

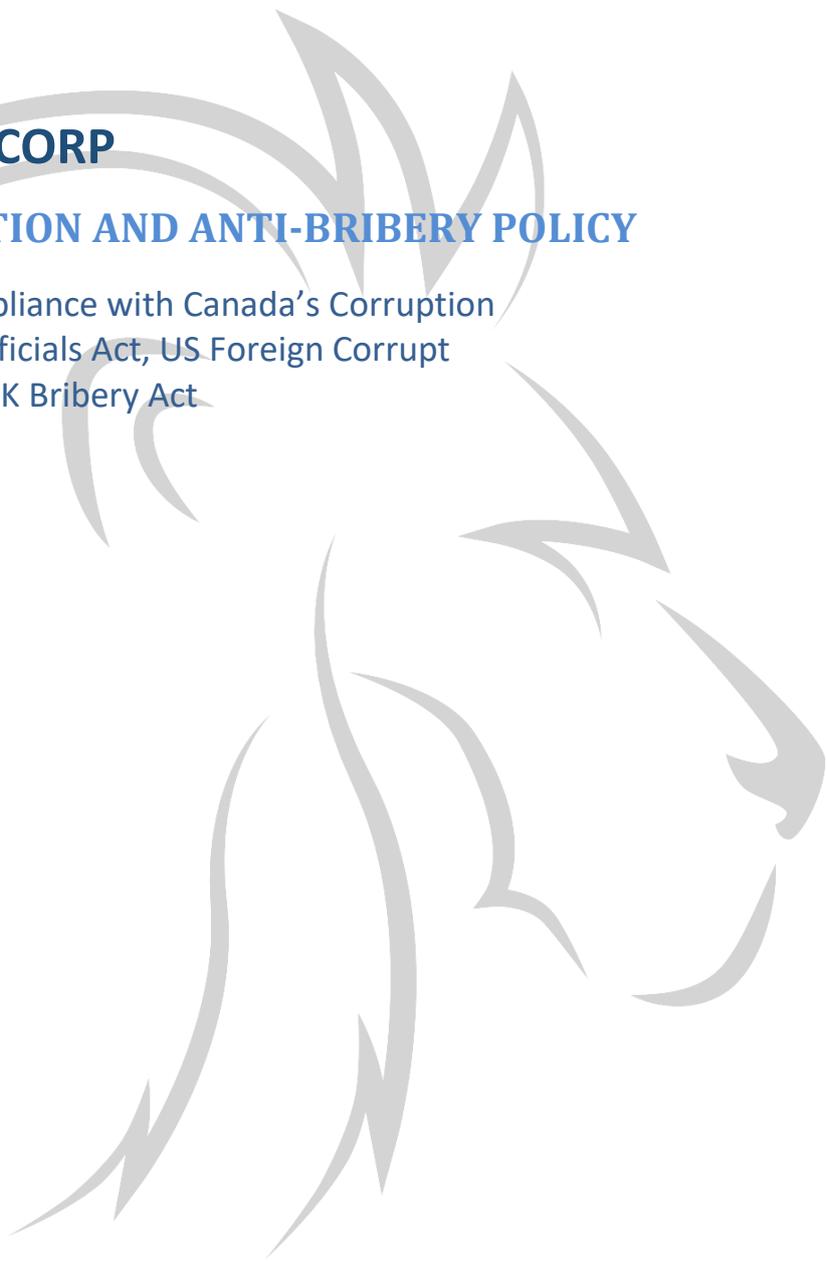
DILI CAPITAL CORP

ANTI-CORRUPTION AND ANTI-BRIBERY POLICY

Guidelines for Compliance with Canada's Corruption of Foreign Public Officials Act, US Foreign Corrupt Practices Act, and UK Bribery Act

23 March 2020

Version 0.1



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1. OBJECTIVE OF THE POLICY

Dili Capital Corp. (the “**Company**” or “**DiliCapital**”) is committed to conducting its business in accordance with applicable law and the highest ethical standards. That commitment is reflected in our Code of Business Conduct and Ethics and in this Anti-Corruption and Anti-Bribery Policy (the “**Policy**”), which is intended to provide guidance and procedures for compliance with Canada's *Corruption of Foreign Public Officials Act* (“**CFPOA**”), US Foreign Corrupt Practices Act (“**FCPA**”), UK Bribery Act (“**UKBA**”) and local laws pertaining to bribery and corruption.

