



Prospectiva Resources Ltd.
("Prospectiva" or the "Company")
Business Conduct Policy

This Business Conduct Policy (the "Policy") applies to the directors, officers, employees and consultants of Prospectiva and its subsidiaries (collectively "Team Members") and provides a standard guide for what is required of Team members.

The following principles guide Prospectiva's business practices:

Honesty—Demonstrating honesty and high ethical standards in all business dealings.

Respect—Treating customers, partners, suppliers, Team Members, and others with respect and courtesy.

Confidentiality—Protecting Prospectiva's confidential information and the information of our customers, partners, suppliers, and Team Members.

Compliance—Ensuring that business decisions comply with applicable laws and regulations. Prospectiva expects its suppliers, contractors, consultants, and other business partners to follow these principles when providing goods and services to Prospectiva or acting on our behalf.

All activities conducted by Team Members on behalf of Prospectiva must be lawful.

Lawfulness, however, is merely a starting point. It is equally important that all activities be conducted in an ethical manner. Ethical conduct means conduct that is honest, fair and free from deception and impropriety. Team Members and other representatives of Prospectiva must, at all times, act in accordance with a high standard of ethical behaviour and with constant regard for Prospectiva's reputation. As discussed in this Policy, these requirements apply to dealings with other Team Members, shareholders, other businesses, and the community at large.

Ultimately, each individual should test his or her own behaviour by asking: "Is there any reason why I would not want another person - Prospectiva, another Team Member, a business associate, the government - to be fully aware of my conduct and motives?" If this question causes any discomfort, the individual should reconsider his or her conduct.

Ethical Business Practices

For Prospectiva's reputation to be maintained, all dealings on Prospectiva's behalf must reflect high standards of ethical behaviour. In particular, the following specific principles must be observed:

A. Compliance with Laws



All Team Members must be aware of and comply with all relevant laws and regulations in all jurisdictions in which Prospectiva conducts business. Individual Team Members have a duty to inform themselves of any laws relevant to their particular activities. Anyone with questions regarding legal issues should consult with the CEO, who will consult with Prospectiva's legal counsel.

B. Integrity in Business Dealings

Team Members must act with integrity in dealings with all persons inside and outside the Company, including government officials, customers, suppliers and members of the community. All Team Members must follow established standards in procurement, and must treat tenderers fairly and equally.

C. Gifts

Giving or accepting business gifts can create a real or perceived conflict of interest and can lead to a perception of favoritism and an expectation of reciprocity that could compromise an employee's objectivity, even inadvertently. No person may give to outside companies or individuals, or accept from them, any material gift or extravagant entertainment, or any similar benefit. (A "material" gift is one of such value that it constitutes a personal enrichment for the recipient such that it could be a factor in influencing that person's behaviour. Entertainment will be considered "extravagant" if it would appear excessive to an objective observer and would typically be of a value greater than \$500). Team Members must properly record in Prospectiva's accounts any amounts spent or received on gifts or entertainment.

There are some exceptions to this rule:

- Team Members may accept reasonable and appropriate business-related meals, provided they are limited in frequency and expense.
- Tickets for sporting events and other forms of entertainment where participation is directly related to a Team Member's job function and part of legitimate Prospectiva business are not considered a gift under Prospectiva's policy. If you are unsure if attendance at an event is directly related to your role, check with your manager. For high-value or high-profile events, you should review your attendance with your manager. Team Members should never use relationships built through Prospectiva business for their personal advantage, such as obtaining tickets that are difficult to access, since that is preferential treatment and could be considered a conflict of interest.
- Conferences. Free tickets to conferences that are offered by a vendor, supplier or other third party are permissible if the tickets are offered to all customers of a particular vendor. Tickets outside of those parameters do not fall under an exception and require approval if the value is over your gift limit. Conference tickets purchased by Prospectiva are not a gift.

