even if you are not actively representing the Company at the event.
- **Engage Positively:** Foster positive relationships and engage in conversations that reflect well on the Company. Avoid any negative or inflammatory comments about the Company, colleagues, or competitors.
- **Company Representation:** If representatives are wearing Company-branded attire or have their affiliation with the Company known, they should act in a way that aligns with the Company’s values and image.

Representatives must keep their personal social media accounts separate from Company accounts. This distinction helps prevent confusion between personal opinions and official Company representation.

14.4 Personal Information

The Company believes in taking steps to protect the privacy of its directors, officers, employees, contractors and representatives and others with whom the Company has a business relationship. The Company will not interfere in the personal lives of such individuals unless their conduct impairs their work performance or adversely affects the work environment or reputation of the Company.

The Company limits the collection of personal information to that which is necessary for business, legal, safety, security or contractual purposes and collection of such personal

	Document No.	POL-HRM-001
	Revision:	2
	Revision Date:	September 17, 2025
		Page 22 of 26
Code of Conduct Policy		

information is to be conducted by fair and lawful means and, except where otherwise permitted or required by law, with the consent of the individual from whom the information is being collected. Access to employment and medical records and other personal information shall be limited to those with a need to know such information for a legitimate business purpose and whose duties reasonably require access to such information. Directors, officers, employees, contractors, and representatives may not otherwise access or use personal information.


All directors, officers, employees, contractors and representatives have the right to access their own employment record and other personal information that the Company holds about them in accordance with applicable privacy laws. The Company will not provide any directors, officers, employees, contractors and representatives access to such information where doing so would reveal the personal information of another individual. Personal information shall not be used or disclosed for purposes other than those for which it was collected, except with the explicit knowledge and consent of the individual or as required by law.

Personal information shall be retained only as long as necessary for the fulfilment of those purposes for which it was collected and as permitted or required by applicable law and shall be kept sufficiently accurate, complete and up-to-date to minimize the possibility that inappropriate information may be used or disclosed.

The Company has implemented appropriate physical, technical, and organizational security measures designed to guard personal information against loss, destruction or modification. The Company and its representatives will observe obligations of confidentiality and non-disclosure of personal information, including information of its directors, officers, employees, contractors and representatives and other persons with whom the Company has a business relationship, with the same degree of diligence that directors, officers, employees, contractors and representatives are expected to use in protecting confidential information of the Company.

All comments, questions, concerns or complaints regarding personal information should be sent to the Manager, Human Resources.

The Company is responsible for all personal information in its possession or custody, including information that has been transferred to a third party for processing, and all directors, officers, employees, contractors and representatives shall adhere to the Company's policies, standards and procedures regarding the collection, use, and disclosure of personal information and those in place to protect personal information against loss or theft, as well as unauthorized access, disclosure, copying, use or modification, including the Company's internal Privacy Policy which is incorporated by reference herein. The Company and all directors, officers, employees, contractors and representatives shall also comply with all applicable laws regulating the disclosure or use of personal information, including the *Personal Information Protection and Electronic Documents Act* (PIPEDA).

	Document No.	POL-HRM-001
	Revision:	2
	Revision Date:	September 17, 2025
		Page 23 of 26
Code of Conduct Policy		

14.5 Records and Reporting

The Company's records and continuous disclosure documents serve as the means and evidence of the management of the Company's business, as the measure of the Company's fulfillment of its obligations to stakeholders, employees, suppliers and others, and of the Company's compliance with tax, financial, and other reporting requirements. Directors, officers, shareholders and other stakeholders of the Company cannot make informed decisions about the Company if its records or continuous disclosure documents contain material errors, omissions, falsifications or misleading statements.

The Company is committed to maintaining adequate accounting and auditing procedures and controls to ensure that financial reporting fairly presents, in all material respects, the financial condition and results of operations of the Company in accordance with the requirements of applicable law and International Financial Reporting Standards.


All employees involved in collecting, drafting, gathering, processing or recording such information are responsible for its integrity and shall ensure, to the best of their ability, that all entries, books, records and accounts of the Company accurately and fairly reflect the Company's operations and transactions. Accounting, financial, legal and other documents and records of the Company shall not be destroyed without the prior consent of the Executive Vice-President, Chief Financial Officer or General Counsel, as appropriate.

Each director, officer, employee, contractor and representative must be vigilant in preventing fraud and dishonesty, and report promptly to their immediate supervisor any evidence of wrongdoing. If need be, serious concern of questionable behaviour, conduct or practices within the Company regarding accounting, internal accounting controls, or auditing, or related matters may be reported following the reporting procedure outlined below.

15.0 Reporting

All officers, managers and supervisors shall maintain an "open door" policy regarding questions or concerns pertaining to business conduct as they relate to this Code and its applicability. Directors, officers, employees, contractors and representatives shall be encouraged to ask such questions in respect of any particular situation no matter how small or insignificant it may seem to be.

