



CODE OF ETHICS AND BUSINESS CONDUCT

TABLE OF CONTENTS

A Message from the Chief Executive Officer 3

I. POLICY OVERVIEW AND GUIDELINES 4

 A. Purpose 4

 B. General Principles 4

 C. Annual Review and Sign Off 4

 D. Integrity 5

 E. Responsibilities of Star Personnel 5

II. CODE OF CONDUCT AND BUSINESS PRACTICES..... 6

 A. Conflicts of Interest 6

 B. Intellectual Property..... 6

 C. Public Disclosure 6

 D. Confidential Information 7

 E. Gifts and Entertainments 7

 F. Dealing with External Stakeholders..... 10

 G. Protection of the Environment..... 11

 H. Political Contributions and Activities..... 11

 I. Operations..... 11

 J. Accuracy of Records and Reporting 11

 K. Relationships With Public Officials 12

 L. Bribery, Corruption, Kickback and Fraud..... 13

 M. Competitors’ Information..... 13

 N. Use and Protection of Star Property 13

 O. Use of Electronic Systems 13

 P. Social Media Use 16

 Q. Books and Record Management 17

 R. Work Environment 17

III. GOVERNANCE..... 21

 A. Responsibilities..... 21

 B. Reporting Procedure for Misconduct or Violation 21

 C. Retaliation and Retribution Prohibited 22

 D. Penalties for Violations..... 22

IV. WAIVERS OF THE CODE 22

SCHEDULE 1 Acknowledgement Form 24
SCHEDULE 2 Conflict of Interest Disclosure Form 25

A MESSAGE FROM THE CHIEF EXECUTIVE OFFICER

Dear Colleagues,

As we work towards continuing and growing the success of our business, we all have a responsibility to meet the highest standards of ethical conduct. A good reputation, great values, after all, takes years to build, but it only takes one misstep to lose all that we have built.

Our business relationships, interaction with third-party operators, customers, suppliers, stakeholders, colleagues and government officials, therefore, must be beyond reproach. Responsible, professional conduct builds the trust and integrity needed to achieve our long-term success. Our individual and collective efforts are essential to achieving this goal.

On occasion, we may be faced with challenging situations in the course of our daily business. This is a fact of life. To ensure we are always on the same page, and that we have the necessary tools to support us, we have created this Code of Conduct. This Code of Conduct is comprehensive, but it does not cover every possible situation. You are expected to read and understand this Code and use common sense and good judgement to guide you.

The Code of Conduct will be reviewed and updated on a regular basis, ensuring that it always reflects the evolution, goals and business practices of Star. Please take the time to review this document, and to incorporate its principles into day to day activities with Star. Ensuring that Star conducts business in an ethical and responsible manner is imperative for us, and as such, we will ask for your signature on an annual basis to acknowledge your adherence to this Code and its principles.

It is through your commitment – and your ethical conduct – that Star will achieve its full potential.

Thank you for your support and service.

“Alexandre Pernin”

Alexandre Pernin

Chief Executive Officer

Star Royalties Ltd.

I. POLICY OVERVIEW AND GUIDELINES

A. Purpose

Star Royalties Ltd.'s ("**Star**" or the "**Corporation**") Code of Ethics and Business Conduct (the "**Code**") establishes the ethical rules and professional conduct for Star's personnel. It serves as a guide in and outside the workplace as well as in professional relations. It indicates to clients, government organizations and the general public the high standards that all members of the Star team have undertaken to meet in fulfilling their responsibilities. The Code explains the fundamental values and standards of behaviour that Star's shareholders and stakeholders expect in all aspects of Star's business.

IF YOU ARE IN A SITUATION THAT YOU BELIEVE IS UNETHICAL, THAT MAY VIOLATE OR MAY LEAD TO A VIOLATION OF THIS CODE, YOU ARE REQUIRED TO FOLLOW THE GUIDELINES DESCRIBED BELOW IN SECTION III.B "Reporting Procedure for Misconduct or Violation".

B. General Principles

The Code outlines the general principles as well as certain specific requirements that guide Star's activities. It provides a framework for reflection and decision-making, while emphasizing honesty, professional responsibility, and compliance with the standards and regulations governing Star's business activity.

This Code applies to situations that Star Personnel (as defined below) may encounter during the course of conducting Star's business. As with all guidelines or principles, Star Personnel is expected to use their own judgment and discretion, having regard to these standards, to determine the best course of action for specific situations. The Code applies to all employees, managers, executive officers and directors of Star, as well as the employees, managers, executive officers and directors of Star's subsidiaries (together the "**Star Personnel**" or "**personnel**"). This Code should also be provided to and followed by the agents, consultants and representatives, including advisors, of the Corporation and its subsidiaries and affiliates.

If a law conflicts with a policy in this Code, Star Personnel must comply with the law. If a local custom or policy conflicts with this Code, Star Personnel must comply with this Code.

