

GOGOLD RESOURCES INC.

CODE OF BUSINESS CONDUCT AND ETHICS

Version Date: February 11, 2025

This Code of Business Conduct and Ethics (the “**Code**”) has been adopted by the board of directors (the “**Board**”) of GoGold Resources Inc. (together with its subsidiaries, the “**Corporation**” or “**GoGold**”). This Code embodies the commitment of GoGold to conduct our business in accordance with all applicable laws, rules and regulations and high ethical standards. The Code applies to all directors, officers, employees and consultants of GoGold and all other persons acting on behalf of GoGold, including our senior executives and members of the Board (“**GoGold Personnel**”). Contractors and third party vendors are also expected to meet the standards contained in the Code.

The actions of all GoGold Personnel shall reflect honesty, integrity and impartiality that is beyond doubt and that all business should be done in a manner that:

- complies with all laws, rules and regulations, as well as all policies and procedures that are adopted by the of the Corporation from time to time, including the Corporation’s Disclosure, Confidentiality and Insider Trading Policy, Social Media Policy and Human Rights Policy;
- avoids conflicts of interest;
- avoids inappropriate conduct that may put at risk the integrity of the Corporation or undermine the trust which the Corporation has earned from its stakeholders;
- protects confidential information;
- promotes full, fair, accurate, timely and plain disclosure in the Corporation’s documents submitted to or filed with securities regulators, and in its other public communications; and
- promotes the prompt internal reporting to an appropriate person of violations of this Code.

GoGold is committed to conducting our business lawfully and ethically. GoGold Personnel are encouraged to report, in good faith, any suspected violations of the Code or illegal conduct as soon as possible. Reports can be made anonymously and without fear of reprisal to your supervisor or a member of management. All reports will be investigated and documented, with efforts to maintain confidentiality. Retaliation against anyone who reports a possible violation in good faith is strictly prohibited. It is unacceptable and unethical to file a report knowing that it is false.

Those who violate the standards in this Code will be subject to disciplinary action, up to and including termination. If a situation exists or arises where an individual is in doubt on compliance

with, or application of, this Code, the individual should seek the advice of the Chief Financial Officer (“CFO”) of GoGold.

Compliance with Laws, Rules and Regulations (including Insider Trading Laws and Timely Disclosure)

1. GoGold is committed to compliance with all applicable laws, rules, and regulations in each jurisdiction in which it does business. GoGold Personnel must respect and obey the laws, rules, regulations and policies of the cities, provinces and countries in which we operate. GoGold Personnel are required to comply with GoGold’s Disclosure, Confidentiality and Insider Trading Policy and all other policies applicable to them that are adopted by GoGold from time to time. GoGold Personnel should educate themselves on the laws, rules, regulations and policies that govern their work, and seek guidance from supervisors, managers or other appropriate individuals at the Corporation when in doubt if a situation may lead to a violation of applicable laws, rules, regulations or policies.

Confidentiality

2. GoGold Personnel who have access to confidential information about the Corporation or any other person or company through their work with the Corporation, including our business partners, are not permitted to use or share that information for any other purpose except the conduct of our business. All non-public information about the Corporation (or about any other person or company) should be considered confidential information and must be kept in strict confidence, except where disclosure is authorized by GoGold or legally mandated. Some examples of confidential information include, engineering and technical processes, intellectual property, business relationships, financial performance, results or prospects, employee information and any non-public information provided by a third party with the expectation that the information will be kept confidential. Unauthorized use or disclosure of confidential information violates GoGold policies and could result in civil and/or criminal penalties. The obligation to keep information strictly confidential also extends beyond your employment, engagement or directorship with GoGold.
3. The Corporation’s Disclosure, Confidentiality and Insider Trading Policy contains specific obligations for all GoGold Personnel in respect of confidentiality in addition to those in this Code.

Insider Trading

4. To use non-public information for personal financial benefit or to “tip” others, including family members, who might make an investment decision on the basis of such information, is not only unethical but also illegal. The Corporation has adopted a Disclosure, Confidentiality and Insider Trading Policy to prevent improper trading of securities of the Corporation and the improper communication of undisclosed material information regarding the Corporation. All GoGold Personnel are expected to thoroughly understand and comply with such policy.

