

Robex.

**A BLUEPRINT
FOR RESPONSIBLE MINING**

JULY 2023

Anti-Bribery & Anti-Corruption Policy



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Robex Resources Inc (“Robex” or “the Company”) is a Canadian gold mining company listed on the Toronto Stock Exchange - venture ("TSX-V") and headquartered in Quebec, Canada. The company currently operates two main assets in the highly prospective Birimian Greenstone belt, i.e., the Nampala Gold mine in Mali, and the Kiniero Gold Project in Guinea (Conakry).

Robex is committed to apply the following anti-bribery and anti-corruption policy as a commitment to assure its business is run in respect of applicable laws, fairness and wellbeing with its staff, contractors, communities and stakeholders. Robex recognises the inherent risks associated with our activities and shall establish a robust, safe system of work and effective leadership capability at all levels of the company.



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A. INTRODUCTION

Robex Resources is committed to upholding anti bribery and anti-corruption laws including the Criminal Code of Canada, Canada's Corruption of Foreign Public Officials Act, Canadian provincial laws that prohibit bribes, the UK Bribery Act and the applicable laws of any other countries in which Robex conducts business. Robex commits to conducting its business with honesty and integrity. The Company adopts a zero-tolerance approach to bribery and corruption and demands the same from all of our employees, officers, directors, contractors and agents, as well as our subsidiaries and affiliates. The Company is committed to acting professionally, fairly and with integrity in all business dealings.

The act of bribery and corruption contains two general offences covering the offering, promising or giving of a bribe (active bribery) and the requesting, agreeing to receive or accepting of a bribe (passive bribery). This can be giving, or receiving, anything of value (usually money, a gift, loan, reward, favour, commission or entertainment), as an improper inducement or reward for obtaining business or any other benefit. Bribery can take place in the public sector (e.g. bribing a public official) or private sector (e.g. bribing the employee of a supplier). Bribery can also take place where an improper payment is made by or through a third party. Bribes and kickbacks can therefore include, but are not limited to:

- a) gifts and excessive or inappropriate entertainment, hospitality, travel and accommodation expenses;
- b) payments, whether by employees or business partners such as agents or consultants;
- c) other 'favours' provided to public officials or customers, such as engaging a company owned by a public official or customer's family; and
- d) the uncompensated use of company services, facilities or property.

Bribery is a serious criminal offence and can damage the Company's reputation and standing in the community.

B. SCOPE

This anti-bribery and corruption policy (the "Policy") applies to all Directors, employees and suppliers, consultants and joint venture partners (where they agree to be bound by the Policy) (together, "Representatives"). Representatives must ensure that they do not become involved, in any way, in the payment of bribes or kickbacks, whether in the public or commercial sector. This Policy sets out the minimum standards to which all Representatives of the Company must adhere to at all times.

C. OBJECTIVES

The purpose of this Policy is to set out the approach to ensure that the Company's business is conducted in an honest and ethical manner, reflecting the highest levels of integrity and in compliance with all relevant laws and regulations applicable to the Company and in accordance with legislation. Compliance with this Policy is mandatory under the Company's Code of Business Conduct and Ethics.

D. ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

1. Policy details

Representatives are not permitted to pay, offer, accept or receive a bribe in any form. Representatives must never:

- a) offer, pay or give anything of value to a public official in order to obtain business or anything of benefit to the Company. 'Public official' should be understood very broadly, and this means anyone paid directly or indirectly by the government or performing a public function, including officials of state-owned enterprises and public international organisations;
- b) attempt to induce a public official, whether local or foreign, to do something illegal or unethical;
- c) pay any person when they know, or have reason to suspect, that all or part of the payment may be channelled to a public official. They should therefore be careful when selecting third parties, such as agents, contractors, subcontractors and consultants;



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- d) offer or receive anything of value as a 'quid pro quo' in relation to obtaining business or awarding contracts. Bribery of 'public officials' is a serious matter, but bribery of those working in the private sector is also illegal and contrary to the Company's Code of Conduct;
- e) establish an unrecorded (slush) fund for any purpose;
- f) otherwise use illegal or improper means (including bribes, favours, blackmail, financial payments, inducements, secret commissions or other rewards) to influence the actions of others (especially those in acting in an agency or fiduciary capacity); or offering anything of value when you know it would be contrary to the rules of the recipient's organisation for the recipient to accept it;
- g) make a false or misleading entry in the company books or financial records;
- h) act as an intermediary for a third party in the solicitation, acceptance, payment or offer of a bribe or kickback;
- i) make so-called 'facilitation' or 'grease' payments. Such payments should not be made to public officials, even if they are nominal in amount and/or common in a particular country;
- j) do anything to induce, assist or permit someone else to violate these rules; and
- k) ignore, or fail to report, any suggestion of a bribe.

