

## **MAJOR DRILLING GROUP INTERNATIONAL INC.**

### **CODE OF ETHICS AND BUSINESS CONDUCT**

*Last updated April 2024*

#### **1. PURPOSE AND SCOPE**

Major Drilling Group International Inc.'s (the "**Corporation**") corporate purpose is to create sustainable value by partnering with our customers and communities to discover minerals for building a better future. Our purpose is achieved through upholding our five "core values", namely: integrity, sustainability, quality, respect and accountability. Together, our corporate purpose and core values should guide our employees in making the right ethical judgments, and serve as the foundations upon which this Policy is to be interpreted and applied.

It is the policy of the Corporation to conduct its business affairs honestly, ethically and in full accordance with the law. Conduct that may raise questions as to the Corporation's, or any of its Employee's (as defined below) honesty, integrity, impartiality, or reputation, or activities that could cause embarrassment to the Corporation or damage its reputation is prohibited. Any activity, conduct, or transaction that is or may appear to be unethical, illegal, or improper business conduct must be avoided.

In this Code, "Representative" shall mean all employees, directors, officers, consultants or security providers engaged by the Corporation or its subsidiaries. All Representatives are subject to this Code. Compliance with this Code is essential to preserving and enhancing the Corporation's reputation as a responsible corporate citizen, and to grow value responsibly, in a profitable and sustainable manner and with due regard for the interests of its shareholders generally and other stakeholders.

Violation of the Code is a serious matter that could subject Representatives or the Corporation to legal liability and furthermore, in the case of Representatives who are employees, disciplinary sanctions including termination. This Code is not meant to be a complete code of ethics and business conduct covering every eventuality. Consequently, should a Representative be confronted with a situation where further guidance is required, the matter should be discussed with designated persons as set forth in section 6 of this Code.

This Code applies equally to the Corporation's subsidiaries and/or affiliates, where appropriate.

#### **2. GENERAL CONDUCT AND BEHAVIOUR**

- 2.1 Each Representative is accountable for observing rules of conduct that are normally accepted as standard in a business enterprise.
- 2.2 The Corporation gives precedence to ethical conduct. Representatives will conduct themselves in accordance with ethical principles and obligations in their decisions and actions. They shall respect all ethical obligations deriving from applicable laws, acts and regulations. Representatives shall not condone unethical conduct.
- 2.3 The Corporation is committed to maintaining a work environment free from unlawful discrimination, including harassment based on sex, sexual orientation, gender identity, gender expression, race, age, religion, disability, ethnic group or

any other protected class status. Harassment is unacceptable and will not be tolerated. Representatives shall conduct themselves in accordance with the Corporation's commitment in this regard.

- 2.4 The Corporation prohibits and condemns any form of physical, verbal or written aggression or violence, whether it is committed by a Representative against another, or against anyone else a Representative comes in contact with when carrying out his or her responsibilities.
- 2.5 All work-related communication, regardless of the platform used (i.e. Company's IT platforms and external platforms and apps), must align with the principles outlined in this Code. This includes but is not limited to interactions with colleagues, clients, partners, and any other stakeholders.
- 2.6 From time to time, Representatives may be exposed to confidential information. Confidential information includes things like, but not limited to: strategic plans, sales figures, pricing financial information, product designs, information regarding negotiations, agreements or dealings between the Corporation and others, employee-related information, software, trade secrets, patents, trademarks and similar information from customers or suppliers. Disclosing confidential information to any person or organization, directly or indirectly, without prior written consent from the Corporation, is prohibited, as is using confidential information for commercial or other purposes. Representatives should not permit any of the Corporation's non-public, proprietary or confidential information to enter the public domain through, including, electronic transmissions.
- 2.7 Safeguarding the Corporation's assets and records is the responsibility of all Representatives. Representatives should use and maintain assets with care and respect, while guarding against waste and abuse. Representatives should also preserve or destroy business records (physical and electronic) in accordance with the Corporation's record retention policies and any applicable laws.
- 2.8 The Corporation is committed to respecting the privacy rights of its customers and Representatives. The Corporation has implemented a variety of security measures to maintain the safety of this information. It is the responsibility of every Representative to respect the privacy of the Corporation's customers and fellow Representatives. Access to and use of Representative and customer information is limited to only that which is required to do a Representative's respective job function. Representative and customer information should not be used for personal benefit or the benefit of others.
- 2.9 A Representative's work-related activities at the Corporation must reflect the standards of honesty, loyalty, trustworthiness, fairness, concern for others and accountability. Any act that involves theft, fraud, embezzlement, or misappropriation of any property, including that of the Corporation or any of its Representatives, suppliers or customers, is strictly prohibited.
- 2.10 The Corporation requires that its business actions be conducted with honesty and integrity based on objective factors like cost, quality, value, service and the ability to carry through on commitments. This includes decisions about which external partners the Corporation works with, such as vendors, contract factories and

