



## ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

<b>1</b>	<b>PURPOSE</b> .....	<b>2</b>
<b>2</b>	<b>OBJECTIVES AND SCOPE</b> .....	<b>2</b>
<b>3</b>	<b>WHAT IS NOT PERMITTED?</b> .....	<b>3</b>
3.1	BRIBERY .....	5
3.2	FACILITATION PAYMENTS AND KICKBACKS .....	5
3.3	GIFTS, ENTERTAINMENT AND HOSPITALITY.....	6
3.4	CHARITABLE CONTRIBUTIONS AND SPONSORSHIPS .....	6
3.5	POLITICAL DONATIONS.....	7
3.6	EXTORTION .....	7
3.7	POTENTIAL RISK SCENARIOS.....	8
<b>4</b>	<b>RECORD-KEEPING</b> .....	<b>9</b>
<b>5</b>	<b>WHAT TO DO IF YOU ARE A VICTIM OF BRIBERY OR CORRUPTION?</b> .....	<b>9</b>
<b>6</b>	<b>IMPLEMENTATION</b> .....	<b>9</b>
<b>7</b>	<b>COMMUNICATION OF THE POLICY</b> .....	<b>10</b>
<b>8</b>	<b>REPORTING RESPONSIBILITY</b> .....	<b>10</b>
<b>9</b>	<b>ACTING IN GOOD FAITH</b> .....	<b>10</b>
<b>10</b>	<b>REPORTING PROCEDURE</b> .....	<b>10</b>
<b>11</b>	<b>HANDLING OF REPORTS</b> .....	<b>11</b>
<b>12</b>	<b>LINKAGES WITH OTHER POLICIES</b> .....	<b>12</b>
<b>13</b>	<b>WAIVER</b> .....	<b>12</b>
<b>14</b>	<b>RETENTION OF RECORDS</b> .....	<b>12</b>
<b>15</b>	<b>REVIEW OF THE POLICY</b> .....	<b>12</b>
<b>16</b>	<b>QUERIES</b> .....	<b>12</b>
<b>17</b>	<b>PUBLICATION AND APPROVAL</b> .....	<b>12</b>

## 1 Purpose

The purpose of this Anti-Bribery and Anti-Corruption Policy (“Policy”) is to reiterate a commitment to full compliance by BULGOLD Inc., its subsidiaries (together, the “Company”), directors, officers, employees (collectively, “Employees”), as well as its suppliers, contractors, consultants, advisors, agents, brokers, customers, donation or sponsorship beneficiaries and their respective subcontractors and agents (collectively, “Third Parties”) with Canada’s Corruption of Foreign Public Officials Act (“CFPOA”), the United Kingdom’s Bribery Act (“UKBA”), the Bulgarian Law for Combating Corruption and Illegal Assets Forfeiture Act (“BACL”), as well as and any other international, regional and local anti-bribery or anti-corruption laws that may be applicable (collectively “anti-bribery and anti-corruption laws”). This Policy supplements the Code of Business Conduct and Ethics and all applicable anti-bribery and anti-corruption laws and provides guidelines for compliance with the above-mentioned legislation and is applicable to the Company’s operations wherever located.

This Policy reaffirms our commitment to integrity as one of the Company’s core values and set out the Company’s responsibilities, and the responsibilities of those working for or with the Company in observing and upholding the Company’s position, on bribery and corruption. The Company seeks to ensure that it has adequate procedures in place to prevent and detect bribery and corruption, to provide information and guidance to those working for or with the Company on how to recognize and deal with potential bribery and corruption issues, and to protect the Company against the possible penalties and repercussions resulting from acts of bribery and corruption or being associated with such behaviour.

## 2 Objectives and Scope

The Company will abide with the CFPOA, UKBA, BACL and with any other laws countering bribery and corruption in all of the jurisdictions in which the Company operates or conducts its business. This includes, and is not confined to, those countries where the Company has offices. Even if the country in which an act of bribery takes place does not have anti-bribery laws which capture the relevant action, the CFPOA, UKBA or the BACL and the laws of any another country in which the Company operates or conducts its business may still apply. Although penalties may differ across the different jurisdictions in which the Company operates, bribery (or even the perception or an allegation of it) will damage the Company’s reputation and/or could cost the Company significant amounts of money both in respect of potential fines and the time spent in dealing with such issues and may lead to serious penalties

on individual members of the Company, including imprisonment and fines, or even the forfeiture of critical exploration or operating licenses and permits.

