



**PURE GOLD MINING INC.**

**ANTI BRIBERY POLICY**

## **A Message from Troy Fierro**

Dear Colleague

We at Pure Gold Mining Inc. (the “**Corporation**”) and its subsidiaries and affiliates believe in operating with the highest ethical standards. Our policy is pure and simple. All of the Corporation’s directors, officers, senior managers, agency staff and employees (collectively the “**Personnel**”) and Covered Third Parties (as defined below at clause 2.3) of the Corporation are to comply with all international and local anti-bribery and anti-corruption laws, and are to conduct themselves in an ethical manner.

Our compliance regime has grown in tandem with our international expansion and it addresses the various legal and regulatory obligations of the Corporation, as an entity listed on both the TSX Venture Exchange and the Main Market of the London Stock Exchange.

This policy is to be read together with the Code of Business Conduct and Ethics Policy (“**Code of Conduct**”). As stated in the Code of Conduct, I, together with the Corporation denounce any forms of bribery or any action which does not comply with the local laws, rules and regulations in which we operate. All Personnel are required to deal honestly and fairly with the Corporation’s customers, suppliers, competitors and other third parties. Therefore, I fully support our Anti-Bribery and Corruption Policy (the “**Policy**”).

The Corporation has zero tolerance towards anyone involved in acts of bribery (be that facilitating and/or receiving bribes) and/or any acts of tax avoidance. Where any Personnel or Covered Third Party considers there have been any acts which are and/or may be considered to be acts of bribery and/or tax avoidance or any Personnel or Covered Third Party is involved in any act of corruption they are to notify Chris Haubrich, as set out in the Policy.

As we continue to dream big and to colour outside the lines it is important that all Personnel and Covered Third Parties are familiar with and fully understand this Policy and, more importantly, to please use and refer to it when carrying out your daily activities.

If you have any questions and/or concerns please do not hesitate to contact me and/or the Corporation’s Anti-Bribery Officer, Chris Haubrich.

**Troy Fierro**

**Chief Executive Officer**

## **1. GENERAL POLICY**

- 1.1. It is our policy to conduct all of our business honestly and to deal with all customers, suppliers, competitors and other third parties honestly and fairly to avoid situations where the personal interests of Personnel or of Covered Third Parties are, or appear to be, in conflict with the Corporation's interests. We take a zero-tolerance approach to bribery and corruption. All Personnel and Covered Third Parties are to act with integrity in all our business dealings and relationships wherever we operate and to implement and enforce effective systems to counter bribery and corruption.
- 1.2. Corruption is the misuse of public power for private profit, or the misuse of entrusted power for private gain.
- 1.3. Bribery is discussed further below but will never be tolerated and/or be in the best interests of the Corporation. As well as being a criminal offence in the UK and Canada, the payment of a bribe is an unnecessary cost to our business and may expose the Corporation to criminal or regulatory investigations that may result in prosecution, fines and other costs to our business. Bribery may also expose the Corporation to legal action from competitors or third parties. Individuals engaged in corrupt behaviour are also likely to face personal criminal prosecution (and any such action will also be considered a serious breach of the terms of your respective employment).
- 1.4. The Corporation has taken a number of steps to safeguard itself, Personnel and Covered Third Parties from allegations of corruption, including bribery. These steps include the following:
  - a. carrying out a risk assessment of its business.
  - b. introducing this formal policy.
  - c. appointing an Anti-Bribery Officer who will report to the Corporate Governance Committee at every meeting with a bribery and corruption risk scorecard.
  - d. agreeing that the Board will regularly consider bribery and tax evasion issues and will ultimately take responsibility for them.
  - e. implementing financial controls on all payments made on behalf of the Corporation.
  - f. introducing a formal Gift log for gifts above C\$250 and a formal Hospitality log for payments above C\$250, or the equivalent if in a different currency. The log is maintained by Chris Haubrich in the Vancouver office.
  - g. prohibiting facilitation payments.
  - h. referring all potential contracts with third parties to the Anti-Bribery Officer before engagement.
  - i. implementing compulsory annual training for all staff on this Policy; and
  - j. liaising with our lawyers to conduct all necessary due diligence on third parties.

