

JANUARY 2020



**LUCKY MINERALS INC.**  
**ANTI-CORRUPTION COMPLIANCE POLICY**

TABLE OF CONTENTS

<b>I. Purpose of this Policy</b> .....	<b>3</b>
<b>II. Application of this Policy</b> .....	<b>3</b>
<b>III. Administration of this Policy</b> .....	<b>2</b>
<b>IV. Prohibited Payments</b> .....	<b>2</b>
<b>V. Dealing with Government Officials</b> .....	<b>3</b>
<b>VI. Gifts and Hospitalities</b> .....	<b>6</b>
<b>VII. Political Contributions</b> .....	<b>8</b>
<b>VIII. Charitable Contributions</b> .....	<b>8</b>
<b>IX. Community Support Activities</b> .....	<b>9</b>
<b>X. Commercial Bribery</b> .....	<b>10</b>
<b>XI. Dealing with Agents and Business Partners</b> .....	<b>10</b>
<b>XII. Joint Ventures and Investing in Other Companies</b> .....	<b>11</b>
<b>XIII. Red Flags</b> .....	<b>11</b>
<b>XIV. Accurate Books and Records and Effective Internal Controls</b> .....	<b>13</b>
<b>XV. Violations of This Policy</b> .....	<b>13</b>
<b>XVI. Reporting Policy Violations</b> .....	<b>13</b>



## LUCKY MINERALS INC.

### ANTI-CORRUPTION COMPLIANCE POLICY

#### I. Purpose of this Policy

Lucky Minerals is committed to conduct its operations ethically and in compliance with the law. We have therefore established this Anti-Corruption Compliance Policy (this “**Policy**”) to provide guidance and assistance as to the standards of conduct and practice that must be followed in representing Lucky Minerals and complying with all applicable anti-corruption laws. In particular, as a Canadian company, Lucky Minerals is subject to the *Corruption of Foreign Public Officials Act* (Canada) (the “**CFPOA**”)¹. Lucky Minerals is furthermore subject to anti-corruption laws of all other jurisdictions in which we operate². A breach of anti-corruption laws is a serious offence, and could result in lengthy investigations, significant fines and criminal sanctions (including imprisonment of employees).

Compliance with the CFPOA and this Policy is critical to preserving our corporate integrity, reputation and operational flexibility. You are required to understand the principles of anticorruption compliance and to follow the specific compliance procedures set out in this Policy. In this Policy, Lucky Minerals Inc. and our subsidiaries, affiliates and joint ventures, wherever located, are referred to as “**Lucky Minerals,**” “**we,**” “**our**” or “**us.**”

#### II. Application of this Policy

This Policy applies to Lucky Minerals and its directors, officers and employees, as well as to any third party intermediaries, contractors, consultants, agents or representatives that are authorized to do any work on Lucky Minerals’ behalf. In this Policy, when we refer to “**you**” or “**your,**” we are referring to and including these individuals and entities.

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<sup>1</sup> See <http://laws-lois.justice.gc.ca/eng/acts/C-45.2/>.

<sup>2</sup> This includes the laws of jurisdictions with which we are contractually obligated to comply, such as the *Bribery Act 2010* (United Kingdom).



## ANTI-CORRUPTION COMPLIANCE POLICY

### ***Training***

All Lucky Minerals personnel and certain third parties are required to annually read this Policy and anti-corruption compliance, generally. Furthermore, we will respond to inquiries from you regarding appropriate business practices covered by this Policy, and investigate any allegations of possible impropriety under this Policy.

While we will make every effort to provide compliance information to all Lucky Minerals personnel and respond to all inquiries, no education and training program, however comprehensive, can anticipate every situation that may present compliance issues. Responsibility for compliance with this Policy, including the duty to seek guidance when in doubt, rests with you.

### ***Periodic Review of this Policy***

When your employment or association with Lucky Minerals begins, you must sign an acknowledgement form confirming that you have read and understand this Policy and agree to abide by its provisions. You may be asked to make similar acknowledgements and participate in training on a periodic basis.

