

Anti-Bribery and Anti-Corruption Policy

Introduction

Innovation Mining Inc. is a Canadian company with international operations and we as a company have obligations under certain anti-bribery and anti-corruption laws. Innovation Mining Inc. has adopted this Anti Bribery and Anti-Corruption Policy (this “Policy”) aiming to formalize compliance with all applicable antibribery and anti-corruption laws.

Purpose

To help Innovation Mining Inc. and/or its and all those who work for and with Innovation Mining Inc.anywhere in the world to:

Conduct themselves in an honest, ethical manner of the highest standard allowing them to comply with all applicable anti-bribery / anti-corruption laws.

Why?

Acts of bribery and corruption are morally wrong, illegal, and bad for business. Such acts could:

1. Harm the reputation of Innovation Mining Inc.and its personnel
2. Result in governments and other organizations refusing to do business with Innovation Mining Inc.
3. Discourage investment in Innovation Mining Inc.
4. Result in Innovation Mining Inc. paying a fine
5. Result in people working for Innovation Mining Inc. paying a fine or being imprisoned
6. Add to the cost of doing business

Compliance with this Policy will contribute to Innovation Mining Inc.:

- Maintaining its reputation for conducting business in an honest and ethical manner, and,
- Earning the trust of those with whom we do business by demonstrating that we operate within the law and that we do not resort to illegal practices that would give us an unfair advantage over those that comply with the law.

Definitions

Company	Innovation Mining Inc., the Company and its worldwide subsidiaries in the understanding that each one is an independent entity with its own and separate assets and legal capacity and, therefore, do not form an economic unit for any purposes
Associates	A person or company that has close personal or business, as applicable, connection with another person or company

Public Official	<p>A person who holds a legislative, administrative or judicial position of a state; A person who performs public duties or functions for a 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 state, or is performing such a duty or function; or</p> <p>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.</p>
Relative	A spouse, parent, child, or sibling.
State	<p>Any country and includes:</p> <ul style="list-style-type: none"> • any political subdivision of that country (such as a province or territory); • the government, and any department, or branch of that country or of a political subdivision of that country; or • any agency of that country or of a political sub-division of that country.
State-Owned Entity or SOE	A legal entity that is created by the government to partake in commercial activities on the government's behalf. It may be partially or fully owned by the government that created it.
Third-Party Agent	Agents, contractors, and consultants (each a Third-Party Agent) of any company with Innovation Mining Inc.
Innovation Mining Inc. Persons or you	Personnel including, directors, officers, other employees of any company in Innovation Mining Inc. or any Third-Party Agent.

What are Bribery and Corruption?

For the purposes of this policy, Innovation Mining Inc. will use the following definitions

- Bribery is typically the offering, promising, giving, accepting, or soliciting of anything of value as an inducement for an action or omission that is illegal, unethical or a breach of trust.
- Inducements can take many forms. Examples of inducement (not all inclusive) are gifts, loans, fees, rewards, opportunities, or other advantages (services, donations, etc.). Typically, a benefit is expected in return.
- Corruption is the abuse of entrusted power for private gain.

Bribery and Corruption Prevention - Improper Payments

In addition to the limits set out elsewhere in this Policy, the following are improper and are not permitted:

Bribe: Directly or indirectly (this means you cannot do something through another person that you are not allowed to do yourself),

- offer, give, or agree to offer or give, a bribe, or
- pay, offer, or agree to pay or offer, anything of value to a Public Official, political party, party official or political candidate,

to:

- corruptly influence any act or omission by the recipient in connection with the performance of the duties or functions of the recipient,
- induce the recipient to violate their lawful duty, or,
- induce the recipient to use their position with the State or SOE, or relationship with the State or SOE to influence any act or decision of such State or SOE, including, to award new business or to continue business with a particular person, or a decision on the terms of that business.

Kickback: Pay any portion of a contract payment using subcontracts, purchase orders, consulting agreements or other techniques in return for a favourable decision to any public official, employees of another contracting party or any of their respective relatives or associates.

Extortion: A bribe, facilitating payment or kickback or other payment requested or demanded, directly or indirectly, by a Public Official by any means including blackmail, threat of force, intimidation, or exercise of authority.