suppliers, and how the Corporation works with these various external partners. The Corporation does not accept the making of business decisions based on improper factors. Therefore, Representatives may not accept or offer gifts, gratuities, entertainment, or other favours unless they are of nominal value and are normal and customary given the business circumstance. Representatives may not accept or offer cash at any time and should never accept or offer any gift, favour or entertainment if there is any expectation of a return favour implied.

2.11 Bystanders who witness violations of the Code or any related policies have a responsibility to take appropriate action. This includes, but is not limited to, the following:

- **Intervention:** Bystanders who witness violations of the Code or any related policies should intervene when possible and safe to do so. This may involve directly addressing the individual(s) involved in the violation and reminding them of the Company's expectations for ethical conduct.
- **Reporting:** If intervention is not feasible or if the violation persists despite intervention attempts, bystanders are encouraged to report the incident to their supervisor, human resources, another appropriate authority within the Company, or via the Whistleblower process outlined in section 6 below. Reports should include as much detail as possible, including the nature of the violation, the individuals involved, and any relevant evidence.
- **Support:** Bystanders who report violations or intervene in unethical behavior may experience stress or discomfort as a result. Major Drilling is committed to providing support and resources to employees who take action in accordance with this Policy. This may include access to counseling services, employee assistance programs, or other forms of support as needed. The Company strictly prohibits retaliation against employees who report violations of the Code or who intervene in unethical behavior in good faith. Any form of retaliation against a bystander will be treated as a serious violation of Company policy and may result in disciplinary action.

By actively engaging in the prevention and reporting of unethical behavior, bystanders play a crucial role in upholding the values and standards of Major Drilling. We encourage all employees to take their responsibilities as bystanders seriously and to contribute to a culture of integrity, respect, and ethical conduct.

### **3. CONFLICT OF INTEREST**

3.1 It is the policy of the Corporation that transactions with other business entities, universities or other organizations and individuals shall not be influenced or affected by the personal interests or activities of any Representative. Activities or personal interests of the Representatives or their immediate family members, which are actually or potentially harmful or detrimental to the best interests of the Corporation or which create the appearance of a conflict of interest, should generally be avoided so as not to reflect negatively on the reputation of the Corporation or its Representatives. This includes, but is not limited to, a prohibition on the involvement of a Representative, for compensation or otherwise, in ventures

that are competitive in nature to the businesses of the Corporation. For practical business reasons, primarily cost efficiencies, and due to inter-corporate holdings, certain Representatives are directors, officers or employees of affiliates of the Corporation. All transactions between the Corporation and its affiliates shall be completed on a fair market basis by reference to terms and conditions available from arm's length third parties. Any actual or apparent conflicts of interest between the Corporation and its affiliates shall be resolved on the basis that the Corporation's Representatives must act in the best interests of the Corporation.