**Failure to read or understand this Policy or sign any acknowledgement form or participate in training does not excuse you from compliance with this Policy.**

### **III. Administration of this Policy**

Our Compliance Officer is responsible for the administration of this Policy, along with our local Country Manager (as applicable). The Compliance Officer will be a member of the internal Legal Department designated as such by the Chief Executive Officer from time to time. All determinations and interpretations of this Policy by our Compliance Officer will be final and not subject to further review.

### ***Dissemination***

A copy of this Policy will be provided in the appropriate language to all Lucky Minerals personnel. This Policy will also be maintained online on our intranet website.

### ***Questions and Guidance***

Interpretation of anti-corruption laws can be complex, so you should not try to solve these problems on your own. If you have any questions or concerns regarding this Policy or need guidance regarding how to comply with this Policy, please first raise the matter with your supervisor or Country Manager (if applicable). Additional guidance may also be requested from and provided by our Compliance Officer.

### **IV. Prohibited Payments**

We conduct our business with integrity and in compliance with all anti-corruption laws in force wherever we do business, including those laws prohibiting bribery of public officials and those

## ANTI-CORRUPTION COMPLIANCE POLICY

prohibiting commercial bribery. The value we place on acting within the law, using ethical business practices, and protecting our reputation far outweighs the value of any business lost by declining to make an improper payment. Accordingly, you must not directly or indirectly offer, promise, provide or authorize any form of bribe or improper incentive to any person, whether a customer, supplier, business partner, Government Official (as defined below) or anyone else, on our behalf. You may not directly or indirectly give or receive kickbacks in any form or participate in any other improper or hidden compensation scheme.

### V. Dealing with Government Officials

Although this Policy prohibits improper payments to any person, anti-corruption laws impose special rules for doing business with government institutions and people who work for or represent government bodies. It is illegal almost everywhere to bribe Government Officials to obtain or retain business, to avoid or change the application of laws or regulations to our business activities, to secure permits or licences, to obtain a customer or otherwise to obtain a benefit. An improper payment to a Government Official could result in you and/or Lucky Minerals facing severe legal penalties. For this reason, this Policy requires that special precautions be taken related to interactions with government entities and Government Officials.

#### *Who is a Government Official?*

The term Government Official broadly includes individuals who you may not necessarily think of as traditional government officials or as carrying out what you understand to be traditional governmental functions. For purposes of this Policy, a **"Government Official"** includes:

- any officer or employee of any government, including national, state, regional and local governments, and any communal, indigenous or tribal council or similar representative body;
- any officer or employee of a government-owned or government-controlled enterprise;
- officials of political parties or candidates for political office;
- employees or officials of public international organizations (such as the Inter-American Development Bank, the United Nations and the International Centre for Settlement of Investment Disputes); and
- any other person who acts at the instruction or for the benefit of any of the foregoing persons.

Examples of Government Officials include police officers, judges, members of the military, ministers and employees of a government entity, employees of a government-owned or controlled utility company, customs agents, fire, health, safety or other inspectors, environmental agency employees, employees of a public university and tax officials.

Recognizing who is a Government Official can sometimes be a challenge. For instance, many wholly or partially government-owned enterprises, such as utilities, mining and energy companies,

## ANTI-CORRUPTION COMPLIANCE POLICY

banks or news agencies, appear to be private rather than public in nature. It is your responsibility to know enough about the people with whom you are doing business to determine whether they qualify as Government Officials under this Policy. If you are in doubt, you should first consult with your supervisor and Country Manager (if applicable). Additional guidance may also be requested from and provided by our Compliance Officer.

**Where could this be an issue?** You should be alert to areas of our business in which a Government Official may solicit or expect an improper payment. For example, an official may request a payment in connection with:

- granting an environmental licence or building permit;
- connecting electric, telephone or gas service to a Lucky Minerals office or facility;
- allowing Lucky Minerals to import or export equipment or supplies;
- partnering with Lucky Minerals to expand roads or other infrastructure that supports our business;
- considering tax legislation or environmental regulations that will impact our business;
- addressing our tax returns or tax status;
- granting of surface exploitation rights or other use of land for Lucky Minerals purposes; or
- threatening action against us related to environmental compliance or work-safety issues.