There are laws throughout the world combating bribery and corruption, particularly with respect to government officials, including laws that apply to DiliCapital’s international activities. Three such laws are the CFPOA, FCPA and UKBA. Although the CFPOA, FCPA and UKBA are laws of Canada, the United States and the United Kingdom, respectively, such laws can apply to DiliCapital anywhere in the world. Additionally, DiliCapital’s international activities may be subject to local anti-bribery and anti-corruption laws.

DiliCapital is committed to compliance with anti-bribery and anti-corruption laws, even if there may be a perception that local authorities do not enforce such standards.

2. COMPLIANCE AND REPORTING

This Policy applies to every DiliCapital employee, including but not limited to senior executive and financial officers, and to members of the Board of Directors and reflects the standards to which DiliCapital expects all people and entities providing work or services for DiliCapital (“**Employees and Associates**”) to adhere to.

Employees and Associates are required to take all responsible steps to prevent a violation of this Policy, to identify and raise potential issues as soon as reasonably practicable, and to seek additional guidance when necessary. DiliCapital Personnel who have any questions about this Policy are asked to contact DiliCapital’s Chief Financial Officer (the “**CFO**”), or any of the officers of the Company including the Chief Executive Officer (the “**CEO**”). Suspected violations of this Policy may be reported to DiliCapital’s CFO, the Audit Committee Chair, or the Whistleblower Hotline. Information on how to reach DiliCapital’s CFO, Audit Committee Chair, and the Whistleblower Hotline is posted on DiliCapital’s website at www.dilicapital.com

3. BRIBERY AND CORRUPTION

a. What is bribery and corruption?

Corruption is the misuse of power by government officials or other parties for illegitimate private gain. Bribery is the offer, promise or provision, directly or indirectly, of a loan, reward, advantage or benefit of any kind to a person in a position of power to influence that person's conduct to obtain or retain an improper advantage.

Offers or agreements to pay a bribe are sufficient to constitute a violation of the CFPOA, even if the bribe is not accepted, it is never actually received, or the objective of the bribe is not achieved.

Bribery and corruption can take many forms, including the provision or acceptance of:

- cash payments;
- jobs or "consulting" relationships for the official or his or her family or friends;
- stock options;
- commissions or kickbacks;
- investment opportunities;
- excessive gifts, entertainment or hospitality;
- payment of non-business-related or lavish travel expenses; or
- personal favours to the official or his or her family or friends.

There is no minimum value under the CFPOA, and even things of modest value can trigger a violation. Corruption and bribery are never acceptable business practices. Employees and Associates are prohibited from offering, paying, promising or authorizing any bribe to any government official, either directly or indirectly.

b. Who are Government Officials?

The CFPOA defines government officials ("foreign public officials" in the statute) broadly to include any appointed, elected, or honorary official or any employee of a government, of a government-owned or controlled company, or of a public international organization. The definition encompasses officials in all branches and at all levels of government: federal, state or local. A person does not cease to be a government official by purporting to act in a private capacity, or because he or she serves without compensation.

Government officials relevant to DiliCapital's business include the following:

- government ministers and their staff members;
- judges;
- ambassadors;
- officials or employees of government departments and agencies including customs, immigration, environment, mines and other regulatory agencies;
- military and police personnel; and
- mayors, councilors or other members of local government.

If you are not sure whether a person is a government official, please contact the CFO or CEO for further guidance. Because benefits to close relatives, including spouses, children, parents or siblings, of a government official may be deemed by enforcement authorities as indirect benefits to a government official, any gift or entertainment provided to a close relative of a government official must comply with Sections 5 and 6 of this Policy. You must also consult with the CFO or CEO before entering into any contract or transaction with a close relative of a government official or a

company owned or controlled by a close relative of a government official.

4. FACILITATION PAYMENTS

A "Facilitation Payment" is a payment of minimal value made solely to expedite or secure the performance of a routine government action such as the issuance of a permit, license or other document to qualify a person to do business or the processing of official documents, such as visas and work permits. Under this Policy, even Facilitation Payments are prohibited.