Prospectiva permits providing gifts to public officials only when permissible under applicable laws and policies. A public official is any person who is paid with government funds or performs a public function. This includes individuals who are elected or appointed to public office, as well as individuals who work for local, state/provincial or national government, public international organizations, public (government-owned or operated) schools, and state-owned or state-run enterprises. Employees at such organizations



are considered public officials regardless of title or position. In many countries, it is considered customary to provide token ceremonial gifts to government officials on certain occasions. All gifts exceeding CAD \$25 in value require pre-approval from your manager. Meals that are frequent and/or lavish could appear to influence a business decision and are inappropriate. For further guidance, see below “Compliance with Anti-Bribery Legislation”.

D. Questionable or Improper Payments

Where commissions, consultants’ fees, retainers, and similar payments are required to be made and can be justified in the normal course of business, those payments must be clearly commensurate with the services performed and must be properly recorded in the accounts of Prospectiva.

E. Political Donations

It is Prospectiva’s policy not to make political donations of any description. If there is to be any exception, all corporate political contributions, whether monetary or in-kind (including lending or donating equipment or technical services), must be approved in advance by Prospectiva’s CEO, and to ensure compliance with legal requirements and Prospectiva policy. You may not use Prospectiva resources, including employee work time, Prospectiva premises, equipment, or funds, to personally support candidates and campaigns.

F. Compliance with Accounting Policies

Team Members must comply strictly with prescribed accounting policies, audit procedures and other such controls. All accounts must properly describe and accurately reflect the transactions recorded and all assets, liabilities, revenues, and expenses must be properly recorded in the books of Prospectiva. No secret or unrecorded funds or other assets are permitted to be established or maintained.

G. Business Associates

The Company will make all reasonable efforts to promote the application and adoption of these ethical business practices by our third-party suppliers.

Anti-Bribery/Anti-Corruption Obligations

Prospectiva’s dealings with government officials may result in increased exposure to legal and ethical issues, particularly in respect of the potential for bribery and corruption.

A. Compliance with Anti-Bribery Legislation

Prospectiva strictly prohibits bribery and corruption in all forms, whether it involves dealings with public officials or third parties in a commercial setting.

Prospectiva is subject to legislation in Canada, and in other jurisdictions in which we do business, that prohibits corrupt practices in dealing with foreign governments and public officials. The Canadian Criminal Code⁽¹⁾ prohibits anyone from giving or offering a loan, reward, advantage or benefit of any kind to a federal or provincial government official in Canada as consideration for cooperation, assistance, exercise



of influence, or an act or omission in connection with any government business. Similarly, the *Canadian Corruption of Foreign Public Officials Act*⁽²⁾ makes it an offence to make or offer a payment, gift or benefit to a foreign public official, either directly or through a third party, in order to induce favourable business treatment, such as obtaining or retaining business or some other advantage in the course of business. Violation of this legislation may result in substantial penalties to Prospectiva and to individuals. Anyone with questions regarding these issues should consult the CEO or CFO.

Prospectiva, as well as all Team Members, must take all reasonable steps to ensure that the requirements of applicable anti-bribery/anti-corruption legislation are strictly met. No payments, material gifts or other benefits are to be given, directly or indirectly, to foreign government authorities, public officials, political parties or political candidates for the purpose of influencing decisions in Prospectiva's favour. Also, no such payments are to be made to agents or other third parties where it is likely that part or all of the payment will be passed on to a foreign government authority, public official, political party or political candid.

B. Facilitation Payments

There are certain types of payments to foreign government officials that are allowed under Canadian legislation, called "facilitation" or "facilitating" payments. These are small payments or tips that are accepted custom in certain foreign countries in the context of having routine administrative actions performed by government officials. While permitted in very limited circumstances under the Act, Prospectiva prohibits the making of these payments and any exception must be documented with written permission from the CEO, or CFO in advance of making any such payment.

C. Records

Team Members must ensure that complete and accurate records are kept, with the appropriate supporting documents and that any such payments are properly recorded in accordance with the Company's accounting procedures.

1.[https://laws-lois.justice.gc.ca/eng/acts/C46/index.html#:~:text=Criminal%20Code%C2%A0\(R.S.C.%2C%201985%2C%20c.%20C%2D46\).](https://laws-lois.justice.gc.ca/eng/acts/C46/index.html#:~:text=Criminal%20Code%C2%A0(R.S.C.%2C%201985%2C%20c.%20C%2D46).)