### ***What is a Bribe?***

Bribery takes many forms and can be more than just money. Offering, promising, providing, or authorizing the transfer of anything of value to a Government Official for the purpose of obtaining business or any business advantage for Lucky Minerals is prohibited by this Policy. “**Anything of value**” really does mean anything of value. Even a modest gift can constitute a bribe if it is given for an improper purpose. Some examples include:

- meals, entertainment or trips;
- political or campaign contributions;
- charitable contributions;
- personal favours;
- loans at a favourable interest rate;
- offers of employment;
- discounts on goods or services; and
- free use of a car, apartment or office space.

## ANTI-CORRUPTION COMPLIANCE POLICY

**An official demands a payment for “doing his job.”** You are attempting to arrange for electric service to be connected to a Lucky Minerals facility. An employee of a government-owned utility company tells you that, due to scheduling problems, the service cannot be turned on for at least two months. However, he states that he will turn on the service immediately if you pay him USD 50. You understand that this payment would go to the employee himself, and not the utility company. Can you make the payment?

- No. Under these circumstances, it is apparent that the utility company employee is soliciting a bribe. Even though the payment would be relatively modest, and even though the payment would be intended to induce the employee simply to “do his job,” it would nonetheless violate this Policy. This payment would almost certainly violate local laws, and it could violate other anti-corruption laws to which we are subject.

### ***No Exceptions for Facilitation Payments***

This Policy prohibits all so-called “facilitation” or “grease” payments (e.g., “off the record” or “under the table” payments made to procure or expedite what should otherwise be routine governmental actions, or payments made to persuade a Government Official to “look the other way” or ignore some inadequacy, non-compliance or violation), no matter how small and no matter how common they may be in some places.

**An official suggests that a payment will “speed up” the processing of a permit application.** You have been working with a local government ministry to secure a routine building permit. An official informs you that there have been extensive delays in processing the related paperwork, and that wait times are much longer than normal. However, he states that he will process your application immediately if you pay him a nominal fee. Can you make the payment?

- No. Under these circumstances, it is apparent that the official is soliciting a facilitation payment. Any such payments are strictly prohibited under this Policy and other anti-corruption laws to which we are subject.

### ***Personal Safety Payments***

You may encounter situations where a payment is demanded or required to avoid imminent physical harm or unlawful detention. If it is possible to anticipate the need for such a payment or where conditions permit, you should first consult with your supervisor and Country Manager (if applicable) before making any such payment. However, in some situations it may be impractical, impossible or dangerous to obtain prior guidance or approval. You should use your best judgment in these situations to secure your safety. If any such payment is made, it must be reported to your supervisor and Country Manager (if applicable), who will then report it to the Compliance Officer, as soon as possible after the danger has passed (even if the payment has been paid from your personal funds). Your Country Manager will investigate and document the circumstances surrounding the payment and report the findings to the Compliance Officer, and your Country Manager will work with our finance department to enable the payment to be promptly and accurately recorded in our books and records.



## ANTI-CORRUPTION COMPLIANCE POLICY

### VI. Gifts and Hospitalitys

Under certain circumstances and consistent with the standards of anti-corruption laws, gifts of low value and hospitalitys such as transportation, accommodations, meals, and entertainment (“**Gifts and Hospitalitys**”) may be extended to Government Officials. Problems arise, however, when these customary courtesies create opportunities for undue influence. This Policy requires that you apply certain principles whenever you consider providing Gifts and Hospitalitys to a Government Official. This Policy also imposes requirements with respect to what types of items and services you may provide and with respect to the value of those items and services.

The cost of any Gift or Hospitality must (a) be modest, (b) be consistent with normal social or business amenities, (c) not create the appearance of Lucky Minerals attempting to influence any Government Official or government decision, and (d) relate directly to the promotion, demonstration, or explanation of Lucky Minerals’ products or services, or the execution or performance of a contract between Lucky Minerals and a foreign government or agency. What is an appropriate value for Gifts and Hospitalitys under this Policy will depend upon the market in which Lucky Minerals is conducting business. In certain markets, the cost of a Gift or Hospitality may be reasonable while in other markets that same cost would be excessive and thus create the appearance of impropriety. However, prior written approval is required for certain Gifts and Hospitalitys to Government Officials, as discussed below. You should contact your supervisor or Country Manager (if applicable), or our Compliance Officer should you have any questions on whether a proposed Gift or Hospitality expense is permitted under this Policy.

