



ANTI-CORRUPTION POLICY

Effective Date: August 26, 2022

1. Introduction

This Anti-Corruption Policy (the “Policy”) of Zephyr Minerals Ltd. (together with its subsidiaries, the “Company”) prescribes standards of professional and ethical conduct for all of the Company’s directors, officers, and employees as well as for third party intermediaries, contractors, consultants, and agents representing the Company (“Third Parties”). The Company's directors, officers, employees, and Third Parties are collectively referred to as “Zephyr Personnel” throughout this Policy.

The Policy reflects the Company’s commitment to a culture of honesty, integrity, accountability and compliance with legal requirements and outlines the basic principles and policies with which all Zephyr Personnel are expected to comply. The Company has a zero-tolerance approach toward Bribery, Corruption, and Facilitation Payments in all forms. No Zephyr Personnel may achieve results through violations of laws or regulations, or through unscrupulous dealings.

The Board of Directors will review this Policy and its effectiveness with the Company’s Executive team on a regular basis and will revise and update the Policy as necessary.

2. Scope and Applicability

Please read this Policy carefully. This Policy sets out the standards which all Zephyr Personnel are expected to observe when acting on the Company’s behalf, regardless of location. Violation of this Policy may result in disciplinary actions up to and including discharge from the Company.

Zephyr Personnel should be provided with or directed to a copy of this Policy. Agreements made with third parties, in the discretion of the Company, should include a provision that the third party abide by the terms of this Policy.

In addition to following this Policy in all business activities, Zephyr Personnel are expected to seek guidance in any case where there is a question about compliance with both the letter and spirit of the Company’s policies and applicable laws.

3. Prohibited Payments to Domestic and Foreign Public Officials

The primary applicable laws relating to bribery and corruption include, but are not limited to:

- The Canadian Corruption of Foreign Public Officials Act (the “CFPOA”)
- Criminal Code of Canada

(Collectively, the "**Anti-Bribery Laws**")

Zephyr Personnel must comply with all Anti-Bribery Laws and all other applicable legislation which prohibit improper payments to Public Officials.

Zephyr Personnel are strictly prohibited from:

- offering, promising or making a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- requesting or agreeing to receive or accept a payment, gift or hospitality in the expectation or belief that a business advantage will be awarded, or as a reward for an advantage already granted;
- bribing an individual in public office or public service;
- making a Facilitation Payment (defined below) to any individual;
- threatening or retaliating against another individual who has refused to commit or refused to collude to commit a possible bribery offence or one who has raised concerns under this Policy, and
- engaging in any other activity that might lead to a breach of this Policy or the Anti-Bribery Laws.

What is Bribery and Corruption?

Bribery is generally defined under the Anti-Bribery Laws as the offering, promising, giving, requesting, authorizing, agreeing to receive or accepting Anything of Value, whether directly or indirectly, with the intention that it induces someone to act or omit to act in relation to the function that person performs, whether as part of a public or private organisation.

Corruption involves the abuse of entrusted power or position for personal or commercial gain and often involves Bribery.

The Anti-Bribery Laws prohibit both public and commercial bribery and corruption. However, because the risks associated with engaging with the public and private sectors may differ, and because the law may place additional requirements when dealing with Public Officials, this Policy makes some distinctions and imposes additional requirements when dealing with Public Officials.

What is Anything of Value?

"Anything of Value" under this Policy refers to a very broad range of benefits, including tangible and intangible benefits. It can include, but is not limited to:

- monetary items such as cash, loans, discounts, coupons, vouchers, rebates, charitable or political contributions, or the awarding of a contract or other business advantage;
- hospitality such as gifts, entertainment, meals, tickets to events, travel, lodging, conference fees, or any other forms of hospitality; and
- career opportunities, such as internship or employment offers.

What is a Public Official?

A Public Official under this Policy should be interpreted broadly and includes the following:

- any official or employee of a government or of a department, organisation or agency of a government (or any department, organisation or agency thereof), including but not limited to, licensing and permitting bodies governing the gaming industry;
- any employee of any company owned or controlled by a government;
- any official who holds a legislative or judicial position;
- any official of a public international organisation;
- any political party or official of a political party;
- any candidate for political office; and
- any other person or firm acting in an official capacity, including for, or on behalf of, a government, a department or agency of a government, a company owned or controlled by a government, a legislator, a judicial officer, a public international organization, or any political party.

What are Facilitation Payments?

Facilitation Payments are additional payments made to a Public Official to expedite or secure routine non-discretionary governmental actions (e.g., obtaining visas, permits, or the supply of utilities). Facilitation Payments are considered bribes under some Anti-Bribery Laws and are therefore strictly prohibited by this Policy.

4. Commercial Bribery

Although this Policy focuses on improper payments to Public Officials, extending a Bribe to, or receiving a Bribe from, a commercial party (including a current or future business partner) is also strictly prohibited. You may not directly or indirectly provide a Bribe, Kickback or other improper incentive to anyone (including someone who is clearly not a Public Official), or receive a Bribe,

Kickback or other improper incentive from anyone, in order to advance the Company's interests.

What is a Kickback?

A "Kickback" is a form of negotiated commercial bribery where Anything of Value is given to an individual as a reward for awarding or fostering business. For example, money paid directly or indirectly to any Zephyr Personnel by a contractor in exchange for the award of a contract would constitute a Kickback.

The payment and/or receipt of Kickbacks is strictly prohibited.

