



ANTI-CORRUPTION POLICY

PURPOSE

Velocity Minerals Ltd., its subsidiaries and its affiliates (collectively, the "**Company**") value honesty, integrity, transparency and professionalism. Accordingly, the Board of Directors (the "**Board**") of Velocity Minerals Ltd. has determined, on the recommendation of the Corporate Governance and Nominating Committee, that the Company formalize a policy on compliance with the *Corruption of Foreign Public Officials Act* (Canada), the *Criminal Code* (Republic of Bulgaria) and any laws of the jurisdictions where the Company operates or conducts business (collectively, the "**Anti-Corruption Laws**").

The purpose of this Anti-Corruption Policy (this "**Policy**") is to provide a procedure to ensure that the Company, together with its directors, officers, employees, consultants and contractors (each, a "**Company Representative**"), conducts its business in an honest and ethical manner reflecting the highest standards of integrity and in compliance with all laws and regulations applicable to the Company and does not contravene the provisions of the Anti-Corruption Laws.

SPECIFICS OF POLICY

1. Application of Policy

The Anti-Corruption Laws apply to any person acting in the course of "any business, profession, trade, calling, manufacture or undertaking of any kind carried on in Canada or elsewhere for profit". Accordingly, this Policy applies to all Company Representatives for whom their scope of employment or consulting services involves dealing with domestic or foreign public officials (or any persons acting for the benefit of domestic or foreign public officials) or third parties who perform jobs for a legal entity or who are sole proprietors.

For the purposes of this Policy, "**public official**" means (i) a person who holds a legislative, administrative or judicial position in a Canadian jurisdiction or foreign state, (ii) a person who performs public duties or functions for a Canadian jurisdiction, a Bulgarian jurisdiction or other 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 a Canadian jurisdiction, Bulgarian jurisdiction or other foreign state, or is performing such a duty or function, and (iii) 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.

2. Communication of Policy

To ensure that all Company Representatives are aware of this Policy, a copy of this Policy will be distributed to all directors, officers, employees, consultants and contractors, or alternatively, they will be advised that this Policy is available on the website of the Company for review. All Company Representatives will be informed whenever significant changes are made to this Policy. New directors, officers, employees, consultants and contractors of the Company will be provided with a copy of this Policy and will be advised of its importance. The Company will review this Policy with its employees and consultants on an annual basis.

3. Compliance with Policy

All Company Representatives will comply with the laws, rules and regulations of the locations in which the Company is performing business activities and, in particular, with respect to all foreign anti-corruption laws, rules and regulations. Where uncertainty or ambiguity exists, competent legal advice must be obtained.

4. Annual Certification

If requested by the Board, certain Company Representatives, as determined by the Board and the Chief Executive Officer of the Company (the "CEO"), from time to time, will be required to provide an annual certification of compliance with this Policy.

The Chief Financial Officer of the Company will be responsible for ensuring that all annual certifications requested by the Board are obtained in respect of the previous financial year of the Company on or before the end of the first financial quarter of the current financial year of the Company and for providing written confirmation to the Board that such certifications have been obtained and summarizing the results thereof.

5. Prevention of Improper Payments

All Company Representatives will adhere to the commitment of the Company to conduct its business in an honest and ethical manner reflecting the highest standards of integrity and in compliance with all applicable laws and regulations. Accordingly, the Company or any Company Representatives will not:

- (a) Bribes: Directly or indirectly, offer or give (or agree to offer or give), or accept (or agree to accept) a bribe (and any demands for a bribe will be rejected) or pay or offer (or agree to pay or offer), or accept (or agree to accept) anything of value (including, without limitation, a loan, reward, advantage or benefit of any kind) to or from:
 - (i) a public official, political party, party official or political candidate in order to corruptly influence any act or omission by the recipient in connection with the performance of the duties or functions of the recipient, or to induce the recipient to violate his or her lawful duty, or to induce the recipient to use his or her influence with a government, an agency of a country or a political subdivision thereof (a "**Government Entity**") to effect or influence any act or decision of such Government Entity to award new business or to continue business with a particular person, including a decision on the terms of that business, or encouraging another person to make any such decision; or
 - (ii) a person performing a job with a legal entity or a sole trader, in order to perform an act, or fail so to do, in breach of their obligations.
- (b) Kickbacks: Kickback any portion of a contract payment to employees of another contracting party or utilize other techniques, such as subcontracts, purchase orders or consulting agreements, to channel any payment to any public official, to employees of another contracting party or to any of their respective relatives or business associates.
- (c) Extortion: Directly or indirectly demand or accept a bribe.
- (d) Facilitation Payments: Make any facilitation payment.
- (e) Political Contributions: Make any contribution or provide any financial support to any political party or candidate on behalf of the Company, and any political contribution made thereof will be in the contributor's personal capacity.

- (f) Government Agents: Retain an agent to represent the business interests of the Company in a particular country if such agent, or any of the principals, staff, officers or key employees of the agent is, a government or any other public official, a political party official, a political candidate, a person related to any of the foregoing, or any other person who might assert illegal influence on behalf of the Company, provided that if the CEO considers it advisable, then such an agent may be retained in accordance with the following terms and conditions
- (i) the reputation, background and past performance of the agent have been properly researched and documented; and
 - (ii) the agent will be retained pursuant to a written agreement specifically defining the agent's duties, containing representations and warranties from the agent of the absence of all of the relationships set out above and providing for immediate termination in the event of an improper payment and requiring annual certification and the right of the Company to audit expenses and invoices.
- (g) Employment of Public Officials: Employ any officer or other employee of a government or any of its agencies or a government corporation, or any person acting in an official capacity for any such entity, including any relative of any such person, provided that, if the CEO considers it advisable, such a person may be employed in accordance with the following terms and conditions
- (i) the employment is lawful in the country concerned;
 - (ii) the employment is not in contravention of the Anti-Corruption Laws; and
 - (iii) the services to be rendered by the person do not conflict with the official government duties of the person.

6. Gifts

Business gifts and entertainment are customary courtesies designed to build goodwill among suppliers and other business partners. These courtesies include such things as baked goods, corporate hospitality such as meals and beverages, tickets to sporting or cultural events, discounts not available to the general public, 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 give rise to a conflict of interest, or compromise, or appear to compromise the ability of the Company Representative to make objective and fair business decisions. This may also apply to circumstances where a Company Representative offers or accepts gifts or entertainment to or from another Company Representative.

Providing or accepting gifts or entertainment may also be problematic with respect to public officials. Such activity is highly sensitive, and it is critical that gift giving, receiving, or any other corporate hospitality, either to or from public officials, or any non-government persons, be done in accordance with this Policy. In each circumstance, the intent behind receiving or accepting the gift or corporate hospitality will be determinative as to whether the Company Representative has breached this Policy or Anti-Corruption Laws. Notwithstanding the definition set out in Article 1 of this Policy, in the Republic of Bulgaria a "public official" can include, but is not limited to:

- (a) municipal mayors, members of municipal councils and other municipality employees;
- (b) regional government officials and basin directorates;

- (c) any Minister, employee or member of the Ministry of Agriculture, Ministry of Energy or Ministry of Environment and Water;
- (d) any officer or employee of the National Police Service, National Investigative Service and Central Office for Combatting Organized Crime or Border Police Service (and any other customs official);
- (e) any employee, member or Judge from the Ministry of Justice; and
- (f) any employee, member or prosecutor from the Prosecutor's Office.

Providing Gifts

With respect to public officials, a Company Representative will not:

- (a) offer, promise, or give a gift or any other material benefit to an official in order to perform or not to perform an act within the framework of their service, or because that official has performed or has not performed such an act; and
- (b) propose, promise, or give a gift or any undue benefit to a person alleging they might exert influence over an official in relation to their service.

With respect to officials of a private entity, a Company Representative will not offer, promise or provide a gift or any benefit to a person performing a job with a legal entity or a sole trader, in order to perform an act, or fail so to do, in breach of their obligations.

Notwithstanding the foregoing, Company Representatives will comply with the following when offering a gift or corporate hospitality:

- (a) the value of any gift or corporate hospitality should be nominal, both with respect to frequency and amount;
- (b) gifts or corporate hospitalities that are repetitive (no matter how small) may be perceived as an attempt to create an obligation to the giver and are therefore inappropriate;
- (c) business entertainment should be moderately scaled and intended only to facilitate business goals;
- (d) gifts must not be in cash, or cash equivalent, and should always be given in accordance with the laws of the jurisdiction in which they are given; and
- (e) the CEO must approve of any gift or corporate hospitality prior to it being offered or given to any public official.

Receiving Gifts

Receiving gifts or corporate hospitality may also pose problems where it creates a conflict of interest, or compromise, or appear to compromise a Company Representative's ability to make objective decisions, and conduct business fairly.

In respect to receiving gifts, a Company Representative will not:

- (a) accept a gift or any other undue benefit, or accept a proposal or a promise for a gift or benefit, in order to perform or to fail to perform an act connected with their service, or

- because a Company Representative has performed or failed to perform such an act;
- (b) request or accept a gift or any benefit, that appears undue, or accept an offer or a promise for a gift or benefit in order to perform an act, or fail so to do, in breach of their obligations with regard to commercial activities; and
- (c) request or accept a gift or any undue benefit, or accept a proposal or promise for a gift or benefit, from a public official or a foreign official.

Notwithstanding the foregoing, Company Representatives will comply with the following when receiving a gift or corporate hospitality:

- (a) the value of any gift or corporate hospitality received should be nominal, both with respect to frequency and amount;
- (b) gifts or corporate hospitalities that are repetitive (no matter how small) may be perceived as an attempt to create an obligation to the giver and are therefore inappropriate to receive;
- (c) business entertainment received should be moderately scaled and intended only to facilitate business goals; and
- (d) gifts received must not be in cash, or cash equivalent, and should always be received in accordance with the laws of the jurisdiction in which they are given.

If there is uncertainty in determining whether giving, or receiving, a specific gift or entertainment item lies within the bounds of acceptable business practice, consult a supervisor or a member of senior management and consider whether or not the gift or item is legal, business related, moderate and reasonable, whether or not public disclosures would embarrass the Company, and whether or not there is any pressure to reciprocate or grant special favours.

7. Charitable Donations

Charitable contributions made or offered on behalf of the Company must:

- (a) not be made so as to influence a business deal or decision, or be made in violation of this Policy;
- (b) be provided to the relevant charity or organization directly, and not to an individual; and
- (c) be approved by the CEO prior to releasing the donation to the charity.

The Company must conduct due diligence to ensure that the recipient of any charitable contribution is a legitimate charity, and, in the case of a registered charity, that the donations or sponsorship are expensed and accounted for in the Company's record keeping. For any charitable donations, the recipient must provide a receipt for the contribution, and confirmation of how the donation funds will be used.

8. Management Responsibilities

Management of the Company should develop, implement, monitor and maintain a system of internal controls to facilitate compliance with this Policy, as well as to foster a culture of integrity and maintain high ethical standards throughout the Company.

Management should also ensure its accounting practices maintain financial records, record the circumstances and reasons for various payments to third parties, and ensure all expenses related to entertainment and gifts are authorized and accurately recorded in accordance with this Policy.

9. Non-Management Responsibilities

All employees, contractors, and consultants of the Company must ensure they have read and understand this Policy, as well as comply with it. Should any employee, contractor, or consultant of the Company be unsure of any aspect of this Policy, they must contact their immediate supervisor, or the CEO, with any questions or concerns they may have. Breach of this Policy may result in disciplinary measures as set out in Article 11 of this Policy.

10. Reporting Violations

Any officer, contractor or employee of the Company that becomes aware of any action which could constitute a violation of this Policy is required to report such violation to their immediate supervisor. Company Representatives may also report anonymously using the procedures outlined in the Company's Whistleblower Policy.

11. Consequences of Non-Compliance

Failure to comply with this Policy may result in severe consequences, including internal disciplinary action or termination of any employment, consulting or similar arrangement without notice. The violation of this Policy may also violate certain Canadian, Bulgarian and the laws of the jurisdictions where the Company operates or conducts business. If it appears that a Company Representative may have violated such laws, then the Company may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.

In addition, a violation of this Policy may constitute a criminal offence under the Anti-Corruption Laws and may expose the Company and/or a Company Representative to fines and/or imprisonment.

12. Review

The Corporate Governance Committee will review and evaluate this Policy on an annual basis to determine whether this Policy is effective in ensuring compliance by the Company and the Company Representatives with the Anti-Corruption Laws.

The Company may amend this Policy based on any determinations made during its annual review.

This Policy was adopted by the Board on May 25, 2021.