Facilitation Payment: Payment to a Public Official, political party or party official for "routine governmental action", such as processing papers, issuing permits, and other actions of an official, in order to expedite performance of duties of non-discretionary nature, *i.e.*, which they are already bound to perform. The payment is not intended to influence the outcome of the official's action, only its timing.

Any request or demand for a bribe, kickback or facilitation payment or extortion should be reported immediately to the Compliance Person.

Gifts, Entertainment, and Hospitality

The giving and/or the receiving of gifts, entertainment or hospitality are often a common part of doing business. Refraining from doing so may negatively affect our ability to build working relationships with the individuals and organizations with whom Innovation Mining Inc. deals. Any gift, entertainment or hospitality that is provided, must not inappropriately influence the conduct or decisions of a Public Official or an Innovation Mining Inc. Person. All actions taken and decisions made must be on an impartial and objective assessment of the facts in each situation.

Accordingly, you will not provide gifts, entertainment, or hospitality to a Public Official as an 'individual' that could create an expectation that the Public Official would repay the gesture in his or her official capacity.

Similarly, you will not accept gifts, entertainment or hospitality that would create an expectation by the person or organization, giving the gift, entertainment, or hospitality, of getting something in return from a company involving Innovation Mining Inc.

Under no circumstances, will you offer cash or cash value vouchers.

When considering the reasonableness of the expense, the frequency and total value incurred for a particular Public Official should be considered. For example, a gift given once a year may not be considered excessive but giving a gift or providing entertainment or hospitality every few weeks, may be considered excessive.

Wherever possible, gifts should have the Innovation Mining Inc. logo on the gift (*e.g.* a hat, shirt). Gifts such as tickets to a game should only be given when the Innovation Mining Inc. person will also attend the game. In this case, it is implicit that the person receiving the ticket will be expected to spend time with our team.

Personal Safety

The Company is engaged in conducting business in places where personal safety may not be guaranteed by local officials. If you are subjected to an immediate threat to personal safety, you may put your personal well-being first, even if it means that you make a payment that contravenes this Policy. The details of all incidents must be reported to the Compliance Person as soon as possible.

Retaining Agents

Innovation Mining Inc. may require from time to time the services of a Third-Party Agent to represent it in dealings with Public Officials. Because the Third-Party Agent is representing a Innovation Mining Inc., it must conduct itself in accordance with the standards set out in this Policy.

To achieve this result, we must know how the Third-Party Agent conducts itself and clearly define our expectations before we begin to do business with them, as well as monitor the activities that they perform on our behalf.

In the event that a Third-Party Agent is to be contracted by Innovation Mining Inc., then contract for the Third-Party Agent will be with the CFO.

Charitable Contributions and Social Benefits

Innovation Mining Inc. is committed to making a positive difference in the communities in which it operates. As part of this commitment, Innovation Mining Inc. will consider requests from governments and local organizations to contribute to local cultural activities or contribute to the development of or to provide goods and services to local infrastructure near its projects.

Requests must be carefully considered to ensure that the contributions made by Innovation Mining Inc. will be used for the intended lawful purposes.

No charitable contribution, sponsorship or similar contribution shall be given unless it has been preapproved by Chief Executive Officer of Innovation Mining Inc., or such other person designated in writing by the Board of Directors.

Political Contributions

The Company does not make donations or contributions to any candidate for public office or political party and does not approve of anyone making them in the name of the Company.

The Company recognizes, however, that we, as individuals, may choose to participate in political activities but these activities must not involve the use of the money, time, equipment, supplies, facilities, or other resources of Innovation Mining Inc.. Where political contributions pose a conflict of interest (or perception of) for the Company that the contributor should obtain approval of the Compliance Officer.

Government Employee Ethics

Consideration of a Public Official or a Relative of a Public Official may be warranted in circumstances where individuals with the necessary education, skills, and experience are not available. Employing a Public Official or their Relative must be carefully considered to determine that it is lawful and free from conflict of interest.

No Public Official or Relative of a Public Official shall be employed by Innovation Mining Inc. unless it has been pre-approved by the Board of Directors, and it is in accordance with the following conditions:

1. The employment is lawful in the country concerned;
2. The services rendered by the person do not conflict with the official government duties of the person;
3. The background, government role, and responsibilities of the person have been reviewed and documented by the Company;
4. The person will be permanently leaving his or her employment as a Public Official (i.e. not taking a leave of absence);
5. The person is not prevented from being hired or performing the activities for which he or she is being hired according to applicable law; and,
6. The person has no ability to influence or encourage any discretionary act of the government (including to continue to do business with Innovation Mining Inc. or provide any benefit to Innovation Mining Inc..

