



WINSHEAR GOLD CORPORATION
(the "Company" or "Winshear")

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

*Adopted by the Board of Directors of
Winshear Gold Corporation
on February 26, 2021*

PURPOSE

The purpose of this Policy is to expand upon Winshear's stance towards anti-bribery and anti-corruption summarized in the Company's accompanying Code of Business Conduct and Ethics.

We expect directors, officers, employees and consultants (the "**Representatives**") to make reasonable efforts to ensure that they are familiar with anti-corruption laws affecting their activities. Representatives must not only comply with anti-corruption laws in both Canada and in the jurisdictions in which the Company operates, but they must also make reasonable efforts to ensure persons acting for or on behalf of them do not directly or indirectly make any bribe or offer a benefit to any public official, other than routine entertainment expenses.

PRINCIPLES

Anti-Bribery

In Canada, the *Corruption of Foreign Public Officials Act* (the "**Act**") governs the conduct of Canadian companies toward foreign public officials, but the Company expects its Representatives to uphold the same standards in relation to Canadian public officials. Under this legislation, the Company and its Representatives shall not:

- a) Directly or indirectly, offer, give or agree to give or offer a loan, reward, advantage or benefit of any kind to a foreign public official, (nor to any person for the benefit of a foreign public official), as consideration for an act or omission by the official in connection with the performance of their duties or functions, or to induce the official to use their position to influence any acts or decisions of their government or employer for the purposes of obtaining or retaining an advantage in the course of business, including an act or decision

- to direct business; or
- b) Agree to, or comply with, any demands for a bribe made by a public official, political party, party official or political candidate.

Payment, however large or small, in exchange for a business advantage can trigger liability under the Act, as can falsifying, destroying or obscuring documents and records in order to hide such a payment. Actual payment is not required. An offer or promise to pay is sufficient to commit an offence under the Act. Examples of a business advantage include, but are not limited to, favourable treatment in securing or advancing business, contracts, licenses or permits.

Extortion

Neither the Company nor any Representatives may directly or indirectly pay (or demand, accept or receive) a bribe, facilitating payment or kickback.

A facilitating payment means any payment made to expedite routine governmental action that does not involve obtaining, retaining or directing business, such as processing visas, permits, licenses or other official documents, providing services normally offered to the public, such as mail delivery, telecommunication services and power and water supply and providing services normally provided as required, such as police protection, loading and unloading of cargo or scheduling of inspection related to contract performance or transit of goods.

A kickback means a payment of any portion of a contract to employees of another contracting party, directly or by use of other techniques such as subcontracts, purchase orders or consulting agreements to channel payments to a government official, employees of another contracting party, or their relatives or business associates.

Political Contribution

Representatives, in their private lives, are not prohibited from supporting candidates, however, the Company or any Representatives may not make any contributions or provide any financial support to political parties or candidates on behalf of the Company.

Gifts

Employees whose duties permit them to do so, such as employees in marketing, may offer, with the prior written consent of the CEO, modest gifts, entertainment or other benefits to persons who have a business relationship with the Company. The benefits must be given in accordance with generally accepted ethical business practices. For example, it is acceptable to take a client to dinner but it is not

acceptable to give a client cash.

Employees may accept modest gifts, entertainment or other benefits from persons doing or seeking to do business with the Company provided the benefits are given in accordance with generally accepted business practices and provided that such gifts are reported in writing to the CEO.

For example, a pair of tickets to a hockey game may be accepted from a supplier. However, it is not appropriate to accept a trip from a supplier, unless there is a specific business purpose and the trip has been pre-approved by the CEO.

Record-Keeping

The Company shall keep and maintain books and records that, in reasonable detail, accurately and fairly reflect all payments made to or by Representatives. Recording such payments which would conceal their true nature or is contrary to applicable accounting standards is not permitted.

Compliance

This policy has or will be made available to all our Representatives and will be posted on the Company's website and require compliance from Representatives as well as contractors and visitors to our sites and when performing work for us. A copy of the current version of this policy may also be obtained at any time from the Company's Corporate Secretary.

Each Representative will agree to abide by this policy and will be required to certify in writing their compliance with such laws from time to time, in the form approved by the board of directors. The Company will retain these certifications in the records of the Company and may disclose such certifications to the appropriate authorities if and when the Company determines it necessary or desirable as a matter of compliance with applicable laws.

Any Representative that is unwilling or unable to provide the certification may be subject to discipline up to and including termination.

Any questions regarding this policy should be directed to the CEO.

END