2.[https://laws-lois.justice.gc.ca/eng/acts/c-45.2/FullText.html#:~:text=Corruption%20of%20Foreign%20Public%20Officials%20Act%C2%A0\(S.C.%201998%2C%20c.%2034\)](https://laws-lois.justice.gc.ca/eng/acts/c-45.2/FullText.html#:~:text=Corruption%20of%20Foreign%20Public%20Officials%20Act%C2%A0(S.C.%201998%2C%20c.%2034))

Conduct of Parties

A. Work-Related Conduct and Conflicts of Interest

Team Members must comply with the standards of ethical behaviour in all aspects of their employment. This includes their dealings with people outside the Company as well as their relationships with their fellow Team Members and with Prospectiva as their employer. In addition, Prospectiva expects that Team Members will act with loyalty to the Company at all times.

In particular, Team Members must not:

- pursue personal gain or advantage from their employment activities;
- misuse Company resources, including computer systems;



- engage in insider trading (please refer to the Company's Insider Trading policy and otherwise seek guidance if you are unclear on this);
- compromise the confidentiality of corporate information; and
- permit any actual or perceived conflict of interest between their personal interests and those of the Company. Team Members must not enter into outside activities, including business interests or other employment, that might interfere with or be perceived to interfere with their performance at Prospectiva or otherwise compromise their duty of loyalty to Prospectiva.

B. Personal Conduct

In general, Prospectiva does not wish to dictate the personal conduct of individual Team Members outside working hours. Nevertheless, it expects Team Members to act lawfully at all times and to conduct their personal affairs as good and responsible citizens, in such a manner that reflects well on Prospectiva.

Employment Practices

Prospectiva recognises that it must earn the loyalty that it expects from its Team Members. Prospectiva is committed to treating its Team Members ethically and fairly. In particular, Prospectiva strives to ensure the following:

- no discrimination on the basis of gender, disability, age, marital status, sexual orientation, religious belief, race, ethnicity, ancestry or place of origin;
- fair and competitive compensation;
- fairness in performance appraisals and job advancement;
- protection of Team Members from harassment; and
- confidentiality of Team Members records.

All Team Members must maintain and promote these principles in their hiring practices and in their relationships with other Team Members.

Health, Safety and Environment

Effectiveness in occupational health, safety and environmental standards is an essential part of ensuring the safety and well-being of our people and the surrounding communities as well as achieving efficiency and profitability in our business. Prospectiva will therefore work at continuous improvement in these areas and will be guided by the following principles:

- creating a safe work environment;
- minimising the environmental impacts of its activities;
- building co-operative working relationships with local communities and governments in the Company's areas of operation;



- reviewing and monitoring environmental and safety performance; and
- prompt and effective response to any environmental and safety concerns.

Disclosure of Information

All Company-related information is the property of Prospectiva. Company-related information includes trademarks, patents, software developments and applications, strategic and operational knowledge and financial information. It also includes any confidential information received by Prospectiva from third parties.

Team Members are in a position of trust with respect to Company-related information in the same manner as with any other Company property. Team Members must take care to protect the confidentiality of Company-related information. In particular:

- Team Members must not use Company-related information for personal gain;
- Team Members may not disclose Company-related information, other than for legitimate purposes and with appropriate safeguards, unless written approval is obtained from the CEO or CFO;
- media and investor communications are to be handled by the CEO or CFO or the Head of Investor relations, with guidance from the CEO or CFO.;
- Team Members must not disclose Company-related information that has not already been made public in accordance with the Company's disclosure obligations as a publicly listed company.

The Company requires that Team Members report any observed breaches of this Policy in accordance with the guidance provided in our Whistleblower policy. The Company prohibits retaliation in any form for reporting of potential breaches.

A Team Member who violates this Policy may face disciplinary action up to and including termination of his or her position. Violation of this Policy may also cause violation of certain laws. If it is discovered that laws have been violated, this matter may be referred to the appropriate regulatory authorities.