



AURIGINAL MINING CORP.

CODE OF BUSINESS CONDUCT AND ETHICS

1. INTRODUCTION

Auriginal Mining Corp. (“**Auriginal**”) has adopted this *Code of Business Conduct and Ethics* (the “**Code**”) to assist all employees, officers, directors, consultants and advisors of Auriginal and its subsidiaries (collectively, the “**Auriginal Representatives**”) to maintain the highest standards of ethical conduct in corporate affairs. The purpose of this Code is to encourage among Auriginal Representatives a culture of honesty, accountability and fair business practice. The Code is also intended to comply with Canadian securities law requirements.

2. ADMINISTRATION

The board of directors of Auriginal (the “**Board**”) is ultimately responsible for the administration of this Code. Auriginal Representatives should direct questions concerning this Code to the Chief Executive Officer of Auriginal or the Chairman of the Audit Committee of the Board.

While this Code is designed to provide helpful guidelines, it is not intended to address every situation. Dishonest or unethical conduct or conduct that is illegal will constitute a violation of this Code, regardless of whether such conduct is specifically referenced in this Code. Auriginal Representatives shall not engage in any activity that adversely affects the reputation or integrity of Auriginal.

Auriginal will take such disciplinary or preventive action as it deems appropriate to address any existing or potential violation of this Code that is brought to its attention. Any Auriginal Representative in a situation that he or she believes may violate or lead to a violation of this Code should follow the reporting procedures described in the section entitled “Reporting of Violations Procedure” below.

Any waivers from this Code will be granted only by the Board or a committee thereof.

3. OVERVIEW

It is Auriginal’s policy to apply high standards of courtesy, professionalism and honesty in its interactions with shareholders, suppliers, co-workers and the community. This Code governs the business-related conduct of all Auriginal Representatives, including, but not limited to, the Chief Executive Officer, Chief Financial Officer and all other directors, officers and employees.

4. COMPLIANCE WITH LAWS

A variety of laws apply to Auriginal and its operations. It is Auriginal’s policy to comply with all applicable laws, including employment, discrimination, health, safety, antitrust, securities, banking and environmental laws.

5. CONFLICTS OF INTEREST

Auriginal Representatives are expected to make or participate in business decisions and actions in the course of their relationship with Auriginal, based on the best interests of Auriginal and not based on personal relationships or benefits. A conflict of interest, which can occur or appear to occur in a wide variety of situations, may compromise a Auriginal Representative's ability to act ethically.

Generally speaking, a conflict of interest occurs when the personal interest of an Auriginal Representative, an immediate family member of an Auriginal Representative, or a person with whom an Auriginal Representative has a close personal relationship, interferes, or has the potential to interfere, with the interests or business of Auriginal.

Any Auriginal Representative who becomes aware of a conflict or potential conflict should bring it to the attention of the Chief Executive Officer or the Chairman of the Audit Committee. Transactions as defined in applicable securities regulations between related parties will not be conflicts of interest under this Code if they are reviewed and approved in accordance with the requirements of those regulations.

6. CORPORATE OPPORTUNITIES

Auriginal Representatives must not appropriate for themselves the benefit of any business venture, opportunity or potential opportunity he or she learns about in the course of his or her employment or office with Auriginal. An Auriginal Representative must not use Auriginal's proprietary information or position for personal gain or compete against Auriginal, either directly or indirectly. Auriginal Representatives owe a duty to Auriginal to advance its legitimate interests when the opportunity to do so arises.

No Auriginal Representative may acquire securities of another party if ownership of the securities would be likely to affect adversely either the person's ability to exercise independent professional judgment on behalf of Auriginal or the quality of such person's work. Auriginal Representatives must at all times follow Auriginal's other policies concerning the trading of securities.

7. BRIBERY AND OTHER IMPROPER PAYMENTS

No Auriginal Representative may, directly or indirectly, give, offer, demand, solicit or accept a bribe to or from anyone in the course of conducting business on behalf of Auriginal, including in order to obtain or retain business, or for any other advantage. Improper payments include, without limitation, any gift other than a nominal gift, gratuity, reward, advantage or benefit of any kind, whether monetary or non-monetary. For greater certainty, a third-party intermediary, such as an agent or family member, cannot be used to further any bribe or improper payment or otherwise violate the spirit of this Code.

Auriginal may make corporate contributions to political parties or committees or to individual politicians only in accordance with applicable law. All such payments must be authorized by the Board of Directors.

8. PUBLIC DISCLOSURE

Auriginal has an obligation under applicable securities laws to make full, fair, accurate, timely and understandable disclosure in its financial records and statements, in reports and documents that it files with or submits to securities regulatory authorities, and in its public communications.

