

Titan Discovery Corp.

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**TITAN DISCOVERY CORP.  
(the "Company")**

**CODE OF CONDUCT**

The purpose of the Code of Conduct (the "Code") is to assist all directors, officers, employees, advisors and consultants in making decisions regarding the affairs of the Company (including its subsidiaries). The Code, states basic principles that should guide the affairs of the Company and deals with certain specific situations but is not comprehensive. This material, will provide general parameters to help guide your resolution of the ethical, social and legal issues that you may encounter while conducting business on behalf of the Company. You are encouraged to consult with the Chair of the Audit Committee for direction regarding specific issues.

**THE CODE**

The Company (including its subsidiaries) and its directors, officers, employees, advisors and consultants ("Defined Persons") shall comply with the following obligations:

- conduct the Company's business and affairs honestly and with integrity, using high ethical standards;
- provide fair and accurate reporting in full compliance with all applicable regulatory requirements in news releases, financial reports and corporate presentations;
- financial statements shall be prepared in accordance with current generally accepted accounting principles and applicable securities laws, and the statements shall be prepared using the highest standards of integrity;
- be up to date with respect to the understanding of and comply with the laws and regulations of each jurisdiction in which the Company does business;
- conduct the Company's affairs with a view to the best interests of the Company as a whole and to with a goal of enhancing stakeholder value.

**CONFIDENTIALITY**

The Defined Persons are frequently entrusted with confidential information. This information may include (a) technical or scientific information about current and future projects, (b) business or marketing plans or projections, (c) earnings and other internal financial data, (d) personnel information, (e) supply and customer lists and (f) other non-public information that, if disclosed, might be of use to our competitors, or harmful to our business partners or stakeholders. This information is the property of the Company, or the property of business partners, and in many cases, was developed at great expense. All Defined Persons shall:

- not discuss confidential information with or in the presence of any unauthorized persons, including family members and friends;
- use confidential information only for our legitimate business purposes and not for personal gain;
- not disclose confidential information to third parties without prior authorization and then only under legal confidential agreements;
- not use Company property or resources for any personal benefit or the personal benefit of anyone else, the property of the Company includes the Company internet, email, and voicemail services, which should be used only for business related activities, and which the Company may monitor at any time without notice.

## **CONFLICT OF INTEREST**

Avoid all situations that might reasonably be perceived to conflict or have the potential to conflict with their duties to the Company. If a Defined Person or member of a Defined Person's immediate family holds a greater than 5% equity interest in, is a Defined Person of, or has a significant financial stake in a competitor to the Company, this will be considered a conflict situation that will be required to be disclosed. Where a conflict or potential conflict arises in the situation of a Defined Person, such individual shall comply with applicable corporate and securities laws with respect to such conflict. If a conflict or potential conflict arises involving a Defined Person, the individual shall disclose same to the Chair of the Audit Committee and shall abide by the recommendations of the Audit Committee Chair with respect to the conflict.

## **STOCK TRADING AND USE OF MATERIAL INFORMATION**

No Defined Person shall trade in the securities of the Company when they are aware of Undisclosed Material Information as defined by applicable securities regulations or the Management and Board of the Company. In addition, Defined Persons are prohibited from informing, or "tipping", anyone else about said Undisclosed Material Information. This prohibition extends to other securities whose price or value may reasonably be expected to be affected by the Undisclosed Material Information or changes in the price of the Company's securities and includes the granting or exercise of stock options.

No Defined Person shall reveal Undisclosed Material Information to any person unless the disclosure must occur in the necessary course of business (e.g. discussions with the Company's bankers or advisers where the disclosure of such information is necessary) or is legally required. The Chair of the Audit Committee or, if they are not available, another member of the Committee, should be consulted to determine if it is appropriate to reveal the Undisclosed Material Information in those circumstances.

The Chair of the Board or the CEO may issue Black-out notices to all Defined Persons from time to time when material information is developing or about to be disclosed to the public. The Black-out notice will be sent by email to all Defined Persons, and will prohibit the trading of the Company's securities, including any exercise of options or warrants until the Black-out is revoked by email. Any questions regarding the Black-out notice should be directed to the Chair or the CEO of the Company. In addition, no Defined Person subject to a Black-out notice shall inform anyone not subject to the black-out that a Black-out Notice is in effect as a result of particular events or developments.

## **SOCIAL MEDIA**

Only the CEO is authorized, or may authorize any Director, Employee, Advisor or Consultant, to post content on behalf of the Company to any social media platform or public forum. Social media content must be consistent with the Company's public disclosure record and adhere to all applicable regulatory requirements for such disclosure. It must also be in line with the Company's policies and within guidelines established by the CEO. No information, comments or photographs are to be posted to any social media, (including but not limited to social media accounts, networking sites, instant messaging, blogs and online forums) that has not approved by the CEO or which has already been made widely publicly available and as such can be treated as publicly available information. You should not publish information that either identifies, or could be seen to identify, an individual who has a right to privacy. The Company may direct you to immediately remove any commentary, content or images that contravenes Company policy in the view of the CEO.

## **DEALING WITH PUBLIC OFFICIALS**

No direct or indirect payments will be made to public officials with a view to assisting the Company to conduct its business unless there is no reasonable alternative to such payment, the payment is not being made to induce the official to misuse his or her position, the payment is not illegal under the Corruption of Foreign Public Officials Act

(Canada) or under the jurisdiction's laws and the payment is properly recorded and identified in accounting records and has been approved by the CEO or CFO after consultation.

#### Benefits Given

Gifts or other personal benefits will not be provided to others that would be considered extravagant or would reflect unfavourably on the Company.

#### Benefits Received

Do not seek or accept gifts or other personal benefits from those doing or seeking to do business with the Company which might reasonably be perceived to have the ability to affect the recipient's judgement or conduct involving the Company.

#### Other Entities to be Ethical and Operate Legally

Use reasonable efforts to ensure that the companies and individuals with which the Company does material business also observe high ethical standards and observe all regulatory and legal requirements governing their operations.

### **COMPLIANCE WITH THE CODE**

It is the responsibility of all Defined Persons to be aware of their obligations under and to comply with this Code and the Companies ESG Policy. All breaches of this Code shall immediately be reported to the Chair of the CGNC Committee. All reports by an individual of violations will be kept confidential except if otherwise required by law. Individuals who breach the Code may be subject to disciplinary action including dismissal.

Approved by the Board June \_\_, 2024.