## **2. WHO DOES THE POLICY APPLY TO?**

- 2.1. This Policy applies to all Personnel and Covered Third Parties and has been developed as the Corporation expands into other countries to have regard to the laws of those countries.
- 2.2. This Policy applies to all Personnel including all individuals working at all levels and grades, including directors, senior managers, officers, senior managers and other employees (whether permanent, fixed term or temporary) of the Corporation.
- 2.3. This Policy also reflects the standard to which the Corporation expects Covered Third Parties, meaning all of the Corporation's partners, agents, consultants and other contractual counterparties, wherever situated, who interact with public officials on the Corporation's behalf, to adhere when acting on the Corporation's behalf. This Policy applies to Covered Third Parties. In addition to any other obligation, Covered Third Parties have all of the obligations set out in this Policy that apply to Personnel.
- 2.4. Personnel and Covered Third Parties must not use any third parties e.g. agents, consultants, suppliers and/or customers to perform any act which conflicts with this Policy. Any unlawful or inappropriate acts committed indirectly through third parties are as unacceptable as acts committed directly by Personnel and Covered Third Parties.
- 2.5. It makes no difference if Personnel or Covered Third Parties personally commit a prohibited act or do so with their own funds. The source of funds used for the acts prohibited or restricted in this Policy does not alter the fact that the acts may constitute improper business practices for which the Corporation may also be liable.
- 2.6. In addition, it does not matter if the bribe occurs in Canada, the UK or anywhere else in the world. This Policy therefore applies to all acts worldwide on behalf of the Corporation.
- 2.7. It is the responsibility of all Personnel and Covered Third Parties to ensure their conduct complies with this Policy and to ensure at all times that they act:
  - a. honestly;
  - b. ethically; and
  - c. in the best interests of the Corporation.

**It is never in the best interest of the Corporation for its Personnel or Covered Third Parties to act dishonestly or unethically, even if the Corporation would benefit financially.**

### **3. PROHIBITED BEHAVIOUR**

#### **3.1. What is Bribery?**

Bribery is an inducement or offer, promise, or payment of cash, gifts, or even excessive entertainment to, or an inducement of any kind offered or given to a person in a position of trust to influence that person's views or conduct or to obtain an improper advantage. Common sense will usually tell you whether something is a bribe although it can take many forms, including the provision or acceptance of:

- a. Cash payments;
- b. Loans;

- c. Phony jobs or “consulting” relationships;
  - d. Provision of services;
  - e. Kickbacks;
  - f. Political contributions;
  - g. Charitable contributions;
  - h. Property or any interest in property of any description;
  - i. Social benefits including the release from any obligation and opportunities; and/or
  - j. Gifts, travel, hospitality, and reimbursement of expenses.
- 3.2. There is no need for a bribe to actually be paid as long as it is offered or requested. The prohibition also applies where Personnel or a Covered Third Party offers or pays a bribe to another person, whether or not any benefit is received in return.
- 3.3. The Corporation:
- a. prohibits offering, paying, promising or authorising bribes, kickbacks or any other form of loan, reward, advantage of benefit, facilitation payment or other improper payment, direct or indirect, to anyone including any representative of government, public official, labour union, customer or supplier in order to:
    - obtain a contract, some other commercial benefit or government action;
    - cause a person to act or fail to act in violation of a legal or official duty; or
    - cause a person to abuse or use his or her position to influence any acts or decisions of the foreign state or public international organisation for which the official performs duties or functions;
  - b. prohibits Personnel and Covered Third Parties from accepting any bribes, kickback or improper payment from anyone;
  - c. prohibits gifts of more than a modest value of **C\$500** to or from suppliers or customers, unless Personnel and Covered Third Parties have obtained written pre-approval from the Anti-Corruption Officer. This is expanded on further below;
  - d. requires clear and precise communication in the Corporation’s contracts, its advertising, its literature, and its other public statements and seeks to eliminate misstatements of fact or misleading impressions;
  - e. reflects accurately on all invoices applicable prices and relevant terms of sales for goods sold or services rendered; and
  - f. prohibits Personnel and Covered Third Parties from otherwise taking unfair advantage of the Corporation’s customers or suppliers, or other third parties, through manipulation, concealment, abuse of privileged information or any other unfair-dealing practice.

### 3.4. **Corrupt Intent**

The provision of an advantage will be a bribe where there is a corrupt intent to induce or reward (i) any person doing anything in respect of any matter or transaction; (ii) any government or public official doing anything in respect of any matter or transaction in which the public body is concerned. This could be either to take particular action or to refrain from taking a particular action.

### 3.5. **Who are government or public officials?**

In this Policy, the definition and scope of “government or public official” are broad. Laws prohibiting bribery and corruption typically define public officials broadly to include any appointed, elected, or honorary official or any career employee of a government, of a government owned or controlled company, or of a public international organization. The definition encompasses officials in all branches and at all levels of government: federal, state or local. The definition also includes political parties and party officials and candidates for political office. A person does not cease to be a public official by purporting to act in a private capacity or by the fact that he or she serves without compensation. Below are just a few examples of public officials relevant to the Corporation’s business:

- a. government ministers and their staff;
- b. members of legislative bodies;
- c. judges and ambassadors;
- d. officials or employees of government departments and agencies including finance, public works, public contracts, customs, immigration, environment, energy and other regulatory agencies;
- e. employees of state-owned or controlled companies;
- f. military and police personnel;
- g. political party officials and candidates for political office;
- h. mayors, councillors or other members of local government;
- i. employees of public international and organizations such as the International Finance Corporation of the World Bank; and
- j. First Nations band officials.