The Company is committed to:

- upholding anti-bribery and anti-corruption laws that apply to the Company, including without limitation, CFPOA, UKBA or the BAACL;
- not offering bribes or condoning the offering of bribes on the Company's behalf;
- not accepting bribes, or agreeing to them being accepted on the Company's behalf;
- maintaining accurate books and records;
- making sure that the Company's Employees and Third Parties are aware of and abide by the Company's values and policies;
- avoiding doing business with or affiliating the Company with others who do not accept the Company's values and policies and who may harm the Company's reputation; and
- ongoing monitoring of and auditing compliance with these principles.

### 3 What Is Not Permitted?

Bribery and corruption can take many forms and it is important to understand what is expected in this regard. It is not permitted for an Employee (or someone acting on behalf of an Employee) to:

- give, promise to give, or offer, a payment, loan, reward, gift or entertainment, to a Public Official, or any Third Party with the expectation or hope that a business advantage will be received, or to reward a business advantage already given (e.g. securing a permit, securing or renewing a contract with favourable terms, influencing a Public Official to take or omit an action in violation of his or her lawful duty etc.);
- give, promise to give, or offer, a payment, loan, reward, gift or entertainment to a Public Official, or any Third Party to "facilitate" or expedite a routine procedure;

- threaten or retaliate against any person who has refused to commit a bribery offence or who has raised concerns under this Policy; or
- engage in any activity that might lead to a breach of this Policy.

Even if you (or someone acting on your behalf) is not directly involved in bribery, it is also not permitted for you (or someone acting on your behalf) to falsify the Company's books and records for the purpose of bribery or of hiding bribery. Specifically, you cannot:

- maintain off-books accounts;
- fail to record or inadequately record transactions;
- record non-existent expenditures;
- inaccurately identify liabilities;
- knowingly use false documents; or
- destroy accounting books and records.

In this policy, "Public Official" means:

- any person holding a legislative, administrative or judicial office of a country, government, state, province or municipality, whether appointed or elected;
- any person exercising a public function for a country, government, state, province or municipality, including for a government agency, board, commission, corporation or other body or authority;
- any official or agent of a public international organization; or any political party or official of a political party or a candidate for public office;

In addition to the guidance on specific issues set out below, you may find it helpful to consider the following questions before you give or offer something while acting on behalf of, or in association with, the Company. If the answer to any of these questions is "yes" or "I don't know" then what you are doing could be, or could be viewed as, a bribe and you should speak to the Chief Executive Officer ("CEO").

- Am I doing this to try to improperly influence a decision someone is going to make?

- Do I feel that I cannot openly record this in the Company's books and records?
- Does the person who I am giving or offering this to want it to be kept a secret?
- If this became public information, could it harm the reputation of the Company?
- If the other person accepts this, will they feel obligated to do something in return?
- Is this against the law?

### **3.1 Bribery**

Bribery is the most common form of corruption and can be broadly defined as the offering, promising, giving, accepting, or soliciting of an advantage as an inducement or reward for an action which is illegal or a breach of trust. Although many people think of bribery as giving someone cash, it can take many other forms including non-cash gifts, lavish entertainment or hospitality or other reward or benefit. Bribery takes place if someone is given a gift, donation, loan, cash or non-cash incentive, benefit, or is taken out for particularly lavish hospitality and that in doing so the giver of such items has done so with the intention of inducing or rewarding someone to behave improperly or not to perform their function correctly or in good faith.

It is important to remember that, in most cases, it will be irrelevant whether the bribe was accepted or not; merely offering the bribe will usually be sufficient for an offence to be committed. Bribery can be direct (e.g., you give a bribe to someone) or indirect (e.g., you get someone else to give a bribe to another person).

### **3.2 Facilitation Payments and Kickbacks**

The Company does not make facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official (such as the issuance of permits, licences, processing visas or work permits, provision of mail pick-up and delivery etc.). Kickbacks are typically payments made in return for a business favour or advantage and can include discounts or other types of cash incentives.

Employees and Third Parties must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made by or on behalf of the Company. If asked to make a payment on the Company's behalf, always be mindful of what the payment is for and

whether the amount requested is proportionate to the goods or services provided. Always obtain a receipt which details the reason for the payment and evidence that the payment went directly to the appropriate payee who provided the goods or services. Any suspicions, concerns or queries regarding a payment should be raised with the CEO.

### **3.3 Gifts, Entertainment and Hospitality**

The practice of giving business gifts and taking part in corporate entertainment or undertaking speaking engagements varies between countries, regions and industries. What may be normal and acceptable in one may not be in another. The test to be applied is whether in all the circumstances the gift or entertainment is reasonable and justifiable rather than lavish and extraordinary; bearing in mind that what may normally be viewed as small or insignificant in some countries can be of significant value in another. The intention behind the gift should always be considered and nothing should be specifically expected or demanded in return.

