

## Code of Business Conduct & Ethics

### Introduction

This Code of Business Conduct and Ethics (the “**Code**”) has been adopted by the board of directors (the “**Board**”) of Discovery (the “**Company**”, which for the purposes of this Code, shall include all subsidiaries of the Company). This Code embodies the commitment of the Company and any subsidiaries - whether wholly or partially owned - to conduct its business in accordance with all applicable laws, rules and regulations and high ethical standards. The actions of all the members of the Board (the “**Directors**”), the Chief Executive Officer or President, as the case may be (“**CEO**”), the Chief Financial Officer (“**CFO**”), the Chief Operating Officer (“**COO**” and collectively with the CEO and CFO, the “**Officers**”), the Executive Vice Presidents (the “**Executive VPs**”), the Senior Vice Presidents (the “**Senior VPs**”), and all other Vice Presidents (the “**VPs**” and collectively with the Executive VPs and Senior VPs, “**Senior Management**” and collectively with the Officers, “**Management**”) and employees of the Company shall reflect honesty, integrity and impartiality that is beyond doubt and that all business should be done in a manner that:

- (a) complies with applicable laws, rules and regulations;
- (b) avoids conflicts of interest;
- (c) protects confidential information, in accordance with the Company’s confidentiality policy; and
- (d) adheres to good disclosure practices, in accordance with applicable legal and regulatory requirements.

To demonstrate our determination and commitment, the Company asks each Director, Officer, member of Senior Management and employee to review the Code periodically. Take the opportunity to discuss with Management any circumstances that may have arisen that could be an actual or potential violation of these ethical standards of conduct.

The Company encourages all Directors, Officers, member of Senior Management and employees to submit good faith complaints or concerns regarding ethical concerns as defined in the Company’s Whistle Blower Policy, as may be set out in the Anti-Bribery and Anti-Corruption Policy, and as are further set out herein, without fear of reprisal.

The Company has a 24/7, 365 day a year confidential whistleblower hotline operated by an external service provider. You can report any violations of the Code through IntegrityCounts. This service is:

- Anonymous
- Easy to Use
- Immediate
- Bilingual Services (English and Spanish)
- Phone and web-based (email or website reporting)

**WITHIN CANADA AND THE US DIAL 1-866-921-6714, 24 hours a day, 365 days a year.**

**WITHIN MEXICO DIAL 800-099-0642, 24 hours a day, 365 days a year.**

**EMAIL:** [DiscoverySilverCorp@integritycounts.ca](mailto:DiscoverySilverCorp@integritycounts.ca)

**WEB:** <https://app.integritycounts.ca/org/DiscoverySilverCorp>

If reporting via phone, you will be connected to the first available Call Assistant. You may give your name, or choose to remain anonymous. You will be given a personal Caller Identification Number (CIN), the only identification you will require when making subsequent calls to IntegrityCounts.

IntegrityCounts is an interactive service that puts you in touch with independent, trained professional assistants when you need help with sensitive information or issues relating to your place of employment. This includes issues such as:

- Fraud/Theft
- Discrimination
- Ethics Violations
- Substance Abuse
- Violence
- Harassment
- Bribery
- Corruption
- Conflicts of Interest
- Violations of Regulations and/or Company Policies
- Health and Safety Violations
- Security Violations
- Personal Safety Concerns
- Malicious Property Damage
- Falsification of Company Records
- Release of Proprietary Information

## **What Happens After You Make the Call?**

The Call Assistant will create a report with all pertinent information about the call and forward it to the appropriate authority. Reports received by IntegrityCounts will be sent to the Chair of the Audit Committee, the Chair of the Nominating and Corporate Governance Committee, or the Chair of the Board of the Company should the first two be implicated in the report. The Company takes these reports very seriously and will take the appropriate action to address the situation.

Reference should be made to the Company's *Whistleblower Policy* and the *Anti-Bribery and Anti-Corruption Policy*.