**What may be offered to an inspector visiting a Lucky Minerals facility on official business?**  
A modest lunch (e.g., a sandwich and a beverage) may be provided to an inspector whose job duties require him or her to remain at a Lucky Minerals facility during mealtime. However, no Gift or Hospitality may be provided to encourage the inspector to conduct an inspection in an expeditious manner or disregard any deficiency, whether real or fabricated.

#### ***Prior Approval Required for Certain Gifts and Hospitalitys to Government Officials***

##### *Meals and Entertainment*

Government Officials may be provided meals and entertainment with a fair market value of no more than the equivalent of USD 200 (or such lower local threshold amount as may be established from time to time by your Country Manager) per person and per event, and no more than four times to the same person in any calendar year without prior written approval. Any meals and entertainment provided to any single individual that exceed these thresholds require prior written approval from your Country Manager.

##### *Lodging or Travel Expenses*

The provision of lodging or travel expenses to a Government Official requires prior written approval by your Country Manager. Approval will not be granted unless the travel or lodging relates directly to the promotion or demonstration of our business operations, or to performance under a contract, and the amount and nature of the proposed expenses are consistent with these legitimate business objectives.





## ANTI-CORRUPTION COMPLIANCE POLICY

### *How to Request Approval*

When requesting prior written approval for Gifts and Hospitalities, you should submit an approval request in writing to your Country Manager with sufficient time for your Country Manager to review and approve the request. Any required form of approval request will be provided by your Country Manager upon request.

### ***Additional Guidelines on the Provision of Gifts and Hospitalities***

The following additional guidelines must be followed when providing Gifts and Hospitalities to any person:

- Under no circumstances may you provide Gifts or Hospitalities to a Government Official, directly or indirectly, for the purpose of securing a business advantage or for any other improper purpose. In other words, a Gift or Hospitality must not be given with the expectation that Lucky Minerals would receive some benefit in return.
- All expenses must have documentary support. Reimbursement forms for meal and entertainment expenses must indicate the name and position of the Government Official to whom the meal or entertainment was provided, the names of the hosting Lucky Minerals employees in attendance, and the purpose for hosting the meal. All requests for reimbursement must be supported by receipts showing the expense in question.
- All Gifts and Hospitalities must be accurately recorded in our books and records.
- The laws of certain countries and/or the rules of a Government Official's agency or employer may impose limits on what Gifts or Hospitalities may be provided to a Government Official. If local laws, rules or regulations are more restrictive than this Policy, you must comply with those laws, rules or regulations. Accordingly, it may be appropriate to seek advice from your Country Manager (if applicable) or our Compliance Officer and/or to seek confirmation from the Government Official that Gifts and Hospitalities are permissible.
- Gifts and Hospitalities may not be provided to family members or acquaintances of Government Officials without prior written approval of your Country Manager.
- All meals and entertainment paid for or reimbursed by Lucky Minerals must be hosted and attended by Lucky Minerals employees.
- *Per diems* or cash allowances are prohibited. Providing *per diems* or cash allowances could raise significant corruption risks. A *per diem* will be approved by your Country Manager only if it is impractical for Lucky Minerals to pay or reimburse for actual, necessary meal expenses for a Government Official.
- Where travel and lodging are provided, Lucky Minerals should make arrangements with and pay the vendor directly. Except where necessary and as approved in writing in advance by your Country Manager, Lucky Minerals should not provide cash in advance to

## ANTI-CORRUPTION COMPLIANCE POLICY

or reimburse a Government Official for out-of-pocket travel and lodging expenses. Where allowed, such reimbursement shall be made only based upon expense receipts provided by the Government Official.

**Mixing business with pleasure.** You are negotiating a contract with an officer of a government-owned company, and you would like the officer to tour our Canadian facilities. The officer has indicated that he would like to bring his family along on the trip and that he would like to spend a day in Vancouver before returning to his home country. Can Lucky Minerals pay for the flights and the lodging in Vancouver?

➤ A request for prior written approval of these expenses must be submitted to your Country Manager. Payment or reimbursement of the travel expenses for the official's family members or the payment or reimbursement of lodging in Vancouver would not be approved because these expenses do not appear to be related to a legitimate business purpose. If the official desired to travel to Vancouver at the official's own expense, that would be permitted.

