

# DESERT LION ENERGY LIMITED

## ANTI-CORRUPTION POLICY

### 1. SCOPE

This Anti-Corruption Policy (the “**Policy**”) applies to employees, officers and directors (collectively, “**DLE Representatives**”) of Desert Lion Energy Limited and each of its subsidiaries and affiliates (collectively, the “**Company**”), and reflects the standards to which the Company expects its partners, agents, consultants, contractors, contractual counterparties and any other third party who can act on behalf of the Company (collectively, “**Agents**”) to adhere when acting on the Company’s behalf.

### 2. RESPONSIBILITY FOR THIS POLICY

The Company’s Audit Committee has appointed the General Counsel and Corporate Secretary (the “**Executive Officer**”) to oversee the administration of this Policy and to report directly to the Audit Committee, who will in turn report to the Board of Directors.

### 3. ANTI-CORRUPTION POLICY STATEMENT

The Company is committed to ensuring adherence to the highest legal and ethical standards, and this commitment is embodied in the Company’s Code of Business Conduct and Ethics. The Company’s reputation for acting responsibly plays a critical role in our success as a business. Accordingly, we strongly believe that the Company has a responsibility to take an active stand against bribery and corruption.

Bribery is a criminal offence in many countries, including Canada, Brazil and Romania. Corrupt acts expose the Company and DLE Representatives to the risk of prosecution, fines, and imprisonment, as well as threatening the Company’s reputation. The directors and management of the Company are committed to compliance with the anti-corruption laws of all countries and territories in which we operate.

The purpose of this Policy is to provide guidelines to encourage ethical behaviour in our business conduct and promote compliance with applicable anti-corruption legislation.

### 4. KEY CONCEPTS

#### 4.1 General Overview

Do not engage in bribery or corruption.

If you are aware of, or hear rumours of, bribery, corruption or other payments that may be improper in the course of carrying out the Company’s business, you have an obligation to report them to the Executive Officer immediately. You may also raise any concern that you may have anonymously using the procedures set forth in the Company’s Whistleblower Policy.

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If you receive a request for payment that you suspect may be improper:

- do not make the payment;
- advise that you are not authorized to make the payment on the Company's behalf; and
- advise the Executive Officer and consult regarding next steps.

When in doubt, contact the Executive Officer for further guidance.

### 4.2 What is Corruption and Bribery?

Corruption is the misuse of power by government officials for illegitimate private gain. Bribery is the offer, promise or provision of a reward, advantage or benefit of any kind to a person in a position of power to influence that person's views or conduct or to obtain an improper advantage. Bribery and corruption can take many forms, including the provision or acceptance of:

- cash payments;
- jobs or “consulting” relationships for an individual or his/her family;
- commissions or kickbacks;
- excessive gifts, entertainment or hospitality;
- payment of non-business related or lavish travel expenses; or
- provision of personal favours to an individual or his/her family.

Corruption and bribery are never acceptable business practices. DLE Representatives are strictly prohibited from offering, paying, promising or authorizing any bribe, kickback or other thing of value to any government official or government employee, directly or indirectly through a third party or family member, to secure any contract, business, permit or other improper advantage for the Company. The Company expects its Agents to adhere to these same standards when acting on the Company's behalf.

## 5. COMPLIANCE WITH ANTI-BRIBERY LEGISLATION GENERALLY

DLE Representatives should be aware that the Company is subject to legislation in Canada and other jurisdictions that prohibit corrupt practices in dealing with foreign governments. It is important that the Company complies with all international and local anti-bribery and anti-corruption laws, even where the perception is that such standards are loosely enforced by local authorities. The Company will conduct its business in compliance with applicable laws and requires all DLE Representatives to avoid any activity that could implicate the Company in any unlawful practice.

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### 6. COMPLIANCE WITH CANADIAN LEGISLATION

#### 6.1 Prohibition against Bribery

In Canada, the *Corruption of Foreign Public Officials Act* (the “COFPOA”) provides that every person commits an offence who, in order to obtain or retain an advantage in the course of business, directly or indirectly gives, offers or agrees to give or offer a loan, reward, advantage or benefit of any kind to a foreign public official or to any person for the benefit of a foreign public official:

- as consideration for an act or omission by the official in connection with the performance of the official's duties or functions; or
- to induce the official to use his or her position to influence any acts or decisions of the foreign state or public international organization for which the official performs duties or functions.

The only exceptions to the foregoing are where the loan, reward, advantage or benefit:

- is permitted or required under the laws of the foreign state or public international organization for which the foreign public official performs duties or functions; or
- was made to pay the reasonable expenses incurred in good faith by or on behalf of the foreign public official that are directly related to (i) the promotion, demonstration or explanation of the person's products and services, or (ii) the execution or performance of a contract between the person and the foreign state for which the official performs duties or functions.

