



## **Anti-Corruption Policy**

### **SCOPE**

This Anti-Corruption Policy (the “**Policy**”) applies to all directors, officers, and employees (collectively, “**Employees**”), independent contractors, third-party agents and consultants (together, “**Agents**”) of Nevada Copper Corp. (“Nevada Copper”).

### **PURPOSE**

Nevada Copper requires that Nevada Copper Employees and Agents must conduct themselves with the highest standards of fairness, honesty, and integrity. Nevada Copper Employees and Agents are further required to act in compliance with all relevant federal, provincial, and local laws and regulations as well as all Nevada Copper policies.

Nevada Copper is committed to conducting its business ethically, in compliance with all applicable legal and regulatory requirements, and free from corruption or bribery in its dealings with government agencies and public officials.

### **ROLES AND RESPONSIBILITIES**

Employees and Agents who have questions regarding the application of any rule or process contained in this Policy should seek guidance from Nevada Copper’s Ethics Officer, who is the Corporate Secretary of Nevada Copper (the “Ethics Officer”).

### **POLICY**

#### **I. ANTI-CORRUPTION POLICY**

Nevada Copper, its Employees, and Agents shall:

- Keep and maintain impartial and fair relationships with all government agencies and public officials with whom Nevada Copper conducts business;
- Refrain from giving, promising, or offering to give anything of value, including money, gifts, meals, entertainment, travel, or preferential treatment, to a public official in order to obtain a business advantage or to obtain or retain business for the benefit of Nevada Copper. This applies whether an Employee or Agent uses corporate funds (through expense reimbursement or otherwise) or personal funds to provide anything of value to a public official for Nevada Copper purposes;
- Keep accurate records, including invoices, receipts for payments made, and the purpose of such invoices and payments, for Nevada Copper business conducted with government agencies or public officials;
- Refrain from taking any action intended to hide, conceal, or disguise that a payment or other thing of value has been given to a public official, such as failing to record a transaction in Nevada Copper’s books and records or misrepresenting the purpose of an expenditure;

- Take affirmative steps to prevent Agents or other third parties acting for or on behalf of Nevada Copper from engaging in acts prohibited by this Policy – Nevada Copper expects its suppliers, contractors, vendors, distributors, third party agents, consultants, or individuals acting for or on behalf of Nevada Copper to comply with all applicable laws and regulations and this Policy;
- Avoid remaining willfully ignorant of, or turning a blind eye towards, potential improper payments made to public officials by other Employees or Agents that act on Nevada Copper’s behalf.

The anti-corruption laws that apply to Nevada Copper, its Employees, and Agents are generally broad in their scope and application. These laws include, but are not limited to, the Canadian Corruption of Foreign Public Officials Act (“**CFPOA**”) and the U.S. Foreign Corrupt Practices Act (“**FCPA**”). These laws make it illegal for anyone to offer, promise, give, solicit or receive – directly or indirectly – money or anything of value to or from a public official in order to influence his or her official duty to secure an improper advantage. Violations of these laws and other similar laws, in many cases, are punishable by imprisonment and fines for the individuals involved, regardless of nationality. For Nevada Copper, a violation may result in substantial fines and restrictions, greatly impacting Nevada Copper’s brand, reputation and financial position.

Nevada Copper also prohibits “facilitation payments,” which are small, unofficial payments to low-level public officials to speed up or obtain routine administrative processes, such as customs clearances, issuance of permits, or visa applications.

It is always the responsibility of the Employee and Agents to determine and know the applicable rules and prohibitions under the code of conduct of the public agencies with whom they interact, as those policies and guidelines made contain additional restrictions and/or specific requirements.

## **II. KEY CONCEPTS**

Anti-corruption laws generally prohibit giving a public official “anything of value” or a “benefit of any kind” to secure an improper advantage, which include:

- Extravagant or overly frequent gifts or hospitality, including meals, entertainment, event tickets, travel or accommodation without a clear business purpose;
- Sponsorships and donations (such as to the “pet charity” of a public official);
- Offers of employment or unpaid internships (such as to the son or daughter of a public official designed to curry favor);
- Contracts or business opportunities (such as an investment offered at below market value to a company controlled by a public official).

“Improper advantage” typically refers to something to which an individual or company is not properly entitled, including preferential treatment, in order to:

- Obtain, retain or renew a contract;
- Obtain licenses or regulatory approvals;
- Prevent adverse government action;

- Receive a competitor's bid information;
- Avoid or reduce duties, taxes or fines.

A “**public official**” is defined by anti-corruption laws to include government and municipal employees at all levels acting in their official capacity or exercising public duties as well as, under the FCPA, political parties and candidates.

### **III. ILLUSTRATIVE EXAMPLES**

Examples of prohibited conduct under this Policy include:

- Giving cash as a gift to a public official in connection with Nevada Copper business (Giving or receiving cash is always prohibited behavior and is against the Code of Business Conduct and Ethics);
- Offering employment to a family member of a public official whose government agency is or may become a customer of Nevada Copper;
- Paying extravagant travel expenses of a public official to visit Nevada Copper's facilities or attend industry events;
- Taking a public official out for an expensive dinner to celebrate a new contract with Nevada Copper;
- Authorizing a third-party consultant to seek a reduction of customs duties without asking the consultant how it plans to do so;
- Submitting an expense reimbursement with an inaccurate statement of the reason for the expense;
- Making a campaign contribution to a candidate for public office in the name of Nevada Copper or with Nevada Copper funds.

### **REPORTING PROCEDURES**

Any Employee or Agent who becomes aware of a potential violation of applicable anti-corruption laws and/or this Policy should notify the Ethics Officer promptly.

Any Employee or Agent who has a concern regarding any matter within the scope of the Policy may also submit, on a confidential and anonymous basis, a report outlining the nature of his or her concern in accordance with Nevada Copper's Whistleblower Policy.

Nevada Copper does not permit retaliation or harassment of any kind against Employees or Agents reporting potential violations of applicable anti-corruption laws or this Policy.

### **COMPLIANCE WITH POLICY**

This Policy is meant to be read in conjunction with the Code of Business Conduct and Ethics. Employees who violate this Policy will be subject to disciplinary action, and, depending on the particular circumstances relating to the violation, the disciplinary action can include termination of their employment.

Agents who violate this Policy are subject to their relationship with Nevada Copper being terminated.

## **REGULAR REVIEW OF POLICY**

Nevada Copper is committed to continuously reviewing and updating its policies and procedures. Nevada Copper reserves the right to modify, suspend or revoke the Policy and any and all other policies, procedures, and programs in whole or in part, at any time. This Policy will be reviewed by Nevada Copper annually. Any amendments to this Policy will be made available to all Employees.

**ANTI-CORRUPTION POLICY  
ACKNOWLEDGEMENT AND COMPLIANCE CERTIFICATE**

I have received a copy of the Anti-Corruption Policy (the “Policy”) of Nevada Copper, which I have read and understand. I will adhere in all respects to the standards described in the Policy. I will proactively report to, and work with, the Ethics Officer to resolve any situation in which I may be in conflict with the Policy. I further confirm my understanding that any violation of the Policy will subject me to appropriate disciplinary action, up to and including termination.

I CERTIFY TO NEVADA COPPER THAT I am not in violation of the Policy, unless I have noted such violation in a signed Statement of Exceptions attached to this Compliance Certificate.

Date:

Signature:

Name:

Title/Position:

**Check one of the following:**

- A Statement of Exceptions is attached.
- No Statement of Exceptions is attached.