5. GIFTS TO GOVERNMENT OFFICIALS

A reasonable gift may be provided to a government official in appropriate circumstances, but only if:

- there is a direct connection to a legitimate business or promotional activity or the performance of an existing contract;
- it is consistent with normal social or business customs in the official's country and with DiliCapital's own business practices;
- it is provided in a transparent and open manner;
- the cost is reasonable; and
- it does not create a sense of obligation on the part of the recipient.

The provision to a government official of gifts or other benefits that do not meet those tests is prohibited, as are all gifts in the form of cash, stock or other negotiable instruments.

Any gift to a government official must be accurately accounted for and described in DiliCapital records. The description should identify the nature of the gift, its value, the date it was given, and the identity of the recipient.

6. ENTERTAINMENT OF GOVERNMENT OFFICIALS

The provision, directly or indirectly, of meals, entertainment, hospitality or any other benefit of any kind to a government official on a scale that might be perceived as creating an obligation on that official is prohibited.

In appropriate circumstances, reasonable meals, entertainment or other normal business hospitality may be provided to a government official, but only if:

- there is a direct connection to a legitimate business or promotional activity or the performance of an existing contract;
- it is consistent with normal social or business customs in the official's country and with DiliCapital's own business practices;
- it is provided in a transparent and open manner;
- the cost is reasonable; and
- it does not create a sense of obligation on the part of the recipient.

When considering the reasonableness of the expense, consider the frequency with which such expenses are incurred for an official. Modest costs frequently incurred can, when aggregated, amount to lavish and potentially improper payments.

The provision of any meal, entertainment or other hospitality for a government official must be accurately accounted for and described in DiliCapital's records. It must be accounted for in a

separate expense report which identifies the type of benefit provided, its value, the date it was provided, and the identity of the recipient.

7. PAYMENT OF TRAVEL, EXPENSES AND PER DIEMS FOR GOVERNMENT OFFICIALS

If a government department does not have adequate resources to undertake required tasks in connection with the regulation or approval of specific activities, DiliCapital could be asked to provide financial or other support for such activities.

In appropriate circumstances, and when required by the government to do so, DiliCapital may pay reasonable expenses for government officials. Such expenses may be approved when there is a legitimate business need for DiliCapital to pay them, for example:

- in connection with contract negotiation or contract execution; or
- in connection with the promotion, demonstration, explanation or inspection of DiliCapital's operations.

Such expenses may only be paid where permitted under local law and approved in advance by the CFO or CEO in writing. The expenses must be reasonable in amount and directly related to the business purpose.

DiliCapital will not pay or reimburse travel or other expenses which are primarily for recreation or entertainment, or for an official's spouse or other family members.

Per diems or cash allowances must not be paid to government officials, except with the prior written authorization of the CFO or CEO.

Where at all possible, all expenses paid for government officials should be paid directly by DiliCapital. The payment of any expense for a government official must be accurately accounted for and described in DiliCapital records. It must be accounted for in a separate expense report, accompanied by supporting documentation that identifies the type of expense incurred, the amount, the date provided, and the identity of the recipient.

8. POLITICAL CONTRIBUTIONS OR CHARITABLE CONTRIBUTIONS

DiliCapital assets (including money, property or other things of value) may not be contributed or otherwise made available to any political candidate, party or committee.

DiliCapital may, from time to time, make charitable contributions with the prior approval of the CFO or CEO. All charitable contributions by or on behalf of DiliCapital must be accounted for with supporting documentation, including a receipt or written acknowledgment of the donation from the recipient.

DiliCapital, its Employees and Associates are prohibited from making contributions to any charity owned or controlled by a government official.

Employees and Associates may otherwise make contributions to charity with their own funds, but no such contributions will be reimbursed by DiliCapital.

9. AVOIDING BRIBERY OF NON-GOVERNMENT PERSONNEL

While the focus of this Policy is on avoiding bribery and corruption relating to government

officials, bribery of non-government personnel is also illegal. Employees and Associates are prohibited from offering, paying, promising or authorizing any bribe to anyone else, including but not limited to non-government organizations, union officials, indigenous peoples, suppliers, off-takers or community leaders, whether directly or indirectly.