As well as complying with the specific prohibitions in this Policy, Representatives must exercise common sense and judgement in assessing whether any arrangement could be perceived to be corrupt or otherwise inappropriate.

2. Agents and intermediaries

Representatives should not hire an agent, consultant or other intermediary if they have reason to suspect that they will pay bribes on behalf of the Company's behalf.

Representatives should seek to ensure that any third parties that are hired will not make, offer, solicit or receive improper payments on behalf of the Company. All fees and expenses paid to third parties should represent appropriate and justifiable remuneration for legitimate services to be provided and should be paid directly to the third party. Accurate financial records of all payments must be kept.

All business units should adopt appropriate procedures directed towards ensuring that their arrangements with third parties do not expose them to non-compliance with this Policy. Such procedures should assist Representatives in determining whether particular third parties present a corruption risk and, if so, what steps should be taken to address that risk.

This may include, in particular, cases where a third party is engaged to act on behalf the Company:

- a) to solicit new business;
- b) to interact with public officials; or
- c) in other high-risk situations.

Representatives must also be aware of factors which suggest the third party may pose a high corruption risk and consult with their line managers to assess whether there is a need for enhanced due diligence and monitoring, or whether a proposed relationship should not proceed.

3. Gifts, Entertainment and Hospitality

The Company prohibits the offering of acceptance of gifts, entertained or hospitality in circumstances which would be considered to give rise to undue influence. All employees and Directors must notify the Company Secretary of any gifts and/or benefits, either offered or accepted and valued at CAD\$ 500 or more, to safeguard and make transparent their relationships and dealings with third parties.



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Robex avoids the appearance of paying or receiving bribes through means such as lavish meals and entertaining or excessive gift giving. In general, meals, entertainment and gifts given or received must be appropriate and consistent with the Robex's Travel Management Standard.

The following general principles apply:

- a) No quid pro quo - there must be a legitimate business purpose that justifies the expense. Under no circumstances should customary gifts, meals, entertainment, travel or lodging be given as a quid pro quo to improperly influence or obtain unfair advantage;
- b) No cash gifts - gifts should never be given in cash or cash equivalents (e.g. gift cards or certificates);
- c) Fully and accurately documented - all expenses must be fully and accurately documented in accordance with Robex's policies and procedures;
- d) Gifts, meals and entertainment should be given openly - customary gifts, meals and entertainment should be transparent to avoid the appearance of impropriety. Openness is achieved through documentation, consultation and advance approval where appropriate or required;
- e) Local laws or regulations - the gift, meal or entertainment must be legal under the laws and regulations of the country of the recipient; and

4. Charitable and political donations

As part of its corporate citizenship activities, Robex may give donations to charities or provide sponsorships for sporting or cultural events. Any such donation or sponsorship must be transparent and properly documented. Robex will only provide donations and sponsorships to organisations that serve a legitimate public purpose, and which are themselves subject to high standards of transparency and accountability.

The Company does not make political donations or payments. Appropriate due diligence must be conducted on the proposed recipient and a full understanding obtained as to its bona fides.

Charitable donations refer to small or large amounts of financial resources provided voluntarily to a charitable organisation to support a cause or initiative with no expectation of commercial gain in return.

Robex's approach to charitable donations is that these:

- a) must not be made to gain an unfair business advantage;
- b) must not be made to individuals; and
- c) must not be politically connected.

All charitable donations require the prior written approval of the Chief Financial Officer

5. Mergers and Acquisitions

An anti-corruption due diligence on companies which the Company is considering acquiring should be performed during the overall due diligence process.