If any Star Personnel has questions about any section of this Code, they should direct all questions to the appropriate person set forth in Section III.B of this Code.

C. Annual Review and Sign Off

The board of directors of Star (the "**Board**"), with the assistance of the Environmental, Social, Governance and Nominating Committee (the "**ESGN Committee**") and the Audit Committee (the "**Audit Committee**" and together with the ESGN Committee, the

“Committees”) together have the responsibility for monitoring compliance with, and interpreting this Code. This Code may be amended at any time by the Board or any of the Committees.

To honour our commitment and support our values and standards, all Star Personnel is required on an annual basis to acknowledge they have reviewed and will follow the Code. A copy of the acknowledgement is attached hereto as Schedule 1.

D. Integrity

All Star Personnel have a responsibility and a duty to report Code, illegal acts, security breaches or violations of Star’s rules, policies, or any applicable laws to management or the Board, as appropriate. Star Personnel are also expected to perform their job competently, be accountable for their behaviours and actions, and embrace Star’s values, principles and standards upon which its reputation rests.

E. Responsibilities of Star Personnel

Star Personnel are expected to:

- Perform your duties with fairness and integrity;
- Make consistent efforts to achieve Star’s objectives;
- Understand the Code and review it on an annual basis;
- Consult your immediate supervisor if you have any questions about the Code;
- Act promptly and advise your immediate supervisor if you become aware of a suspicious activity, risky situation or breach of the Code; and
- Cooperate in the event of an investigation regarding any violations of the Code.

In addition to the above Section E, management and directors are expected to:

- Know the Code in detail, promote and apply it in the workplace;
- Lead by example by complying with the Code and providing a high standard of ethical conduct;
- Prevent, detect and report any violations of the Code and take immediate disciplinary action when it has been established that there has been violation of the Code;
- Protect those who report violations; and
- Distribute the Code to Star Personnel, ensure they read and understand it, and collect signed acknowledgments.

II. CODE OF CONDUCT AND BUSINESS PRACTICES

A. Conflicts of Interest

In discharging their duties, Star Personnel must act honestly and in good faith with a view to the best interests of the Corporation. Star Personnel have the obligation to avoid conflicts of interest in the performance of their duties, whether they are real or perceived. A conflict of interest is considered to be any situation or arrangement where your personal activities or interests, at or outside work, conflict with your responsibilities to Star. A conflict of interest arises whenever personal interest or relationships influence our judgment or hinder our capability to reach decisions with integrity and honesty. A Star Personnel's hierarchical status should not influence Star's procedures for personal interest or benefit to our family, friends, colleagues or anyone else.

Each Star Personnel shall execute, as may be required to disclose a conflict of interest to Star, the Conflict of Interest Disclosure Form enclosed herewith as Schedule 2.

If you have doubts or suspect a possible conflict, you are encouraged to discuss it with your supervisor or contact Star's Chief Financial Officer (the "CFO").

B. Intellectual Property

All Star Personnel have the responsibility to protect and preserve Star's intellectual property (which includes, but is not limited to, trademarks, copyrights, trade secrets, know-how, methods and procedures). As an absolute rule, any intellectual property created by a Star Personnel during the course of employment is considered Star's property. Intellectual property is considered confidential information and strategic assets of Star and should not be disclosed to or used by third parties without the CFO's approval.

C. Public Disclosure

Only authorized executives of Star can respond to inquiries from the investment community or the media and decide the timing and content of public disclosures regarding Star. In this regard, the Board has adopted a policy on corporate disclosure and confidentiality of information.

The Chief Executive Officer (the "CEO"), the Chief Investment Officer (the "CIO") and the CFO are the only official spokespersons of the Corporation. Unless authorized, no employee may give his or her personal opinion, disclose confidential information or discuss matters pertaining to the Corporation to members of the news media and the public in general. Any inquiry or request for an interview must be referred to the CIO and the CEO.

No material undisclosed information related to the Corporation's business may be communicated to anyone until public disclosure of such information has been made to the general public, except to those who need to know said information in the necessary course of business and are under an obligation of confidentiality.

If any material information about the Corporation not yet disclosed to the public is inadvertently disclosed, employees aware of such disclosure shall contact the CIO and the CEO immediately so that the Corporation may promptly take corrective action.

D. Confidential Information

Confidential information relating to the Corporation's business is an important asset for the Corporation and must be treated accordingly.

Confidential information includes, but is not limited to, information not publicly disclosed about the Corporation's business, projected assets or property acquisitions, exploration, drilling and other technical results, mining methods or techniques, production, discoveries, information relative to past, present and prospective Third-Party Operators (as defined herein), customers and suppliers, joint ventures, earnings, financial data, marketing techniques, strategies, and business plans and personal information concerning Star Personnel.

