

ANTI-BRIBERY AND CORRUPTION POLICY

1. OVERVIEW

1. OVERVIEW

1.1. Introduction

This Policy of Compagnie Minière du Bafing (the “**Company**”) describes the Company’s mandatory compliance requirements in relation to anti-bribery and corruption (“**ABC**”). This policy is derived from, and compliant with, all relevant legislation and guidance including various ABC laws as defined below.

This Policy applies equally to all the Company’s directors, officers, employees (“**Employees**”) as well as to employees of each Contractor or Consultant engaged by the Company, and it is the responsibility of each Employee, Contractor, and Consultant to be aware of and compliant with this Policy.

1.2. Policy Statement

1.2.1. It is the policy of the Company to conduct its business fairly, honestly, with integrity and in compliance with the law in all jurisdictions where it operates, including all applicable ABC laws.

1.2.2. The purpose of this Policy is to set forth the Company’s committed opposition to bribery and corruption and to ensure all Employees, Contractors and Consultants who are required to read this Policy understand their individual responsibilities for compliance. This commitment flows from our core values and creates a robust and transparent culture of integrity and compliance, which is critical to the long-term success of our business.

1.2.3. The basic tenets of the Policy are:

1.2.3.1. The Company does not pay bribes to government officials, private company executives or to any other individual or entity to obtain or maintain business, induce improper performance, or gain an unfair advantage.

1.2.3.2. The Company does not pay bribes directly or indirectly through brokers, agents, consultants, or other associated persons or third parties.

1.2.3.3. The Company avoids the appearance of paying bribes through other means such excessive entertainment or gift giving or making facilitation payments.

1.2.3.4. The Company maintains detailed and accurate books and records and internal controls.

1.2.3.5. The Company does not conceal bribes or other improper payments by “off books” arrangements or by falsifying its books and records.

1.2.4. All Employees, Contractors and Consultants are responsible for using their best endeavors to understand what their brokers, agents, consultants, and other third-party representatives are doing on behalf of the Company and ensuring that such entities are not paying bribes on the Company’s behalf. Willful ignorance is no excuse, and all Employees, Contractors and Consultants are expected to follow both the spirit and letter of this Policy.

1.2.5. A copy of this Policy document will be provided to all Employees, Contractors, and

Consultants. A copy of the document will also be posted on the Company's website for viewing by Employees, Contractors and Consultants and all other stakeholders in the Company.

- 1.2.6 Employees who fail to comply with this Policy will be subject to the Company's disciplinary procedures as set out in HR-PL103 - Disciplinary Policy and Procedures and as such could be subject to Summary Dismissal. Contractors or Consultants who fail to comply with this Policy will be in breach of contract, which will provide grounds for the termination of their Contractor or Consulting Agreement, as the case may be.
- 1.2.7 Strict compliance with this Policy is especially important because all Employees, Contractors and Consultants worldwide are potentially criminally liable under Ivorian law for violating ABC laws¹. Criminal violations could result in fines for individuals and imprisonment for each violation. Individuals could also be subject to additional criminal fines and penalties under local laws. The Company could face numerous sanctions, including criminal indictment and fines, disgorgement of any ill-gotten gains, the prohibition on doing business with government entities, and the appointment of a compliance monitor to oversee its business operations.
- 1.2.8 All Employees, Contractors and Consultants are required to read and sign the acknowledgement appended to this document as **Attachment 1**.

2. DEFINITIONS

Reference	Definition
ABC	ABC means Anti-Bribery and Corruption.
ABC Laws	ABC Laws include: <ul style="list-style-type: none"> • UK Bribery Act • FCPA (United State) • Ivorian Criminal Code • ABC legislation applicable in all locations where CMB operates
Associate	Associate includes: <ul style="list-style-type: none"> • a person or entity with whom personal business is conducted. • a Relative. • a person who is a trustee of a trust in relation to which the employee or contractor may benefit; or • a director or officer of a company or other entity over which the employee or contractor has substantial control.
Bribery	Bribery means the offering, promising, giving, accepting, or soliciting of an advantage as an inducement for an action which is illegal or a breach of trust. ²
Charitable Donations	Charitable donations mean small or large amount of financial resources provided voluntarily to a charitable organisation to

¹ CDI (Cote d'Ivoire) Bribery Act, Bonne Gouvernance (BG), and CDI Criminal Code

² Source: The 2010 UK Bribery Act, Adequate Procedures

Reference	Definition
	support a cause of initiative with no expectation of commercial gain in return.
Company	Compagnie Minière du Bafing (CMB)
Contractor	Contractor means contractors and other service providers.
Consultants	Consultants means consultants and other service providers.
Corruption	Corruption means the abuse of entrusted power for private gain. ³
Employee	Employee includes directors, officers, and staff (whether permanent or casual, full-time, or part-time) and temporary hires employed directly by the Company but do not include Contractors or Consultants.
Facilitation Payments	Facilitating payments are defined as payments to government officials for routine government action.
FCPA	The Foreign Corrupt Practices Act 1977. United States-based legislation making it unlawful for a firm or person working within the United States to make a corrupt payment to a foreign official for the purpose of obtaining or retaining business for or with, or directing business to, any person.
Ivorian Criminal Code	Act of Cote d'Ivoire, Criminal Code, 1981 (Act 1995-522)
Government Officials	Government official includes: <ul style="list-style-type: none"> • an official or employee of a government or government owned enterprise. • an official or employee of a government agency or regulatory authority. • an official or employee of a political party or a political candidate. • any official or employee of an international public organisation such as the United Nations, World Bank, or International Monetary Fund. • a member of the judiciary or magistracy. • an individual who holds or performs the duties of an appointment, office or position created by custom or convention, including some members or royal families and some tribal leaders. • a person who is, or holds themselves out to be, an authorised intermediary of a government official. • a relative or associate of such government official; and • Police officers, customs and tax officials, employees of state-owned enterprises, political party officials as well as children or other relatives of a government or political party official.
Nominated Country	A nominated country is one with a score less than 6.5 on the most recent Transparency International (TI) Corruption Perception Index (CPI).

³ Source: The 2010 UK Bribery Act, Adequate Procedures

Reference	Definition
Senior Executive	A Senior Executive is one of the Executive Directors, the Chief Executive Officer, the Chief Financial Officer (CFO), or the Chief Operating Officer (COO), or the Director of Mine (FMV).
Sponsorship	Sponsorship refers to support for an event, initiative, or organisation, by providing financial, property and / or other resources, in return for certain rights, benefits or associations that may be exploited. Sponsorships are intended to be mutually beneficial.
Relative	Relative means an immediate family member and includes a spouse, partner, parent, child, and sibling whether by blood, marriage, or adoption (including in-laws) and includes anyone residing in a person's home (other than tenant or domestic employee).
UK Bribery Act	UK Bribery Act 2010

3. BRIBERY AND CORRUPTION

3.1 Bribery means the offering, promising, giving, accepting, or soliciting of an advantage as an inducement for an action which is illegal or a breach of trust. The Company's attitude to bribery and corruption applies everywhere we do business. The Company expressly forbids:

- 3.1.1 making, offering, or promising to make a payment or transfer anything of value, including the provision of any service, gift, meal, or entertainment, to government personnel and other officials for the purpose of improperly obtaining or retaining business, or for any other improper purpose or business advantage.
- 3.1.2 making improper payments as described above, through third parties.
- 3.1.3 offering or giving unofficial facilitation payments, even if the conduct is customary; or
- 3.1.4 payment of cash or cash equivalents to a government official.

3.2 Employees who refuse to participate in bribery or corrupt activity will be fully supported and protected by the Company to the best of its ability as prescribed in HR107 – Whistle Blower's Policy.

4. FACILITATION PAYMENTS

4.1. Facilitation payments are defined as payments to government officials for routine government action. Such payments are generally for small amounts and often occur in dealings with customs, immigration, or tax officials, when obtaining permits, licenses, or other

government papers. Such payments are difficult to monitor and sometimes there is ambiguity as to whether such payments are legal or constitute bribes. Accordingly, the making of facilitation payments is prohibited under this Policy.

- 4.2. If a payment is made because of a direct or associated imminent threat to health or safety of any Employee, employee of a Contractor or Consultant or any accompanying person, the individual must immediately verbally report the payment to a Senior Executive and must document the event accurately and in reasonable detail and forward the report to the Senior Executive.

5. GIFTS, MEALS, TRAVEL, ENTERTAINMENT OR ANYTHING ELSE OF VALUE

5.1 The Company avoids the appearance of paying bribes to government officials through other means such as meals and entertainment or gift giving. In general, all gifts, meals, travel, entertainment, or anything else of value must be appropriate and consistent with HR-PL110 - Code of Conduct. The following general principles apply to dealings with government officials:

5.1.1. No Quid Pro Quo – There must be a legitimate business purpose that justifies the expense. Under no circumstances should gifts, meals, entertainment, travel, or lodging be given as a quid pro quo to improperly influence or obtain unfair advantage.

5.1.2. No Cash Gifts – Gifts should never be given in cash or cash equivalents (e.g., gift cards or certificates).

5.1.3. Fully and Accurately Documented – All expenses must be fully and accurately documented in accordance with this Policy.

5.1.4. Appropriate and Approved – All gifts, meals and entertainment must be appropriate and approved by a Senior Executive if greater than USD200.

5.1.5. Transparency in Gifts, Meals, Travel, Entertainment, or anything else of value – Gifts, meals, travel, entertainment, or anything else of value should be transparent to avoid the appearance of impropriety. Openness is achieved through thorough documentation and consultation and advance approval where appropriate. A sample Gift Requisition Form is presented as **Attachment 2**.

5.1.6. Local Laws or Regulations – The gift, meal, travel, entertainment, or anything else of value must be legal under the laws and regulations of the country of the recipient.

5.1.7. Gifts, meals, travel, entertainment, or anything else of value should be Recorded and Monitored – Gifts, meals, travel, entertainment, or anything else of value that has been given or received with a monetary value greater than USD 200, should be recorded in a Gift Register as shown in **Attachment 3**. Management should monitor the Gift Register to ensure that gifts are appropriate and never provided in cash, and that multiple gifts, offers of meals and entertainment are not forthcoming from any one Employee

5.2. Refer to **Attachment 4** for Quick Reference Examples related to gifts and entertainment. Employees should seek guidance in advance for special situations.

6. POLITICAL INVOLVEMENT

6.1 Corporate political involvement

The Company's approach to corporate political participation applies everywhere we do business. In summary, the Company will not:

- 6.1.1. Participate directly in any party-political activity.
- 6.1.2. Make political contributions or contribute to a political party or individuals involved in politics, whether in cash or in kind, anywhere in the world.
- 6.1.3. Pay admissions to an event organized by political parties or individual politicians, for example a conference or dinner; or
- 6.1.4. Make contributions to organizations which are used as channels to provide funding to political parties or individual politicians.

6.2 Personal political involvement

The Company recognizes the right of Employees to participate as individuals in the political process in the countries of domicile, in ways that are appropriate to each country. However, in such instances Employees should be made aware that they do not represent the Company when participating in any political process and on all relevant occasions should expressly state that any views that they express are their own views and not those of the Company. With respect to Employees who are expatriates in the country of their employment, it is an express condition of their employment that they must not participate in the political processes of that country and failure to comply with this condition constitutes grounds for summary dismissal.

7. CHARITABLE DONATIONS AND SPONSORSHIPS

7.1 Charitable donations refer to any financial resources provided voluntarily to a charitable organization to support a cause of initiative with no expectation of commercial gain in return. Donations differ from sponsorships which provide commercial benefits.

7.2 Sponsorship refers to support for an event, initiative, or organization, by providing financial, property and / or other resources, in return for certain rights, benefits or associations that may be exploited. Sponsorships are intended to be mutually beneficial. For the avoidance of doubt, the provision of educational scholarships to individuals, does not constitute "sponsorship" for the purposes of this Policy.

7.3 The Company's approach to charitable donations and sponsorship is as follows. They must not be:

- 7.3.1. made to gain an unfair business advantage.
- 7.3.2. made for individuals.
- 7.3.3. politically connected.

7.4 Prior to a charitable donation or sponsorship being made, the Employee who is proposing the donation or sponsorship must ensure that:

- 7.4.1. A proposal for the use of funds submitted by the charitable organization or internal justification document for the use of funds is prepared by an Employee.
- 7.4.2. The charity is a legitimate organization.
- 7.4.3. Appropriate pre-approval has been obtained from the Director of the Mine or a Senior Executive in the case of the Corporate Office.
- 7.4.4. The donated amount is used legitimately. It is encouraged that donations only be made for items which cannot be misappropriated.
- 7.4.5. Where practicable, confirmation from the charitable organization that they will abide by the Company's terms and conditions. A signed contract is preferred, where possible.
- 7.4.6. Copies of all documentation are kept in a hard copy file and / or on the shared network drive.
- 7.4.7. A register is maintained, recording all charitable donations and sponsorship in which the Company is involved. This register will identify the recipient, the purpose, the justification for the funding, the approver and the funds paid by the Company.

7.5 Post the charitable organization receiving the donation or sponsorship, the Employee must where practicably ensure that:

- 7.5.1. Regular progress updates are provided by the charitable organization and/or the Employee. These progress payments can be a combination of written reports and / or photos.
- 7.5.2. The work being completed is in accordance with the charitable organizations' proposal / internal justification document and the agreed terms and conditions.

8. DUE DILIGENCE

8.1 Identification of Government and other High-Risk Relationships

It is imperative that the Company identify and monitor its riskier relationships. It is the responsibility of the Company to identify and monitor its most risky relationships with government-owned or affiliated business partners, government regulators and large commercial accounts. Special care must be exercised in these relationships, particularly as they relate to the hiring of intermediaries and the providing of gifts, entertainment, or other business courtesies.

8.2 Hiring and contracting with brokers, agents, consultants, and other Representatives dealing with government entities and high-risk accounts

- 8.2.1 Bribes are often paid through intermediaries and often bribe schemes are initiated by intermediaries who may have their own incentives for bribe paying. Accordingly, special care must be exercised around the retaining of brokers, agents, consultants, and other third-party representatives who assists the Company in high-risk relationships, such as dealings with government entities and significant commercial accounts.
- 8.2.2 Employees engaged in the hiring of consultants, brokers, agents, and other third-party representatives have special responsibility to know who they are hiring and to ensure such parties are trustworthy, reputable and will not engage in corrupt activity.
- 8.2.3 There may be signs and occurrences that will appear as “red flags” that indicate a relationship should be further investigated, and the CEO or the CFO of CMB should be consulted. Refer to **Attachment 5** for examples of “red flags”.
- 8.2.4 Written contracts are required for all consultants, brokers, agents, and other third-party representatives who assist the Company with dealings with government entities. Such contracts must contain specific language, approved by the Executive Director, including provisions that the representative agrees to annually certify compliance with ABC Laws.

8.3 Required Due Diligence – High Risk Countries

In certain countries, contracting with consultants, brokers, agents, and other third-party representatives who assist the Company with dealings with government entities or significant commercial accounts can create an elevated level of risk. In these countries, additional procedures are required to be undertaken related to the hiring of such third-party representatives. These procedures include:

- 8.3.1 All such representatives are required to complete a Questionnaire and may be subject to a background investigation to be performed by the Company or a firm hired by the Company. See **Attachment 6**, Questionnaire for Proposed Third Party Representatives (High Risk Accounts).
- 8.3.2 The Company’s sponsor of the representative must complete a Business Justification Memorandum describing in detail the reasons for retaining the representative and the work to be performed by the representative and submit the memorandum to the applicable country manager. See **Attachment 6**, Business Justification Memorandum for Third-Party Representatives (High Risk Accounts). After sign-off and approval by the CEO, the Business Justification Memorandum and the Questionnaire are forwarded to the CFO of the Company.
- 8.3.3 The CFO will review the Questionnaire and the Business Justification Memorandum and decide on a case-by-case basis whether circumstances warrant conducting a background investigation and the extent of the investigation to be undertaken.
- 8.3.4 Following completion of the above, the request to retain the representative will either be approved or rejected by the CFO. Upon acceptance, the representative may be retained subject to agreeing to the terms of a written contract that includes approved ABC language.

- 8.3.5 Written contracts are required to contain language prohibiting the representative from bribery or other corrupt activity on behalf of the Company and requiring that the representative annually certify compliance with the Company's ABC policy.
- 8.3.6 The CFO will retain a file documenting the due diligence and approval process for such representatives in high-risk countries.

8.4 Bribery and Corruption Risks

Bribery and corruption risks must always be considered when the Company is evaluating new projects and new countries. The Company must, before it commences any project or any new activity in a nominated country, undertake a bribery and corruption risk analysis. This analysis will focus on business integrity and other matters covered in this Policy and will be fully documented.

9. REPORTING AND INVESTIGATION OF BRIBERY AND CORRUPTION VIOLATIONS

9.1 Reporting of suspected violations of this Policy

- 9.1.1 All Employees are responsible for reporting violations of this Policy, or any other conduct involving bribery and / or corruption which is not stipulated in this Policy.
- 9.1.2 Employees must be alert to red flags in relation to bribery and corruption and raise such red flags with the Director of the Mine or the Exploration (NOCI) General Manager in the case of site-based Employees or a Senior Executive in the case of Corporate Office-based Employees. The person receiving the report must report the matter to the CEO.
- 9.1.3 The reporting of any red flags as described above will be treated in the manner set out in HR 107 Whistle Blower Policy and all safeguards in terms of confidentiality and the ongoing support and protection of the Company provided for in that Policy will apply in such circumstances.

9.2 Investigation of suspected violations of this policy

- 9.2.1 All reported incidents will be recorded and investigated in a timely manner. Investigations will be conducted by an appropriately qualified Senior Executive.
- 9.2.2 Where deemed necessary, Senior Executives may engage external consultants, such as forensic accountants / investigators to investigate the suspected violation.

9.3 Enforcement and discipline

Any Employee who knowingly violates this Policy will be subject to appropriate disciplinary action, up to and including termination of employment as described in HR103 – Disciplinary Policy and Procedures.

10. COMPANY RECORDS AND INTERNAL CONTROLS

10.1 Accurate Books and Records

Employees must always record payments correctly and transparently. It is the Company's Policy to have effective systems of internal controls, including financial, accounting, and tax accounting systems, to ensure accurate books and records are kept and a true and fair reflection of the Company's business affairs to prevent:

- 10.1.1. Incidents of bribery and corruption.
- 10.1.2. Unrecorded, unidentified, or misidentified accounts; or
- 10.1.3. Creation of false records.

Company management, through the Chief Executive Officer, is responsible for designing, implementing, and reporting on the adequacy of the Company's risk management and internal control system.

10.2 Monitoring of Internal Controls

Controls around these areas are monitored by the Chief Financial Officer who will annually conduct anti-corruption audits designed to detect and deter potential corrupt activity in violation of this Policy.

10.3 Annual Compliance Requirements

Each Employee is required to sign a certificate of compliance stating that they acknowledge and understand the terms and conditions of this Policy.

11. EDUCATION AND TRAINING

11.1 Employees who are identified as having a high risk of exposure to bribery and corruption practices must attend classroom format ABC training that provides:

- 11.1.1 Information on the Company's ABC program.
- 11.1.2 The definition of bribery and corruption.
- 11.1.3 Examples of bribery and corruption.
- 11.1.4 Bribery and corruption red flags.
- 11.1.5 Specific case studies relevant to the employees' position, department, and location; and
- 11.1.6 Procedures to follow if offered or asked for a bribe or if there is suspicion that bribery or corruption has occurred.
- 11.1.7 Employees will be tested on their understanding of the content of ABC training and to ensure the effectiveness of the training materials. A record will be kept of each employee who has completed the ABC training, including the results from the test completed by the employee.

11.1.8 The ABC training will be regularly updated following the periodic bribery and corruption risk assessment considering lessons learnt pertaining to bribery and corruption practices.

12. RESPONSIBILITIES AND OVERSIGHT

12.1 All the Company's business units have primary responsibility for internally reporting bribe solicitations or other requests in violations of the law to the Company Secretary or HR Manager and for appropriately responding to such requests.