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 employee is in doubt, they should seek the advice from a Senior VP, a Senior VP should seek the advice from an Executive VP, an Executive VP should seek the advice from an Officer, and an Officer should seek the advice from a Director.

### **1. Compliance with Laws, Rules and Regulations**

The Company is committed to compliance with all applicable laws, rules, and regulations in each jurisdiction in which it does business. All Directors, Officers, Senior Management and employees

must respect and obey the laws, rules and regulations of the cities, states and countries in which we operate. Employees, Officers, Senior Management and Directors should educate themselves on the laws, rules and regulations that govern their work, and seek advice from supervisors, managers or other appropriate individuals at the Company.

Employees, Officers, Senior Management and Directors who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about the Company (or about any other company) should be considered confidential information. 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 this information, is not only unethical but also illegal. The Company has adopted Confidentiality and Securities Trading Policy in order to prevent improper trading of securities of the Company and the improper communication of undisclosed material information. All Directors, Officers, Senior Management and employees are expected to thoroughly understand and comply with such policy.

## **2. Responsibility for the Code**

The EVP Corporate Affairs and/or General Counsel, as applicable, maintains the Code and, with Management, is responsible for putting it into practice throughout the Company and monitoring its effectiveness. The Board must approve any changes to the Code before they can be made and put into practice.

## **3. Filing of Government Reports**

Any reports or information provided by the Company, or on the Company’s behalf, to federal, provincial, territorial, state, local or foreign governments must be true and accurate. All Directors, Management and employees are required to assist the Company in providing true and accurate reports and information. Any omission, misstatement or lack of attention to detail could result in a violation of the reporting laws, rules and regulations.

## **4. Bribes & Kickbacks**

Bribes and kickbacks are common examples of unethical business practices. It is unethical to offer money or any type of reward to a government official, third party contractor, supplier or any other party, whether directly or indirectly, in order to obtain or retain any form of perceived advantage. If anyone takes part in these kinds of practices or any other unethical business practices, they not only violate this Code, but they also damage the Company’s reputation and put themselves, the Company and its Directors and Officers at risk of fines, charges and possibly incarceration. The Company does not contribute to political parties or organizations, or to any individual who holds or is candidate for public office, except when permitted by applicable law. Without prior authorization, Directors, Officers, Senior Management, and employees must never endorse or appear to endorse political parties or organizations, or individuals who hold or are candidates for public office, engage in lobbying activities, or make political contributions on the Company’s behalf. However, the Company encourages personnel to participate in the political process as an individual, in accordance with their own political views and the laws and regulations governing such activity.

When dealing with government representatives or officials and private parties, no improper payments will be tolerated. If anyone becomes aware of or receives any solicitation for, or offer of, money or a gift, that is intended to influence an official decision or business decision inside or outside the Company, it should be reported immediately to the CEO, the CFO, the EVP Corporate Affairs and/or the Chair of the Audit Committee or the Chair of the Nominating and Corporate Governance Committee, as applicable.

The Company will ensure that any lobbying undertaken by the Company is carried out with honesty and integrity and in compliance with all applicable legal requirements in each jurisdiction in which the lobbying occurs. Any lobbying carried out by/or on behalf of the Company will be conducted only by an approved lobbyist, unless specifically authorized by the CEO.

## **5. Corruption of Foreign Public Officials Act**

The *Corruption of Foreign Public Officials Act* (Canada), the *Criminal Code* (Canada), the *General Law of Administrative Responsibilities* (Mexico), the *Code of Ethics for Public Servants of the Federal Government* (Mexico), the *Mexican Federal Criminal Code* and the various Criminal Codes of Mexico's states contain certain prohibitions with respect to giving anything of value, directly or indirectly, to foreign government officials or certain other individuals in order to obtain, retain or direct business for or to any person. Accordingly, corporate funds, property or anything of value may not be, directly or indirectly, offered or given by a Director, Officer, Senior Management or employee or an agent acting on the Company's behalf to a government official or employee, employee or agent of a state-owned or controlled enterprise, employee or agent of a public international organization, political party or official or any candidate for political office, including any family member or household member of any of the above, for the purpose of influencing any act or decision of such party or person or inducing such party or person to use his or her influence or to otherwise secure any improper advantage, in order to assist in obtaining or retaining business for, or directing business to, any person. Please refer to the Company's *Anti-Bribery and Anti-Corruption Policy* which is incorporated by reference into this Code and posted on the Company's website.