Each director, officer, employee, contractor and representative is encouraged to be alert to any work-related activities which could be construed as a violation of the Code. If a director, officer, employee, contractor or representative becomes aware of such a potential violation, they must bring the matter to the attention of their immediate supervisor, report the matter to the Human Resources Department or otherwise report the matter directly to the Company's Board of Directors. For certainty, no policy or procedure of the Company or any agreement with the Company shall be interpreted as preventing a report of a potential violation directly to any securities or other regulatory authority or law enforcement agency and the Company hereby waives any restrictions against such disclosure.

	Document No.	POL-HRM-001
	Revision:	2
	Revision Date:	September 17, 2025
		Page 24 of 26
Code of Conduct Policy		

For more information on the process or procedures maintained by the Company to allow for the confidential and anonymous reporting directly to the Company's Board of Directors of concerns related to potential violations of the Code, concerns related to accounting or auditing matters or controls or concerns related to potential violations of applicable laws, please refer to the Company's supplemental Whistleblower policy.

Retaliation against any director, officer employee, contractor or representative who in good faith reports a concern about any illegal or unethical conduct will not be tolerated.


Persons involved in illegal conduct or conduct that violates this Code may be subject to disciplinary action up to and including termination, and/or legal action, where warranted, even if they have reported it. Reporting a Code violation knowing it to be false may also result in disciplinary action up to and including termination.

If any member of management receives a report of any alleged violation of the Code, they must promptly inform the Manager, Human Resources of such report. An investigation will be conducted to determine whether a violation has in fact occurred. Appropriate corrective action, including disciplinary action up to and including termination will result from the investigation.

Any director, officer, employee, contractor or representative who withholds information during the course of an investigation regarding a possible violation of the Code is subject to disciplinary action, up to and including termination.

16.0 Review

This policy will be regularly reviewed and changes will be made as may be considered necessary or advisable from time to time to comply with applicable laws or to maintain the culture the Company has set out to achieve through the implementation of this Code of Conduct. Employees will be notified of any material changes to this policy.

	Document No.	POL-HRM-001
	Revision:	2
	Revision Date:	September 17, 2025
		Page 25 of 26
Code of Conduct Policy		

17.0 Appendix

Code of Conduct Acknowledgement


Magna Mining Inc. (“the Company”) directors, officers, employees, contractors and representatives are required to adhere to the Code of Conduct and Ethics (“Code”). This Acknowledgement has been prepared to facilitate compliance with the “Code”.

In discharging their duties, directors, employees, contractors and representatives must act honestly and in good faith with a view to the best interests of the Company. Directors, employees, contractors and representatives must avoid situations involving a conflict between their personal interests and the interests of the Company.

Please carefully read the “Code” before completing this Acknowledgement. By completing this questionnaire, you are certifying you have read, understand, and agree to comply with the Code and that the following statements are true without exception, except as noted.

Note: “Conflicted Person” includes (but not limited to) spouse, children, parents, siblings, in-laws, uncles, aunts, nephews and nieces.

Statements	True Without Exception	Other
1. Neither I, nor (each a “Conflicted Person”) has an interest in any entity that does or wants to do business with or competes with Magna Mining Inc.		
2. Neither I, nor any Conflicted Person perform any services for or hold any office in any entity that does or wants to do business or competes with Magna Mining Inc.		
3. Neither I, nor any Conflicted Person have represented Magna Mining Inc. in any transaction with any entity in which I or any Conflicted Person have an interest.		
4. Neither I, nor any Conflicted Person have competed with Magna Mining Inc. in the sale or purchase of property or services.		
5. Neither I, nor any Conflicted Person have solicited, accepted, or been reimbursed for any personal gifts, favors, personal travel expenses, the use of lodging or other housing, services of any kind, or any other thing of value from any person, firm, or representative who does or wants to do business with or competes with Magna Mining Inc.		
6. To the best of my knowledge, neither I, nor any person at Magna Mining Inc. reporting to me, nor any other person at Magna Mining Inc. has engaged in any conduct or maintained any interest or relationship which might conflict with the interest of Magna Mining Inc.		
7. To the best of my knowledge, I am not aware of any business transaction between Magna Mining Inc. and any member of my household or any Conflicted Person.		

	Document No.	POL-HRM-001
	Revision:	2
	Revision Date:	September 17, 2025
		Page 26 of 26
Code of Conduct Policy		

If you answered “other” to any question, please include the following information:

- a) The name and location of the entity involved, its type of business, and its relationship to Magna Mining Inc. (Example: XYZ Corporation, 1234 Main Street, City, Country)
- b) The name of the person involved (yourself, a member of your household, a related person) and their relationship to you (Example: My spouse, Jane Doe or my father, John Doe)
- c) The basis of your or any other identified person’s involvement (Example: My spouse, Jane Doe, is a sales representative for a vendor that Magna Mining Inc. buys goods or services from)
- d) Other details necessary to determine if a conflict of interest exists

Name and Location of the Entity	
Name of the Person	
Basis of Involvement	
Other Details	

Signing this Acknowledgement certifies that you have read, understand, and agree to comply with Magna Mining’s Code of Conduct and Ethics, and have disclosed all instances where a conflict of interest exists.

Employee Signature	Date