Personnel must preserve the confidentiality of such information and shall not at any time, both during and after being Star Personnel, disclose to anyone (within or outside the Corporation), any of the Corporation's confidential information, except on a need to know basis in the normal course of business. Moreover, personnel shall not use such information for their, or anyone else's, personal gain. Personnel shall return to the Corporation such confidential information upon request by the Corporation and, in any event, immediately after their employment termination.

The above restrictions apply not only to the Corporation's confidential information, but also to information received by the Corporation from third parties under an obligation of confidentiality.

Using, recording or disclosing any such confidential information for any reason will result in immediate disciplinary action up to including termination of employment for cause, except as may be required by law or may be determined by authorized personnel.

E. Gifts and Entertainments

In the course of business, it is not unusual for an individual or an organization to give gifts or provide entertainment, such as dinners and tickets to events. It is our policy to deter givers of gifts from seeking or receiving special favours from employees. Accepting any gift or entertainment that is of more than nominal value can appear to be an attempt to influence the recipient into favouring a particular customer, vendor, consultant, etc. While there are no clear-cut rules as to what is appropriate in every situation some factors which an employee and his/her supervisor should consider in assessing the proper course of action include:

- would the gift or entertainment be viewed as appropriate or usual, taking into account its value and the function the employee performs for Star?

- would it be viewed as insulting or inappropriate to return the gift or decline the hospitality?
- can the gift or hospitality benefit all personnel rather than particular individuals?
- would Star, under similar circumstances, offer a similar gift or entertainment?

To avoid the reality and the appearance of improper relations with current or prospective customers, vendors and consultants, employees should observe the following guidelines when deciding whether or not to accept gifts or entertainment.

1. Gifts

Gifts such as merchandise or products, as well as personal services or favours may not be accepted unless they are of a nominal value. Star Personnel are urged to consult with the CFO before accepting gifts of more than a nominal value. Gifts of any amount may never be solicited. A gift in the form of cash or securities (including a loan) may never be accepted and should be reported immediately to your supervisor.

2. Entertainment

Unsolicited business entertainment received by a member of Star's Personnel should be appropriate for the role that the person has within Star and clearly intended to facilitate business objectives. For example, a person offering cultural or event tickets must plan to attend the event as well.

As a general rule, business entertainment in the form of meals is appropriate, as long as it is of nominal value (as per our guidelines), infrequent, and to the extent possible on a reciprocal basis. If you know that Star would not extend the same courtesy then decline the offer.

3. International Customs

In some international business transactions, it is customary and lawful for business leaders in a host country to give gifts to personnel. These gifts may be of more than nominal value and under the circumstances, returning the gifts or paying for them may be an affront to the giver. In such a situation, the gift must be reported to the Personnel's supervisor. In instances where gifts cannot be returned and offering to pay for them would adversely affect continuing business relationships, supervisors must be notified. In some cases, any gift may be retained by Star, at its sole discretion, and not by the personnel who received it.

4. Gifts, Hospitality and Expenses

Star Personnel shall not, either directly or through an intermediary, offer or provide gifts, hospitality or reimbursement of travel or other expenses to Public Officials (as

defined herein), except with the prior approval of the CFO or in accordance with the Code. Star Personnel may pay or reimburse reasonable meal expenses incurred in good faith by or on behalf of a Public Official related to the promotion, demonstration, or explanation of Star's activities, products or services, or the execution or performance of a contract between the Corporation and the Public Official's government or agency without pre-approval of the CFO. Any such payment or reimbursement must at all times be in compliance with the Code, or any other related policy or guidelines.

In addition, Star Personnel must refrain from giving anything of value indirectly (for example, to a consultant, agent, intermediary, business partner or other third party) if such person has reason to believe that it will be passed on to a Public Official or a private commercial partner to obtain an improper advantage. As such, all personnel must take the necessary measures to:

- Ensure that all Star Personnel, as well as Star's partners, such as consultants, representatives and agents, understand and will abide by the Code and more specifically by the provisions relating to anti-bribery and anti-corruption;
- Evaluate the qualifications and reputation of the Corporation's partners (including the use of a due diligence review prior to entering into such a relationship); and
- Draft agreements and contracts that include such requirements to protect Star. The Corporation will conduct a due diligence review on these matters prior to any decision to invest in another business – whether it is to acquire a business in whole or in part, or a joint venture arrangement.
- The CFO is responsible for ensuring that any gift, hospitality and/or reimbursement of travel or other expenses ultimately provided to a third party, including a Public Official, is fully and accurately recorded in the Corporation's accounting records.

5. Outside Activities

The primary business loyalty of the Star Personnel should always be to Star. Personnel may not engage in any outside activity or employment that might affect their objectivity and independence of judgment or conduct in carrying out their duties and responsibilities for Star. This means, for example, that personnel may not work for an organization that is a customer or competitor of Star without the written consent of the CEO.