## **6. Conflicts of Interest**

All Directors, Officers, Senior Management and employees have an obligation to act in the best interests of the Company. Conflicts of interest can occur when a Director, Officer, Member of Senior Management or employee has a private interest in the outcome of a decision or takes actions that make it difficult to perform his or her work objectively and effectively. Conflicts of interest may also arise when a Director, Officer, Member of Senior Management or employee (or immediate family member), receives improper personal benefits as a result of the position of such Director, Officer, member of Senior Management or employee with the Company. Loans to, or guarantees of obligations of, Directors, Officers, Senior Management or employees and their family members may create conflicts of interest. All employees shall not engage in any outside work or business undertaking that interferes with the performance of their duties as employees of the Company and are not allowed to work for a competitor or potential competitor as an employee, consultant or member of a board directors unless specifically authorized by the Chair

of the Board for Senior Management, Officer or Board member conflicts and by the CEO, or other Management, for all lower-level conflicts.

The Company respects the right of Officers and Directors to take part in financial, business or other activities outside of their position with the Company; however, they must not serve as Officers or Directors, or work as employees or consultants for, a direct competitor or an actual or potential business partner of the Company without prior approval of the Chair of the Board.

The Directors, Officers, Senior Management or employees may not invest in or trade in shares of a direct competitor or an actual or potential business partner of the Company where such investment or trading may appear or tend to influence business decisions or compromise independent judgment. This prohibition does not apply to shares of a publicly traded company where such investment or trading relates to less than five percent of its issued shares. However, investing or trading in the Company's competitors or business partners remains subject to applicable laws and regulations regarding insider trading, including prohibitions against trading in possession of material non-public information regarding such companies, whether such information is gained in the course of employment with the Company or otherwise. The Directors, Officers, Senior Management or employees must abide by the Company's Confidentiality and Insider Trading Policy.

Conducting Company business with a relative or significant other, or with a business in which a relative or significant other is associated in any significant role is a subset of conflicts of interest. However, such transactions may still be in the best interest of the Company and therefore permissible, provided that the decision process is fair and transparent, conflicts of interest are avoided, and pre-approval of the transaction is obtained from the CEO, or his/her delegate or in the situation where the CEO is associated with such transaction, the Chair of the Board. All requests for pre-approvals will be assessed on a case-by-case basis. Any transaction involving a Director, or an Officer of the Company will require pre-approval and disclosure of such transaction to the Chair of the Board, or the Chair of the Nominating and Corporate Governance Committee if the transaction involves the Chair of the Board. In addition, the Company is required to disclose related party transactions under applicable accounting rules and securities regulations.

When it comes to the employment of relatives or significant others, the Company 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 financial dependence or influence (i.e. auditing or control relationship, or a supervisor/subordinate relationship).

Relatives include spouse, sister, brother, daughter, son, mother, father, grandparents, step relationships and in-laws. Significant others include persons living in a spousal or familial fashion with an employee, consultant, Officer, member of Senior Management or Director.

If a conflict of interest exists, and there is no failure of good faith on the part of the Director, Officer, Senior Management or employee, the Company may allow a reasonable amount of time for the Director, Officer, Senior Management or employee to correct the situation in order to prevent undue hardship or loss. However, all decisions in this regard will be in the discretion of the Chair of the Board for Officer, Senior Management or Director conflicts of interest and the CEO or other Management for lower-level conflicts of interest. The Chair of the Board, the CEO

and Management's primary concern in exercising such discretion will be in the best interests of the Company.

If you are aware of a conflict or potential conflict of interest, as an employee you should bring the matter to the attention of a supervisor or manager. If you are aware of a conflict or potential conflict as a Director, Officer, Senior Management or employee, you should promptly bring the matter to the CEO, the Chair of the Audit Committee, the Chair of the Nominating and Corporate Governance Committee and/or the Chair of the Board.