Conflicts of Interest

5. GoGold Personnel have an obligation to avoid conflicts of interest and act in the best interests of GoGold. "Conflicts of interest" arise where an individual's personal interests interfere or conflict with (or appear to interfere or conflict with) the interests of the Corporation or their ability to act in the best interests of the Corporation.
6. Conflicts of interest may not always be clear. GoGold Personnel are encouraged to seek guidance from supervisors, managers or other appropriate individuals at the Corporation. Any potential conflicts should be reported immediately to a supervisor or member of management who is independent of the potential conflict. If a conflict of interest exists, and there is no failure of good faith on the part of the GoGold Personnel, GoGold's general policy will be to allow a reasonable amount of time for the GoGold Personnel to correct the situation in order to prevent undue hardship or loss. However, all decisions in this regard will be at the discretion of the President and Chief Executive Officer ("**President & CEO**"), whose primary concern in exercising such discretion will be in the best interests of GoGold. Where the conflict of interest involves the President & CEO, all decisions regarding the conflict will be decided by the Board. Where a conflict of interest involves a director, the director involved will be required to disclose their interest to the Board and refrain from voting on or consenting to Board resolutions considering such matter in accordance with applicable laws.
7. Examples of conflicts of interest include:
 - (a) **Employment/Outside Employment.** In consideration of your employment with GoGold, you are expected to devote your primary attention to the business interests of the Corporation. You are prohibited from engaging in any activity that interferes with your performance or responsibilities to the Corporation or is otherwise in conflict with or prejudicial to the Corporation. GoGold Personnel should not accept simultaneous employment with a GoGold supplier, customer, developer or competitor, or from taking part in any activity that enhances or supports a competitor's position. Additionally, you must disclose to the Corporation any interest that you have that may conflict with the business of the Corporation. If you have any questions on this requirement, you should contact the CFO.
 - (b) **Outside Directorships.** It is a conflict of interest to serve as a director of any company that competes with GoGold. Although you may serve as a director of another company or organization (including a GoGold supplier, customer, developer or other business partner), our policy requires that such position not conflict or otherwise interfere with your duties to the Corporation and that you first obtain written approval from the President & CEO or, if you are a director, the Chair, before accepting a directorship. Such approval may be conditioned upon the completion of specified actions. Any compensation you receive should be commensurate with your responsibilities in your capacity as a director.
 - (c) **Business Interests.** If you are considering investing in a GoGold customer, supplier, developer or competitor, you must first take great care to ensure that these

investments do not compromise your responsibilities to GoGold. Many factors should be considered in determining whether a conflict exists, including the size and nature of the investment; your ability to influence the Corporation's decisions; your access to confidential information of the Corporation or of the other company; and the nature of the relationship between the Corporation and the other company. You should generally try to avoid even the appearance of impropriety or conflict.

- (d) **Related Party Transactions.** As an absolute rule, you should avoid conducting GoGold business with a relative or significant other, or with a business in which a relative or significant other is associated in any significant role. Relatives include your spouse, siblings, children, parents, grandparents, aunts, uncles, nieces, nephews, cousins, step-relationships, and relatives of your spouse or significant other. Significant others include persons living in a spousal or familial fashion with GoGold Personnel. If such a related party transaction is unavoidable, you must fully disclose the nature of the related party transaction to the Corporation's CFO. If determined to be material to the Corporation by the CFO, the Corporation's Audit Committee must review and approve in writing in advance such related party transactions.
- (i) The most significant related party transactions, particularly those involving the Corporation's directors or executive officers, must be reviewed and approved in writing in advance by the Corporation's Board of Directors. The Corporation must report all such material related party transactions under applicable accounting rules, securities laws, rules and regulations of securities regulators, and securities market rules and policies. Any dealings with a related party must be conducted in such a way that no preferential treatment is given and, to the greatest extent possible, on an arm's length basis.
 - (ii) The Corporation discourages the employment of relatives and significant others in positions or assignments within the same department, and prohibits the employment of such individuals in positions that have a financial dependence or influence (e.g., an auditing or control relationship, or a supervisor/subordinate relationship). The purpose of this Code is to prevent the organizational impairment and conflicts that are a likely outcome of the employment of relatives or significant others, especially in such relationships.
 - (iii) If a question arises about whether a relationship is covered by this Code, the CFO will determine whether the relationship is covered by this Code. Willful withholding of information regarding a prohibited relationship or reporting arrangement may be subject to corrective action, up to and including termination.
 - (iv) If a prohibited relationship exists or develops between two GoGold Personnel, the GoGold Personnel in the senior position must bring this to the attention of their supervisor. Subject to its legal obligations, the

Corporation retains the prerogative to separate the individuals, either by reassignment or by termination, if necessary.

- (e) **Other Situations.** Since other conflicts of interest may arise, it would be impractical to attempt to list all possible situations. If a proposed transaction or situation raises any questions or doubts in your mind, you should consult the CFO.

Corporate Opportunities

8. GoGold Personnel are prohibited from taking for themselves, personally or for the benefit of others, opportunities that are discovered through the use of corporate property, information or position, except to the extent that a waiver has been granted by the Board. No GoGold Personnel may use corporate property, information, or position for improper personal gain or for the improper personal gain of others, and no GoGold Personnel may compete with the Corporation, directly or indirectly. GoGold Personnel owe a duty to the Corporation to advance the Corporation's interests when the opportunity to do so arises. If any GoGold Personnel has any doubt as to whether any activity they are contemplating violates this requirement, they are encouraged to seek guidance from supervisors, managers or other appropriate individuals at the Corporation.