- 3.2 Activities or personal interests of Representatives, including those of their immediate family members, which may or could appear to influence the objective decisions required in the performance of their responsibilities to the Corporation are considered to be a conflict of interest and are prohibited unless formally approved in writing by the executive management team and subject to quarterly disclosures. Such conflicts may create a presumption of favouritism or damage the reputation of the Corporation or its Representatives in the eyes of others with whom the Corporation may transact business, including shareholders and the investment community. Any potential conflict must be reported immediately to the Representative's supervisor and included as part of the Corporation's quarterly certification process.
- 3.3 All Representatives have a responsibility to protect the Corporation's assets against loss, theft, abuse and unauthorized use or disposal. No Representative of the Corporation may use Corporation assets, facilities or positions to promote personal interests.

#### **4. INTEGRITY OF BOOKS AND RECORDS AND COMPLIANCE WITH SOUND ACCOUNTING PRACTICES**

##### **4.1 Preparation of Books and Records**

Accuracy and reliability in the preparation of all business records is a critical importance to the decision making process and to the proper discharge of financial, legal and reporting obligations by the Corporation. All business records, expense accounts, invoices, bills, payroll, corporate records and other reports are to be prepared with care and honesty. False or misleading entries are not permitted in the Corporation's books and records.

##### **4.2 Financial Transactions**

All financial transactions are to be properly recorded in the books of account and accounting procedures are to be supported by the necessary internal controls. All books and records of the Corporation must be available for audit purposes.

All Representatives responsible for establishing and managing the Corporation's financial reporting systems must ensure that:

- (i) all business transactions are properly authorized;
- (ii) all records fairly and accurately reflect the transactions or occurrences to which they relate;

- (iii) all records fairly and accurately reflect in reasonable detail the Corporation's assets, liabilities, revenues and expenses;
- (iv) the Corporation's accounting records do not contain any false or intentionally misleading entries;
- (v) no transactions are intentionally misclassified as to accounts, departments or accounting periods;
- (vi) all transactions are supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period; and
- (vii) no information is concealed from the CFO, the independent auditors, the internal auditor, the Audit Committee or the Board of Directors.

#### 4.3 Responsibilities of Representatives

Full, fair, accurate, timely and understandable disclosure in the reports and other documents that the Corporation files with, or submits to, its regulators and in the Corporation's other public communications must comply fully with the Corporation's obligations under securities laws and other applicable laws and meet expectations of the Corporation's shareholders and other members of the investment community.

The highest standard of care must be exercised in preparing such reports, documents and other public communications. In accordance with the guidances set forth below, a Representative must:

- (i) not intentionally cause Corporation documents to be incorrect in any way;
- (ii) not create or participate in the creation of any records that are intended to conceal anything that is improper;
- (iii) properly and promptly record or cause to be recorded all disbursements of funds;
- (iv) co-operate with internal and external auditors;
- (v) report, in accordance with section 6 of this Code, any knowledge of any untruthful or inaccurate statements or records or transactions that do not appear to serve a legitimate commercial purpose;
- (vi) not make any unusual financial arrangements with a client or a supplier (such as over-invoicing or under-invoicing) for payments on their behalf to a third party;
- (vii) comply with generally accepted accounting principles at all times. However, technical compliance with generally accepted accounting principles ("**GAAP**") may not be sufficient and, to the extent that technical compliance

with GAAP would render financial information that the Corporation reports misleading, additional disclosure will be required;

- (viii) comply with the Corporation's system of internal accounting controls at all times. No action designed to circumvent such controls and procedures will be tolerated;
- (ix) comply with the Corporation's disclosure controls and procedures at all times. No action designed to circumvent such controls and procedures will be tolerated; and
- (x) report improprieties by external parties or their employees, in a timely manner to the appropriate level of management.