Books and Records

Those of us who assist in the preparation of the business and financial records or who issue regulatory or financial reports have a responsibility to ensure that they fairly present all information in a truthful, accurate, complete, and fair manner, are issued in a timely manner and conform to applicable legal requirements and the system of internal controls of the Company.

All payments made to or received by any Innovation Mining Inc. person, and the transactions to which they relate, must be fairly, accurately, and properly recorded, and reported on a timely basis.

- Appropriate records must be kept of all transactions.
- There are to be no off-book transactions, or outside system of recording a transaction, or cash funds, bank accounts, investments or other assets which are either not recorded or inadequately recorded on the books and records of the Company.
- No payment is to be approved without complete and accurate supporting documentation and authorization.

The Company maintains all records in accordance with applicable laws and regulations regarding the retention of business records. The unauthorized destruction of, or tampering with, any records, whether written or in electronic form, is prohibited where the Company is required by law or regulation to maintain such records or where the Company has reason to know of a threatened or pending government investigation or litigation where such records may be relevant.

If there is any doubt on whether any records may be disposed of, the Chief Financial Officer should be consulted.

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 violate certain Canadian laws or similar laws in other countries in which Innovation Mining Inc. has operations. If it appears that one of our directors, officers, employees, consultants, or contractors may have violated such laws, then we may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines, or imprisonment.

The violation of this Policy may constitute a criminal offence under certain statutes, including but not limited to the Criminal Code (Canada), the Corruption of Foreign Public Officials Act (Canada the Foreign

Corrupt Practices Act of the USA, Section 70.2 of the schedule to the Australian Criminal Code Act 1995 (Criminal Code), and may expose us and/or any of our directors, officers, employees, consultants, or contractors to fines and/or imprisonment.

Compliance and Reporting Violations

The compliance office for the Anti-Bribery and Corruption will be the CFO.

Any officer or other employee of Innovation Mining Inc. that becomes aware of any action which could constitute a violation of this Policy is required to report such violation to their immediate supervisor. However, if an individual is not comfortable discussing the matter with their immediate supervisor or does not believe that such supervisor has dealt with the matter properly, then such individual should submit their concern or complaint to the Chair of the Audit Committee:

- By Email: duane@innovationmining.com
- By phone: +1-604-512-8118

If the individual does not believe the Chair of the Audit Committee has dealt with the matter properly, the secondary contact to submit their concern or complaint is to the CFO:

- By email: duane@innovationmining.com
- By phone: +1-604-512-8118

The CFO should only be contacted if there is a concern with reporting to the immediate supervisor and Chair of the Audit Committee.

Our officers and employees who raise concerns in good faith with reasonable grounds for believing the information being shared indicates a violation will not be subject to any retribution or disciplinary action.

All complaints received will be considered carefully. Any complaint should provide sufficient details so that a reasonable investigation can be conducted.

Certification

When your employment or association with the Corporation begins, you must sign an acknowledgement form confirming that you have read and understand this Policy and agree to abide by its provisions. Requests to make similar acknowledgements will be made on a periodic basis.

Failure to read or understand this Policy, sign any acknowledgement form does not excuse you from compliance with this Policy.

Management Responsibilities

Our management 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 Innovation Mining Inc.

All requests to consider a Public Official or a relative of a Public Official for employment above shall be sent to the Compliance Person.

Questions

If you have any questions about this Policy or a particular situation you are facing, do not hesitate to discuss it with your supervisor or the Compliance Person. We encourage you to seek advice if you have any concerns about the right course of action.

Please read the Policy carefully and always comply with. You are expected to know the content of the Policy and keep up to date with any changes.

Review of Policy

The Audit Committee will review and evaluate this Policy at least annually to determine whether this Policy is effective in ensuring compliance by Innovation Mining Inc., our directors, officers, employees, consultants, agents, and contractors with applicable anti-bribery and anti-corruption laws. Any amendments proposed, by the Audit Committee will be submitted to the Board of Directors for consideration, and if approved, will be brought to the attention of each director, officer, and other employee of the Corporation upon such amendment becoming effective.

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