

## AURA MINERALS INC.

### Anti-Bribery and Anti-Corruption Policy

Effective Date: December 20, 2021

#### 1. Introduction.

**Combating Corruption.** AURA MINERALS INC. and its subsidiaries (the "**Company**") strives to conduct itself according to the highest standards of ethical conduct. Throughout our operations, the Company seeks to avoid even the appearance of impropriety in the actions of the Company's Personnel, as defined herein.

Accordingly, this Anti-Bribery and Anti-Corruption Policy ("**Policy**") reiterates our commitment to integrity and explains the specific requirements and prohibitions applicable to our operations under anti-bribery and anti-corruption laws. This Policy contains information intended to reduce the risk of corruption and bribery from occurring in the Company's activities. The Company strictly prohibits all forms of corruption and bribery and will take all necessary steps to ensure that corruption and bribery do not occur in its business activities.

Company Personnel must abide by all applicable anti-bribery and anti-corruption laws ("**Anti-Corruption Laws**"), including the U.S. Foreign Corrupt Practices Act (FCPA), the UK Bribery Act 2010 (UKBA), the Brazilian Criminal Code, the Brazilian Anticorruption Law (Law 12,846) and Money Laundering, Mexico's Federal Criminal Code and Anti-Corruption in Public Contracts Act, the Canadian Anti-Corruption Act (CFPOA), the Honduran Criminal Code and the Honduran National Anticorruption Council Law, the OECD Convention on Fighting Corruption of Foreign Public Official in International Business Transactions and any other local laws in every country in which the Company conduct business (for example, federal, regional, provincial, and state laws). Every country in which we operate prohibits bribery. These laws generally prohibit both bribery of government officials and private sector (commercial) bribery. This Policy generally sets forth the expectations and requirements for compliance with those laws.

**Application.** This Policy is applicable to all the Company's operations worldwide directly or through its subsidiaries. The following individuals are required to observe and comply with this Policy:

- a) the Company's directors, officers, and employees; and
- b) the Company's agents, consultants, joint venture partners, and any other third-party representatives that, on behalf of the Company, have conducted business or interacted with government officials or are likely to conduct business or interact with government officials.

For the purposes of this Policy, the persons listed above are collectively referred to as "**Company Personnel**".

#### 2. Prohibited Payments.

The Company has zero tolerance for and prohibits all improper payments in connection with its business.

Company Personnel are prohibited from directly or indirectly making, promising, authorizing, or offering anything of value to a government official on behalf of the Company to secure an improper advantage, obtain or retain business, or direct business to any other person or entity. This prohibition includes payments to third parties where Company Personnel knows, or has reason to know, that the third party will use any part of the payment for bribes.

**(a) Cash and Non-Cash Payments: "Anything of Value."** Payments that violate the Anti-Corruption Laws may arise in a variety of settings and include a broad range of payments beyond the obvious cash bribe or kickback. The Anti-Corruption Laws generally prohibit giving "anything of value" for an improper purpose. This term is very broad and can include, for example:

- (i) Gifts.
- (ii) Travel, meals, lodging, entertainment, or gift cards.
- (iii) Loans or non-arm's length transactions.
- (iv) Charitable or political donations.
- (v) Business, employment, or investment opportunities.

**(b) Government Official.** The term government official is broad and can include:

- (i) Officers or employees of a government or any department, agency, or instrumentality thereof.
- (ii) Officers or employees of a company or business owned in whole or in part or controlled by a government (a state owned or controlled enterprises).
- (iii) Officers or employees of a public international organization (such as the United Nations, World Bank, or the European Union).
- (iv) Political parties or officials thereof.
- (v) Candidates for political office.

This term also includes anyone acting on behalf of any of the above.

On occasion, a government official may attempt to solicit or extort improper payments or anything of value from Company Personnel. Company Personnel must inform the government official that the Company does not engage in such conduct and immediately contact the Company's Head of Compliance<sup>1</sup>, or the Business Unit Compliance Officer.

**(c) Commercial Bribery.** Bribery involving commercial (non-governmental parties) is also prohibited under this Policy. To this end, Company Personnel shall not offer, promise, authorize the payment of, or pay or provide anything of value to any employee, agent, or representative of another company to induce or reward the improper performance of any function or any business-related activity. Company Personnel also shall not request, agree to receive, or

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<sup>1</sup> Head of Legal (North America) and Compliance

accept anything of value from any employee, agent, or representative of another company or entity as an inducement or reward for the improper performance of any function or business-related activity.

3. Permitted Payments.

Not all payments to government officials are prohibited. In general, there is only one category of payments permitted:

**(a) Promotional Gifts.** Promotional gifts of nominal value may be given to a government official as a courtesy in recognition of services rendered or to promote goodwill. These gifts must be nominal in value and should generally bear the trademark of the Company or one of its products.