Personnel should not engage in other employment or activity that will encroach on the time or attention that should be devoted to the personnel's duties for Star. Such activity can adversely affect the quality of work performed, competes with Star's activities, imply sponsorship or support by Star of the outside employment or organization, or adversely affect the good name of Star or its subsidiaries.

Nevertheless, Star respects the various interests of its personnel outside the work place. Personnel are, of course, free to pursue such interests, including work with charitable and other organizations. However, the participation of personnel in outside activities must not be such that an outside observer would be led to believe that Star is endorsing the activity and must not encroach on such person's ability to properly perform their duties within Star or which may damage the reputation of Star considering the industry in which the Corporation operates. Similarly, work for other businesses must be conducted on the same basis.

6. Corporate Opportunities

Star Personnel may not take advantage of business opportunities that are presented to them or discovered by them as a result of their work with Star or through their use of Star property or information. Even opportunities that are acquired outside of the workplace by Star Personnel may be inappropriate if they are related to Star's existing, proposed or prospective lines of business. Star Personnel cannot use their work with Star or its property or information for personal advantage, nor can they compete with Star in any business endeavour, such behaviour may lead to immediate dismissal. If you have any questions, you should contact the CFO.

F. Dealing with External Stakeholders

1. Third-Party Operators

The Corporation's business is to acquire and hold a diversified set of risk-adjusted precious metal and other high-quality royalties, streams and similar interests. As the Corporation does not operate any of the mineral properties it is reliant on third-party operators (the "**Third-Party Operators**"). In this regard the Corporation shall adopt and maintain an Investment Principles Policy setting out the principles

regarding the environmental, social and governance matters to be considered in its investment process and in the ongoing management of Star's assets.

2. Suppliers, Service Providers and Partners

Our suppliers, service providers and partners (including Third-Party Operators) are expected to adhere to the values and principles in the Code. People who want to do business, or to continue to do business, with the Corporation must understand that all purchases by the Corporation will be made exclusively on the basis of price, quality, service and suitability to the Corporation's needs.

3. Competitors

Star Personnel should welcome fair and ethical competition in the market, and should never employ unethical or illegal practices to collect competitive intelligence, make public statements in the marketplace, or behave disrespectfully.

G. Protection of the Environment

The Corporation is committed to conducting its business in a manner that protects the environment, preserves resources and ensures sustainable development. It is continuously seeking to improve its environmental performance, in keeping with applicable law, regulations and guidelines.

Personnel are expected to be alert to environmental issues and has a responsibility to work in an environmentally responsible manner.

H. Political Contributions and Activities

As a Star Personnel, you may engage in legitimate political activity on your own time without using Star's property. However, it is prohibited to make political contributions, donations, or provide services at favorable rates on behalf of Star to a recipient involved in federal, provincial, state, territorial, municipal, scholastic or other political process.

I. Operations

Laws and customs vary throughout a country and the world. All personnel must uphold the integrity of Star in other jurisdictions or countries as diligently as they would in those in which we operate. When conducting business in other places, it is imperative that personnel comply with all legal requirements and applicable laws and regulations.

J. Accuracy of Records and Reporting

Star requires honest and accurate recording and reporting of information to make responsible business decisions. Star's accounting records are relied upon to produce reports for our management, directors, shareholders, governmental agencies and persons with whom Star does business. Star's financial statements and the books, records and

accounts on which they are based must appropriately reflect the Corporation's activities and conform to applicable legal and accounting requirements and to Star's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless required by applicable law or regulation.

All Star Personnel have a responsibility, within the scope of their positions, to ensure that Star's accounting records do not contain any false or intentionally misleading entries. This responsibility includes an obligation to review the reporting and payment calculations made by Third-Party Operators to Star, against available or reasonably obtainable information, and to report any discrepancies to the CFO. Star does not permit intentional misclassification of transaction as to accounts, departments or accounting records. All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper accounts and in the proper accounting period.

Business expense accounts must be documented and recorded accurately. If Star Personnel are not sure whether a certain expense is legitimate, an immediate supervisor can provide advice.

Business records and communications often become public through legal or regulatory proceedings or the media. Personnel should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations that can be misunderstood. This requirement applies equally to communications of all kinds, including e-mail, informal notes, internal memos, and formal reports.

K. Relationships With Public Officials

Some Star Personnel may do business with federal, provincial, local or foreign government agencies. As a result, Star may be subject to lobbying obligations as all personnel engaged in business with a governmental body or agency must know and abide by the specific rules and regulations covering relations with such public agencies. Such personnel must also conduct themselves in a manner that avoids any dealings that might be perceived as attempts to improperly influence public or government officials or employees ("**Public Officials**") in the performance of their official duties.

Consequently, prior to dealing with agencies or Public Officials on legal or other matters, the CFO should be consulted in advance in order to ensure that the appropriate course of action is taken.