The giving of gifts and corporate hospitality or entertainment is not prohibited, if the following requirements are met:

- it is not done with the intention of influencing a Public Official or Third Party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- it complies with law;
- it does not include cash or a cash equivalent;
- taking into account the reason for the gift or entertainment, it is of an appropriate type and value in the applicable country/region and given at an appropriate time;
- it is given openly, not secretly; and
- gifts or entertainment should not be offered to Public Officials, without the prior approval of the CEO.

### **3.4 Charitable Contributions and Sponsorships**

Any charitable contributions or sponsorships made or offered on behalf of the Company must:

- not be related to, dependent on, or made in order to win, or influence, a business deal or decision;
- be given directly to the relevant charity or organization and not to an individual; and
- only be given with the prior consent of the CEO.

The Company will conduct due diligence on the Third Party to ensure that the recipient of any charitable contribution or sponsorship is a legitimate and, in the case of a charity (if required under local laws) registered charity, and that the donations or sponsorship were expensed or accounted for in an appropriate manner. The recipient will be required to provide a receipt for the contribution, and confirmation of what the funds will be used for.

### **3.5 Political Donations**

The Company does not make any contributions to Public Officials, except in accordance with laws and with the written authorization of the CEO. Employees and Third Parties must not make or offer any political contributions or donations on behalf of the Company, except in accordance with laws and with the written authorization of the CEO. In undertaking any such unauthorized activity, all Employees or Third Parties will be deemed to be acting in their personal capacity or that of their own corporate organization and not on behalf of the Company.

### **3.6 Extortion**

The Company and its Employees and Third Parties shall reject any direct or indirect request by any third party (including but not necessarily limited to a Public Official) for a bribe (including a facilitation payment), even if by rejecting such a request, the Company is consequently threatened with adverse commercial actions.

The Company does, however, recognise that in some cases an individual's own welfare and safety could be at risk if they do not respond to such requests. If you find yourself in this situation, you should never put yourself in danger, but should promptly report the request to the CEO or the Audit and Risk Committee.

As with other violations of this Policy, the offering or making of any facilitation payment and/or the failure to fulfil any reporting obligations under this Policy shall be a disciplinary matter subject to the Company's disciplinary process. However, the Company shall not take disciplinary action against any individual who makes a payment in such circumstances, if they

genuinely believe that they or their family members would have been put in danger if they had not done so.

### **3.7 Potential Risk Scenarios**

The following is a list of possible red flags that may arise during the course of any Employee or Third Party working for, on behalf of or in association with the Company, and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only. If you encounter any of these red flags while working for, on behalf of or in association with the Company, you must promptly report them to the CEO or, alternatively, via the Company's confidential reporting process outlined below.

- you become aware that a Third Party engages in, or has been accused of engaging in, improper business practices;
- you learn that a Third Party has a reputation for paying bribes, or requiring that bribes are paid to them;
- when a Third Party:
  - insists on receiving a commission or fee payment before committing to sign a contract with the Company, or carrying out a government function or process for the Company;
  - requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
  - requests that payment is made to a country or geographic location different from where the Third Party resides or conducts business;
  - requests an unexpected additional fee or commission to "facilitate" a service;
  - demands lavish entertainment or gifts before commencing or continuing negotiations or discussions on a matter;
  - requests that a payment is made to "overlook" potential legal violations;



- requests that you provide employment or some other advantage to a friend or relative;
- you learn that a colleague has been taking out a particular Public Official for very expensive and frequent meals;
- you receive an invoice from a Third Party that appears to be non-standard or customized;
- you notice that the Company has been invoiced for a commission or fee payment that appears large given the service stated to have been provided; or
- a Third Party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to the Company.

## 4 Record-keeping

The Company must keep financial records and have appropriate internal controls in place which will evidence the business reason for any payments made to Third Parties. Employees and Third Parties must ensure that all expense claims relating to entertainment, gifts or expenses incurred are submitted in accordance with the Company's expense policy and specifically record the reason for the expenditure.

All accounts, invoices, and other similar documents and records relating to dealings with Third Parties should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

## 5 What to Do if You Are a Victim of Bribery or Corruption?

It is important that you advise the CEO as soon as possible if you or another Employee are offered a bribe, are asked to make one, suspect that this may happen in the future, or believe that you or another Employee or Third Party are a victim of another form of unlawful activity, when acting on behalf of, or in association with, the Company.