## **7. Confidentiality**

To avoid a breach of confidentiality, all Directors, Officers, Senior Management or employees should maintain all confidential information in strict confidence, except when disclosure is authorized by the Company or legally mandated. Confidential information includes, among other things, any non-public information concerning the Company, including its business, financial performance, results or prospects, and any non-public information provided by a third party with the expectation that the information will be kept confidential and used solely for the business purpose for which it was conveyed. The obligation to keep information confidential also extends beyond employment or directorship with the Company.

You are prohibited from sharing confidential information about the Company with anyone outside the Company, verbally, in writing, including through personal social media platforms. You are also prohibited from making any statements to the media about the Company without the permission of executive management.

The Company has exclusive rights to all confidential and proprietary information regarding the Company. You are responsible for safeguarding Company information and complying with security controls and procedures. All documents, records, notebooks, notes, memorandums and similar repositories of information containing confidential information relating to the Company or our operations and activities, made or compiled by the Officers, Directors, Senior Management or employees of the Company, including yourself, belong to the Company and shall be held in trust by you solely for the benefit of the Company. Such material shall also be delivered to the Company by you on the termination of your association with the Company or at any other time the Company requests.

Reference should be made to the Company's *Disclosure Policy* and *Confidentiality and Insider Trading Policy*.

## **8. Fraud Prevention**

Fraud happens when someone acts dishonestly to make money illegally or to get an unfair advantage. Examples include stealing, forgery, identity theft, misuse of assets, taking kickbacks and making false reports.

The Company does not tolerate fraud. You must report any suspected fraud to your manager. If this creates a conflict for you, contact the Corporate Secretary, or you can report your suspicion

anonymously through IntegrityCounts. You will be protected from any form of punishment or retaliation when you honestly report suspected cases of fraud. Retaliation for reporting an offence may be illegal under applicable law and is prohibited under this Code. Please refer to the Company's *Whistleblower Policy* and the *Anti-Bribery and Anti-Corruption Policy*, which are incorporated by reference in this Code and are posted on the Company's website.

## **9. Corporate Opportunities**

Directors, Officers, Senior Management or employees 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 under Section 21 of this Code. No Director, Officer, Senior management or employee may use corporate property, information, or position for improper personal gain or for the improper personal gain of others, and no Director, Officer, Senior Management or employee may compete with the Company directly or indirectly. Directors, Officers, Senior Management and employees owe a duty to the Company to advance the Company's interests when the opportunity to do so arises.

## **10. Protection and Proper Use of Company Assets**

All Directors, Officers, Senior Management and employees should protect the Company's assets and ensure their efficient use. the Company's assets should be protected from loss, damage, theft, misuse, and waste. Company assets include your time at work and work product, as well as the Company's equipment and vehicles, computers and software, trading and bank accounts, Company information and the Company's reputation, trademarks and name. the Company's telephone, email, voicemail and other electronic systems are primarily for business purposes. Personal communications should be kept to a minimum. Unauthorized use or distribution of this information would violate this Code. It is also illegal and could result in civil or even criminal penalties.

## **11. Competition and Fair Dealing**

Each Director, Officer, Senior Management and employee should endeavor to deal fairly with the Company's counterparties, suppliers, competitors and employees. the Company seeks to outperform its competition in a fair and honest manner. No Director, Officer, Senior Management or employee should take unfair advantage of anyone through unlawful manipulation or concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair-dealing practice. Each Director, Officer, Senior Management and employee is required to maintain impartial relationships with Company suppliers and customers. Any gifts provided to Company suppliers and customers must not be excessive in value, and must be approved in advance by the CEO or Chair of the Board. Please refer to the Company's *Anti-Bribery and Anti-Corruption Policy* which is incorporated by reference into this Code and is posted on the Company's website.