In addition, discussions or contact with current or former Public Officials regarding potential employment or consulting arrangements with Star may be subject to various conflicts of interest, anti-bribery and/or lobbying rules and regulations. Similarly, should these individuals join Star, these individuals may be prohibited or restricted from performing certain tasks and duties for Star, particularly if they relate to the office previously held by such Public Official. The CFO should be consulted in advance prior to

entering into discussions with such individuals to ensure compliance with applicable rules and regulations as well as any applicable corporate policies.

L. Bribery, Corruption, Kickback and Fraud

The Corporation promotes zero-tolerance against bribery, corruption and fraud. No funds or assets of Star shall be paid, loaned or otherwise disbursed as bribes, “kickbacks”, or other payments designed to influence or compromise the conduct of the recipient, including any payments to a Public Official, a political party or a candidate for political office. Preventing anti-money laundering and anti-terrorist financing are serious issues in many jurisdictions. Star Personnel shall not accept any funds or other assets for assisting in doing business with Star. Such behaviour is subject to immediate dismissal and will be disclosed to the authorities. In addition, it is important that all Star Personnel are aware of and comply with all laws and policies aimed at detecting and deterring money laundering and terrorist financing activities. All Star Personnel must be vigilant and exercise good judgment when dealing with unusual or suspicious transactions or activities.

M. Competitors’ Information

From time to time, the Corporation gathers information about the industry in which it does business, including information about competitors. The Corporation is committed to gathering this information honestly and ethically; no Star Personnel should use improper means to obtain competitors’ confidential business information.

N. Use and Protection of Star Property

Star Personnel must take adequate care of the Star property entrusted to them, including the Corporation’s material, equipment, and information, and are expected to be responsible and take good care of such Star property and not subject it to loss, damage, misuse or theft. Star property as well as the time allocated for work on behalf of Star must be used exclusively for the activities of Star and must not, as a general rule, be used for personal ends.

O. Use of Electronic Systems

Notwithstanding the foregoing, the use of Star’s electronic systems is subject to additional requirements and restrictions set forth below.

Star Personnel is encouraged to use electronic business communications with a view to improving productivity. Star’s electronic communication systems and all messages written or transmitted using such systems, including backup copies, are the property of Star.

Star’s electronic business communications are not private communications and their security cannot be completely assured. Star Personnel must assume that all communications written, sent, received or saved on Star’s electronic systems can be read or heard by someone other than the recipient.

In all cases, Star Personnel must comport themselves in accordance with the Code when communicating in writing.

1. Systems for Business Purposes

The primary purpose of Star's electronic systems is to enable personnel to carry on Star business. The Internet is to be used as a research tool for work or other business-related activities. Occasional and reasonable use of the Internet for personal use is acceptable.

2. Star's Right to Monitor

Star reserves the right to monitor, access, retrieve and read, as well as to disclose to any official authority or any other third party, when required to do so, all messages written, sent, received or stored on Star's electronic systems without prior notice to message senders or recipients, if required by law. Authorized personnel may monitor electronic communications in order to detect any legislative infraction, confidentiality or security breach, any communication contrary to Star's interests, or any violation of this Code or any other company rules.

Star reserves the right to examine, at any time and without prior notice, personal file directories and other information stored or transferred using Star computers. This control enables Star to ensure that users are complying with its policies and to conduct internal inquiries if need be.

3. Content of Messages

Star Personnel must not use profane language, obscenities or offensive remarks in their electronic messages concerning personnel, Third-Party Operators, clients, competitors or other people. Such remarks, made even in jest, could cause problems of a legal nature, including professional and personal slander.

4. Harassing or Offensive Material

Star's computer and communication systems must not be used by personnel as a platform for freedom of expression. Sexual, ethnic or racial harassment (verbal or electronic), including any undesirable phone call, e-mail or internal mail is strictly forbidden and could result in disciplinary action as serious as dismissal. Personnel must report such messages to their immediate superior or, if such superior is involved in the matter, to the CFO. Star reserves the right to delete any material deemed offensive or potentially illegal from its information system.

5. Prohibited Activities

Star Personnel may not use Star's electronic systems to:

- use patented or copyrighted material, trademarks, trade secrets or other confidential or private documents or information without the express authorization of Star;
- transmit or download inappropriate or illegal information or content;
- obtain remote access to computers or systems in any way whatsoever without authorization;
- allow a third party to access or use Star's electronic systems without authorization or to otherwise compromise the security of its systems; and
- participate in games.

6. Computer Security

Access to Star's computer systems is strictly controlled through the use of programs or other mechanisms designed to ensure computer security.

All Star Personnel is expected to do their part to help protect Star's computer systems. Star Personnel is required to password protect all electronic Star property including but not limited to computers and mobile phones. Passwords must be kept confidential and must not be recorded anywhere or revealed to anyone without written authorization of the person in charge of computer system security.

7. Software Purchasing and Copyright Compliance

Star's policy is to give Star Personnel all the computer software, programs, documentation and hardware needed for the smooth flow of operations, while complying with the copyright related to these products.