Protection and Proper Use of the Corporation's Assets

9. All GoGold Personnel should protect GoGold's assets and ensure their efficient and proper use. GoGold's assets should be protected from loss, damage, theft, misuse, and waste. GoGold assets include your time at work and work product, reports and records, trade secrets and strategies, as well as GoGold's equipment and vehicles, computers and software, trading and bank accounts, company information and GoGold's reputation, trademarks and name. GoGold's telephone, email, voicemail and other electronic systems are primarily for business purposes.

Competition and Fair Dealing

10. GoGold Personnel should endeavor to deal fairly and ethically with GoGold's counterparties, suppliers, competitors and employees. GoGold seeks to outperform its competition in a fair and honest manner. No GoGold Personnel should take unfair advantage of anyone through illegal conduct, manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair dealing or practice.
11. GoGold Personnel are required to maintain impartial relationships with the Corporation's suppliers and customers.

Gifts, Favours, Entertainment and Payments

12. Business gifts and entertainment are customary courtesies designed to build goodwill among business partners. However, a problem may arise when such courtesies compromise (or appear to compromise) our ability to make objective and fair business decisions or when they are made to gain an unfair advantage. GoGold Personnel are

expected to take action and make decisions based on an impartial and objective assessment of each situation. GoGold Personnel shall not seek, offer or receive any gift, gratuity or entertainment that influences, or might be perceived to unfairly influence a business relationship or decision, in accordance with the guidelines below. GoGold Personnel are prohibited from accepting anything of value in exchange for referral of third parties to any such person or business organization.

13. The following guidelines should be followed:
 - (a) GoGold Personnel may accept gifts and entertainment usually associated with accepted business practices for themselves and members of their families if:
 - (i) they are infrequent;
 - (ii) they legitimately serve a definite business purpose;
 - (iii) they are appropriate to the business responsibilities of the individuals involved; or
 - (iv) they are within the limits of reciprocation as a normal business expense.
 - (b) GoGold Personnel should neither give nor receive gifts with more than a modest value. GoGold Personnel must promptly inform their immediate superior of gifts and entertainment valued at more than \$500.
 - (c) GoGold Personnel are expected to adhere to a strict standard with respect to gifts, services or considerations of any kind received from suppliers. Entertainment at the expense of a supplier which exceeds the limits set out in the guidelines presented above should not be accepted in any circumstances.
 - (d) It is never permissible to accept a gift in cash or cash equivalents (e.g., stocks or other form of marketable securities, gift certificates or vouchers) of any amount.
 - (e) The propriety of GoGold Personnel keeping valuable gifts with a value substantially in excess of Canadian accepted business practices should be discussed with the CFO.
14. Gifts, favours, and entertainment may be given to others at GoGold's expense only if they meet all of the following criteria:
 - (a) they are consistent with accepted business practices;
 - (b) they are of modest value and not in cash or cash equivalents;
 - (c) they are in a form and circumstances that could not be construed as a bribe or payoff;

- (d) they are not in violation of applicable laws and generally accepted ethical standards; and
 - (e) they would not embarrass GoGold if publicly disclosed.
15. If you are having difficulty determining whether a specific gift, favour or entertainment item lies within the bounds of acceptable business practice, you should consult a supervisor or member of management and ask yourself whether or not the gift or item is business related, moderate and reasonable, and whether or not there is any pressure to reciprocate or grant special favors.
16. Strict rules apply when GoGold does business with governmental agencies and officials, as discussed in more detail below.

Dealings with Government Officials

17. All GoGold Personnel are required to adhere to laws prohibiting improper payments to government officials, such as the *Corruption of Foreign Public Officials Act* (Canada) (“**CFPOA**”) and the United States Foreign Corrupt Practices Act (“**FCPA**”). Bribery and anti-corruption law such as the CFPOA and the FCPA prohibit companies from offering, promising, or agreeing to give any form of benefit or anything of value (or authorizing any of those activities), directly or indirectly, to foreign government officials, political party officials, political candidates, or officials of international public organizations in order to influence their actions or decisions, gain business, or secure any improper advantage. Offering or giving a gift, favor, or other gratuity to an official or employee of various governments in violation of these laws would not only constitute a breach of this Code but could also constitute a criminal offence.
18. GoGold Personnel must take action to ensure that any agents, consultants, or intermediaries engaged by GoGold are aware of and comply with bribery and anti-corruption laws. No third party should be hired by GoGold if they engage in, or are suspected of engaging in, bribery, kickbacks, improper payments, or any other behavior that may violate these laws.