5. Emergency Exceptions

This Policy does not prohibit payments to avoid a serious and imminent threat to a Zephyr

Personnel's life or physical safety. Zephyr Personnel are required to report such incident as soon as possible to the Executive Vice President and CFO, who will in turn report the incident to the Audit Committee.

6. Political and Charitable Contributions

Under no circumstances should political or charitable contributions be made in an attempt to improperly influence any government decision or obtain an improper advantage for the Company.

7. Dealings with Third Parties

Zephyr Personnel are prohibited from doing indirectly what the Policy prohibits Zephyr Personnel from doing directly. Bribery and Corruption conducted through Third Parties is strictly prohibited. The Company may be held liable if a Third Party acting on behalf of the Company engaged in Bribery or otherwise violates the Anti-Bribery Laws. To protect from this liability, the Company must only do business with reputable Third Parties. Accordingly, appropriate risk-based due diligence must be conducted on Third Parties and Third Parties must be appropriately monitored by the Company throughout the relationship.

In the event you encounter any issues or have any questions related to Third Parties, please contact any one of the Company's Executive team.

8. Gifts and Entertainment

Zephyr Personnel are strictly prohibited from offering, paying, promising, authorizing or receiving Anything of Value to/from any person or company, including Public Officials, for the purpose of obtaining favourable treatment.

Business gifts and entertainment are customary courtesies designed to build goodwill among business partners. These courtesies include such things as meals and beverages, tickets to sporting or cultural events, travel, accommodation and other merchandise or services. In some cultures, they play an important role in business relationships. However, a problem may arise when such courtesies compromise, or appear to compromise, our ability to make objective and fair business decisions. The same rules apply to Zephyr Personnel offering gifts and entertainment to Public Officials or business associates.

Even if permitted under applicable laws, offering or receiving any gift, gratuity or entertainment that might be perceived to unfairly influence a business relationship with such individuals should be reviewed in detail and avoided if there is any indication of impropriety. These guidelines always apply, and do not change during traditional gift-giving seasons.

The value of gifts should be reasonable, both with respect to frequency and amount, and of nominal value (ie. US\$100 to \$200). Gifts that are repetitive and/or are of a significant value such that they may be perceived as an attempt to create an obligation to the giver are inappropriate. Likewise, business entertainment should be moderately scaled and, if provided, should be provided without expectation of directly or indirectly receiving in return an advantage or benefit of any kind, business-related or otherwise. Use good judgment. If you are having difficulty determining whether a specific gift or entertainment item lies within the bounds of acceptable business practice, ask yourself these guiding questions:

- Is it legal?
- Could the gift, meal, or entertainment, be reasonably interpreted as an improper payment?
- Is the value of the gift reasonable and moderate under the circumstances?

- Is it clearly business-related to the extent that it is connected to the promotion, demonstration, or explanation of the Company's products or services, or a contract between the Company and a foreign government?
- Is the gift cash, a gift certificate or other negotiable instrument?
- Would public disclosure (including through social media) embarrass the Company?
- Would providing the gift or entertainment result in any pressure on the recipient to reciprocate or grant special favours such that it is therefore inappropriate?

9. Reporting of any Illegal or Unethical Behaviour

The Company has a strong commitment to conduct its business in a lawful and ethical manner. Any violation of this Policy by a Zephyr Personnel can subject both the Zephyr Personnel and the Company to severe criminal and civil penalties and may impact the Company's ability to obtain government licenses and permits and conduct future business. Any violation of this Policy will be taken seriously and will lead to the imposition of appropriate disciplinary measures up to and including termination of the employment or business relationship.

Zephyr Personnel are encouraged to talk to the Executive team, when in doubt about the best course of action in a particular situation and are required to report all known or suspected violations of laws, rules, regulations or this Policy without delay.

The Company strictly prohibits any retaliatory action against any Zephyr Personnel who, in good faith, reports a possible violation. It is unacceptable to file a report knowing it to be false.

To facilitate reporting of illegal or unethical behaviour, the Company has adopted a Whistleblower Policy. Zephyr Personnel should therefore report any known or suspected violations to the CFO, who will in turn report the incident to the Audit Committee, or follow the reporting procedures set out in the Company's Whistleblower Policy.

10. Record Keeping

Zephyr Personnel must ensure that all expense reports relating to hospitality, gifts or expenses incurred with respect to third parties are submitted in accordance with the relevant Company policies and that the reasons for the expenditures are specifically recorded. No accounts or transactions may be kept "off-book" to facilitate or conceal improper payments. Circumventing or evading, or attempting to circumvent or evade, the Company's internal accounting controls is prohibited. Recording of such payments in any way which would conceal their true nature constitutes a violation of this Policy and applicable laws.

11. Compliance Procedures

This Policy cannot, and is not intended to, address all of the situations that Zephyr Personnel may encounter. There will be occasions where you are confronted by circumstances not covered by policy or procedure and where you must make a judgment as to the appropriate course of action. In those

circumstances the Company encourages you to use your common sense, and to contact member of the Executive team for guidance.

CERTIFICATION

As an employee, director or contractor of the Company, it is my responsibility to act in all respects consistent with the Company's Anti-corruption Policy, the applicable policies and procedures and in compliance with applicable laws, rules and regulations. I acknowledge that I have read and understand the Company's Anti-corruption Policy. And that failure to comply may be grounds for disciplinary action which may include termination of my employment or engagement.

Signature

Date

Name