- Gifts of nominal value, such as pens, baseball caps and golf balls with Lucky Minerals' logo, do not require prior approval.

### **Record Retention**

All receipts, approval forms and other documentation supporting Gift and Hospitality expenses must be retained in accordance with our *Records Management and Retention Policy*.

### **VII. Political Contributions**

Contributions to political parties and to candidates for public office are prohibited or restricted in many countries in which we operate. Such contributions would also raise corruption concerns if they were viewed as assisting us in obtaining a business advantage. For these reasons, no contribution may be made on behalf of Lucky Minerals to any political party or election campaign in any country without the prior written approval of the Chair of the Board of Directors or the President and Chief Executive Officer. This Policy does not restrict your participation in the political process in your individual capacity consistent with the law. However, you are prohibited from using your position with Lucky Minerals, or Lucky Minerals' assets, to attempt to influence others in their personal decisions to support particular political parties or candidates.

### **VIII. Charitable Contributions**

We are committed to protecting the welfare of the people and the natural environment affected by our business activities. To further this goal, from time to time Lucky Minerals contributes to *bona fide* charities that promote the well-being of the communities in which we do business<sup>3</sup>. However, charitable giving presents corruption risks in that donations could, in certain circumstances, be

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<sup>3</sup> Appropriate due diligence must be conducted to ensure that the recipient of the contribution is indeed a *bona fide* charity, and any questions regarding this process should be directed to your Country Manager (if applicable) or our Compliance Officer.

## ANTI-CORRUPTION COMPLIANCE POLICY

considered to be a disguise for bribery. For example, making a donation to a Government Official's preferred charity in exchange for favourable action by that official could be construed as a bribe.

If your Country Manager has an approved budget and related scope of activities for the charitable contribution, no other prior approval is required. If there is no approved budget and related scope of activities, you must obtain written approval from your Country Manager (if applicable) and our Compliance Officer before making a charitable contribution on behalf of Lucky Minerals.

### IX. Community Support Activities

Given the nature of our business, we are often asked by local governmental entities and communal and indigenous groups to contribute to the development of local infrastructure, such as roads, schools, sanitation projects, worker housing and health care clinics that are near or impacted by our operations (which we refer to as "**Community Support Activities**"). As part of our community relations program and our commitment to social responsibility and sustainable development, Lucky Minerals wishes to provide such assistance in appropriate circumstances and in an appropriate manner. However, such requests may raise corruption risks. All Community Support Activities must be examined for legitimacy to ensure that they benefit the general community and not specific individuals or interests. Such activities must be structured and monitored to ensure that the benefits reach their intended recipients.

If your Country Manager has an approved budget and related scope of activities for the Community Support Activities, no other prior approval is required. If there is no approved budget and related scope of activities, you must obtain written approval from your Country Manager (if applicable) and our Compliance Officer before providing any Community Support Activities on behalf of Lucky Minerals.

There may be circumstances that require immediate action by Lucky Minerals to assist a local community in an emergency, such as assisting national, regional and local governments and municipalities in addressing local and regional damage due to heavy rains and/or earthquakes. If any such Community Support Activities are provided, they must be reported to your Country Manager (if applicable) and our Compliance Officer as soon as possible.

**Where to build the road.** You are assisting with our plan to build a new facility in a remote location, and roads and power lines must be built out to service the new facility. A local Government Official asks you to route the new road and power lines in such a way that they could also serve a particular community. How should you respond to this request?

- Contributing to infrastructure development is consistent with our commitment to advance the welfare of local communities. However, it is possible that the Government Official is requesting that the road and power lines be routed to or near his personal property, thereby increasing its value. We must thoroughly investigate the Government Official's request to ensure that the project would benefit the community as a whole, and not merely advance the Government Official's personal financial interests. You must contact your Country Manager (if applicable) or the Compliance Officer to inform him or her of the request and seek guidance and prior written approval.

**X. Commercial Bribery**

Although this Policy focuses on improper payments to Government Officials, commercial or private sector bribery is also illegal in most jurisdictions. In addition to Government Officials, extending a bribe or other improper incentive to, or receiving a bribe, kickback or other improper incentive from, a commercial party is prohibited. You may not directly or indirectly provide a bribe or other improper incentive to anyone (including someone who is clearly not a Government Official), or receive a bribe, kickback or other improper incentive from anyone, in order to advance Lucky Minerals' interests.