In furtherance of this obligation, each Auriginal Representative in performing his or her duties shall act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts

or allowing one's independent judgment to be subordinated, in order to ensure that to the best of his or her knowledge Auriginal's books, records, accounts and financial statements are maintained accurately and in reasonable detail, appropriately reflect Auriginal's transactions, are honestly and accurately reflected in its publicly-available reports and communications, and conform to applicable legal requirements and Auriginal's system of internal controls.

9. SHAREHOLDER, MEDIA AND COMMUNITY RELATIONS

Auriginal values good relations with its shareholders. It always attempts to respond to their inquiries and requests as quickly as possible. All requests from investors or shareholders for information concerning Auriginal and its business should be forwarded to the Chief Executive Officer, who is the sole person authorized to speak for and on behalf of Auriginal.

Media interaction is the responsibility of the Chief Executive Officer, who must ensure the timely and informed communication of relevant information. As such, the Chief Executive Officer must demonstrate high standards of integrity and transparency, while refraining from unauthorized disclosure of proprietary or nonpublic information.

Auriginal Representatives should make the Chief Executive Officer aware of any relevant issue of local or national interest that relate to Auriginal's business of which the Chief Executive Officer may not be aware.

10. HANDLING OF CONFIDENTIAL INFORMATION

In addition to the general restrictions regarding material non-public information, Auriginal Representatives should observe the confidentiality of information that they acquire by virtue of their relationship with Auriginal, including information concerning Auriginal, its properties, the acquisition and sale of properties, option agreements, joint ventures, and exploration programs, budgets and results, except where disclosure is approved by an executive officer of Auriginal or otherwise legally mandated. In addition, Auriginal Representatives must safeguard Auriginal's proprietary information. Proprietary information includes, among other things, business methods, analytical tools, software programs, source and object codes, trade secrets, ideas, techniques, inventions (whether patentable or not) and information relating thereto. It also includes information relating to terms of compensation for Auriginal Representatives.

11. USE OF CORPORATION ASSETS

Auriginal assets, including facilities, funds, materials, supplies, time, information, intellectual property, software, corporate opportunities and other assets owned or leased by Auriginal, or that are otherwise in Auriginal's possession, may be used only for Auriginal's legitimate business purposes. Auriginal assets are not to be misappropriated, loaned to others, donated, sold or used for personal use, except for any activities that have been approved in writing by the Chief Executive Officer in advance, or for personal usage that is minor in amount and reasonable. Auriginal Representatives are to report any theft or suspected theft to the Chief Executive Officer or the Chairman of the Audit Committee.

12. FAIR DEALING

Each Auriginal Representative should deal fairly and in good faith with other Auriginal Representatives, security holders, suppliers, customers, regulators and competitors. No Auriginal Representative may take unfair advantage of anyone through manipulation, concealment, misrepresentation, inappropriate threats, fraud, abuse of confidential information or any other intentional unfair-dealing practice.

13. HEALTH AND SAFETY

Auriginal makes great efforts to provide each Auriginal Representative with a safe and healthy work environment. While every attempt is made to meet and exceed the health and safety requirements for each jurisdiction, it is each Auriginal Representative's responsibility to help in this effort by following all safety and health rules and practices and promptly reporting accidents, injuries and unsafe equipment, practices and conditions.

14. DISCRIMINATION AND HARASSMENT

Auriginal is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate illegal discrimination or harassment of any kind.

15. REPORTING OF VIOLATIONS PROCEDURE

Auriginal Representatives who observe, learn of or otherwise in good faith suspect a violation of this Code must report the violation to the Chief Executive Officer or the Chairman of the Audit Committee.

16. COMPLIANCE

All Auriginal Representatives have a responsibility to understand and follow this Code. In addition, all Auriginal Representatives are expected to perform their work with honesty and integrity in all areas not specifically addressed in this Code. Auriginal will discipline any Auriginal Representative who violates this Code or related policies.

Records of all violations of this Code and the disciplinary action taken will be maintained by Auriginal and will be placed in the Auriginal Representatives' personnel file, to the extent applicable.

Auriginal will notify and cooperate with the police or other governmental authorities regarding acts of Auriginal Representatives involving violations of law. In addition, some violations may result in Auriginal bringing suit against employees or former employees to defend its rights vigorously.

17. COMMUNICATIONS

Auriginal strongly encourages dialogue among Auriginal Representatives to make everyone aware of situations that give rise to ethical questions and to articulate acceptable ways of handling those situations.

18. SUPPLEMENTARY NATURE

This Code supplements any contractual obligation any person may have under the terms of any agreements with Auriginal. This Code is not intended to create any contract (express or implied) with any person, including, without limitation, any employment or consulting contract, or to constitute any promise that a person's employment or consulting arrangement will not be terminated except for cause.

Approved by Board Resolution dated October 7, 2025