

ANTI-CORRUPTION POLICY

Effective Date: April 22, 2023

INTRODUCTION

Mashwa Minerals Ltd. ("Mashwa," "we," "us," or "our") is firmly committed to conducting business with integrity, transparency, and ethical excellence. This Anti-Corruption Policy sets forth our commitment to preventing corruption and bribery while providing clear guidelines for employees, contractors, suppliers, and business partners. Mashwa strictly adheres to the anti-corruption and anti-bribery laws of Canada and Venezuela.

ZERO TOLERANCE FOR CORRUPTION

We maintain a zero-tolerance approach to corruption in all forms, including bribery, extortion, kickbacks, or any other unethical practices. Employees and representatives are strictly prohibited from engaging in or facilitating corrupt activities in dealings with government officials, private organizations, or individuals.

COMPLIANCE WITH CORRUPTION LAWS

Mashwa complies with all applicable anti-corruption laws, including the Canadian Corruption of Foreign Public Officials Act and relevant South American anti-corruption regulations. We uphold the highest ethical standards to ensure our operations are conducted lawfully and transparently.

PROHIBITED CONDUCT

- a. **Bribery:** Employees and representatives must not offer, promise, or provide anything of value—such as gifts, favors, entertainment, or payments—with the intent to improperly influence decisions or secure unfair advantages.
- b. **Extortion and Kickbacks:** Soliciting or accepting bribes, kickbacks, or illicit payments is strictly prohibited, regardless of the source.
- c. **Facilitation Payments:** Mashwa does not permit facilitation or "grease" payments intended to expedite routine government actions or secure entitlements.
- d. **Political Contributions:** Political contributions must be transparent, comply with applicable laws, and never be made to gain improper influence.

GIFTS AND HOSPITALITY

Mashwa recognizes that nominal business gifts and hospitality can be customary and appropriate in certain contexts. However, these must:

- a. Be of modest value.
- b. Be transparently documented.
- c. Comply with applicable laws and company policies.

Employees must avoid giving or receiving gifts or hospitality that could create a conflict of interest or appear to improperly influence business decisions.

REPORTING SUSPECTED CORRUPTION

Employees and representatives must promptly report any suspected corruption, bribery, or unethical conduct. Reports can be made to supervisors, senior managers, or the designated compliance officer. Mashwa ensures confidentiality and provides secure channels for whistleblowers.

CONSEQUENCES OF NON-COMPLIANCE

Non-compliance with this policy may result in disciplinary measures, including termination of employment or contracts. Additionally, violators may face civil or criminal consequences.

TRAINING AND EDUCATION

Mashwa provides regular anti-corruption training to ensure all employees and representatives are informed about their responsibilities and the implications of non-compliance.

REVIEW AND UPDATES

This policy will be periodically reviewed to ensure it remains effective and reflects current laws and best practices. Updates will be communicated to all stakeholders.