If you are not sure whether a particular person is a government or public official, please contact the Anti-Bribery Officer for further guidance.

- 3.6. Benefits to relatives of public officials, such as spouses, children, parents or siblings, may be treated by enforcement authorities as benefits to a government or public official and, accordingly, may constitute violations of anti-bribery laws. Accordingly, the Corporation treats relatives of public officials as public officials unless determined otherwise in advance by the CEO or Anti-Bribery Officer. Any gifts, entertainment or travel expenses involving a relative of a public official must comply with this Policy. Personnel must also consult with the Anti-Bribery Officer before entering into any contract or transaction with a close relative of a public official or a corporation or entity owned or controlled, directly

or indirectly, by a close relative of a public official.

#### **4. WHAT HAPPENS IF THERE IS BRIBERY?**

- 4.1. A conviction for bribery can lead to up to 10 years in prison in the UK and up to 14 years in prison in Canada<sup>1</sup> for individuals involved. For the Corporation it could mean an unlimited fine, loss of contracts and the right to tender for future contracts and massive reputational damage which could ultimately jeopardise the entire Corporation and Personnel's jobs.
- 4.2. The Corporation will regard breaches of this Policy as serious misconduct. Personnel that violate any laws, governmental regulations, the Corporation's Code of Business Conduct and Ethics, or this Policy (whether they be Directors, officers or Employees) will face appropriate, case-specific disciplinary action, which may include demotion or, in appropriate circumstances, or upon shareholder approval, if applicable, immediate discharge or removal. In addition, violation of any laws, governmental regulations or this Policy could result in public disclosure of such violation including, without limitation, the names of parties involved which may lead to disciplinary action, up to and including termination of the employment or engagement of the Personnel.

#### **5. EXIGENT CIRCUMSTANCES**

- 5.1. Nothing in this Policy prohibits the making of payments in cash or in kind to government of public officials when life, safety, or health is at risk. Personnel are permitted to make a payment to avoid subjecting himself or herself to a health or safety risk. The making of such a payment in exigent circumstances should be reported to the CEO or Anti-Bribery Officer as soon as possible after the payment is made. Such payments must be accurately recorded and identified in expense reports and other books and records.

#### **6. CORPORATE HOSPITALITY AND EVENTS**

##### **6.1. Hospitality**

- a. Corporate hospitality of a reasonable and proportionate nature will generally not contravene this Policy. However, hospitality can be used as a means of bribery when it is excessive and/or designed to improperly influence the recipient. Therefore, any hospitality must not be corruptly offered or provided as an inducement to or reward whatsoever.
- b. To safeguard against allegations of bribery the Corporation has put in place guidelines of what hospitality will be deemed appropriate. With the exception of events hosted in the Corporation's suite at Rogers Arena, amounts in excess of C\$250 per person will require written pre-approval as set out at paragraph 6.4 below, and the provision of any meal, entertainment or other business hospitality for a public office must be accurately accounted for and described in the

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<sup>1</sup> Bribing a foreign public office is a criminal offence under section 3(1) of the *Corruption of Foreign Public Officials Act*, S.C. 1998, c. 34. S. 3(2) of the *Act* states that every person who contravenes subsection (1) is guilty of an indictable offence and liable to imprisonment for a term of not more than 14 years. Bribing the holder of a judicial office within Canada is also a criminal offence under s. 119 of the Criminal Code of Canada, R.S.C. 1985, c. C-46. Again, the punishment is imprisonment for a term not exceeding 14 years (s. 120).

Corporation's books and records.

- c. Pursuant to the Corporation's Code of Conduct and Ethics Policy, only marketing and client entertainment expenditures which are necessary, prudent, job related and consistent with the Corporation's other policies are permitted, pursuant to the Corporation's Conduct. Any travel expenses of public officials must first be approved in writing by the CEO or Anti-Bribery Officer.

## 6.2. **Acceptance of Hospitality**

Personnel should not accept an offer of hospitality from any person if you feel that an attempt is being made to induce or influence your actions in the context of your job or otherwise in a way that makes you feel uncomfortable. If you consider this has happened you should discuss this with the Anti-Bribery Officer as soon as possible.

## 6.3. **Provision of Hospitality**

Provision of corporate hospitality is only permitted if:

- a. in relation to marketing that is necessary, prudent and related to your job;
- b. it has a value of less than C\$500;
- c. it is reasonable and proportionate ie not extravagant or lavish in the context of the occasion;
- d. the frequency of the hospitality with the same guest, person or company is not excessive, as modest costs frequently incurred can amount to lavish payments;
- e. the person providing the corporate hospitality also attends;
- f. the person providing the corporate hospitality has obtained the necessary pre-written approval;
- g. the corporate hospitality is not, or could not be perceived as, a bribe, payoff or kickback (ie given in order to obtain or retain business or to secure an improper advantage or to induce particular behaviour or otherwise influence a decision); and
- h. the acceptance of the hospitality by the recipient would not, to the best of your knowledge, result in a contravention of applicable anti-corruption and anti-bribery laws, the recipient's applicable policies/codes of conduct or in a breach of this Policy.