The following risk areas should be considered during the due diligence process:

- a) an entity's control environment: policies, procedures, employee training, audit environment and whistleblower issues;
- b) any ongoing or past investigations (government or internal), adverse audit findings (external or internal), or employee discipline for breaches of anti-corruption law or policies;



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- c) the nature and scope of an entity's government sales and the history of significant government contracts or tenders. Risks include improper commissions, side agreements, cash payments and kickbacks;
- d) an entity's important regulatory relationships, such as key licenses, permits, and other approvals. Due diligence in that context would focus on employees who interact with these regulators, and whether there are any fees, expediting payments, gifts or other benefits to public officials;
- e) travel, gifts, entertainment, educational or other expenses incurred in connection with marketing of products or services, or in connection with developing and maintaining relationships with government regulators. Diligence in this area would include examining expense records, inspection or training trips, and conference attendee lists and expenses;
- f) an entity's relationships with distributors, sales agents, consultants, and other third parties and intermediaries, particularly those who interact with government customers or regulators; and
- g) an entity's participation in joint ventures or other teaming arrangements that have significant government customers or are subject to significant government regulation.

6. Reporting bribery and suspicious activity

If you become aware of any actual or suspected breach of this Policy or if you are ever offered any bribe or kickback, you must report this to an Authorised Officer (see Schedule 1).

Processes are in place to ensure that such complaints are investigated and appropriate action is taken in accordance with the Company's Whistleblower Policy. The Company will not permit retaliation of any kind against any Representative for making good faith reports about actual or suspected violations of this Policy.

The Company expects all Representatives to report unethical or fraudulent conduct in good faith without fear or favour. Representatives have an obligation to report suspected or potential breaches of this Policy to the Authorised Officer. All information and reports to an Authorised Officer will be dealt with in a responsible and sensitive manner. The Authorised Officer has an obligation to report material breaches of this Policy to the Board.

E. ROLES AND RESPONSIBILITY

It is the responsibility of all Representatives to read, understand and adhere to this Policy. The Board is responsible for reviewing this Policy at least annually to ensure that the Policy at least meets both regulatory and industry standards and practices, as well as the delivery of the Policy's principles and purpose.

F. BREACH OF POLICY

Any breach of this Policy will result in disciplinary action (possibly including, but not limited to, termination of employment, contractor, consulting, or agency relationships) and may also result in conviction for a criminal offence in many jurisdictions, including severe financial penalties and imprisonment. The Company treats the risk of bribery extremely seriously, not least because of the potential for reputational damage if the Company or an employee were found guilty of a bribery offence.

Any officer or employee who has knowledge of actions that constitute a violation of this Policy must report it immediately to their supervisor. However, if the employee is not comfortable discussing the situation with his or her immediate supervisor or believes that the supervisor has not handled the situation properly, he or she should report the situation to an Authorised Officer of the Company using the email address: Etik@robexgold.com. Officers or employees will not be subject to any disciplinary action for making a disclosure under this policy. For the avoidance of doubt, this protection applies in this instance only and does



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not apply, in particular, if such officer or employee is involved in any breach of this policy, that may result in disciplinary action by Robex COMMUNICATION

A copy of this Policy will be made available to all directors, officers, employees, consultants, contractors, and agents of the Company as well its auditors, legal counsel, and other advisors.

All agreements with consultants, contractors and agents shall include a provision that the consultant, contractor, agent, or intermediary must abide by this Policy at all times.

It is also posted on the Company's website and additionally, a copy of the policy will be posted at any site owned by the Company.

G. QUESTIONS

Enquiries about this Policy should be directed to the Authorized Officers.

AUTHORISED OFFICERS

Name	Position	Date	Signature
Aurelien Bonneviot	Chief Executive Officer	03/10/2023	DocuSigned by: 8305235D4108494...
Alain William	Chief Financial Officer	04/10/2023	DocuSigned by: 3B7F4AB87B0B492...
Augustin Rousselet	Chief Operating Officer	03/10/2023	DocuSigned by: 10A35BDA06A14C7...
Daniel Marini	Vice Chief Operating Officer	03/10/2023	DocuSigned by: F00542B345DE4C9...
Nicolas Ros	Director of Legal Affairs	04/10/2023	DocuSigned by: 660090D63CF245E...
Gwendal Bono	Head of People	03/10/2023	DocuSigned by: 6573140CADBB4FD...
Alain William	Chief Financial Officer		