



CODE OF CONDUCT AND ETHICS

(Adopted by the Board of Directors of Starcore International Mines Ltd. (the “Company”) on October 24, 2025)

1. Objectives

The Company’s commitment to ethical and lawful business conduct is a fundamental shared value of our Board of Directors, management and employees and critical to our success. Our standards for business conduct provide that we will uphold ethical and legal standards vigorously as we pursue our financial objectives, and that honesty and integrity will not be compromised by us anywhere at any time. Consistent with these principles, the Board of Directors had adopted this Code of Conduct as a guide to the high ethical and legal standards expected of its directors, officers and employees.

2. Application of the Code

This Code applies to all directors, officers and employees of the Company and its subsidiaries (who are referred to collectively as “Company Personnel”).

3. Monitoring Compliance and Waivers

The Board of Directors is responsible for monitoring compliance with this Code. A waiver of this Code will be granted only in exceptional circumstances. Any waivers from this Code that are granted for the benefit of the Company’s directors or executive officers shall be granted by the Board of Directors only. Any waiver for employees will be granted only upon approval by the Chief Executive Officer.

4. Conflicts of Interest

Company Personnel must act honestly, in good faith, and in the best interests of the Company. Company Personnel must avoid situations involving a conflict or the potential for a conflict between their personal interests and the interests of the Company. Questions or reports regarding any conflict of interest or potential conflict of interest should be directed to the Chief Executive Officer.

The following are examples of conflicts that may arise in the course of carrying out the Company’s business:

- (a) **Outside Business Interests.** Company Personnel are free to take on employment and other activities outside of their work responsibilities with the Company. However, in doing so, Company Personnel must ensure that any “outside” activities do not present a real or perceived conflict with the interests of the Company or with their duties as Company Personnel.
- (b) **Outside Directorships.** Company Personnel are free to take on directorships, however, Company Personnel must be aware of any potential for conflicts with the interests of the Company.

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- (c) ***Financial Interests in Suppliers, Contractors or Competitors.*** Any proposed affiliation between Company Personnel and any entity that has a relationship with the Company is subject to review by the Board of Directors.
 - (d) ***Outside Personal Loan or Guarantee from the Company.*** Company Personnel should not accept, whether directly or indirectly, any loan or guarantee of obligations from the Company for personal benefit.
 - (e) ***Giving and Receiving Gifts.*** Company Personnel are prohibited from soliciting or receiving any gift, loan, reward or benefit from a supplier or customer in exchange for any decision, act or omission by any Company Personnel in the course of carrying out their functions. Similarly, Company Personnel should not try to influence the decisions of a supplier, customer, regulatory or government official by giving gifts. Anyone receiving any such gift, loan, reward or benefit must report the same to the Chief Executive Officer. The giving and receiving of modest gifts or entertainment as a part of normal business courtesy and hospitality is permitted. However, the use of expense accounts to deviate from any policy described herein is strictly forbidden.

5. Protection and Proper Use of Corporate Assets and Opportunities

All Company Personnel must handle the physical and intellectual assets of the Company with integrity and with due regard to the interests of all of the Company's stakeholders. Company Personnel cannot appropriate a corporate opportunity or corporate property, arising out of their relationship with the Company, for their own personal benefit.

Company Personnel must have authorization to enter into business transactions on behalf of the Company. All corporate transactions must be accounted for in the Company's books. Records must not be manipulated or destroyed for the purpose of impeding or obstructing any investigation undertaken by the Company or a governmental body.

No action shall be taken to fraudulently influence or mislead anyone engaged in the performance of an audit of the Company's financial statements.

Theft, carelessness and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported to any member of management, including the Chief Executive Officer. The Company's assets should be used for legitimate business purposes, though incidental personal use may be authorized from time to time.

Email and Internet systems are provided primarily for business use. Personal use of these resources should be kept to a minimum. As email may not be entirely secure, Company Personnel must exercise caution and etiquette when sending email correspondence.