## **12. Corporate Disclosure**

The Company endeavors to ensure that at all times our public disclosure is timely, complete, accurate and balanced. Avoiding any misrepresentation of our operations or finances is critical to our relationship with our investors. Proper reporting of reliable, truthful and accurate information is a complex process involving the cooperation among many of us. We must all work together to ensure that reliable, truthful and accurate information is disclosed to the public. The Company must disclose to the applicable Canadian securities regulatory authorities' information that is required, and any additional information that may be necessary to ensure the required disclosures are not misleading or inaccurate. The Company requires you to participate in the disclosure process in accordance with the *Disclosure Policy* which is overseen by the Disclosure Committee appointed in accordance with such policy. Participation in the disclosure process is a requirement of a public company, and full cooperation with the members of the Disclosure Committee and other Officers, Senior Management and employees in the disclosure process is a requirement of this Code.

Information about our mineral reserves and resources, operating results, financial statements and corporate activities must be treated as confidential until the Company makes the determination to disclose it.

If you are involved in preparing information that is to be publicly disclosed on behalf of the Company, you must follow our disclosure and financial reporting controls and procedures, as well as securities laws and regulations.

No one is authorized to release any public disclosure documents on behalf of the Company until such disclosure has been reviewed and approved by the Company's Disclosure Committee in accordance with the Company's *Disclosure Policy* and *Confidentiality and Insider Trading Policy*.

Only authorized spokespersons have authority to speak publicly about the Company, our activities and our securities. Unless you are specifically authorized, do not create the impression that you are speaking for the Company. This includes social media channels such as Facebook, LinkedIn, Twitter and YouTube. Refer all enquiries from shareholders, analysts and the media to one of our authorized spokespersons.

Reference should be made to the Company's *Disclosure Policy* and *Confidentiality and Insider Trading Policy* for more information.

### **13. Financial Reporting and Administration**

The Company strictly adheres to all applicable securities laws, regulations, accounting standards, accounting controls, audit practices and keeps proper records to meet our legal and financial obligations and to manage our business.

If you prepare a financial report for shareholders and the public, it must fairly present the information and follow international financial reporting standards as well as all applicable laws and regulations. If you have any responsibility for creating or keeping records, ensure they are accurate and complete, and that you follow the corporate procedures relevant to your job. Never falsely record information about Company assets or hide information about assets, liabilities, revenues or expenses. Inaccurate financial reports can bring stiff penalties and prosecutions under securities and criminal laws.

If you have any concerns about our accounting or auditing practices you should report them to your manager, or if this would create a conflict for you, to the Chair of the Audit Committee of the Company's Board directly. You can also report anonymously through IntegrityCounts, the Company's whistleblower hotline. The Audit Committee is responsible for ensuring that all such concerns are appropriately dealt with.

Anyone from outside the Company can also report a concern. If you receive a concern from someone outside the Company, report it promptly to the Chair of the Audit Committee of the Company's Board directly, or through the IntegrityCounts, our anonymous whistleblower hotline.

### **HOW TO REPORT A CONCERN ABOUT AN ACCOUNTING PRACTICE**

Report your concern in confidence to the Chair of the Audit Committee by sending a sealed letter by mail (or other delivery) addressed to:

**Discovery Silver Corp.**  
Suite 2401-79 Wellington Street West  
Toronto, Ontario  
M5J 1E7

PRIVATE AND STRICTLY CONFIDENTIAL  
ATTENTION: CHAIR OF THE AUDIT COMMITTEE

OR

Report your concern anonymously by phone, email or web through IntegrityCounts.

## **14. Workplace Violence Prevention**

The Company prohibits all acts of physical, verbal or written aggression or violence. This applies whether the aggression is committed by one employee against another, or against anyone else an employee comes in contact with when carrying out his or her responsibilities.

You must report any act, or threatened act, of violence to a manager or to the Company's security personnel. In situations of imminent danger, call the police or local emergency services and then security personnel. If the danger seems less imminent, take note of the facts and then report the incident to the Company's security personnel:

Who was involved?  
Where and when did the incident take place?  
Were there any witnesses?

