



# Anti-Corruption Policy

## 1. Purpose

Kemar Minerals Inc. ("Kemar Minerals" or "the Corporation") is committed to conducting its business with integrity, transparency, and accountability. This Anti-Corruption Policy ("Policy") establishes the principles and guidelines for preventing, detecting, and addressing corruption and bribery in all aspects of our operations. It applies to all employees, directors, officers, contractors, suppliers, and business partners of the Company.

## 2. Scope

This Policy applies to:

- All employees, directors, officers, and representatives of Kemar Minerals.
- Contractors, suppliers, agents, consultants, joint-venture partners, and any other third parties acting on behalf of Kemar Minerals.
- All jurisdictions where Kemar Minerals conducts business, including Canada and any international operations.

## 3. Definition of Corruption and Bribery

Corruption refers to the abuse of entrusted power for personal or corporate gain. Bribery involves offering, giving, receiving, or soliciting anything of value to improperly influence the actions of an individual, company, or government entity.

Examples include:

- Offering or accepting cash payments, gifts, hospitality, or favors to secure a business advantage.
- Facilitating payments (small, unofficial payments to speed up routine government actions) unless expressly permitted by law.

- Engaging in bid-rigging, price-fixing, or other forms of anti-competitive behavior.
- Making political contributions, charitable donations, or sponsorships with the intent to influence business decisions.

## 4. Prohibited Conduct

Kemar Minerals strictly prohibits:

- Bribery and corruption in any form, whether direct or indirect.
- Offering or accepting facilitation payments, unless there is an imminent risk to personal safety.
- Improper payments to government officials, political parties, or business counterparts.
- Concealment or misrepresentation of payments, records, or financial transactions.

## 5. Gifts, Hospitality, and Entertainment

Employees and representatives must adhere to the following guidelines:

- Gifts, hospitality, or entertainment must be of modest value, transparent, and not intended to influence business decisions.
- Lavish or frequent gifts and entertainment are prohibited.
- Gifts or entertainment involving government officials require prior written approval from senior management.

## 6. Third-Party Due Diligence

Before engaging with third parties, the Company shall:

- Conduct due diligence to assess the integrity and reputation of business partners.
- Ensure third parties comply with anti-corruption laws and this Policy.

- Include anti-corruption clauses in contracts with suppliers, agents, and partners.

## **7. Political and Charitable Contributions**

- Kemar Minerals does not make political contributions to any party, candidate, or political organization.
- Charitable donations must be legitimate, transparent, and aligned with the Company's corporate social responsibility objectives.

## **8. Record-Keeping and Financial Controls**

- All financial transactions must be accurately recorded in Kemar Minerals' books and records.
- No undisclosed or unrecorded payments may be made.
- Internal audits and compliance checks will be conducted periodically.

## **9. Reporting Violations and Whistleblower Protection**

- Employees and third parties are encouraged to report suspected corruption or unethical behavior through the Company's confidential reporting channels.
- Reports can be made anonymously without fear of retaliation.
- The Company will investigate all reported incidents and take appropriate disciplinary and legal action.

## **10. Training and Awareness**

- All employees and relevant third parties will receive training on this Policy and applicable anti-corruption laws.
- Refresher training will be provided periodically to ensure continued awareness and compliance.

## 11. Compliance with Laws and Regulations

This Policy aligns with Canadian anti-corruption laws, including the **Corruption of Foreign Public Officials Act (CFPOA)**, as well as international frameworks such as the **U.S. Foreign Corrupt Practices Act (FCPA)** and the **UK Bribery Act**. Employees must comply with all applicable laws and regulations in jurisdictions where the Company operates.

## 12. Consequences of Non-Compliance

- Violations of this Policy may result in disciplinary action, including termination of employment or contract.
- The Company may take legal action and report violations to regulatory authorities.
- Employees or third parties involved in corruption may face fines, imprisonment, and reputational damage.

## 13. Review and Updates

This Policy will be reviewed and updated periodically to reflect changes in legal and business environments. Employees will be notified of any significant amendments.

**Approved by:**



**Miles H. Auteberry**

*Chief Executive Officer*

**Kemar Minerals Inc.**