- 6.4. Where hospitality given or received is in excess of C\$250 it must be recorded in the Gift log.

## 6.5. **Written Pre-Approval**

The written pre-approval of the CEO or Anti-Bribery Officer must be obtained for any meal, entertainment or other normal business hospitality for a public official that is in excess of C\$250 per person, or such other threshold that the Anti-Bribery Officer may designate in writing from time to time for particular individuals, departments or geographical regions. For clarity, events at the Corporation's suite at

Rogers Arena do not require written pre-approval, however if a public official is being invited to such event, the CEO or Anti-Bribery Officer must<sup>2</sup> be notified in advance.

In appropriate circumstances, the Corporation may pay reasonable travel and expenses for public officials if there is a legitimate business need for the Corporation to do so. Such expenses may only be paid where permitted under local law and approved in writing in advance by the CEO or Anti-Bribery Officer. The expenses must be reasonable in amount and directly related to the business purpose. The Corporation will not pay or reimburse travel or other expenses which are predominately for recreation or entertainment, or for a public official's spouse or other family members. Per diems or cash allowances must not be paid to public officials.

## **GIFTS**

- 6.6. Personnel should not give or receive gifts to or from government or public officials, customers, suppliers or other business partners save for in the following circumstances:
- a. the gift is under C\$500 in value;
  - b. the gift is an annual fishing trip or transaction closing event organized and paid for by investment bankers or similar supplier;
  - c. the gift is a promotional material;
  - d. the item is of limited value eg annual dinner or party of which many other firms will also be in attendance;
  - e. the item is reasonable and proportionate in the context of the business occasion;
  - f. the items have been spontaneously given;
  - g. the items have been given openly, not secretly;
  - h. the items have not been given during a time in which the Corporation and gift giver are not actively trying to secure work from each other;
  - i. the acceptance of the gift is permitted by the recipients organisation or employer; and/or
  - j. the provision of gifts is customary or cultural.
- 6.7. Gifts of cash or cash equivalent should never be provided or accepted under any circumstances.
- 6.8. Where a gift is above the limit of C\$250 it should be recorded in the Gift log.
- 6.9. If you are offered a gift and you feel compelled to accept it (ie for cultural reasons or to avoid causing offence) you may take the gift but must disclose it to the Anti-Bribery Officer as soon as possible.
- 6.10. All gifts from and/or to government or public officials should be reported to the Anti-

Bribery Officer who will keep a record of all such gifts.

## **DONATIONS OR SPONSORSHIP**

- 6.11. Under no circumstances will the Corporation's assets (including money, property of other items of value) be contributed or otherwise made available to any political candidate, party or committee.
- 6.12. The Corporation recognizes the importance of contributing to the communities in which it operates, and may, from time to time, make charitable contributions with the prior written approval of the CEO or Anti-Bribery Officer. All charitable contributions by or on behalf of the Corporation must be accounted for with supporting documentation, including a receipt or written acknowledgment of the donation from the recipient.
- 6.13. Personnel must avoid charitable or other donations or sponsorship which might be used to disguise bribery or corrupt payments. If in doubt, please speak to the CEO or Anti-Bribery Officer. The Corporation and its Personnel are prohibited from making contributions to any charity owned or controlled by a government official.
- 6.14. Personnel may otherwise make personal contributions to charity with their own funds and on their own behalf, but no such contributions will be reimbursed by the Corporation. For the avoidance of doubt, no personal contribution is to be made or appear to be made on behalf of the Corporation.

## **7. AVOIDING BRIBERY OF NON-GOVERNMENTAL PERSONNEL**

- 7.1. While much of the focus of this Policy is on avoiding bribery and corruption relating to public officials, bribery of non-government personnel (such as employees of private business and union officials) is also unethical and illegal. It is therefore the Corporation's policy to prohibit providing bribes to anyone, regardless of whether or not they are a public official. However, this Policy is not intended to discourage reasonable relationship building expenses for non-government personnel, so long as:
  - a. it is consistent with normal business customs in the host and recipient's country;
  - b. it is provided in a transparent and open manner;
  - c. the cost is reasonable and, unless prior written approval has been received from the CEO or Anti-Bribery Officer, in line with the limits stated at clauses 6.4 and 6.5 above, namely any hospitality given or received (save for use of the Corporations' suite at Rogers Arena) is to be below C\$500 and any gift given or received is below C\$500;
  - d. it is for a legitimate business reason; and
  - e. it does not create a sense of obligation on the part of the recipient.

