

## TINCORP METALS INC.

### ANTI-CORRUPTION POLICY

(Adopted by the Board of Directors on March 25, 2025)

#### INTRODUCTION AND PURPOSE

Tincorp Metals Inc. and its subsidiaries (collectively, the "**Corporation**") is committed to conducting its business in an honest and ethical manner. The purpose of this Anti-Corruption Policy ("**Policy**") is to provide guidance to ensure that any and all persons acting on behalf of the Corporation conduct business in a manner that reflects the highest standards of integrity, in keeping with our *Code of Business Conduct and Ethics* (the "**Code**").

It is our policy that all business on behalf of or for the benefit of the Corporation be conducted in full compliance with all applicable laws relating to improper payments to public officials or other persons such as contractors, suppliers, or other third parties. These laws include the *Corruption of Foreign Public Officials Act* (Canada) ("**CFPOA**"), and all other anti-corruption laws in any other country in which the Corporation may operate (e.g., the U.S. Foreign Corrupt Practices Act). Depending on the circumstances, this may mean that the Corporation, and any person transacting business on its behalf, or for its benefit, will have to follow more stringent requirements than required by applicable local law.

#### APPLICATION

This Policy applies to all directors, officers and employees ("**Personnel**") of the Corporation. Compliance with the Policy is mandatory. Failure to comply with the Policy will result in disciplinary action, up to and including for cause termination of employment with the Corporation.

Any agents, business partners, or other representatives ("**Representatives**") who transact business at the behest or on behalf of the Corporation shall be given a copy of and shall abide by this Policy. A Representative may be exempted from this requirement if the General Counsel is satisfied that the Representative has implemented and abides by its own equivalent anti-corruption policy. Otherwise, failure to comply with the Policy may result in the termination of the Representative's relationship with the Corporation.

Any contractor or consultant engaged by the Corporation or by a Representative on behalf of the Corporation ("**Contractors**") shall be given a copy of this Policy and required, as a condition of their engagement, to sign an acknowledgement in a form approved by the General Counsel. This acknowledgement shall indicate that the Contractor has been made aware of and will comply with this Policy in relation to their work on behalf of the Corporation. Alternatively, anti-corruption provisions approved by the General Counsel shall be included in the contract executed with the Contractor.

#### COMMUNICATION OF THE POLICY

Copies of this Policy will be made available to Personnel either directly, or by posting of the Policy on the Corporation's website. All Personnel will be informed whenever significant changes are made to this Policy.

## COMPLIANCE

The General Counsel shall be responsible for the implementation, monitoring and enforcement of this Policy. The General Counsel shall have the authority to introduce operating procedures or guidelines as required.

## ANNUAL CERTIFICATION

All directors and officers of the Corporation, together with any employees, Contractors and Representatives as determined by the General Counsel, will be required to annually certify their compliance with this Policy in the form attached as Schedule A hereto.

The General Counsel will be responsible for ensuring that all annual certifications are obtained on or before the end of the first financial quarter of each year and for providing written confirmation to the Board that such certifications have been obtained and summarizing the results thereof.

## PREVENTION OF IMPROPER PAYMENTS

Personnel, Representatives and Contractors shall:

- (a) Bribes: not directly or indirectly, pay or offer to pay a bribe to any person. In particular, it is prohibited to give anything of value to a public official, or to any person on behalf of a public official, in order to receive an advantage in the course of business, or to influence or attempt to influence the public official's conduct.
  - (i) A "public official" includes: (i) an official or employee of any level of government, including, but not limited to legislators, environmental regulators, permitting and licensing personnel, tax authorities, police officials, port officials or agents, members of the military and judges, whether federal, provincial, territorial, regional, municipal or otherwise; (ii) a candidate for political office; (iii) an official or employee of an international organization; (iv) an official or employee of a government-owned or controlled entity; (v) leaders (elected and hereditary), officials, employees and representatives of First Nations and other indigenous groups; and (vi) any other person who discharges a government function or acts in an official capacity on behalf of any of the above.
  - (ii) A mere offer or promise to pay a bribe is also prohibited and will be treated under this Policy with equal severity as an actual bribe.
  - (iii) Bribes may be monetary or non-monetary, and may have a large or small value (e.g., facilitation or "grease" payments). All forms of bribes are prohibited.
  - (iv) It is also prohibited to use the services of another person to bribe a public official indirectly, or to pay, offer or promise to pay anything of value to a third party to accomplish the same purpose.
- (b) Kickbacks: not 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) Facilitation Payments: not make any payments to government officials, including without limitation low-level government employees, public international organizations and enterprises owned or controlled by a government, to expedite or secure performance of a routine governmental action.
- (d) Extortion: not directly or indirectly demand or accept a bribe.
- (e) Excessive Gifts, Hospitality, and Other Entertainment: not provide excessive or otherwise unreasonable gifts, hospitality, or other entertainment for a public official that could reasonably raise a concern that the public official might use his or her position or influence with government to provide any improper advantage to the Corporation, or to influence the public official's views or conduct. All gifts, hospitality and other entertainment expenses shall be subject to the reporting and approval requirements set out in the Code. Any goods or services under \$250 in value shall not be considered excessive for the purposes of this Policy. If you entertain or provide a gift to a foreign official, you must accurately record the expense in the Corporation's records.
- (f) Political Contributions: not make any contribution or provide any financial support to any political party or candidate on behalf of the Corporation except in accordance with the Code.
- (g) Charitable Contributions: not make any charitable contributions on behalf of the Corporation except with the prior written approval of the General Counsel.
- (h) Willful Blindness: not deliberately ignore (or "turn a blind eye") to facts that may give rise to a suspicion of an improper payment. Any indications that a payment or a proposed payment may be contrary to this Policy or the Code must be promptly reported in the manner set out in this Policy (see "Reporting Obligation" below).

## **ACCOUNTING**

Reflecting the principles in the Code and the requirement of anti-corruption laws, neither the Corporation nor any Personnel, Representatives or Contractors shall:

- (a) Establish or maintain accounts that do not appear in any required books and records;
- (b) Make transactions that are either not recorded in required books and records or are not adequately identified in those books or records;
- (c) Record non-existent expenditures;
- (d) Enter liabilities bearing an incorrect identification of their object;
- (e) Creating a "slush fund";

- (f) Knowingly use false documents;
- (g) Mischaracterize or omit any transaction in required books and records or any failure to maintain proper accounting controls that result in such mischaracterization or omission;  
or
- (h) Intentionally destroy required books and records earlier than permitted by law.

#### **REPORTING OBLIGATION**

- (a) Solicitation of Improper Payments: Any demand, request, suggestion, expectation, or invitation by a public official or any other person for any improper payment of money or anything of value shall be promptly reported by Personnel to the General Counsel.
- (b) Knowledge or Suspicion of Bribery: All Personnel are required to report to the General Counsel any information that comes to their attention in relation to any actual or suspected improper payments made, offered, or promised by anyone on behalf of the Corporation.

Personnel who raise genuine concerns will not be subject to any retaliatory, retribution or disciplinary action.

#### **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 and for cause.

In addition, a violation of this Policy may constitute a criminal offence and may expose the Corporation and/or the individuals involved to fines and/or imprisonment.

#### **REVIEW**

The Board will review and evaluate this Policy on an annual basis to determine whether this Policy is effective in ensuring compliance with applicable anti-corruption laws.

#### **QUESTIONS**

If you have any questions about how this Policy should be followed in a particular case, please contact the General Counsel.

**SCHEDULE A**

**ANNUAL CERTIFICATION**

This will certify that I have received, recently read and understand the Anti-Corruption Policy (the "**Policy**") of New Pacific Metals (the "**Corporation**").

I hereby declare that I am responsible for understanding, complying with and implementing the Policy as it applies to my position and area of responsibility. I understand that I must comply with the Policy and the terms of my [**employment or consulting arrangement**] with the Corporation.

I confirm that for the period from January 1, ● to December 31, ● I have been, and am currently, in compliance with the Policy, except as noted below.

Name and Title (please print)

Signature

Date