Violence of any kind is not tolerated and will result in disciplinary measures up to and including termination.

**15. Respectful Workplace**

You have the right to work in a place that encourages equal opportunity and prohibits discrimination. The Company does not allow any sort of harassment at the Company. Harassment is a comment or conduct that is known (or should be known) to be unwelcome or offensive to a reasonable person. There shall be no discrimination against any employee, consultant, officer, director or applicant because of race, ancestry, place of origin, political belief, religion, marital status, family status, financial status, physical or mental disability, sex, sexual orientation or age.

Reference should be made to the *Human Rights, Diversity, and Inclusion Policy* and the *Workplace Violence and Harassment Policy*.

**16. Alcohol, Drugs and Other Substances**

You are required to be fit at all times to perform all of your assigned duties.

The use, sale, unlawful possession, manufacture or distribution of alcohol and illicit or recreational drugs or non-prescribed medications for which a prescription is legally required, whether on Company work premises or other work locations, is strictly prohibited and will result in disciplinary measures up to and including termination.

Reference should be made to the Company's *Fitness for Duty Policy*.

**17. Employee Harassment and Discrimination**

The Company is committed to fair employment practices in which all individuals are treated with dignity and respect. The Company will not tolerate any type of illegal discrimination or harassment. The Company expects that all relationships among persons in the workplace will be professional and free of bias and harassment.

**18. Use Of Computer Systems, Email, Internet and Social Media**

Our computer systems, email and internet are for business use. The information you view and share – whether for business or personal use – must be appropriate, respectful and in accordance with our policies. Except for limited personal use of the Company's telephones, tablets, mobile devices and computers, such equipment may only be used for business purposes. Officers and employees should not expect a right to privacy of their email, Internet or network use. All communications, e-mails or Internet use on Company equipment or networks may be subject to monitoring by the Company for legitimate business purposes.

You shall not participate in, host or link to chat rooms, blogs, social networking sites or bulletin boards in relation to Company corporate matters. Only Management is responsible for investor relations, or other authorized spokespersons from time to time authorized with the express written permission of those members of Management responsible for investor relations, may post on the Company's social media pages.

Reference should be made to the Company's *Disclosure Policy and Acceptable Use Policy* for IT resources.

## **19. Environmental, Safety, and Occupational Health Practices**

The Company believes that sound environmental, safety and occupational health management practices are in the best interests of the Company, its employees, its shareholders and the communities in which it operates. The Company 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 Directors, Officers, Senior Management and employees

We are all accountable for safety. No job is so important that we cannot take the time to do it safely. Check the Company's safety, health and environmental policies and procedure documents for the principles we follow on workplace health and safety.

Report any actual or potential safety or health risks you discover at work to your manager or to executive management. If you are uncomfortable speaking to someone in the Company directly or if you wish to report your concerns anonymously, you can also report your concerns through IntegrityCounts.

## **20. Consequences for Violating the Code**

You could be reprimanded, demoted, suspended or even dismissed if you do not follow this Code. Not following a policy document referred to in this Code will be treated as a violation of this Code.

Report any concerns regarding a violation or potential violation of this Code to your manager, to human resources, or to the Executive Vice President, Corporate Affairs & Sustainability. If you prefer, you can report your concern anonymously through IntegrityCounts, which is available 24/7 and is operated by an external service provider.

You are protected from any form of retaliation or punishment when you report a concern honestly and with the right intentions. Your manager and anyone else in the Company will face serious consequences if they try to punish you in any way for reporting a concern.

If you believe you are being punished in some way for reporting a concern, you should report this to your manager, human resources, the EVP Corporate Affairs and/or General Counsel, as appropriate, or through IntegrityCounts, whichever is most appropriate or comfortable for you.

### **Investigations**

The Company will investigate behavior that may violate the law, the Code, or that may otherwise harm the Company's reputation. You are required to cooperate in the investigation. Interference with the investigation is prohibited and is a violation of the Code. You must not destroy records or information related to the investigation, lie or misrepresent facts, attempt to discover the identity of others cooperating in the investigation, disclose information to unauthorized individuals, or retaliate against anyone involved in the investigation.