Gifts in the form of cash, stock or other negotiable instruments should never be given.

## **8. COVERED THIRD PARTIES**

- 8.1. The Corporation recognizes that the actions of Covered Third Parties including suppliers and other intermediaries who are hired or otherwise retained by the Corporation to provide services could pose a special bribery risk to the Corporation. This is because such Covered

Third Parties are not under the direct control of the Corporation and yet their conduct or the conduct of their employees may be attributed to the Corporation where they act on the Corporation's behalf.

## 8.2. **Requirement for Due Diligence and Monitoring of Covered Third Parties**

Prior to entering into a business relationship with a Covered Third Party, Personnel should report the potential engagement in writing to the CEO or Anti-Bribery Officer. Included in the written summary of the engagement should be due diligence on the Covered Third Party that addresses the qualifications of the Covered Third Party, the services the Covered Third Party will provide, the compensation the Corporation will provide, the basis for believing that compensation is reasonable and information, as appropriate, regarding the Covered Third Party's character, reputation and history of conducting business in an ethical and legal manner that is consistent with this Policy. The process and extent of due diligence to be performed depends on the circumstances and will be determined by the CEO or Anti-Bribery Officer. At a minimum, documentation obtained through due diligence must be preserved and included with the contract details and payables information for the Covered Third Party.

In all cases, Personnel should use best efforts to ensure that any Covered Third Party: (i) is not a government or public official; (ii) does not have a history or demonstrated tendency toward bribery or corruption; (iii) performs the required services in compliance with this Policy and applicable international and local laws; and (iv) is compensated at a level that is reasonable, given their experience, the country where the services are to be performed, the expected results and the amount and difficulty of the work to be performed.

Schedule B and Schedule C contain questionnaires to assist you in conducting due diligence on Covered Third Parties.

## 8.3. **Principles to be applied in using Covered Third Parties**

The Corporation will apply the following principles in any dealings with Covered Third Parties:

- a. appropriate due diligence should be completed before the Covered Third Party is engaged, see Schedule B and Schedule C;
- b. the engagement must be clear and transparent with a clear commercial rationale and justification for dealing with that company/ person.
- c. a Covered Third Party must only be retained to provide substantive services;
- d. Personnel should be wary about engaging a Covered Third Party that has been specifically requested or recommended by a counterparty to a contract or any licensing or regulatory body;
- e. Personnel should ensure that all arrangements with Covered Third Parties are well documented and approved by the CEO and senior management; and
- f. all contracts with Covered Third Parties are to include a clause requiring them not to pay and/or receive bribes and to ensure their subcontractors also do not pay and/or receive bribes.

## 8.4. **Contracts with Covered Third Parties**

All agreements with Covered Third Parties will be in writing, and will define the scope of the relationship and the compensation terms. Unless otherwise approved by the CEO or Anti-Bribery Officer, all agreements with Covered Third Parties shall include anti-corruption terms to the following effect:

- a. The Covered Third Party will at all times abide by all applicable anti-corruption laws and this Policy (or at the discretion of the CEO or Anti-Bribery Officer, the Covered Third Party's own anti-bribery policy);
- b. The Covered Third Party shall promptly notify the Corporation of any investigation relating to a possible violation of anti-corruption legislation or this Policy;
- c. Neither the Covered Third Party or any of its employees, subcontractors or material shareholders are a public official;
- d. In the conduct of its business, the Covered Third Party has not and will not, directly or indirectly, engage in bribery or corruption;
- e. The Covered Third Party will perform the services required under the written agreement personally, and may not assign the right to perform to anyone else without prior written consent;
- f. The Covered Third Party's invoices shall describe in reasonable detail all services and expenditures for which the Covered Third Party seeks reimbursement;
- g. The Corporation has the right to audit the Covered Third Party's relevant books and records when a reasonable question has been raised as to whether there has been a violation of applicable anti-corruption laws; and
- h. The Corporation may terminate its agreement with the Covered Third Party without any further obligation in the event that the Covered Third Party, its principals, or anyone acting on its behalf takes any action that violates applicable anti-corruption laws.

#### **8.5. Payments to Covered Third Parties**

- a. No payment is to be made to a Covered Third Party without a valid invoice, statement or other document evidencing that the services invoices for were in fact provided.
- b. As far as possible any payments made to Covered Third Parties by way of fees or commission should be comparable to prevailing market rates for similar services in the country in which the Covered Third Party is engaged.
- c. All payments regardless of their size are to be loaded into the Corporation's central electronic filing system.

- 8.6. Covered Third Parties that violate any laws, government regulations, Code of Business Conduct and Ethics, or this Policy will face appropriate consequences in accordance with the terms of any agreement between the Corporation and the Covered Third Party and applicable law, which may include termination without compensation of any contract, damages (including, cumulatively, but not limited to, special, general, consequential, economic, and reputational damages), and any other recourse available at law or equity.