#### 6.2 What is a “Foreign Public Official”?

The term "foreign public officials" is defined broadly in the COFPOA to include:

- a person who holds a legislative, administrative or judicial position of a foreign state;
- a person who performs public duties or functions for a foreign state, including a person employed by a board, commission, corporation or other body or authority that is established to perform a duty or function on behalf of the foreign state, or is performing such a duty or function; and
- an official or agent of a public international organization that is formed by two or more states or governments, or by two or more such public international organizations.

It is important to note that this definition encompasses officials in all branches and at all levels of government: federal, state or local. The definition should also be considered to include political parties and party officials and candidates for political office. A person does not cease to

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be a government official by purporting to act in a private capacity or by the fact that he or she serves without compensation. Below are just a few examples of government officials:

- government ministers and their staff;
- members of legislative bodies;
- judges;
- officials or employees of government departments and agencies, including customs, immigration, financial services, and other regulatory agencies;
- police officers;
- all employees or officers of government-owned or controlled corporations;
- mayors, councilors or other members of local government; and
- employees of public international organizations such as the World Bank.

If you are not sure whether a particular person is a government official, please contact the Executive Officer for further guidance.

Payments to close relatives of government officials, such as spouses and children or other immediate family members, may be treated by enforcement authorities as direct payments to the official and, accordingly, may constitute violations of anti-corruption and anti-bribery laws. As a result, any business dealings with close relatives of government officials require careful scrutiny. Therefore, you must consult with the Executive Officer before entering into any transactions with such persons.

### 6.3 Compliance with Accounting Policies

DLE Representatives must comply with the Company's accounting regulations, policies, procedures and related controls. All accounts must properly describe and accurately reflect the transactions recorded and all assets, liabilities, revenues and expenses must be properly recorded and fully disclosed in the Company's books. No secret or unrecorded funds or other assets are to be established or maintained. In this regard, in Canada, the COFPOA provides that every person commits an offence who, for the purpose of bribing a foreign public official in order to obtain or retain an advantage in the course of business or for the purpose of hiding that bribery:

- establishes or maintains accounts which do not appear in any of the books and records that they are required to keep in accordance with applicable accounting and auditing standards;
- makes transactions that are not recorded in those books and records or that are inadequately identified in them;

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- records non-existent expenditures in those books and records;
- enters liabilities with incorrect identification of their object in those books and records;
- knowingly uses false documents; or
- intentionally destroys accounting books and records earlier than permitted by law.

### 6.4 Facilitation Payments

Under the COFPOA, a “facilitation payment” is a payment that is made to expedite or secure the performance by a foreign public official of any act of a routine nature that is part of the official's duties or functions, including:

- the issuance of a permit, license or other document to qualify a person to do business;
- the processing of official documents, such as visas and work permits;
- the provision of services normally offered to the public, such as mail pick-up and delivery, telecommunication services and power and water supply; and
- the provision of services normally provided as required, such as police protection, loading and unloading of cargo, the protection of perishable products or commodities from deterioration, or the scheduling of inspections related to contract performance or transit of goods.

An “act of a routine nature” does not include a decision to award new business or to continue business with a particular party, including a decision on the terms of that business, or encouraging another person to make any such decision.

Although “facilitation payments” may not be illegal under all anti-bribery and anti-corruption laws (including under the COFPOA as at the date hereof), the Company's policy is to avoid such payments. If any DLE Representative finds that adherence to this policy would cause a substantial, adverse effect on operations, that fact should be reported to the Executive Officer, and the Executive Officer will determine whether an exception may lawfully be authorized. If the facilitating payment is made, such payment must be properly entered and identified on the books of the Company and all appropriate disclosures made. In addition, any facilitation payment that is authorized by the Executive Officer shall be reported by the Executive Officer to the Audit Committee Chairman as soon as reasonably practicable thereafter, and the Audit Committee Chairman shall report such payment to the full Audit Committee at its next regularly scheduled meeting.

### 6.5 Penalties

Violation of anti-corruption legislation may result in substantial penalties to the Company and

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to individuals. For instance, the COFPOA provides for imprisonment for a term of up to 14 years.

### **7. GIFTS AND ENTERTAINMENT FOR FOREIGN PUBLIC OFFICIALS**

The provision of entertainment or gifts for the purpose of obtaining or retaining business or improperly influencing some matter in favour of the Company, may be considered to be a bribe and may result in violation of anti-bribery laws. Accordingly, the Company prohibits offering or providing, directly or indirectly, any gift, gratuity, entertainment, meal, or other advantage or benefit of any kind to a foreign public official without the written pre-approval of the Executive Officer.

### **8. BUSINESS RELATIONSHIPS WITH AGENTS**

#### **8.1 Due Diligence Requirements for Agents**

No business relationship may be entered into with an Agent (i) without the pre-approval of the Executive Officer, and (ii) without providing the following information to the Executive Officer:

- the rationale for doing business with the Agent;
- the qualifications of the Agent;
- the financial arrangements and the basis for believing that the financial arrangements are reasonable; and
- information, as appropriate, regarding the Agent's character, reputation and history of conducting business in an ethical and legal manner that is consistent with this Policy.