6. Confidentiality of Corporate Information

Confidential information is any information that is not known to the general public and includes business research, market plans, strategic objectives, unpublished financial information, customer, supplier and personnel lists and all intellectual property, including trade secrets, software, trademarks, copyrights and patents. Confidential information may not be given or released without proper authority and appropriate protection to anyone not employed by the Company or to Company Personnel who have no need for such information.

Company Personnel are prohibited from trading or encouraging others to trade in the securities of the Company where the person trading is in possession of material non-public information.

7. Fair Dealing

Company Personnel shall not obtain or use information or trade secrets from individuals or any government agencies and other corporations. Company Personnel shall not undertake any activities that could reasonably be expected to result in an unreasonable restraint of trade, unfair trade practice or any other anticompetitive behaviour in violation of any law. However, in the normal course of business, it is not unusual for Company Personnel to acquire information about other organizations. In doing so, Company Personnel must not use illegal means to acquire a competitor's trade secrets or other confidential information. Any Company Personnel who work in an area that requires frequent contacts with competitors, customers or suppliers should be particularly sensitive to the requirements of competition laws.

The Company undertakes to deal fairly with all Company Personnel. There is a "no tolerance" policy in place for any form of discrimination or harassment against Company Personnel with respect to race, religion, age, gender, marital and family status, sexual orientation, ethnic or national origin or disability or any other grounds enumerated in applicable human rights legislation.

The Company respects the personal dignity of each individual, honors diversity, and is intolerant of violence, discrimination, harassment, or retribution in the workplace. The Company strives to be an employer committed to creating, managing, leveraging, and valuing diversity. We work hard to create a positive work environment where each individual is appreciated, proud, satisfied, and adds value to the Company. We practice equal opportunity without regard to race, religion, color, national origin, gender, sexual orientation, age, disability, or veteran or marital status. Our employment and personnel decisions are based on individual merit and Company requirements. Retaliation is not tolerated.

8. Compliance with Laws, Rules and Regulations

All Company Personnel must comply with all health and safety laws, regulations and Company policies.

All Company Personnel, in discharging their duties, must comply with the laws of the countries in which the Company and its subsidiaries carry on business. All Company Personnel are charged with the responsibility for acquiring sufficient knowledge of the laws involved in each area relating to their particular duties.

Company Personnel are prohibited from making payments or giving gifts to a public official in any country in which the Company and its subsidiaries operate, in order to obtain a business advantage or is in violation of applicable anti-corruption legislation.

9. Reporting of any Illegal or Unethical Behaviour

Company Personnel are each responsible for being aware of, understanding and complying with this Code when making business decisions. Company Personnel must promptly report any problems or concerns and any actual or potential violation of this Code. To do otherwise will be viewed as condoning a violation of this Code.

There shall be no reprisal or other action taken against any Company Personnel who, in good faith, brings forward concerns about actual or potential violations of laws or this Code. Anyone engaging in any form of retaliatory conduct will be subject to disciplinary action, which may include termination.

Company Personnel should first raise a complaint or concern with his or her supervisor. If that is not possible for some reason or if this does not resolve the matter, Company Personnel must take the matter up the chain of management within the Company. Ultimately, unresolved complaints and concerns should be referred to the Chair of the Audit Committee who will treat all disclosures in confidence and will involve only those individuals who need to be involved in order to conduct an investigation. Any complaint regarding accounting, internal accounting or auditing matters or a concern regarding questionable accounting or auditing matters should be referred to the Chair of the Audit Committee. *(Refer to the Company's Whistleblower Policy.)*

10. Consequences of Violating this Code

Failure to comply with this Code will be considered by this Company to be a very serious matter. Depending on the nature and severity of the violation, disciplinary action may be taken by the Company, including termination. In addition, the Company may make claims for reimbursement of losses or damages and/or the Company may refer the matter to the authorities. Anyone who fails to report a violation upon discovery or otherwise condones the violation of this Code may also be subject to disciplinary action.