



## Anti-Bribery and Anti-Corruption Policy

Dated as of September 7, 2023

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### 1. Purpose

This Policy provides further guidance in support of the Allied Gold Corporation (“Allied”) Code of Conduct.

Canada’s *Corruption of Foreign Public Officials Act* (“CFPOA”), like the laws of many countries, including those that have adopted the Organization for Economic Cooperation and Development (“OECD”) Anti-Bribery Convention, prohibit the bribery of public officials and provide for serious criminal and civil penalties for violations of the prohibition. As a company headquartered in Canada with listings on the Toronto Stock Exchange, Allied is subject to the CFPOA in addition to applicable anticorruption and anti-bribery laws in the jurisdictions in which Allied operates (collectively, “Applicable Anti-Corruption Laws”). The Applicable Anti-Corruption Laws also require Allied to keep accurate books and records and adopt internal controls to prevent improper and unauthorized payments; these requirements extend to Allied’s foreign subsidiaries.

Other Canadian and local laws commonly prohibit commercial bribery (also known as private sector corruption), and some anti-corruption laws make receiving a bribe a crime as well. It is Allied policy to prohibit bribery in all of its forms.

For purposes of this Policy, outreach to and engagement with public officials (including legislators and regulators) for the purpose of advancing Allied’s legitimate business interests is not considered improper, provided that such outreach or engagement complies with this Policy.

### 2. To Whom This Policy Applies

This Policy applies to all Allied directors, officers, employees, and any party acting on behalf of or representing Allied (collectively “Allied Personnel”) worldwide. Allied Personnel who are temporary workers, contractors, consultants, agents, representatives, or non-employees performing Allied work are required to ensure that their actions on behalf of Allied meet the same high standards of integrity expected of Allied directors, officers, and employees.

### 3. Elements of the Applicable Anti-Corruption Laws

Under the Applicable Anti-Corruption Laws and Allied policy, Allied Personnel are prohibited from directly or indirectly:

- Giving, offering, promising, authorizing, or agreeing to give or offer
- Anything of value or benefit of any kind
- To a public official
- For the purpose of
- Obtaining or retaining any business or advantage for Allied.

Although there are some differences in wording in the Applicable Anti-Corruption Laws, they generally address the same type of conduct. The language of the Applicable Anti-Corruption Laws is interpreted



broadly, and therefore may apply to a wide range of situations. The following concepts are essential to understand the scope of the Applicable Anti-Corruption Laws' prohibition against bribing public officials.

*Giving* – The concept of giving includes even the offer or promise of an improper payment, and includes payments made directly and indirectly. Therefore, you may not authorize or direct improper payments through third parties or otherwise make payments to a third party knowing or having reason to know that the third party will likely make an improper payment to a public official.

*Anything of Value* – “Anything of value” includes money (whether cash or cash equivalents such as gift certificates), gifts, entertainment, accommodations, employment, access, or anything else of tangible or intangible value.

*Public Official* – “Public Official” includes officers and employees, regardless of rank, of local governments, national governments, government-owned or -controlled companies (including those that may not serve a governmental or public function), and public international organizations (such as the United Nations or World Bank). The term also includes political parties, party officials, and candidates for public office and may include local community leaders, relatives of public officials, and members of a royal family.

*Business or advantage* – Payments to improperly obtain government business, or other advantage for Allied, including reduction in taxes, tolerance of non-compliance with applicable laws or regulations, or any other favour or preferential treatment are not permissible under the Applicable Anti-Corruption Laws.

#### **4. Permissible Expenses**

In limited circumstances, business entertainment, gifts, and travel and accommodations for public officials may be appropriate but must comply with the guidelines provided in this Policy and with the Allied Gift and Entertainment Policy. Prior to offering any business entertainment, gifts, travel or accommodations to any public official, any such expense must be discussed with and approved by the Legal Department in Toronto.

The Applicable Anti-Corruption Laws require that Allied and its subsidiaries support all expenses with receipts and promptly and accurately record such expenses in Allied's books and records. Allied Personnel providing or approving such expenses should also document the business purpose or justification of the expenses.

##### ***Business Entertainment***

Because Canadian and most foreign laws closely regulate payments and gifts for public officials, business entertainment that may be acceptable in a commercial setting may not necessarily be acceptable when interacting with public officials.

Allied Personnel must adhere to the following principles when interacting with public officials:

- When reaching out to or engaging with public officials, Allied Personnel shall ensure that such interaction is done in the presence of one or more other Allied Personnel.
- The entertainment should have a valid business purpose. For example, it should be directly connected to, and balanced with, a separate business meeting or should be used as an opportunity to promote or discuss Allied business.
- In all cases, the value of the entertainment must be reasonable in view of the business purpose. The entertainment must not be excessive or lavish, so frequent as to allow the impression that the entertainment is intended to influence the official, or of a kind that might otherwise prove embarrassing to Allied.



