



TIERNAN GOLD CORP. CODE OF CONDUCT AND ETHICS

Section 1 Purpose

The purpose of this Code of Conduct and Ethics (“**Code**”) is to communicate the commitment of Tiernan Gold Corp. and its subsidiaries (“**Tiernan**” or the “**Company**”) to conducting business with integrity, honesty and respect, in compliance with applicable laws, regulations and policies, and in a manner that preserves the Company’s reputation as a responsible resource company and deters unethical behavior and wrongdoing. This Code provides an overview of requirements, standards and expectations to guide you in carrying out your duties for, your dealings with, and when acting as a representative of, the Company. It is not intended to cover every issue that may arise and supplements other policies that may be adopted by the Company from time to time.

Section 2 Application

This Code applies to all members of the board of directors, officers, employees, consultants, contractors and agents (collectively “**Representatives**”) of the Company. Adherence to this Code is a condition of employment with, or of providing services to, Tiernan. The Company asks each Representative to periodically review the Code to demonstrate determination and commitment to upholding the high standards set by Tiernan as an industry leader.

Section 3 Ethics and Integrity

3.1 Standards of Good Professional Ethics

All of Tiernan’s business activities and affairs must be carried out ethically and honestly. Tiernan expects all Representatives to conduct themselves with honesty and integrity and to avoid even the appearance of improper behavior. Anything less is unacceptable and may be treated as a serious breach of duty.

3.2 Good Ambassadorship

All Representatives are ambassadors of Tiernan. All Representatives shall represent Tiernan professionally, and act and communicate in a manner which upholds its good reputation and image at all times. This includes through the use of social media and other forms of digital or other communications. As Representatives’ actions are seen to reflect those of Tiernan, all actions must reflect the policies and standards of Tiernan.

3.3 Compliance with Laws, Code and Policies

All Representatives shall comply with all applicable laws, rules and regulations of the jurisdictions where they carry out their duties and all jurisdictions where Tiernan conducts its business activities. All Representatives shall comply with this Code and all Tiernan policies that apply to them, including, without limitation, the Disclosure Policy, the Insider Trading Policy and, when adopted, the Whistleblower Policy.

3.4 Bribery

In the United States and Canada, and in many other countries, including those in which the Company has mineral assets, it is illegal and/or contrary to applicable ethical codes including this Code, to provide, offer

or accept a kickback or bribe. A kickback or bribe may be defined as any money, fee, commission, credit, gift, gratuity, loan, reward, advantage, benefit, thing of value or compensation of any kind that is provided, directly or indirectly, and that has as one of its purposes, the improper obtaining or rewarding of favorable treatment in a business transaction.

Bribery, anti-kickback or similar laws could be applicable when a Representative receives or is offered payments, gifts or gratuities that might unduly influence Tiernan's business judgment or practices. Representative must comply with this Code and all Tiernan policies that may apply to them and, if offered payments, gifts or other gratuities that might unduly influence the conduct of Tiernan's business, should seek guidance from the CEO, CFO or external legal counsel of the Company. Representatives should remember that they owe a duty to the Company, and are prohibited from using their position to obtain personal gain or benefit from others seeking to do business with Tiernan.

Please refer to the Anti-Bribery and Anti-Corruption Policy for further information.

3.5 Vendors, Suppliers, Customers and other Third Parties

Tiernan is committed to treating all of its vendors, suppliers, customers and other third parties fairly, honestly and courteously. Representatives are to avoid unfair tactics and favoritism, and never take unfair advantage of any third party through manipulation, concealment, misrepresentation of material facts or any other unfair or unethical practices.

Legally, Tiernan may be held liable for the actions of any third party acting on Tiernan's behalf, including agents, representatives, business partners or promoters, as if Tiernan itself had performed such actions. It is every Representative's duty and responsibility to ensure that all required compliance due diligence is performed prior to entering into business relationships with third parties. All agreements with vendors, suppliers, customers and third parties shall be entered into in accordance with the Company's established policies and practices, which includes prior approval and /or review as required. Such agreements shall also be in line with reasonable competitive and market practices, the principles established in this Code and other relevant corporate policies. Throughout the business relationship, Representatives should continue to monitor the business relationship with a view to ensuring continued compliance with the Company's policies and procedures. Representatives should ensure that third parties are made aware of the Company's Code and its commitment to ethical policies and processes. Tiernan will only do business with third parties who are committing to the standards set out in this Code and who maintain lawful business practices, ensure safe, healthy and fair workplaces as well as commit to zero tolerances for any human rights violations in relation to both their employees and the communities in which they work.