The Company strives to maintain confidentiality to the greatest degree possible. Information provided or discovered in the course of an investigation will only be disclosed as necessary.

The Audit Committee will oversee the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and will annually review the systems in place for the confidential, anonymous submission by employees of concerns regarding such matters. If a violation concerns a member of the Audit Committee, the investigation will be conducted under the guidance of the Nominating and Governance Committee of the Board.

### **Discipline for Non-Compliance with this Code**

Disciplinary actions for violations of this Code can include oral or written reprimands, suspension or termination of employment or a potential civil lawsuit against you. The violation of laws, rules or regulations, which can subject the Company to fines and other penalties, may result in your criminal prosecution.

**Failure to read, or understand this Policy, or sign any acknowledgement form does not excuse any individual to whom this Policy applies from compliance with this Policy.**

## **21. Waivers of the Code**

From time to time, the Company may waive certain provisions of this Code. Waivers generally may only be granted by the Chair of the Board. However, any waiver of the provisions of this Code for Officers and Directors, may be made only by the Board or one of its committees and will be disclosed to shareholders as required by applicable rules and regulations.

## **22. Code Review**

The Nominating and Corporate Governance Committee will annually review and reassess the adequacy of this Code and submit any recommended changes to the Board for approval.

### **POLICIES REFERENCED IN THIS CODE**

Confidentiality and Insider Trading Policy	Anti-Bribery and Anti-Corruption Policy
Whistleblower Policy	Disclosure Policy
Human Rights, Diversity and Inclusion Policy	Fitness for Duty Policy
Workplace Violence and Harassment Policy	

### **ADOPTION**

This Policy was adopted by the Board on December 12, 2017.  
Amended and approved by the Board on November 25, 2020.  
Amended and approved by the Board on November 23, 2022.  
Amended and approved by the Board on December 20, 2023.  
Reviewed and approved by the Board on May 13, 2025.  
Amended and approved by the Board on March 26, 2026.

## CONTACT INFORMATION

If you need advice, or if you know of or suspect any violations of this Code, you should first consider speaking to your manager. If you are not comfortable doing this, or you are not satisfied with the response you receive, there are several other ways to report your concern.

### WAYS TO SEEK ADVICE OR REPORT CONCERNS

- Audit Committee of the Board - Write to:

*Attention: Chair of the Audit Committee  
Private and Strictly Confidential  
Suite 2401 – 79 Wellington Street West  
Toronto, Ontario  
M5K 1E7*

- Executive officers
  - Chief Executive Officer or Chief Financial Officer or the Executive Vice President, Corporate Affairs

*Attention: CEO or CFO or EVP Corporate Affairs  
Private and Strictly Confidential  
Suite 2401 – 79 Wellington Street West  
Toronto, Ontario  
M5K 1E7*

- IntegrityCounts
  - From Canada and the US Dial **1-866-921-6714**, 24 hours a day, 365 days a year.
  - From Mexico Dial **800-099-0642**, 24 hours a day, 365 days a year.
  - **Email:** [DiscoverySilverCorp@integritycounts.ca](mailto:DiscoverySilverCorp@integritycounts.ca)
  - **Web:** <https://app.integritycounts.ca/org/DiscoverySilverCorp>

**ACKNOWLEDGEMENT**

I, \_\_\_\_\_, hereby confirm that I have read and understand the Discovery Silver Corp. Code of Conduct and Ethics (the “**Code**”), as well as the supporting policies referenced herein, including the Confidentiality and Insider Trading Policy, the Disclosure Policy, the Human Rights, Diversity and Inclusion Policy, the Whistleblower Policy, and the Workplace Harassment and Violence Policy (the “**Supporting Policies**”) and I agree to conduct myself in accordance with the provisions contained in the Code and the Supporting Policies. I further understand that failure to do so may result in disciplinary action being taken against me, which may include dismissal.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_