

1. PURPOSE

Citigold Corporation Ltd and subsidiaries (Citigold) are committed to conduct their business and activities in accordance with all applicable laws, regulations and comply with their code of conduct. All Personnel are expected to act honestly, in good faith and in the best interests of the company and shareholders as a whole and not to use their position for personal and unlawful gains.

2. OBJECTIVES / PRINCIPLES

Bribery is the act of offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or breach of trust. A bribe can take the form of monetary or non-monetary benefit such as cash or non-cash gifts, loans, favours, business or employment opportunities or lavish hospitality.

Corruption is the misuse of public power for private profit, or the misuse of entrusted power for private gain.

In accord with the Reporting Thresholds specified amounts, all Personnel must:

- not give or accept gifts and/or benefits that will compromise your integrity and objectivity in performing duties.
- not offer or accept gift, benefits or entertainment from the public, businesses, politicians and government officials without prior approval of the Company Secretary.
- record in the Gifts and Hospitality Register all gifts and benefits provided on behalf of Citigold.
- obtain prior approval for any donation and sponsorship.

3. REPORTING THRESHOLDS

The threshold for reporting has been set on the basis that amounts in excess of this value may have the ability to influence people's behavior. Amounts individually or in combination when provided as a package exceeding:

- All discretionary payments by Citigold to government or political parties is subject to board approval.
- Donations and sponsorship made by Citigold >\$500
- Gifts and entertainment received from a third party >\$1,000

4. RESPONSIBILITY AND SCOPE

Policy applies to all personnel, employees, directors, contractors and business partners (Personnel).

Company Secretary is responsible for maintaining the registers.

Leadership Team is responsible for informing the Company Secretary when they become aware of any planned payments or offered gifts or entertainment exceeding the Reporting Threshold covered by this policy.

5. KEY POLICY REQUIREMENTS

Personnel are not permitted to give, offer, promise, accept, request or authorize a bribe, directly or indirectly.

5.1. Gifts and Hospitality

While accepting of gifts, hospitality or entainment of moderate value is customary according to local business practice, caution must be exercised by all Personnel to ensure this policy is complied with.

Acceptable gifts and other benefits can include token small value gifts and usable items, light refreshments or modest meals provided in a business context such as meetings and events; and if it is a ceremonial gift or customary gift where it will seem rude to refuse then these gifts belong to Citigold and you must declare and report the item on the Gifts and Hospitality Register.

Personnel should, where possible or when unsure, discuss with the Company Secretary if they have been offered a gift/benefit before accepting it, to determine the appropriate action.

Personnel must declare all gifts and benefits, valued in excess of the reporting threshold, in the Gifts and Entertainment Register while declining all benefits above the reporting threshold.

5.2. Political Contributions

Discretionary payment to government or political party above Reporting Threshold advise Company Secretary.

6. YOUR RESPONSIBILITIES:

You must ensure that you read, understand and comply with this Policy. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all. If any person becomes aware or suspects bribery or other forms of corruption practices they should immediately report to their supervisor or follow the guidelines in the Citigold's Whistle-Blower Policy.

7. BREACHES

Breaches of the provisions within Policy may be regarded as misconduct and subject to disciplinary action.

Approved by the Board of Directors: 23 March 2021