



**GOLD MOUNTAIN**

**TSX: GMTN; OTCQB:GMTNF; FRA:5XFA**

## **Anti-Bribery and Anti-Corruption Policy**

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The purpose of this Anti-Bribery and Anti-Corruption Policy is to reiterate Gold Mountain Mining Corp.'s ("Gold Mountain" or the "Company") commitment to compliance with Canada's *Corruption of Foreign Public Officials Act* and the *Foreign Corrupt Practices Act* (United States) (collectively, the "Acts"). This Policy provides guidelines for compliance with such laws and supplements the Company's Code of Conduct and Business Ethics. This policy is meant to supplement section 14 of the Company's Code of Business Conduct and Ethics.

**SCOPE:** This policy applies to every Gold Mountain employee, including senior executive officers, contractors, consultants and to members of our Board of Directors (collectively referred to as "Gold Mountain personnel") and reflects the standards to which Gold Mountain expects its business associates, partners, agents, contractors, and consultants to adhere when acting on Gold Mountain' behalf.

**DEFINITION OF BRIBERY AND CORRUPTION:** Corruption is the misuse of public power for personal or private profit, or the misuse of entrusted power for personal or private gain. Bribery is the offer, promise, or payment of cash, gifts, or even excessive entertainment, 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. Bribery and corruption can take many forms, including the provision or acceptance of:

- Cash payments
- Phony jobs or "consulting" relationships
- Kickbacks
- Extortion
- Fraudulent activities
- Embezzlement
- Money laundering
- Facilitation payments (non-approved or publicly reported)
- Political contributions
- Charitable contributions
- Social benefits
- Gifts, travel, hospitality, and reimbursement of expenses

No Gold Mountain personnel shall make or promise to make, directly or indirectly, any payment of money or provide anything of value to any official of a government or a political party, or a candidate for political office, which is for the purpose of inducing or influencing such person to act in any way to assist Gold Mountain in obtaining, facilitating, or retaining business, or securing any improper business advantage.

**POLICY STATEMENT:** Gold Mountain personnel and agents are strictly prohibited from offering, paying, promising, or authorizing any payment or other thing of value to any person directly, or indirectly through or to a third party for the purpose of (i.e., in exchange for):

- causing the person to act or fail to act in violation of a legal duty
- causing the person to abuse or misuse their position; or
- securing an improper advantage, contract or concession for Gold Mountain or any other party.

To promote compliance with applicable anti-bribery and anti-corruption laws, no Gold Mountain personnel shall undertake any improper payment activity in respect of a foreign official, a domestic official, or a person doing business in the private sector. Specific attention should be placed on the following transactions:

- Sponsoring travel of government or government officials
- Direct and in-kind support for government or government officials
- Security support for public law enforcement
- Retaining third parties, including those who may interact with the government on Gold Mountain' behalf
- Contracting with state-owned entities
- Meals, gifts, and entertainment for government officials
- Donations and charitable contributions for government officials

If any Gold Mountain personnel are contemplating entering into one of the named transactions above (or other similar transactions), they are expected to review the nature of the transaction in light of the prohibitions and pre-clear it with the Chief Executive Officer or the Chief Operating Officer. The Company shall keep and maintain accurate books and records. All payments made to or by Gold Mountain personnel must be fairly, accurately and properly recorded, and include a reference to the transaction to which they relate.

**DISCIPLINE:** Any Gold Mountain personnel who violates the terms of this policy will be subject to disciplinary action. Any employee who has direct knowledge of potential violations of this policy but fails to report such potential violations to Company management will be subject to disciplinary action. Any Gold Mountain personnel who misleads or hinders investigators inquiring into potential violations of this policy will be subject to disciplinary action. In all cases, disciplinary action may include termination of employment. Any third-party agent who violates the terms of this policy, who knows of and fails to report to Gold Mountain

management potential violations of this policy, or who misleads investigators making inquiries into potential violations of this policy, may have their contracts re-evaluated or terminated.

**RECORDKEEPING:** All accounting records, expenditures, expense reports, invoices, vouchers, gifts, business entertainment and any other business records must be accurately and reliably reported and recorded. Recording payments in a way which would conceal their true nature or which is contrary to applicable accounting standards is not permitted. False or misleading entries will result in immediate disciplinary action. Undisclosed or unrecorded payments are strictly prohibited.

**CONTROL PROCEDURES AND PROCESSES:** The following processes are intended to reduce the likelihood of an improper transaction or business dealing and should be complied with at all times:

- Authorization of all transactions are to be in accordance with the internal financial controls and procedures
- Quarterly review of financial accounts related to gifts, hospitality, or donations
- Reviewing the nature of third-party engagement with consideration towards inclusion of anti bribery and anti-corruption language in the contractual terms and conditions.

**REPORTING AND RESPONSE PROCEDURES:** All Gold Mountain personnel must read, understand and comply with this policy. Compliance includes the prevention, detection and reporting of violation of this policy. If any Gold Mountain personnel is uncertain regarding the application of this policy to specific circumstances in which Gold Mountain is conducting business, they shall escalate the matter and seek advice from his/her superior. Each Gold Mountain personnel has a duty to prevent breaches of this policy by reporting any potential or questionable situation. It is Gold Mountain's mandate that Gold Mountain personnel will suffer no disciplinary action for reporting potential compliance concerns in good faith. Upon receiving a report of suspected or actual violation, the matter will be immediately documented and investigated. If a violation is detected, Gold Mountain will take prompt measures to mitigate the violation and take appropriate action for employee or third-party violations. If you have any suspicions or concerns regarding payments or other conduct to which this policy applies, or if you become aware of any action in conflict with this policy that has been solicited by any person, you must report those concerns or actions to your supervisor, or report your concerns under the Company's Whistleblower Policy. A copy of the Whistleblower Policy can be found on the Company's website.

***Approved by the Board of Directors of Gold Mountain on April 28, 2022***