## 6 Implementation

The Audit and Risk Committee of the Board of Directors of the Company (the “Board”) is responsible for the implementation and administration of this Policy. The Audit and Risk Committee may delegate the day-to-day administration of this Policy to the Chief Executive Officer (“CEO”), who shall be primarily responsible for the administration of this Policy. The CEO may establish a Compliance Committee to assist and support him/her on the administration of this Policy.

The CEO has responsibility for monitoring the use and effectiveness of this Policy and dealing with any queries on its interpretation. Nevertheless, members of the management team at all levels are responsible for ensuring those reporting to them are made aware of and understand this Policy and are given adequate and regular training on it. The CEO may delegate administrative tasks to subordinates or other Employees or officers, as may be necessary for the purposes of this Policy.

## 7 Communication of the Policy

All Employees and Third Parties will receive a copy of the Policy and will be informed whenever significant changes are made. New Employees will be provided with a copy of this Policy and will be educated about its importance.

## 8 Reporting Responsibility

It is the responsibility of all Employees and Third Parties to comply with the law and the Company's codes and internal policies, and to report any incident, wrongdoing or violations or suspected violations of this Policy.

## 9 Acting in Good Faith

Anyone filing a complaint or reporting an incident, wrongdoing or a violation, or suspected violation of this Policy, must be acting in good faith and have reasonable grounds for believing the information disclosed. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

The Company reserves its right to terminate contractual relationships with any Third Parties if they are found to be in breach of this Policy.

## 10 Reporting Procedure

Any Employee or Third Party that wishes to report an incident or a complaint about the Company should try to contact their supervisor or manager responsible for the group which provides the relevant service, recognizing however, that this depends on the seriousness and sensitivity of the issues involved and who is suspected of wrongdoing.

As an alternative, complaints or reports under this Policy may be submitted on a confidential basis to the Chair of the Audit and Risk Committee of the Board by sending a sealed letter by mail (or other delivery) addressed to 82 Richmond Street East, Toronto, ON M5C 1P1. The letter should be marked "Private and Confidential – Attention: Chair of the Audit and Risk Committee." The letter will be delivered unopened to the Chair of the Audit and Risk Committee. The Chair of the Audit and Risk Committee may also be contacted through the confidential Whistleblower Hotline that has been set up to allow complaints to be lodged confidentially. Persons that wish to make a complaint or to report concerns are encouraged to use the following contact details:

**DSA Corporate Services Inc.**

**DSA Whistleblower Integrity Hotline**

Toll Free Telephone Hotline (for Canada, US, North America or other):

**1 – 844 – 900 – 1001**

Secure email submission to: [integrityhotline@dsacorp.ca](mailto:integrityhotline@dsacorp.ca)

## 11 Handling of Reports

Following the receipt of a report, a report handling process is triggered and will typically include:

- conducting an initial assessment;
- forming an investigation team, as required;
- conducting an investigation and notification of the authorities, if necessary;
- resolution, including recommendations of corrective actions, as required;
- feedback to the Reporter and other stakeholders; and
- case closure.

## 12 Linkages with other Policies

Ensuring the Company's full commitment to embedding the highest ethical standards throughout its activities and to comply in full with anti-bribery and anti-corruption laws also requires adherence to other Company policies and internal standards such as, among others: the Code of Business Conduct and Ethics, Supplier Code of Conduct, Whistleblower Policy, Diversity Policy, Human Rights Policy.

## 13 Waiver

Waivers to this Policy will be granted by the Audit and Risk Committee in consultation with the Board.

## 14 Retention of Records

Records relating to any incident or report filed and to the investigation of any such report, shall be retained by the Company in accordance with the Records Retention and Destruction Policy.

## 15 Review of the Policy

The Audit and Risk Committee will review and evaluate this Policy regularly, to determine whether it is effective and will submit any recommended changes to the Board for approval. Employees and Third Parties will be fully informed of any material revisions to this Policy. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption. The CEO will report regularly on the implementation of this Policy to the Audit and Risk Committee.

## 16 Queries

Any Employee or Third Parties with questions about how this Policy should be followed in a particular case should contact their supervisor. All interested stakeholders are invited to comment on this Policy and to suggest ways in which it may be improved. Queries, comments and suggestions should be addressed to the Chair of the Audit and Risk Committee at: [information@BULGOLD.com](mailto:information@BULGOLD.com)

## 17 Publication and Approval

The Policy will be posted on the Company's website at: [www.BULGOLD.com](http://www.BULGOLD.com)

Approved by the Company's Board of Directors on: 27 April 2023