3.6 Fair Competition

Antitrust laws are designed to protect competition in the United States and Canada. Generally speaking, the following types of topics, and any others that may limit competition, should not be discussed with a competitor (including a potential or prospective competitor) in violation of such laws: prices, pricing policy, discounts or rebates (including competitive bidding practices); costs, profits, or profit margins; terms or conditions of sale, including credit terms and return policies; division of markets, market territories, customers or sales territories; market share of any products; marketing, advertising or promotional plans; controlling, preventing or reducing the supply of any product or service; pricing or promotional practices of dealers, distributors or customers; classifying, rejecting, terminating or allocating customers; or any other non-public and/or competitively sensitive information about Tiernan or a competitor.

Each Representative is responsible for making sure that his or her actions on behalf of the Company do not in any way violate or appear to violate antitrust laws or regulations. When in doubt, seek assistance from the CEO, CFO or external legal counsel of the Company.

3.7 Fair Dealing

All business dealings undertaken on behalf of Tiernan, including with its security holders, customers, suppliers, competitors and employees, must be conducted in a manner that preserves Tiernan's integrity and reputation. Tiernan seeks to avoid misrepresentations of material facts, manipulation, concealment, abuse of confidential information, or any other illegal or unfair practices in all activities undertaken by or on behalf of Tiernan.

3.8 Conflicts of Interest

Representatives shall act honestly and in good faith in discharging their duties with a view to the best interests of Tiernan. This means that Representatives are expected to put the interests of Tiernan before their own. Representatives shall avoid situations involving a conflict, or potential conflict, between their personal, family or business interests, and the interests of Tiernan, and shall promptly disclose any such conflict, or potential conflict, to the CEO or CFO. Conflicts of interest may include situations that result or could result in an improper personal benefit to yourself, your family or your close associates, and the creation of obligations which may affect your ability or judgement to uphold this Code and act in the best interests of Tiernan.

3.9 Corporate Opportunities

Representatives are prohibited from taking for themselves personally opportunities that arise through the use of corporate property, information or position and from using Tiernan property, information or position for personal gain. Representatives are also prohibited from competing with Tiernan, directly or indirectly, and owe a duty to Tiernan to advance the legitimate interests of the Company when the opportunity arises.

3.10 Gifts and Entertainment

Representatives shall perform their duties and arrange their personal business affairs in a manner that does not interfere with their independent exercise of judgment. Generally, Representatives shall not give or accept any gift, favour, entertainment, special accommodation or other items of value, to or from any vendors, suppliers, potential candidates, potential or actual business partners or other third parties except in strict compliance with this Code, the Company's policies and applicable law. No one working for Tiernan shall accept financial compensation of any kind, nor any special discount, loan or favor, from persons, corporations or organizations having dealings or potential dealings with Tiernan in any manner that violates the Company's policies or applicable law. All gifts must be registered for approval by notifying the Chief Financial Officer.

3.11 Charitable and Political Activities

Tiernan values the culture of giving, of social engagement and of caring for others. Given the nature of the resource industry, it is a priority of Tiernan to foster good relations within the communities where it operates. Representatives are encouraged to participate in local activities that address the needs of the communities in which they live and work and to participate as a private citizen in government and the political process, using your own money and your own time. It should always be clear to outside observers that these are your personal actions and not actions taken on behalf of Tiernan.

Make sure your involvement in charitable or political activities is not prohibited by other Company policies or suggestive of anything improper, and do not use, without specific written authorization, any Company funds or resources to help or promote any charitable cause or political candidate or party. Under no circumstance should a payment or gift be made, or offered to, a public official with a view to effect the enforcement or enactment of any laws.

Section 4 Safe, Respectful and Inclusive Workplace

4.1 No Discrimination, and Harassment

Tiernan is committed to providing a collegial working environment in which all individuals are treated with dignity, equity and respect. Each individual has the right to work in a professional atmosphere which promotes equal opportunities and prohibits discriminatory practices. Any discrimination or harassment, including on the basis of age, color, creed, disability, ethnic origin, gender, marital status, national origin, political belief, race, religion, sexual orientation, gender identity, gender expression or any other characteristics protected by law, is strictly prohibited.

4.2 Human Rights

Tiernan is adamant in its support of the protection of universal human rights. The Company and its Representatives shall make every effort to uphold and respect human rights principles in all jurisdictions in which it has operations. It is imperative that the Company is viewed as a leader in its industry regarding respect and consideration for human rights, and its commitment must be integral to the Company's and its Representatives' decision-making processes.

4.3 Workplace Safety

Tiernan is committed to providing a safe and healthy work environment that complies with all relevant laws and regulations. Workplace violence is not tolerated. Any misuse of alcohol or legal drugs (prescribed or un-prescribed), or the use of any illegal drugs, may jeopardize job safety and/or performance, and is prohibited in the workplace. No Representative shall enter the workplace under the influence of alcohol or such drugs that may impair safety and/or performance.

Section 5 Safeguarding Company Assets and Information

5.1 Protection and Proper Use of Tiernan's Assets

All Representatives shall deal with Tiernan's assets, including all data, information (confidential or otherwise), records, products, material, facilities, inventory, "know-how", trade secrets, trademarks, copyrights and other intellectual property and equipment, with the strictest integrity and with due regard to the interests of the Company. We must maintain the accuracy, confidentiality, privacy and security of these types of information in order to comply with all applicable privacy laws. Similarly, Representatives must not disclose commercially confidential or otherwise sensitive information. Tiernan's assets may not be used for personal gain or benefit, and remain property of the Company. In addition, all Representatives must act in a manner to protect such assets from loss, damage, misuse, theft, misappropriation, disparagement and waste, and ensure that such assets are used only for legitimate business purposes.

The management of Tiernan expects its employees to use internet access for business-related purposes (including to communicate with customers and suppliers, to research relevant topics and to obtain useful business information). All existing Tiernan policies apply to conduct on the internet, particularly (but not exclusively) those policies dealing with intellectual property protection, privacy, misuse of Tiernan's resources, sexual harassment, information and data security and confidentiality. All employees must take special care to maintain clarity, consistency and integrity of Tiernan's corporate image and posture.

5.2 Confidentiality of Tiernan's Information

Information is one of Tiernan's key assets. It is Tiernan's policy to ensure that its proprietary and confidential information, including proprietary and confidential information that has been entrusted to Tiernan by others ("**Confidential Information**"), is adequately safeguarded. All Representatives are responsible for protecting Confidential Information, including information about Tiernan's business, assets, opportunities, suppliers and competitors, from unauthorized advertent or inadvertent disclosure.

5.3 Communications

Representatives should take care to ensure that all business records and communications (including email, texts, and instant messages) are clear and accurate. Potential risks from inaccurate or misleading statements include claims of false advertising, misrepresentation, breach of contract, securities fraud, unfair disclosure, and competition violations.

Representatives may not give an endorsement or other statement on behalf of Tiernan or personal endorsement that identifies your affiliation with Tiernan, except when approved by the CEO, CFO, external legal counsel of the Company or other designated officer of the Company. In addition, Representatives may not discuss Tiernan's business, including financial condition, business or financial performance, products, or business prospects with anyone, including but not limited to financial analysts, actual, or potential investors, without the prior approval of the head of Investor Relations or other designated officer of the Company. All requests for a representative of Tiernan to participate in a financial conference (including speaking on a panel, or attending a dinner or any event that targets the financial community) must be referred to the head of Investor Relations or the CFO for approval. If any such analysts or investors contact you please refer such inquiries to the head of Investor Relations. For more information, please see the Insider Trading Policy and the Disclosure Policy of the Company.

5.4 Inside Information and Insider Trading Laws

Use and disclosure of non-public material information relating to the Company is governed by applicable securities laws and the Insider Trading Policy. Improper disclosure or use, even accidentally, can violate insider trading laws. Disclosing non-public material information to other people, including immediate family members, friends, or associates or recommending the purchase or sale of Tiernan's shares to others while aware of non-public material information, is known as "*tipping*" and is illegal. A person who receives the information (i.e. is "tipped") and then trades in Tiernan shares or informs others of that information is also in violation of insider trading laws. You are required to read the Insider Trading Policy which contains a more detailed discussion of the relevant restrictions and requirements.

5.5 Financial Integrity and Responsibility

Representatives are expected to act responsibly and exercise sound judgment with respect to matters involving company finances. Representatives must adhere to all applicable accepted accounting standards and practices, keep accurate, complete and timely records, submit accurate and complete reports as required, comply with Tiernan's system of internal controls, and sign or attest only those documents you believe to be correct and complete.

All Representatives must cooperate fully and completely with Tiernan's accounting and audit teams, as well as Tiernan's independent public accountants and counsel, providing them with complete and accurate information and assistance. Representatives are prohibited from coercing, manipulating, misleading or improperly influencing Tiernan's internal or external auditors at any time. Representatives are prohibited from knowingly making, or causing or encouraging any other person from making, in any of Tiernan's public disclosure, any false or misleading statements or any omissions of any information necessary to make the disclosure complete and accurate in all material respects.

If you suspect or observe any irregularities relating to financial integrity and responsibility, immediately report them in accordance with the Whistleblower Policy.

Section 6 Compliance With and Violations Of The Code

The Compensation, Nominating and Corporate Governance Committee (the "**CNCG Committee**") is responsible for reviewing and evaluating this Code at least annually and will recommend any necessary or appropriate changes to the Board of Directors for consideration. Any amendments to the Code will be communicated in a timely manner.

6.1 Questions

If you have any questions about how this Code should be followed in a particular case, please contact the CEO, CFO or external legal counsel of the Company.

6.2 Reporting Violations of the Code – Whistleblower Policy

All Representatives shall adhere to Tiernan's commitment to conduct its business and affairs in a lawful and ethical manner. All Representatives are encouraged to talk to their immediate supervisor or the management team when in doubt about the best course of action in a particular situation and to report any breach or suspected breach of law, regulation, this Code or any of Tiernan's corporate policies.

Tiernan expects to adopt a Whistleblower Policy, which will provide procedures for reporting any breach or suspected breach of law, this Code or any of Tiernan's corporate policies. This may be done in an anonymous manner.

Tiernan prohibits retaliatory action against any Representative who, in good faith, reports a possible violation of this Code. Any Representative who believes he or she has been retaliated against should promptly report it to the CEO, CFO or external legal counsel of the Company.

6.3 Consequences of Violation of the Code

Representatives may be required to certify their understanding of and compliance with this Code from time to time as applicable. Failure to comply with the Code may result in severe consequences, which could include internal disciplinary action or termination of employment or consulting arrangements without notice. Violation of the Code may also violate certain Canadian and/or other laws in the jurisdictions the Company operates. If it appears a Representative may have violated such laws, the Company may refer the matter to the appropriate authorities, which could lead to legal proceedings, penalties, fines or imprisonment.

6.4 Waivers of the Code

Waivers or exceptions to this Code will be granted only in advance and under exceptional circumstances by the CNCG Committee. Any waiver of this Code with respect to a member of the CNCG may be granted only by the Audit Committee. Any waiver of this Code with respect to a Director or Executive Officer of Tiernan may be granted only by the Board of Directors. Any such waiver shall be disclosed to the extent and in the manner required by applicable laws or stock exchange rules.

6.5 Publication of the Code

This Code, and any amendments, shall be posted on the Company's website at www.tiernangold.com and, if required under applicable securities law, the Company's profile on the SEDAR+ website at www.sedarplus.ca.

Dated: December 16, 2025
Approved by: Board of Directors of the Company