In order to protect Star from any suits or claims resulting from the illegal use of computer software, programs or documentation, personnel are forbidden from:

- reproducing, in whole or in part, any software or other program whatsoever, in breach of the reproduction rights authorized by the designers and/or distributors of these products. This restriction applies to reproduction for both business and personal purposes;
- taking software to work that has not been acquired by Star and installing it on Star's system; and
- installing a copy of software or a program on more than one computer at a time. If the network version of software has been acquired, a copy of that software must never be installed on more than one network at a time.

It should be noted that all commercial software, shareware, or freeware in the public domain must be installed by Computer Services personnel. Computer Services personnel is also responsible for ensuring compliance with the policy outlined above.

Personnel who become aware of a situation in breach of the foregoing are asked to notify the person in charge of computer system security of such breach.

P. Social Media Use

Active social media interaction through sites such as LinkedIn, Facebook, Twitter, Instagram and YouTube have become effective channels to strengthen our brand and engage directly in interactive communication with customers, third-party representatives, and prospective personnel. All Star Personnel is expected to responsibly manage these platforms and assume accountability for what they post online. Social media websites are public and it can never be assumed that what is posted is private. It is important that we maximize the value of social media without comprising Star's reputation.

When participating in an conversation online, whether through blogs, bulletin boards, in the comment section of news articles, newsgroups, social media, chat rooms or other means ("**Online Posts**"), (as well as in any other forum) unless specifically authorized by Star, personnel must make it clear that the opinions that they are expressing related to Star (directly or indirectly) are strictly their own and do not reflect the opinions of Star. Personnel are prohibited from giving the impression that they are speaking on behalf of Star or expressing Star's perspective in any forum, except when authorized by the CFO.

The obligation of confidentiality extends beyond work hours and outside of the workplace. In this regard, the right for Star Personnel to express themselves in an Online Post or other forum is subject to their obligation of confidentiality and legal duty of loyalty towards Star.

Consequently, Star Personnel are strictly prohibited from discussing in any Online Post or other forums any confidential, non-public proprietary or personal information, trade secrets or other information about Star, its business, personnel, customers, suppliers, Third-Party Operators, partners, affiliates, stakeholders or competitors, including but not limited to, comments about its services, products, operational performance, financial

results or stock performance. Star Personnel, unless otherwise authorized, are also prohibited from using Star's trademarks or copyrighted material in any Online Post or in any other forum.

Star Personnel are prohibited from publishing or posting material by way of any Online Post or in any other forum that damages or negatively impacts or disparages the reputation or image of Star, its policies, operations, executives, management, services, products, customers, suppliers, partners, affiliates, competitors or any of its personnel.

Q. Books and Record Management

Each department is responsible for identifying records produced by their personnel and attributing a retention period in alignment with legal requirements and established policies. Star Personnel also carry a responsibility for classifying, safekeeping, protecting and destroying records under their care in accordance with Star policy.

E-mails not required for business purposes, such as junk e-mails or spam, must be periodically deleted by users from their personal e-mail folders. This will not only free up valuable archiving space, but also simplify records management and related activities.

R. Work Environment

1. Equal Employment Opportunity Policy

Star is committed to providing equal opportunity for all personnel and applicants without regard to on race, colour, sex, gender identity or expression, pregnancy, sexual orientation, civil status, age except as provided by law, religion, political convictions, language, ethnic or national origin, social condition, a handicap or the use of any means to palliate a handicap. Star's policy regarding equal employment opportunity applies to all aspects of employment, including recruitment, hiring, job assignments, promotions, working conditions, training, scheduling, benefits, wage and salary administration, disciplinary action, and termination. Please see the Corporation's *Diversity* for additional details.

2. Discrimination and Harassment

Star is committed to maintaining a respectful workplace free from unlawful personal harassment including sexual harassment and intimidation, and other types of unlawful discriminatory harassment.

Harassment and discrimination will not be tolerated in the workplace. Star Personnel must contribute to establishing and maintaining safe, equitable and respectful workplace. All Star Personnel will be treated with equality during their employment and engagement with Star without regard to their race, colour, religion, gender and gender identity, sex, sexual orientation, family or marital status, political belief, age, national or ethnic origin, citizenship or physical or

mental disability and any other protected ground, in all matters, including selection, recruitment, hiring, promotion, compensation, termination, training and development. Each Star Personnel is expected to treat all other employees, officers and directors with professional courtesy, dignity and respect and in a fair and non-discriminatory manner in all employment or Corporation related dealings.

Personnel who believe that they feel discriminated against or harassed must report such conduct to their immediate supervisor or, if such supervisor is involved in the matter, to the CFO. Star shall take appropriate actions against individuals who discriminate or harass Star Personnel.

3. Psychological and Sexual Harassment

Star undertakes to provide all Star Personnel with a workplace free of psychological and sexual harassment. While Star cannot guarantee that a situation of harassment shall never occur, it does undertake to take all reasonable steps necessary to ensure that such a situation does not occur or continue when it is informed of the existence of such a situation.