## **9. PRIVATE TENDERS**

Personnel must not engage in any form of bribery as an inducement or a reward in connection with the withdrawal, submission and/or consideration of any tender which the Corporation participates in. Where a supplier or contractor is engaged by way of private tender Personnel must ensure that:

- a. the party engaged is not a government official and/or connected with a government official;
- b. the terms of engagement, including compensation, are clearly defined, documented and include full, accurate and clear specifications in compliance with international or specified local standards and that the company has the technical expertise to provide the products and/or services;
- c. appropriate due diligence is carried out prior to engagement; and
- d. they comply with relevant laws and regulations including applicable anti-corruption laws and agree to abide by this Policy.

## **10. PREVENTION OF TAX EVASION AND FACILITATION OF TAX EVASION**

10.1. The Corporation condemns tax evasion, whether it involves evading Canadian taxes, UK taxes or foreign taxes. All Personnel are expressly prohibited from any conduct which involves or facilitates tax evasion by the Corporation.

10.2. The Corporation also expressly prohibits its Personnel and all those associated with the Corporation from facilitating tax evasion by any third party.

### **10.3. What is tax evasion**

- a. Tax evasion is dishonest conduct designed to defraud a tax authority of taxes, whether in Canada, the UK or overseas. It includes knowing you have an obligation to pay tax but deciding not to or deliberately turning a blind eye to your obligations.
- b. It is a criminal offence punishable by imprisonment in the UK and Canada and a fine for individuals and companies involved.

### **10.4. What is the facilitation of tax evasion?**

- a. Under the UK Criminal Finances Act 2017, two new criminal offences have been introduced which widen the Corporation's obligations. They impose an obligation on the Corporation to make sure persons associated with it do not help a third party evade tax. This is in addition to the obligation on the Corporation not to commit tax evasion itself.
- b. The Corporation will be criminally liable to a conviction and fine under these offences if a person associated with it helps a third party evade UK or overseas tax unless the Corporation can show it had put in place reasonable prevention procedures.

- c. A third party is an individual or organisation you come into contact with when working for the Corporation.

**10.5. What to do if you suspect tax evasion**

- a. All Personnel must report any suspicions of tax evasion to the CEO or the Anti-Bribery Officer.
- b. Examples of tax evasion include Covered Third Parties requesting payment in cash, invoices being submitted for a different sum to what it is paid, invoices submitted by a different company to the Covered Third Party engaged, or payments requested to be made into an off short account.
- c. If you have any concerns about whether an act may be tax evasion you must speak to the CEO or the Anti-Bribery Officer.

**11. RESPONSIBILITY OF PERSONNEL**

- 11.1. As set out above, the Corporation takes any form of corruption very seriously and all Personnel must ensure that they have read, understood and comply with this Policy. All Personnel are required to avoid any activity that might lead to, or suggest, a breach of this Policy.
- 11.2. The Corporation will provide a copy of the current version of this Policy and related policies to all new joiners during their induction. At that time, the Corporation will discuss this Policy with the new joiners, and all new joiners will need to provide certification of compliance with this Policy in the form attached to this Policy as “Schedule A.”
- 11.3. Compulsory annual training will be held for all Personnel, conducted by the Anti-Bribery Officer, on this Policy. At that time, all Personnel will need to provide re-certification of compliance with this Policy in the form attached to this Policy as “Schedule A.”
- 11.4. The Corporation will post a copy of the current version of this Policy on the Corporation’s website.
- 11.5. If you have any questions about this Policy please contact the Anti-Bribery Officer.

**11.6. Review of Policy**

The Anti-Bribery Officer will review the Corporation’s Risk Assessment and the effectiveness of this Policy annually, and will revise and update as necessary. The Anti-Bribery Officer will also report on the Policy and its effectiveness at every meeting of the Corporate Governance Committee.

**11.7. Books and Records**

The Corporation will maintain books and records that are full, fair and accurate and understandable to reflect all transactions, use and disposition of assets, and other similar information. All Personnel must ensure that:

- a. all gifts, hospitality and other expenses are properly reported and recorded;
- b. any payment made on behalf of the Corporation is supported by appropriate documentation;

- c. no payments to Personnel or Covered Third Parties are made in cash, unless authorized by the Audit Committee; and
- d. no Personnel or Covered Third Parties shall create or help create any documents for the purpose of concealing any improper activity.

In reviewing and approving expenses, or in the review of any books and records, any question which may arise in connection with this Policy shall be brought to the attention of the CEO or the Anti-Bribery Officer.