- All entertainment expenses must be supported by receipts and promptly and accurately recorded in Allied's books and records.
- The Applicable Anti-Corruption Laws provide an exception for reasonable travel and accommodation expenses for public officials to visit Allied facilities. Pre-approval of the Legal Department in Toronto is required for all such expenses.

### **Gifts**

When dealing with public officials, it is important to avoid even the appearance of seeking to influence a public official improperly with a gift.

- Gifts must be legal and customary in the jurisdiction in which they are given, but in no case in the form of cash or cash equivalents.
- Gifts must be of token or nominal value.
- Gifts should be given openly and should not be given frequently to the same public official.
- Gifts must be documented.

## **5. Third Parties/Agents and Public Officials**

Allied Personnel must take particular care when dealing with third parties — such as agents, consultants, representatives, and joint venture partners — who will interact with public officials on behalf of Allied. Where circumstances could suggest to Allied Personnel that there is a high probability that the third party could make an improper payment to a public official, then Allied may be held liable for such improper payment.

The Code of Conduct requires that due diligence be performed on all agents and other third parties who interact with public officials on behalf of Allied and requires that such agents and third parties become familiar with and comply with the Code.

Allied Personnel responsible for third parties must be alert for signs — “red flags” — that the third party may be making improper payments to public officials. It is the responsibility of Allied Personnel either to make additional inquiries whenever red flags appear or to refer the matter to a supervisor or their Local Legal Representative, as appropriate.

Red flags that may appear during the course of a business relationship include, for example:

- *Ties to the government* – the business partner has close personal or family ties to a public official that the partner is seeking to influence to act in favour of Allied.
- *Suspicious statements* – the business partner states that he can “get the business” or “make the necessary arrangement” but refuses to explain how they intend to do so.
- *Inadequate documentation* – the business partner refuses to provide adequate invoices or provides suspicious invoices.
- *Unusual requests* – the business partner makes requests for payments, compensation, or delivery that are inconsistent with the contract or are otherwise unusual.



- *Misrepresentation* – you learn that the business partner made misrepresentations during the contract formation period on any issue, such as identity, capabilities, etc.

## **6. Facilitation Payments**

In some countries, often despite illegality under local law, it is common practice to make small payments to low-level government employees to expedite routine services to which the payer has a legal right, such as obtaining phone service. It is Allied policy not to make such facilitation or “grease” payments, which may be considered bribes under some laws. Please consult your Local Legal Representative if you have any questions.

## **7. Record-Keeping and Internal Controls**

Allied and all of its subsidiaries must maintain controls to ensure that Allied assets are properly controlled, that transactions are executed only with proper authorization, and that transactions are properly recorded.

All Allied Personnel must accurately and fairly record, in reasonable detail, all transactions and dispositions of the assets of Allied and its subsidiaries. Allied Personnel must not participate in falsifying any accounting or business document, including all books, records, and accounts. No undisclosed or unrecorded fund or asset may be established or maintained for any purpose.

## **8. Applicable Anti-Corruption Laws Training**

All Allied employees involved in business development efforts, including temporary workers and contractors, are required to complete training on the Applicable Anti-Corruption Laws within the first two months of hire and to participate in a training session annually, thereafter. Web-based training sessions on the Applicable Anti-Corruption Laws are to be offered annually by the Human Resources and Legal Departments.

## **9. Reporting Concerns or Violations**

If you suspect or have concerns that Allied Personnel or an Allied business partner has violated this Policy, the CFPOA or any anti-corruption law or regulation, you must immediately notify the Allied Integrity Helpline available 24 hours a day, seven days a week ([www.alliedgold.ethicspoint.com](http://www.alliedgold.ethicspoint.com); see the Allied Code of Conduct for local phone numbers). Reporting to the Helpline is confidential and may be done anonymously. The Helpline is also available to third parties with whom we do business (such as suppliers). If you have any questions or require clarification, you may contact your Local or Operational Legal Representative or the Legal Department in Toronto.

## **10. Related Policies**

Other Allied policies you may want to consult include, but are not limited to:

- Gift and Entertainment Policy
- Supplier Policy
- Conflicts of Interest Policy in the Code of Conduct



**11. Where do I go for help or advice?**

If you have any doubt about whether an action involving public officials is appropriate, you should seek guidance before taking such action. Please contact your Local or Operational Legal Representative the Legal Department in Toronto at [legaltoronto@alliedgold.com](mailto:legaltoronto@alliedgold.com) or the Allied Integrity Helpline ([www.alliedgold.ethicspoint.com](http://www.alliedgold.ethicspoint.com); see the Allied Code of Conduct for local phone numbers).