As a result, Star undertakes to:

- Promote respect among personnel;
- Safeguard the dignity of personnel;
- Protect the physical and psychological integrity of personnel; and
- Promote a harmonious workplace.

In particular, Star managers are responsible for providing the personnel they supervise with a workplace free of harassment. They are required to take steps to prevent such situations from occurring, including intervening when they observe improper behavior, by showing that they are willing to discuss this problem with any personnel who wishes to do so, and by ensuring that complaints are processed in an expeditious manner.

All Star Personnel must contribute to the exercise and enforcement of this section. In particular, all personnel have an obligation to show respect to each other. It is the responsibility of all associates who are victims or witnesses of harassment to report these situations in accordance with the procedure described below.

The notion of harassment must be distinguished from other situations such as interpersonal conflicts, work-related stress or the normal exercise of management's rights (management of absenteeism, organization of work, disciplinary measures, etc.).

Complaint Procedure

Whenever possible, a person who believes that they are being psychologically or sexually harassed should first inform the person concerned that his or her behavior is undesirable and that the behavior should be stopped. They should also note the date and details of the incidents as well as the steps her or she took to try to resolve the situation.

If this first intervention is not desired or if the harassment continues, the personnel in question should report the situation to one of the Designated Persons (as defined at Section III.B).

A complaint can be made verbally or in writing. The alleged behavior and details of incidents should be described as accurately as possible.

Star Personnel who witnesses a situation of harassment must try to make the harassed person aware of their rights pursuant to this section and, if necessary, immediately report this situation to the human resources department.

Once a complaint or report is received, Star undertakes to:

- review the complaint or report as soon as possible;
- preserve the dignity and privacy of the individuals involved, that is, the person who made the complaint, the person who is the subject of the complaint and the witnesses;
- ensure that all concerned are treated with fairness and objectivity and that adequate support is provided;
- protect the confidentiality of the response process, including information about the complaint or report;
- offer the individuals concerned, with their agreement, a meeting with them to resolve the situation;
- conduct a prompt and objective investigation, as required, or assign responsibility to an external stakeholder. The persons concerned will be informed of the conclusion of this process. If the investigation does not establish that there has been unacceptable behavior, all material evidence will be retained for two years and subsequently destroyed; and
- take all reasonable steps to resolve the situation, including, but not limited to, appropriate disciplinary action.

Star may, on its own initiative and in the absence of a complaint, initiate an investigation if the circumstances indicate that there is a potential situation of harassment.

In handling and resolving a workplace harassment situation, no one shall be harmed or retaliated against by Star.

Disciplinary Action

Star will take any action it deems appropriate to enforce this section and to stop all forms of harassment. In particular, administrative or disciplinary measures, up to and including dismissal may be imposed on any person who contravenes this section.

Further, administrative or disciplinary measures, up to an including dismissal may be imposed upon a person who files a complaint or report in the event that it is determined, after investigation, that such complaint or report was filed with the sole intention to harm the person(s) concerned.

4. Inappropriate Workplace Conduct

Star is committed to maintaining a safe and collegial work environment. Accordingly, all personnel, contractors, vendors, guests and other individuals who have a relationship with Star should be treated with courtesy and respect at all times. All suspicious, dangerous, illegal and unethical activities and disrespectful conduct should be reported as soon as possible to a supervisor or, if necessary or appropriate, the CFO.

No personnel should attempt to handle a dangerous situation alone. Star shall investigate such claims and apply the appropriate corrective measure or disciplinary action which may include the termination of an offending Star Personnel. A Star Personnel may be suspended from the workplace during an investigation into such conduct.

5. Occupational Health and Safety

Star is committed to providing a healthy and safe work environment.

Safety is the responsibility of all personnel. We are all responsible for recognizing hazards, correcting them, and making certain that safe working conditions exist on the job. Personnel are also responsible for following safe operating practices in the performance of their jobs. We are all responsible for the prevention of accidents.

It is important to emphasize that if you are asked to do something that makes you uncomfortable or for which you feel you do not have the proper training, do not do it until you speak with your supervisor. If you are injured, contact your supervisor immediately.

6. Fitness for Work and Consumption of Intoxicating Substances

Star is committed to providing a healthy and safe work environment. All Star Personnel must be fit for work at all times, without becoming unfit due to the consumption of intoxicating substances including drugs, alcohol and cannabis. Star

Personnel are expected to arrive “fit for work” and to be able to safely, respectfully, competently and effectively perform all aspects of their position while at work, when doing work offsite, and/or when attending Star, client or any other professional events. Star Personnel must not attend work or perform work while unfit due drug, alcohol or cannabis use.