## **12. REPORTING**

- 12.1. The Corporation expects its Personnel and Covered Third Parties to take all reasonable steps to prevent a violation of this Policy. This includes identifying and raising potential issues before they lead to problems, and seeking additional guidance when necessary. If you are ever in doubt about whether any action or proposed action complies with this policy, please speak to the Anti-Bribery Officer before the conduct occurs.
- 12.2. If you become aware of or suspect any breach of this Policy by Personnel, Covered Third Parties, or by others associated with the Corporation, you must immediately bring this to the attention of the Anti-Bribery Officer Chris Haubrich and/or the Corporate Governance Committee, who can be contacted as follows:  
  
Email: [chaubrich@puregoldmining.ca](mailto:chaubrich@puregoldmining.ca)  
  
Office Telephone: +1 604 646 8000  
  
Mobile: +1 604 813 7620
- 12.3. The Corporation is committed to ensuring that it has an atmosphere of open communication for compliance issues and to ensure that Personnel and Covered Third Parties are acting in good faith have the means to report actual or potential violations without fear of retaliation. All reports will be treated confidentially to every extent possible, consistent with the need to conduct an adequate investigation. All complaints, results of investigations, if any, and reports will be retained for seven years.
- 12.4. The Corporation will not allow any harassment, retaliation or any type of discrimination against a director, officer or employee who acts in good faith in reporting a violation.
- 12.5. This section is to be read together with section 7 of the Code of Business Conduct and Ethics and Procedures for Receipt of Complaints and Submissions relating to Ethical conduct Bullying, Harassment and accounting Matters.

## **13. PRESERVATION OF DOCUMENTS**

Personnel and Covered Third Parties must not at any time destroy any material that might be of use to an investigation of a breach of this Policy or make any disclosure to any person that might be prejudicial to any investigation.

**SCHEDULE “A”**

**CERTIFICATE OF COMPLIANCE**

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Reference is made to the Anti-Bribery Policy adopted by the Board of Directors of Pure Gold Mining Inc. (the “**Corporation**”) on June 28, 2019 (the “**Policy**”).

In accordance with the Policy, I, \_\_\_\_\_, hereby certify, represent and warrant to the Corporation and its subsidiaries and affiliated companies as follows (check each applicable box)

- I have reviewed the Policy within the last twelve months, and understand its terms and requirements.
- I have not violated any of the terms or requirements of the Policy.
- I am not aware of any violation or potential violation of the Policy by any Employee or Covered Third Party, as such terms are defined in the Policy.
- I am not aware of any violation or potential violation of anti-bribery laws by any Employee or Covered Third Party, as such terms are defined in the Policy.

In the event you are unable to check the second, third, or fourth box, please provide details of any violation or potential violation of the Policy or anti-bribery laws that you are aware of:

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[Append additional pages if necessary]

Dated this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

Per: \_\_\_\_\_  
Signature

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Print Name

Schedule B

Bribery Act 2010: Questionnaire for Third Parties

No.	Question	Answer
1.	Has your company (or any business which is part of the same group) or any significant shareholder, director, officer or employee being been investigated or convicted in relation to a bribery or corruption related offence (in any country)?	
2.	Has your company (or any business which is part of the same group) ever been barred from tendering for government contracts (in any country)?	
3.	Do any of the company's significant shareholders, beneficial owners, directors, officers or employees (or persons connected with them) currently hold any position of employment with any local or national government, public body, state-owned or controlled entity (including ministries, agencies and sub-agencies) or international organisations?	
4.	Do any significant shareholders, beneficial owners, directors, officers or employees of the company (or persons connected with them) related to any third party occupy a position within any local or national governments, public bodies, state-owned or controlled entities (including ministries, agencies and sub-agencies)	

	or international organisations?	
5.	Do you have a written Anti-Bribery Policy?	
6.	If so, please provide a copy.	
7.	Do you have any conflicts of interest with the proposed contract?	
8.	Does your company prohibit the making of facilitation payments?	

**Schedule C**

**PURE GOLD MINING INC**

**Due Diligence Checklist for third party relationships**

**Key**

“Relationship” = Proposed business relationship between your business and the Third Party.

“TP” = Third Party i.e. third party individual/entity to the proposed contract.

To be used when engaging Agents, Consultants, Contractors, Joint Venture Partners and other significant Third Party Relationships e.g. Suppliers who provide services on behalf of the Business.

Where goods only are to be supplied, this checklist does not have to be completed.

**A. THE THIRD PARTY**

No	Item	Answer	Comments/Any Further Action Required
1.	<b>Business</b>		
1.1.	How long has the TP been in business?		
1.2.	Where is it incorporated?		
1.3.	What are the TP's key activities?		
1.4.	Is the TP subject to any specific statutory or other regulations (e.g. FSA registration)?		
1.5.	Does the TP belong to any professional organisations?		
1.6.	Does the TP subscribe to any voluntary industry codes of practice?		
1.7.	Is the TP listed on any stock exchange(s)?		
1.8.	Has the TP (or any business which is part of the same group as the TP) or any significant shareholder, director, officer or employee of the TP been investigated or convicted in relation to a bribery or corruption related offence (in any territory)?		
1.9.	Does the TP or anyone known by you to have a significant business relationship with the TP have a reputation or conviction for corruption?		