4. Political and Charitable Contributions.

Contributions by the Company to candidates for political office are prohibited.

Personal Contributions: Senior management (including but not limited to the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, General Managers of subsidiaries of the Company and their direct reports) must promptly report to the Company's Head of Compliance or to any Business Unit Compliance Officer all personal contributions made to a candidate or candidates for political office within 10 days after the end of each month in which a personal contribution was made.

Charitable contributions by the Company must be pre-approved in writing by the Company's Head of Compliance, or any Business Unit Compliance Officer.

5. Engagement of Third Parties.

Company Personnel are expected to follow all applicable compliance procedures established by the Company when engaging third parties.

6. Mergers & Acquisitions, Investments or Joint Ventures.

In the context of mergers and acquisitions (M&A), investments in another company or business, or participation in a joint venture, consortium or similar business arrangement, the Company must conduct appropriate due diligence with respect to the other relevant party (including regarding compliance with Anti-Corruption Laws) and implement post-transaction compliance training and controls. Any M&A, joint venture or similar agreement must also include contractual provisions regarding compliance with Anti-Corruption Laws and this Policy.

7. Hiring Government Officials.

Government officials may be subject to rules that limit the ability of the Company to hire them. In addition, it is prohibited to hire a former government official to obtain or benefit from material non-public information such person may possess or to unduly influence any government authority. The Company's Head of Compliance or to the Business Unit Compliance Officer must be contacted before hiring or engaging a former government official.

8. Recordkeeping.

It is the Company's policy to implement and maintain internal accounting controls based upon sound accounting principles. All accounting entries in the Company's books and records must be timely and accurately recorded and include reasonable detail to fairly reflect transactions. These accounting entries and the supporting documentation must be periodically reviewed to identify and correct discrepancies, errors, and omissions.

**(a) Authorization for Transactions.** All transactions involving the provision of anything of value to a government official must occur only with appropriate Company authorization.

**(b) Recording Transactions.** All transactions involving the provision of anything of value to a government official must be recorded in accordance with generally accepted accounting principles or IFRS, as applicable.

**(c) Tracking Transactions.** All transactions involving the provision of anything of value to a government official must be tracked in a separate log or record, with supporting documentation identifying:

(i) The name and position of the employee requesting and authorizing the transaction.

(ii) The name and position of the government official involved in the transaction.

(iii) A description, including the value, of the payment or provision of anything of value, and where applicable, a description of the Company's products or services being promoted or the relevant contractual provision if the payment was made pursuant to a contract.

9. Cash Payments.

Cash payments of any kind to a third party, other than documented petty cash disbursements or other valid and approved payments, are prohibited. Company checks shall not be written to "cash," "bearer," or anyone other than the party entitled to payment except to replenish properly used petty cash funds.

10. Representatives.

All third-party Company representatives must fully comply with the Anti-Corruption Laws and all other applicable laws.

The Company will ensure that all agreements celebrated with high-risk third-party Company representatives include strict anti-corruption clauses and auditing rights, which shall be effectively exercised whenever necessary.

11. Compliance.

Company Personnel must be familiar with and perform their duties according to the requirements set out in this Policy. Company Personnel who violate this Policy or its Code of Business Conduct and Ethics, as may be amended from time to time, will be subject to disciplinary action, up to

and including dismissal. Third-party representatives who violate this Policy may be subject to termination of all commercial relationships with the Company.

To ensure that Company Personnel are thoroughly familiar with the provisions of this Policy and the Anti-Corruption Laws, the Company shall provide anti-corruption training and resources to Company Personnel, as appropriate.

Any Company Personnel who, suspects that this Policy may have been violated, must immediately notify the Company as specified in the section entitled "Reporting Policy Violations" below. Any Company Personnel who, in good faith, reports suspected legal, ethical, or Policy violations will not suffer any adverse consequence for doing so. When in doubt about the appropriateness of any conduct, the Company requires that you seek additional guidance before taking any action that may subject the Company to potential Anti-Corruption Laws liability.

12. Duty to Cooperate.

The Company may at times undertake a more detailed review of certain transactions. As part of these reviews, the Company requires all employees, agents, and third-party representatives to cooperate with the Company, outside legal counsel, outside auditors, or other similar parties. The Company views failure to cooperate in an internal review as a breach of your obligations to the Company and will deal with this failure severely in accordance with any local laws or regulations.

13. Questions About the Policy.

If you have any questions relating to this Policy, please contact the Company's Head of Compliance or the Business Unit Compliance Officer.

14. Reporting Policy Violations.

To report potential violations of this Policy, immediately notify your Supervisor, the Company's Head of Compliance, the Business Unit Compliance Officer, or the Whistleblower Channel.

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