## **5. COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

- 5.1 All Representatives are expected to act in full accordance with all domestic and foreign laws, rules and regulations applicable to the business of the Corporation. Violation of laws, rules or regulations or compromise of the Corporation's ethical expectations could result in written reprimands or other disciplinary action, including termination and criminal or civil legal proceedings where applicable.
- 5.2 The Corporation is committed to the principles of fair competition in the purchase and sale of products and services. All purchasing decisions are to be based on normal commercial considerations, including quality, price, availability, service, reputation and other related factors regarding the product, service and supplier. The Corporation will neither seek, encourage nor tolerate special favors or arrangements that impact normal commercial relationships. The Corporation and its Representatives are expected to abide by all local laws intended to outlaw anti-competitive behaviour and promote free and fair competition.
- 5.3 The Corporation prohibits bribery and corruption in all forms, whether direct or indirect, as further set out in the Corporation's Anti-Corruption Policy (available at [www.majordrilling.com](http://www.majordrilling.com)). Many nations, including Canada, the United States, and other locations where the Corporation conducts business prohibit the offering of anything of value to employees of government or government controlled entities for the purpose of improperly influencing their acts or decisions. The Corporation is committed to abiding by these laws.
- 5.4 The Corporation recognizes that in certain circumstances the payment of additional fees to government departments or agencies is permissible and can be legitimately made to expedite or secure a service when set out in published government prices lists, policies or regulations (e.g. expedited issuance of a passport). Persons or firms representing the Corporation are also required to comply with this Policy and the related laws. This area of the law is complex, and Representatives should always contact the Corporation's legal department before making any such payments or providing other forms of consideration or benefit. Any Representative requested to make an improper payment or provide other improper forms of consideration must report this to the Corporation's legal department.

5.5 The Corporation is involved, from time to time, in matters that are sensitive in nature and important to the Corporation, its Representatives and its shareholders. Securities laws impose certain obligations on the Corporation regarding the disclosure of information to the investing public. To comply with these laws and the regulations promulgated thereunder, the Corporation has established disclosure and insider trading policies (the latter being set out at the end of this Policy). In addition, the following policies and procedures are applicable to all Representatives:

5.5.1 **Confidentiality:** The Corporation's ability to effectively discharge its disclosure obligations under the securities laws can be adversely affected by the premature or otherwise unauthorized disclosure of internal information relating to the Corporation. All Representatives, therefore, must make every effort to maintain the confidentiality of the Corporation's internal information. These efforts include securely handling and storing all sensitive documents. Representatives should not communicate internal information to friends, family or other third parties, except as may be required in the ordinary course of business.

5.5.2 **Designated Spokesperson:** The Corporation has designated a limited number of spokespersons responsible for communication with the media, investors and analysts. The Chief Executive Officer of the Corporation (the "CEO") and the Chief Financial Officer of the Corporation (the "CFO") shall be the official spokespersons for the Corporation.

Individuals holding these offices may, from time to time, designate others within the Corporation to speak on behalf of the Corporation as back-ups or to respond to specific inquiries from the investment community or the media.

Representatives who are not authorized spokespersons must not respond under any circumstances to inquiries from the investment community or the media unless specifically asked to do so by an authorized spokesperson.

Except for necessary discussions with business partners by senior management, Representatives should refrain from discussing confidential and potentially material affairs of the Corporation with third parties, unless expressly authorized to do so.

5.5.3 **Trading of Securities:** The insider trading policy of the Corporation (attached) sets forth the prohibitions concerning unauthorized trades of the Corporation's securities and other guidelines that must be respected by applicable Representatives with respect to trades of the Corporation's securities.