Star has zero-tolerance for impairment or intoxication in the workplace. Star Personnel who are suspected of being impaired and/or intoxicated will be assessed and, if appropriate, arrangements will be made to send them home. Failure to abide by this policy may result in disciplinary action.

For the purposes of this Code, “fit for work” means being free from impairment and/or intoxication due to the use of any substances, including alcohol and cannabis.

III. GOVERNANCE

Star has implemented a governance structure in an effort to ensure the principles and guidelines of the Code are promoted throughout Star and that the Code is managed properly.

A. Responsibilities

The CFO oversees the Code and manages the Ethics Line (defined below). Furthermore, the CFO secures the annual review of the Code for all Star Personnel, handles conflict of interest issues and ensures that all Star Personnel comply with the Code.

B. Reporting Procedure for Misconduct or Violation

All Star Personnel as well as Star customers, suppliers, partners or another third party, who become aware of or is a witness of a possible violation of the Code, fraud, misconduct, misappropriation of business property or any other illegal or unethical behavior has an obligation to report it immediately. This includes any questionable accounting, internal accounting control issues and financial irregularities. Hiding a situation or remaining silent may lead to serious consequences for Star, is itself unethical and can result in serious consequences for the person withholding the information.

Violations or misconduct must be reported to the immediate supervisor (if applicable and appropriate), or if you prefer, you could also report it to the following (together the “**Designated Persons**”):

- The CFO;
- The next level of management;

- If necessary, the Chair of the ESGN Committee for non-financial matters; or
- The Chair of the Audit Committee for financial matters.

In cases when such reporting is either inappropriate or does not provide the necessary level of confidentiality, our personnel, customers, suppliers, partners and other third parties can report their concerns through a confidential reporting system (the “**Ethics Line**”) by sending an e-mail to: **ethics@starroyalties.com**. Only the Lead Director of the Board, or if no Lead Director is appointed, to the Chairperson of the Board, and the Chair of the Audit Committee shall have access to the emails received at such email address. Please see the Corporation’s *whistleblowing Policy* for additional details.

C. Retaliation and Retribution Prohibited

Star does not tolerate acts of retaliation or retribution, including demotion, discharge, discipline, discrimination, harassment, suspension or threats, against any Star Personnel who make a good faith report of known or suspected acts of misconduct or other violations of this Code. Star will ensure the protection from any form of retribution or retaliation made against any Star Personnel as a result of any such good faith report. Personnel found to have retaliated, or sought retribution, against a member of Star Personnel for having made a good faith report of known or suspected acts of misconduct or other violations of this Code, even if such report is ultimately mistaken, will face disciplinary action, which may include termination.

D. Penalties for Violations

Disciplinary action up to and including dismissal will be taken should against any member of Star Personnel engage in any of the following:

- violate Star policy;
- disregard proper procedures or ask others to violate Star policy;
- deliberately fail to promptly report a violation or withhold relevant information concerning a violation;
- fail to cooperate in the investigation of a known or suspected violation; or
- take action against a member of personnel who reports a violation or breach of the Code or other policy.

IV. WAIVERS OF THE CODE

The ESGN Committee must approve any waiver of the requirements of this Code for a director or executive officer of Star and its subsidiaries. An executive officer of Star or a subsidiary may grant a waiver for other personnel with the concurrence of the CFO. A waiver will be granted only in extraordinary circumstances and on a case-by-case basis. If

required by applicable law, Star must disclose the granting of such waiver to a director or executive officer.

An executive officer generally means any of the following persons:

- The Chairman or Lead director (as applicable) of the Board;
- The Chief Executive Officer;
- The Chief Financial Officer;
- Chief Business Development Officer;
- The Chief Investment Officer; or
- Any other individual who performs a policy-making function.

This Code was approved by the Board of Directors on February 10, 2021.

**SCHEDULE 1
ACKNOWLEDGEMENT FORM**

I, _____, confirm that I have read the Code of Conduct (the “Code”) of Star Royalties Ltd. and I will follow the terms, policies and guidelines contained and referenced in the Code. Furthermore, I undertake to promote the guidelines and principles of the Code and take all reasonable measures to ensure that the personnel under my supervision fully comply with the Code, to the extent policies or guidelines relating to the same matter have not been separately adopted by the entity for which I work.

SIGNED in _____, this _____ day of _____, 20__.

Printed Name

Position

Signature

RECEIVED BY:	_____
SIGNATURE:	_____
DATE OF RECEIPT:	_____

**SCHEDULE 2
CONFLICT OF INTEREST DISCLOSURE FORM**

If applicable, please disclose any and all business, commercial or financial interests or activities that may create a conflict of interest. If you are not sure that you are in a situation of conflict of interest, please consult Section II.A of the Code or contact the CFO.

Description of the situation giving rise to a conflict of interest:

SIGNED in _____, this _____ day of _____, 20____.

Printed Name

Position

Signature

RECEIVED BY: _____

SIGNATURE: _____

DATE OF RECEIPT: _____