All information provided to the Executive Officer should be documented and preserved.

Where appropriate, the Executive Officer will direct further due diligence on the Agent. The process and extent of due diligence to be performed depends on the circumstances and will be determined by the Executive Officer. After completing due diligence as appropriate, a written summary of the findings should be recorded. At a minimum, documentation obtained through due diligence should be preserved.

#### **8.2 Agreements with Agents**

Unless otherwise determined by the Executive Officer, agreements with Agents should be in writing and should describe the services to be performed, the fee basis, the amounts to be paid, and other material terms and conditions of the representation. Such written agreements should contain specific anti-corruption provisions in a form approved by the Executive Officer. At the Executive Officer's discretion, such contractual anti-corruption provisions may include some or all of the following:

- a provision requiring the Agent to comply fully with this Policy and all applicable laws,

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rules and regulations, including anti-corruption laws, when acting on the Company's behalf;

- a provision affording the Company appropriate monitoring and audit rights, including rights to access books and records of the Agent;
- a provision allowing the Company to terminate the relationship in the event of non-compliance with any anti-corruption-related undertaking; and
- a provision requiring that, at the time the contract is executed, and whenever otherwise requested by the Company, the Agent will sign a certification in a form that is acceptable to the Company in respect of the foregoing matters.

Payments to Agents should never be made in cash, and should be made to the Agent's bank account in the country where the services are performed or where the Agent's offices are located unless there are reasons (acceptable to the Company) for making the payment elsewhere.

### 8.3 “Red Flags” or Other Warning Signs

If, for any reason, DLE Representatives have reason to suspect that an Agent is engaging in conduct that is potentially contrary to this Policy, no further payments should be made until an investigation can be conducted. While not exclusive, the following warnings or “red flags”, which may be present before entering into or during the term of an agreement, are signs that an Agent might be engaged in inappropriate or illegal activity:

- the Agent has a history or reputation for bribes or other unlawful conduct;
- the Agent has family or other “special” relationships that could influence the decision of a foreign public official;
- there is a history or reputation of a disproportionate amount of corruption in the country where the Agent is being hired as compared to other countries in which the Company does business, such as Canada;
- the Agent has little experience in the industry;
- unusual or excessive payment requests, such as requests for over-invoicing, up-front payments, ill-defined or last-minute payments, success fees, unusual commissions, or mid-stream compensation payments;
- requests for payments to an account in a country other than the country where the services are performed or where the Agent's offices are located;
- requests for payment to a third party, to a numbered account, or in cash or other untraceable funds;

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- use of holding companies or other methods or parties to obscure ownership or participation of the Agent, without adequate business justification;
- any refusal or hesitancy by the Agent to disclose its owners, partners or principles, or to promise in writing to abide by the Company's policies and relevant laws; and
- any refusal by the Agent to provide records and documents.

### 9. COMPLIANCE CERTIFICATES

As part of the effort to ensure compliance with this Policy, certain DLE Representatives will be required to complete a compliance certificate certifying that they understand and have complied with this Policy, among other things. Further, DLE Representatives will provide such further certification of compliance with the Policy as the Company may request from time to time.

### 10. QUESTIONS

The Company expects all personnel to take steps to prevent a violation of this Policy. This includes identifying and raising potential issues before they lead to problems, and seeking additional guidance when necessary. If you have any questions regarding this Policy, you are encouraged to speak to the Executive Officer.

### 11. REPORTS

The Company values open and honest communication with its internal and external stakeholders. The Company understands that even though reporting an observed breach of this Policy is a requirement, it is not always easy. The Company encourages DLE Representatives to raise their concerns in a number of ways, such as speaking with the Executive Officer or a member of the Audit Committee of the Company's Board of Directors. DLE Representatives may also raise any concern that they may have anonymously using the procedures set forth in the Company's Whistleblower Policy.

The Executive Officer will determine the most appropriate method to investigate the substance of any report and ensure that there is appropriate monitoring of progress until the matter has been satisfactorily resolved. Reports made using the Company's Whistleblower Policy will be addressed in accordance with the procedures set forth therein.

### 12. WAIVERS

The Audit Committee must approve any waiver of any of the provisions of this Policy for a DLE Representative.

### 13. VIOLATIONS

If there is found to be a violation of this Policy, appropriate corrective disciplinary action will be taken immediately. In the case of employees, this includes discipline up to and including

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termination without notice and for cause. In the case of Agents, this may include termination of a contract or such other measures as may be available at law.

Retaliation by anyone as a consequence of making a good faith report of a possible violation of the law or this Policy is strictly prohibited and will result in disciplinary action, up to and including termination without notice and for cause.

### **14. REFERENCE**

The COFPOA can be accessed at: <http://laws-lois.justice.gc.ca/PDF/C-45.2.pdf>

Adopted: February 21, 2018