Social Media

19. The Corporation recognizes that GoGold Personnel may participate in social media in either a personal capacity or in their capacity as GoGold Personnel. “Social media” refers to internet-based tools and platforms that are used to share information and opinions, host conversations and build relationships, including, but not limited to social and professional networking sites and applications; image, photo, audio and video-sharing sites and applications; blogs, online forms, chatrooms, reviews and media comments; and other areas of the internet where comments, opinions and/or media can be posted or shared. All social media activities must be conducted in accordance with the Disclosure, Confidentiality and Insider Trading Policy, the Social Media Policy and any other policies adopted by the Board from time to time.

Harassment and Discrimination

20. GoGold is committed to fair employment practices in which all individuals are treated professionally and with dignity and respect. We believe in a diverse and inclusive working environment. GoGold does not discriminate against GoGold Personnel or potential employees, officers or directors on the basis of race, color, religion, sex, national origin, age, sexual orientation or disability or any other category protected by applicable laws. The Corporation will not tolerate any form of discrimination or harassment by GoGold Personnel.
21. GoGold Personnel are entitled to work in an environment free from harassment, bullying and hostile or offensive behavior. Harassment is any type of unwanted behaviour, including sexual, racial, religious, psychological, verbal or other abuse.
22. Conduct that belittles or demeans any individual on the basis of gender, race, religion, national origin, sexual preference, age, disability, or other similar characteristics or circumstances protected by applicable laws and regulations is also not tolerated or condoned by GoGold.

Environmental, Safety, and Occupational Health Practices

23. GoGold believes that sound environmental, safety and occupational health management practices are in the best interests of the Corporation, GoGold Personnel and the communities in which it operates. GoGold is committed to conducting its business in accordance with recognized industry standards and to meeting or exceeding all applicable environmental and occupational health and safety laws and regulations. Achieving this goal is the responsibility of all GoGold Personnel, who are expected to work safely by adhering to legislation, policies and work procedures, completing all applicable safety training, and promoting a culture of health and safety, including mental health.
24. If a safety incident occurs, which includes any accidents, injuries, unsafe equipment, practices or conditions, make sure it is reported promptly to a supervisor or other designated person.

Whistleblower Policy

25. The Audit Committee (the “**Committee**”) of the Board has adopted a Whistleblower Policy to provide a confidential and anonymous process whereby persons can report concerns regarding questionable accounting, internal controls or auditing matters relating to GoGold, including any matter which, in the view of the complainant, is illegal, unethical, contrary to the policies of the Corporation, relates to fraud against shareholders or violations of the Code. All submissions shall be treated on a confidential and anonymous basis.
26. As a general guideline, if you have any questions regarding the best course of action in a particular situation, or if you suspect a possible violation of a law, regulation or this Code (or any other GoGold policy), you should address the matter promptly with your supervisor or a member of management.

Environmental Stewardship

27. GoGold is committed to environmental stewardship and institutes policies that meet or exceed the applicable environmental laws and regulations within all jurisdictions in which it operates. GoGold strives to meet recognized industry environmental standards and continuously looks for ways to improve our environmental performance.

Social Responsibility

28. GoGold is dedicated to upholding high standards of social responsibility and building positive relationships with the communities in which we operate. GoGold strives to foster cooperative and mutually advantageous partnerships with local communities and any Indigenous groups in the areas surrounding our operations. We are committed to engaging with these communities in a respectful and inclusive manner, ensuring that our projects bring positive benefits and support their long-term development and well-being.
29. GoGold has adopted a Human Rights Policy that sets forth its commitment to respecting, protecting, and promoting universal human rights of those affected by our activities across all our projects and operations. GoGold recognizes that the well-being of stakeholders and communities is essential for success. As outlined in the Human Rights Policy, this includes respect for the rights of Indigenous peoples and local communities, as well as the prohibition of the use of any forced labour or child labour in its business operations.

Waivers of the Code

30. From time to time, GoGold may waive certain provisions of this Code. Waivers generally may only be granted by the President & CEO. However, any waiver of the provisions of this Code for officers or directors, including the President & CEO and CFO, may be made only by the Board or a committee of the Board and will be disclosed to shareholders as required by applicable rules and regulations.

Acknowledgement of Receipt

As a condition of employment or appointment, you may be asked to acknowledge this Code and are not aware of any unreported violations. New GoGold Personnel will sign an acknowledgement that they have received, read and understand the Code.

I, _____ , have read and understand and acknowledge the principles and standards of conduct contained in the Code of Business Conduct and Ethics.

I adhere to and comply with such principles and standards, and will continue to do so.

Please sign here: _____

Date: _____ **Please print your name:**