1.10.	Does the TP do business with local or national governments, public bodies, wholly or partially state owned or controlled entities (including any ministries, agencies and sub-agencies) or international organisations (including any private organisation exercising a public function) (together “governments or public bodies”)?		
1.11.	If so, do any of these have a reputation for corruption?		
1.12.	Has the TP ever been barred from tendering for government contracts (in any territory)?		
1.13.	To what extent is the TP reliant on licences, permits or other legal permissions from governments or public bodies in any territory?		
2.	<b>Internal Procedures</b>		
2.1.	Does the TP have a written anti-bribery policy (“the Policy”) that it adheres to?		
2.2.	If so, has a copy been provided to you and reviewed?		
2.3.	Is the Policy roughly equivalent to your own policy?		
2.4.	Are the accounts of the TP independently audited?		

## **B. THE PROPOSED RELATIONSHIP/CONTRACT**

<b>No</b>	<b>Item</b>	<b>Answer</b>	<b>Comments/Any Further Action Required</b>
1.	In what territories will the TP operate for the purposes of the Relationship?		
2.	What is the estimated value of the Relationship to the TP (calculated on an annual basis)?		
3.	How was the TP introduced to the business (note any individuals involved)?		
4.	To what extent is the TP's remuneration based on achieving certain outcomes (i.e. incentive based)?		
5.	What is the maximum sum that could be paid as bonus (in cash or other forms) to the TP during the Relationship (calculated on an annual basis)?		
6.	Is the TP's remuneration based on securing (in any territory) a contract, concession, licence, permit, consent or permission from a government or public body?		
7.	Is the Relationship linked to the performance of a contract for a government or public body in any territory?		
8.	Will the TP be dealing/ communicating with governments or public bodies on your behalf?		
9.	Will the TP be offering corporate hospitality or liaising with government/public officials on behalf of your business?		
10.	Will the TP have authority to make payments on behalf of your business?		

11.	Can the TP incur expenses without prior authorisation of your business?		
12.	To what extent will the TP be permitted to use sub-agents, sub-contractors or other third parties to perform any part of its obligations to yourselves?		

**C. YOUR ASSESSMENT OF THE RISK**

No	Item	Yes/No	Further Action?
1.	Does the TP have the necessary expertise for the proposed Relationship?		
2.	Does the TP have the necessary experience for the proposed Relationship?		
3.	Are the TP's obligations specific and clearly defined?		
4.	Are the agreed payments to the TP reasonable – i.e. not disproportionate in view of the services provided?		
5.	Are the payments being made to a known onshore bank account demonstrably linked to the TP?		
6.	Is the Relationship subject to a written contract?		
7.	Has the Anti-Bribery Policy of your business been communicated to the TP?		
8.	Does the contract require the TP to comply with your Anti-Bribery Policy?		
9.	Does the contract allow you to terminate it if the TP breaches your Anti-Bribery Policy?		
10.	Are all payments clearly documented in the written contract?		
11.	Do all expenses of TP require written receipts or evidence before reimbursement?		
12.	Does the contract prohibit onward payment of any sums paid to the TP e.g. to a public official?		

13.	Does the contract prohibit use of sub-agents, sub-contractors or other third parties on behalf of the TP without your consent?		
14.	If not, does the contract require the TP to carry out due diligence on sub-contractors, sub-agents or any third parties engaged by it on your behalf and to provide the Ethics Code to them and ensure they comply with it?		
15.	Has a company search been completed and reviewed on the TP (if TP is incorporated/registered in the UK)?		
16.	Have you requested and reviewed a copy of the incorporation/ registration documents and any relevant licence(s) they have?		
17.	Do you know who the shareholders of the TP are (if a company)? If the shareholder(s) is/are nominee(s) do you know who the ultimate beneficial owners are?		
18.	Do you know who the beneficial owners of the TP are if it is not a company (e.g. Partnership or LLP)?		
19.	Have background checks been performed on the TP entity, key individuals (directors, company secretary and shareholders), or members parent company (e.g. criminal investigations and/or convictions)?		
20.	Has an internet search been completed on the TP entity (directors, shareholders, beneficial owners) and related entities?		

21.	Are there any issues of particular concern arising from section A & B above?		
22.	Does the TP have any conflicts of interest e.g. working for a competitor?		
23.	If so, have you dealt with these appropriately?		

**D. CONCLUSION**

1. What is the overall assessment of the risk associated with this business relationship?

High	
Medium	
Low	

2. Is the risk low or are there procedures available and in place to reasonably mitigate the assessed risk?

.....  
Signature

Name:

Position:

Date: