



ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

Dated July 15, 2024

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I. INTRODUCTION

The board of directors (the “**Board**”) of G Mining Ventures Corp. (“**GMIN**” or the “**Corporation**”) has adopted this anti-bribery and anti-corruption policy (this “**Policy**”) to affirm and document its commitment to conducting its business in accordance with high ethical standards and in compliance with all applicable anti-corruption legislation, rules and regulations. The Corporation has a zero-tolerance approach towards bribery and corruption.

II. SCOPE

This Policy applies to GMIN and all of its current and future subsidiaries and all of their respective employees, officers and directors (together, the “**Representatives**”), irrespective of jurisdiction, and for the purposes hereof, references to the Corporation or GMIN are deemed to include references to each of the foregoing.

The Corporation expects all Representatives to understand this Policy and to seek instruction from the Compliance Officer (as defined herein) about any question or doubt which may arise as to how these rules apply in any given situation.

III. INTERPRETATION

“**Board**” means the board of directors of the Corporation.

“**CFPOA**” means the *Corruption of Foreign Public Officials Act* (Canada).

“**Compliance Officer**” means the individual occupying the position of vice president, legal affairs of the Corporation, provided that the Board may designate any other officer of the Corporation to act as Compliance Officer, by resolution.

“**Public Official**” should be interpreted broadly and includes:

1. a person who holds a legislative, administrative or judicial position in a government;
2. a person who performs public duties or functions for a government, including a person employed by a board, commission, corporation or other body or authority that is established to perform a duty or function on behalf of the government or is performing such duty or function; and
3. an official or agent of a public international organization that is formed by two or more states or governments, or by two or more such public international organizations.

For greater certainty, the term “**Public Official**” includes, without limitation: (i) employees or representatives of national, regional or local government bodies or agencies (e.g., customs officials, immigration officials, government regulators, government inspectors, police officers, army officers, tax or labour officials), (ii) elected or appointed officials (e.g., mayors, councilmen, senators, ministers or judges), (iii) employees or representatives of government-owned or

controlled entities, including companies and partnerships (e.g., state-owned oil and gas companies, pipelines and utilities), (iv) political party officials or candidates for political office, (v) elected or unelected officials and employees of an Indigenous government, band or council, (vi) employees of international public organizations (e.g., the United Nations, World Bank and other international development agencies or non-governmental organizations), (vii) members of royal families, and (viii) any other person acting in an official capacity on behalf of a government, government agency, government-owned or controlled enterprise or public international organization.

IV. STATEMENT OF POLICY

The Corporation strictly prohibits bribery and corruption. The use of the Corporation's funds or assets must at all times comply with this Policy as well as with all applicable anti-corruption legislations, rules and regulations, including any applicable extra-territorial legislation such as the CFPQA.

Neither the Corporation nor any of the Representatives may:

- A. offer, give, agree to give or promise to give any sort of payment, kickback or any benefit of any value (including cash, gifts, travel, entertainment, favours or other business courtesies), directly or indirectly, to (i) a Public Official, or (ii) anyone else, where the intent or expectation is to improperly influence a Public Official or such other person to obtain, secure or retain business or a business advantage for the Corporation;
- B. offer, give, agree to give or promise to give any sort of payment, kickback or any benefit of any value (including cash, gifts, travel, entertainment, favours or other business courtesies), directly or indirectly, to a person other than a Public Official unless it is in compliance with this Policy;
- C. solicit, accept or agree to accept any sort of payment, kickback or any benefit of any value (including cash, gifts, travel, entertainment, favours or other business courtesies), directly or indirectly, from a Public Official or anyone else, where the intent is for the recipient to act improperly (e.g., breach of an employee's duty of loyalty toward the Corporation or breach of an employee's confidentiality obligations);
- D. solicit, accept or agree to accept any sort of payment, kickback or any benefit of any value (including cash, gifts, travel, entertainment, favours or other business courtesies), directly or indirectly, from a person other than a Public Official unless it is in compliance with this Policy;
- E. offer, pay, agree to pay or promise to pay any facilitation payment (as set forth in Section IX) to a Public Official;
- F. offer, give, agree to give, promise to give, solicit, accept or agree to accept any Gifts and Hospitality (as defined in Section VI) unless it is in compliance with this Policy; and

G. offer, give or agree to give any political donations, political contributions or charitable donations unless it is in compliance with this Policy.

V. PAYMENTS UNDER DURESS

Representatives faced with extortion demands that involve explicit or implicit threats to their personal life or physical safety or to the personal life or physical safety of others may make payments which would otherwise be prohibited by this Policy. In such circumstances, each such payment must be:

- A. reported as quickly as reasonably practicable to the Compliance Officer; provided that a reasonably detailed written report describing the nature and value of any such payment as well as the circumstances under which it was made must be submitted to the Compliance Officer as soon as possible thereafter;
- B. recorded in the Corporation's books and records transparently and accurately as extortion payments made to preserve personal life or physical safety; and
- C. reported by the Compliance Officer to the Board, forthwith after becoming aware of any such payment.

The Corporation may also, if and when applicable, make payments to protect the life or physical safety of its Representatives when it faces extortion demands or implicit threats relating to the personal life or physical safety of such individuals or others. Any such payment must be transparently and accurately recorded and reported as described hereinabove.

VI. GIFTS AND HOSPITALITY

A. GENERAL STANDARDS

The Corporation and the Representatives acting on its behalf cannot give, offer or receive gifts, meals, travel, accommodation and/or entertainment (collectively, "**Gifts and Hospitality**"), except in compliance with the following provisions:

- the Gift and Hospitality complies with local norms and applicable laws and does not violate the recipient's policy with respect to Gifts and Hospitality;
- the Gift and Hospitality is not made to obtain, secure or retain business or a business advantage and does not constitute a reward for obtaining, securing or retaining business or a business advantage;
- the Gift and Hospitality may not be in cash or similar instruments (i.e., gift cards or vouchers);
- the Gift and Hospitality is offered and received openly (i.e., not in secret);
- the Gift and Hospitality is not solicited and is not made with the expectation of a favour, advantage or business being returned; and
- the Gift and Hospitality must be appropriate in time and value.

All Gifts and Hospitality of any value provided or received by the Corporation or its Representatives must be **transparently and accurately** recorded in the Corporation's books and records and must be accompanied with **reasonable details** describing the circumstances in which the Gifts and Hospitality were provided or received.

If deemed necessary, the chief executive officer of the Corporation (the "CEO"), in consultation with the other officers of the Corporation, may from time to time establish, review and amend specific guidelines and limits pertaining to specific Gifts and Hospitality.

B. GIFTS AND HOSPITALITY GIVEN TO OR RECEIVED FROM PUBLIC OFFICIALS

The Corporation takes a restrictive approach to providing or receiving Gifts and Hospitality to or from Public Officials. Prior approval (in writing) of the Compliance Officer must be obtained before offering any Gifts and Hospitality to Public Officials or accepting any Gifts and Hospitality from Public Officials. Gifts and Hospitality of a nominal value, such as promotional items (e.g., pens), and customary refreshments can be offered or received without prior authorization.

C. GIFTS AND HOSPITALITY GIVEN TO OR RECEIVED FROM OTHERS

Prior approval (in writing) of the Compliance Officer must be obtained before an employee can offer any Gifts and Hospitality to a person other than a Public Official. Employees are not authorized to receive any Gifts and Hospitality from such person, except Gifts and Hospitality of a nominal value (for greater certainty, any Gift and Hospitality having a value of less than CAD\$100 shall be deemed of a nominal value).

Officers of the Corporation are authorized to give or receive *bona fide* business Gifts and Hospitality to or from persons other than Public Officials provided that such Gifts and Hospitality are lawful, proportionate, reasonable and do not exceed the limits established by the CEO from time to time.

In the event a Gift and Hospitality offered by a person other than a Public Official exceeds the limits established by the CEO, it must be refused unless it is impractical to do so, in which case such Gift and Hospitality shall be donated to charity.

VII. BUSINESS EXPENDITURES

Notwithstanding anything to the contrary contained herein, the payment of business expenses or other expenditures of Public Officials by the Corporation or its Representatives is not permitted without (i) a legitimate business purpose for the Corporation, and (ii) the prior written approval of the Compliance Officer.

All payments of business expenses or other expenditures of Public Officials **of any value** must be **transparently and accurately** recorded in the Corporation's books and records as the payment of such a business expense or other expenditure and must be accompanied with **reasonable detail** describing the circumstances in which the payment was made.

VIII. POLITICAL INVOLVEMENT AND CHARITABLE DONATIONS

No political donations or political contributions **of any value** may be made by the Corporation to any political party or politician (elected or campaigning). The Corporation does not participate in party politics and all parties subject to this Policy may not, in any manner, participate in politics on behalf of the Corporation. However, neither the Corporation nor this Policy restricts or prohibits Representatives from participating in the political process as individual citizens.

The Corporation only makes charitable donations that are legitimate and are lawful under applicable legislation. Under no circumstance may a charitable donation be given, directly or indirectly, that may be construed, characterized or interpreted as a bribe or as a payment prohibited by the CFPOA, the *Criminal Code of Canada* or otherwise under applicable law. All charitable donations **of any kind and of any value** must be pre-approved, in writing, by the Compliance Officer and, if applicable, must be (i) transparently and accurately recorded in the Corporation's books and records, and (ii) accompanied with **reasonable detail** describing the circumstances in which any such donation was made.

IX. FACILITATION PAYMENTS

Facilitation payments are payments made to expedite or secure the performance by a Public Official of any act of a routine nature that is part of the Public Official's duties or functions. Such facilitation payments are considered bribery under the CFPOA and are therefore prohibited.

Payments, which are not facilitation payments, and are for legally required "official" administrative fees or fast-track services that are clearly identifiable as such, are authorized. Any such payment must be adequately recorded. In case of any doubt, each Representative must, prior to making any such payment, seek instructions from the Compliance Officer.

X. THIRD PARTIES

It is a violation of this Policy to make any payment, directly or indirectly, through a contractor, intermediary, consultant, third party or an agent (collectively, "**Third Parties**"), where there is any reason to believe that all or a portion of such payment will prove to be or will contribute to, a bribe, a payment that is prohibited by the CFPOA or by applicable law, or any other act regarding corruption and bribery.

The Corporation shall, prior to retaining or entering into an agreement with any Third Party outside of Canada and the United States (the "**Outside Parties**"), (i) ensure that any such Outside Party is a legitimate service provider, and (ii) conduct reasonable bribery/corruption due diligence review.

The Corporation must in all instances (i) inform Outside Parties of its commitment to complying with anti-corruption laws and this Policy, (ii) take measures reasonably within its power to ensure that its business partners and Outside Parties comply with anti-corruption laws and practices, and (iii) seek contractual compliance commitments from Outside Parties.

XI. RISK ASSESSMENT, DUE DILIGENCE AND CONFLICT OF INTERESTS

Anti-corruption risk assessments shall be conducted periodically as reasonable and prudent to determine the controls necessary for a particular aspect of the Corporation's operations, including in relation to regulatory matters and all business development processes. Records and documentation must be kept of each risk assessment as part of the system of internal controls and record keeping. The Corporation will also conduct, from time to time, reasonable due diligence to ensure compliance with this Policy.

In the early stages of any potential merger, acquisition or joint venture, the Compliance Officer shall review and assess the appropriate level of due diligence requirements in order to ensure that anti-corruption compliance is adequately considered and addressed in due diligence and integration efforts. Records and documentation must be kept of all such due diligence as part of the system of internal controls and record keeping.

The employment or retention of individuals related to, dependent on, recommended by or requested by Public Officials, agents or other Third Parties shall be avoided as any such employment or retention can lead to a violation of this Policy and of applicable laws pertaining to corruption and conflict of interests. The Corporation will therefore take reasonable steps within its power to ensure that it, and Third Parties acting on its behalf, do not hire or retain any such employees and candidates without prudent due diligence being conducted on such employees and candidates in consideration of the principles, policies and prohibitions outlined in this Policy.

XII. INTERNAL CONTROLS AND RECORD KEEPING

The Corporation shall keep and maintain accurate books and records. All transactions must be executed in accordance with management's general or specific authorizations. All payments must be properly documented and recorded. "Off-the-book" transactions or payments are strictly prohibited.

As part of the Corporation's system of record keeping, the Corporation shall maintain an effective system of internal controls to counter violations of this Policy, including financial and organizational checks and balances over the Corporation's accounting practices and other business processes.

XIII. REPORTING, ESCALATION AND CORRECTIVE ACTIONS

Every Representative has a duty to promptly report any violation or suspected violation of this Policy to the Compliance Officer, either directly or by email at the following address: mdagenais@gminingventures.com. In the event that the Compliance Officer may be involved in the violation or suspected violation, the reporting individual must so report at the following address: ethics@gminingventures.com.

Any such violation or suspected violation includes, without limitation, any situation:

- where, acting for the Corporation, a Representative is asked or is offered a bribe, a kickback, a Gift and Hospitality or any other payment that is prohibited under this Policy (collectively, a “**Prohibited Payment**”) by a Third Party; or
- where a Representative becomes aware that any person acting for or on behalf of the Corporation has been asked for a Prohibited Payment or has offered or made a Prohibited Payment to a Third Party.

While reports can be made anonymously, the Corporation encourages its Representatives to identify themselves when making a report since it can facilitate investigations and may lead to a quicker resolution of the reported situation. Every effort will be made by the Corporation to keep the identity of any individual who makes a report confidential, consistent with applicable legal requirements.

All reports received will be investigated promptly and the Corporation will take corrective actions as appropriate based on the findings. All Representatives must cooperate in investigations fully and candidly. Obstructing an investigation, providing false or inaccurate information, or failing to cooperate may lead to disciplinary action up to and including termination or dismissal.

The Corporation will not tolerate any reprisals taken against any individual who reports in good faith any violation or suspected violation of this Policy, even if the investigation concludes to the absence of any violation. Reprisals include termination or dismissal, disciplinary action, threats or other unfavourable treatment imposed on an individual because such individual has made a report. Any Representative who believes in good faith that any such reprisal has been committed or is about to be committed should promptly notify the Compliance Officer.

XIV. ANNUAL CONSENT TO COMPLYING AND MONITORING

A copy of this Policy shall be made available on the Corporation’s website and shall also be provided to each of the Representatives. Each such individual must sign a written consent to comply with this Policy, annually.

Except where expressly exempted by the Compliance Officer, all officers and directors of the Corporation shall be trained with respect to this Policy, as well as all employees of the Corporation whose functions involve procurement or significant contacts with Public Officials.

The Compliance Officer must regularly report to the Board concerning the implementation and effectiveness of this Policy and shall **immediately** report to the Board any established violations of this Policy or other similar material concerns.

XV. QUESTIONS AND PERSONAL RESPONSIBILITY

Any questions with respect to the interpretation or application of this Policy must be directed to the Compliance Officer.

It is the responsibility of all Representatives to comply with applicable law and this Policy. Failure to comply with this Policy may result in severe consequences for Representatives, which could include internal disciplinary action up to and including termination or dismissal. Violation of this Policy may also violate applicable laws and if it appears that a Representative may have violated such laws, the Corporation may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines, or imprisonment.

XVI. REVIEW

On an as-needed basis, the environment, social & governance committee of the Board shall (i) review this Policy, including by assessing its effectiveness, and recommend any changes to this Policy to the Board; and (ii) monitor the implementation of this Policy. The Board may also amend this Policy, as required.

Any amendments to this Policy shall be communicated with diligence to all Representatives.

XVII. EFFECTIVE DATE

This Policy was adopted by the Board on July 15, 2024.