**XI. Dealing with Agents and Business Partners**

Under the CFPOA and other anti-corruption laws, we can be liable for payments made by third parties who deal with Government Officials on our behalf, even if we were not aware of, or did not approve, the payment. A high percentage of corruption-related enforcement actions are targeted at companies that ignore suspicious acts or circumstances suggesting that a third party doing business with them may have made or will make improper payments to Government Officials on their behalf.

In light of the risk of liability for the acts of third parties, you must be alert to warning signs and must conduct sufficient due diligence and take special precautions when considering engaging a consultant, agent or other third party. Detailed guidance relating to third party engagements is available from your Country Manager (if applicable) or our Compliance Officer. These guidelines seek to ensure that third-party business partners: (a) are subjected to appropriate due diligence before being engaged; (b) have a written contract with Lucky Minerals containing anti-corruption representations and covenants; and (c) act consistent with the requirements of this Policy throughout their relationship with Lucky Minerals.

**Be wary of requests to engage a “broker.”** You have been working with a local environmental ministry to secure a necessary permit for a Lucky Minerals facility and there have been unusual delays in processing the related paperwork. An official at the ministry recommends that you engage a broker familiar with local environmental regulations to help expedite the permitting process. May you do so?

- Not without guidance, as this situation raises serious corruption risks. Some brokers, consultants and attorneys perform legitimate services in processing complex paperwork associated with government permits. However, there are risks that certain payments to these parties could be passed along as bribes or facilitation payments to Government Officials. The above scenario is particularly concerning because it is the Government Official who recommended you engage the broker. At the very least, thorough due diligence of the broker's background and this transaction must be performed before the broker could be engaged. In this situation, your first step should be to notify your Country Manager (if applicable) and our Compliance Officer of the Government Official's request and seek guidance.

## XII. Joint Ventures and Investing in Other Companies

As with our selection of agents and business partners, we must take great care to conduct appropriate due diligence to ensure that any company in which we invest or any potential joint venture or strategic partners have a history of acting consistent with our anti-corruption standards. This due diligence is important both to protect our reputation and to prevent us from exposure to liability that may be associated with the other company's past or current conduct.

**Improper actions by a joint venture partner.** An employee of one of our joint venture partners has suggested that you assist him in making an improper payment to a Government Official to secure an environmental permit. Can you simply refuse to participate, or do you need to report the incident?

- In addition to refusing to participate, you must report the request to your Country Manager (if applicable) and our Compliance Officer. If we ignore the request to engage in illegal activity and fail to investigate a possibility that a bribe has been or will be paid, we could be imputed with knowledge of such illegal payment and could be liable under anti-corruption laws.

## XIII. Red Flags

For purposes of this Policy, “**red flags**” are signs that a particular transaction involves some degree of corruption risk. Some red flags are general, such as widespread corruption in the region where the business operates. Other red flags are specific to the parties or the transaction, such as a prospective or current third-party business partner having a reputation for unethical business practices. If you uncover red flags, you are expected to ask questions and, if reassuring answers are not forthcoming, take appropriate steps to consider ending the relationship with the third party and refer to your supervisor and Country Manager (if applicable), who will consult with our Compliance Officer, for guidance.

The following are some potential red flags that you may encounter in considering third party business relationships. This list is not intended to be complete, and you must be alert to other unusual circumstances and red flags giving rise to anti-corruption compliance concerns.

- The other party operates in, or will operate in, a country with a high incidence of public corruption (e.g., the country has a low score on Transparency International's Corruption Perceptions Index, found at <http://www.transparency.org/research/cpi/overview>).
- The other party refuses to promise to comply with anti-corruption laws or warrant that it has not extended bribes in the past.
- The other party's reference check reveals flaws or problems, such as a reputation for tolerating bribes.
- The other party is a shell company and/or has an unorthodox or unusual business structure, or is incorporated or based in a jurisdiction known as a haven for taxes or money laundering.

## ANTI-CORRUPTION COMPLIANCE POLICY

- The other party seeks payment in cash or payment sent to an account in someone else's name or to a location unrelated to the transaction (for example, an offshore account).
- The other party is owned wholly or partly by, or has close ties to, a Government Official who is in a position to grant a business advantage, is involved in a business in which such official owns an interest, or has relatives of such official on its payroll.
- The other party requests that we prepare false invoices or other false documentation.
- The other party refuses to allow its identity to be disclosed to a government agency or enterprise, or to identify its owners, partners or principles.
- The other party states that a donation to a specific charity would further a business objective.
- The other party has relevant expenses that cannot be explained or that lack supporting documentation.
- The other party has poor internal controls and/or record-keeping practices relevant to the transaction.
- A Government Official suggests hiring a particular adviser to help obtain a government contract or address an issue that is within the jurisdiction of that official.
- The justification for hiring an agent or other intermediary is that he or she can obtain preferential treatment from a Government Official.
- The hiring of an agent or other intermediary is suggested to perform tasks that require no special knowledge or skills, or could easily be performed by our employees.
- There is substantial or extravagant "wining and dining" or sponsored travel of Government Officials.

**Reacting to red flags.** We are constructing a tailings pond and are working with a contractor who is responsible for obtaining government approvals, such as land use and safety permits. The contractor has requested that you pay a suspicious "success fee" for obtaining these permits on an expedited basis. How should you respond?

- Decline the payment and seek guidance. There is a high risk that a portion of this "success fee" would be passed along to a Government Official. Simply declining to make the payment is not sufficient because the fee request calls into question the entirety of the contractor's work on behalf of Lucky Minerals. You should report the situation to your supervisor and Country Manager (if applicable) who, in consultation with our Compliance Officer, consider initiating an appropriate investigation of our relationship with the contractor.



## ANTI-CORRUPTION COMPLIANCE POLICY

### XIV. Accurate Books and Records and Effective Internal Controls

We make and keep books, records and accounts which present accurately, fairly and in reasonable detail all transactions, including any disposition of Lucky Minerals' assets. Additionally, under strict accounting and internal controls provisions of the CFPOA and other anti-corruption laws, Lucky Minerals and you could face liability for making false or missing entries in our books and records. Accordingly, you must ensure that any expenditure of funds or other use of our resources in connection with any of the activities covered by this Policy is accurately described in supporting documents and accurately entered into our books and records. You must follow the requirements below related to record-keeping and payments:

- all business records, including, among others, forms used to support payment requests, forms required for processing payments, and receipts and other records documenting payments made and resources expended, must be accurately and reliably prepared and maintained;
- our records must reflect every transaction; you may not cause or permit any expenditure to be handled "off the books";
- all accounting reports and records must be timely prepared;
- accounting entries must not conceal or disguise the true nature of a transaction, such as recording an expense in a non-descript account like "miscellaneous expenses" or "marketing fees" or giving the transaction a vague or confusing description; and
- all petty cash accounts wherever located must be maintained with strict controls to ensure their use is limited to proper purposes and that each use is appropriately documented.

### XV. Violations of This Policy

Any violation of this Policy can subject both you and Lucky Minerals to severe criminal and civil penalties. In a case where money or anything else of value is provided or offered to a Government Official, the consequences could include substantial fines and even imprisonment. Violations of this Policy can also cause collateral harm to Lucky Minerals in other areas, including our ability to obtain government licences and permits and to conduct future business. Any violation of this Policy will be taken seriously and could lead to disciplinary action up to and including dismissal.

### XVI. Reporting Policy Violations

All known or suspected violations of this Policy, whether by Lucky Minerals personnel or by third parties acting on our behalf, must be reported without delay first to your supervisor and Country Manager (if applicable), who will then report to the Compliance Officer.

Alternatively, reports may be made in accordance with our *Whistleblower Policy* by letter or email, as follows:

In writing: Confidential Employee Concern  
Attention: Chair of The Audit Committee



## ANTI-CORRUPTION COMPLIANCE POLICY

c/o Lucky Minerals Inc.  
Suite 1015 – 789 West Pender Street  
Vancouver, BC V6C 1H2

By email: [compliance@luckyminerals.com](mailto:compliance@luckyminerals.com)

No individual will suffer adverse consequences for reporting in good faith suspected violations of anti-corruption laws and/or violations of this Policy. If you wish to report a suspected violation of this Policy anonymously, you may do so in accordance with our *Whistleblower Policy*.

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