## 6. REPORTING OF CODE VIOLATIONS (WHISTLEBLOWING).

- 6.1 Representatives have a responsibility to promptly report any conduct or proposed conduct that they reasonably believe to be a violation of this Code or any of our policies.
- 6.1.1 If a Representative reasonably believes that a violation of the Code has occurred or may occur, he or she should report the violation through the facilities of the Corporation's independent third party reporting service at [www.majordrilling.ethicspoint.com](http://www.majordrilling.ethicspoint.com). This will allow reporting via the web, or by telephone. Reported violations of this Code or any of our policies will be handled promptly, and professionally. All reports will be investigated and forwarded to appropriate members of management or the Board of Directors for follow up. Persons who report suspected improprieties are provided feedback when possible and appropriate. A Representative may report on an anonymous basis.
- 6.1.2 A Representative accused of violating this Code will be given an opportunity to present his or her version of the events at issue. If it has been determined that a Representative has violated this Code or any of our policies, disciplinary measures may be taken against the Employee. Depending on the nature and severity of the violation, disciplinary action may include termination. Certain violations also may require the Corporation to refer the matter to criminal or civil authorities for investigation or prosecution.
- 6.1.3 Any supervisor who directs or approves of conduct in violation of this Code or any of our policies, or who has knowledge of such conduct and does not immediately report it, will be subject to disciplinary action, up to and including termination.
- 6.1.4 In the case of an alleged violation by an executive officer or director, the Chair of the Board of Directors, the CEO and/or the Corporate Governance Committee of the Board of Directors, as applicable, are responsible for determining whether a violation has occurred and, if so, what disciplinary measures are appropriate.
- 6.2 The person to whom a potential Code violation is reported pursuant to 6.1.1 will maintain a comprehensive list of all concerns received. In the case of financial and internal controls and accounting matters, an immediate report will be provided to the Chair of the Audit Committee, and otherwise an immediate report will be provided to the Chair of the Corporate Governance Committee, unless the allegation(s) is found to be wholly without merit.
- 6.3 The Corporation does not consider reporting a known or suspected violation of the Code to be an act of "disloyalty" and it is against Corporation policy to retaliate against any Representative who reports what he reasonably believes to be a violation or suspected violation of this Code or any of our policies. This means that Representatives will not be disciplined, fired, or discriminated against in any way for voicing concern about a violation or potential violation so long as the



Representative acts honestly and in good faith. Any reprisal or retaliation against a Representative who has in good faith reported a known or suspected violation of this Code is itself cause for disciplinary action, including termination.

## 7. DISCLOSURE & REVIEW

Compliance with this Code will be monitored by the Board of Directors of the Corporation. Where appropriate, either the Corporate Governance Committee or Audit Committee of the Board of Directors is responsible for granting any waivers of this Policy.

I have read, understand and agree to comply with the letter and intent of this Code of Ethics and Business Conduct.

---

Witness

---

Signature of Representative

---

Print name

---

Date

## **POLICY AND PROCEDURES FOR TRADING BY INSIDERS**

Most publicly traded companies have policies creating certain restrictions in the trading of the shares of the company during times where certain employees, officers and/or directors either have or could be thought to have sensitive information about the company.

Trading is never permitted at a time when the person wishing to trade has material information relating to the company that has not yet been disclosed to the public.

Additionally, there is a general prohibition against persons passing such material undisclosed information along to others, outside of the necessary course of business.

In addition, there are certain times when the public may feel that persons in a special relationship with a company, such as certain employees, officers and directors, may have such sensitive information, whether they do or not. The most obvious time for this to occur is during the period of time from the end of a financial quarter until the company publicly discloses its quarterly financial results in a press release.

As a result, the board of directors has determined that it is appropriate to maintain a policy to the effect that there should be no trading in Major Drilling shares by certain employees, officers or directors in the period starting at the close of business on the third last day of the third month of each financial quarter (in other words, from April 28, July 29, October 29, and January 29) and extending until 24 hours after the public release of the financial results for that quarter. Certain employees, for the purpose of this Policy, refer to Major Drilling employees working in the Moncton head office.

Trades include the buying and selling of shares in Major Drilling, and, in most cases, the exercise of Major Drilling stock options.

Additionally, and even outside of closed trading windows, certain employees, officers and directors must check with the General Counsel of the Corporation before making trades, to ensure that there are not ongoing but as yet undisclosed events that could create a perception that such person may have traded improperly. The General Counsel shall likewise be advised when any trading has been completed.

All insiders are ultimately responsible for ensuring the filing of accurate and complete insider reports by them or on their behalf, whenever required.

No director, officer or employee is permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held directly or indirectly by the director, officer or employee.