This Policy is not intended to discourage a reasonable expense incurred for building a relationship with non-government personnel, so long as:

- it is consistent with normal business customs in the host and recipient's country;
- it is provided in a transparent and open manner;
- the cost is reasonable;
- it is for a legitimate DiliCapital business reason; and
- it does not create a sense of obligation on the part of the recipient.

All gifts in the form of cash, stock or other negotiable instruments are prohibited.

10. WHAT TO DO IN THE EVENT OF A REQUEST OR DEMAND FOR, OR OFFER OF, A BRIBE

If anyone requests, demands or offers a bribe, you must decline, noting that DiliCapital does not engage in bribery, and make a record of the request, demand or offer as soon as possible. The record should be marked "confidential" and promptly provided to the CFO or CEO so that the CFO or CEO can advise regarding the appropriate next steps.

11. ASSOCIATES

Association with an Associate who acts disreputably or illegally may cause DiliCapital significant harm.

a. Due Diligence on Associates

Prior to entering into a business relationship with an Associate, a DiliCapital employee (the "Employee") must report the potential engagement in writing to the CFO or CEO. No Associate may be engaged without the pre- approval of the CFO or CEO.

The CFO or CEO will direct due diligence on the Associate that addresses:

- the qualifications of the Associate;
- the services the Associate will provide;
- the compensation DiliCapital will provide and the basis for believing that compensation is reasonable, given the Associate's experience, the country where the services are to be performed, the expected results and the amount and difficulty of the work to be performed;
- information regarding the Associate's character, reputation and history of conducting business in an ethical and legal manner;
- the business and government affiliations of the Associate and his or her family and close associates;
- if the Associate is not an individual, its directors, officers and shareholders; and
- the propriety of the potential engagement under local law.

The process and extent of due diligence to be performed depends on the circumstances and will be determined by the CFO or CEO. After completing due diligence as appropriate, a written summary of the due diligence findings should be recorded. At a minimum, documentation obtained through due diligence should be preserved.

b. Contracts with Associates

DiliCapital will only retain an Associate using a written agreement that defines the scope of the relationship and the compensation terms. All agreements with Associates will provide, among other things, that:

- the Associate represents that neither he, she or it, nor any of his, her or its owners, directors, principals or close relatives is a government official, and that he, she or it will promptly advise DiliCapital of any change in that regard;
- the Associate commits to abide by this Policy and all applicable anti-corruption and anti-bribery laws as if he, she or it were an Employee;
- DiliCapital has grounds to terminate the agreement if it has reasonable cause to believe that the Associate is violating or has violated any applicable anti-corruption or anti-bribery law; and
- DiliCapital has the right to audit the Associate's compliance with the agreement.

c. Managing Associates

DiliCapital will maintain a record of the names and contract terms for all Associates.

Payments made to any Associate must be appropriate remuneration for the legitimate services rendered, and must not:

- exceed the amount specified in the written agreement with the Associate;
- be paid in cash;
- be payable to any party other than the Associate at its normal place of business;
- be paid to a bank account different from the one specified in contractual documents; or
- reimburse the Associate for inappropriate or inappropriately documented expenses.

Employees responsible for engaging or working with Associates must regularly monitor the Associates' performance and conduct.

Contracts with Associates must not be extended or renewed without the approval of the CFO or CEO.

12. INTERNAL CONTROLS

Management of DiliCapital and each subsidiary will maintain a system of internal controls to facilitate compliance with this Policy, foster a culture of integrity and maintain high ethical standards throughout DiliCapital.

13. BOOKS AND RECORDS

DiliCapital will maintain books and records that accurately reflect all transactions, use and disposition of assets, and other similar information. All Employees and Associates must ensure that:

- all gifts, hospitality, and other expenses are properly reported and recorded;
- any payment made on behalf of DiliCapital is supported by appropriate documentation; and
- no Employees and Associates will create or help create any documents for concealing any improper activity.

In reviewing and approving expenses, or in the review of any books and records, any question which may arise in connection with this Policy is to be brought to the attention of the CFO or CEO.

14. COMMUNICATION OF THIS POLICY

All Employees and Associates will be informed of this Policy. Copies of this Policy will be provided to Employees and Associates directly and will also be posted, in English and Spanish, on DiliCapital's website at www.dilicapital.com. All Employees and Associates will be advised whenever significant changes are made to this Policy.

To ensure that Employees and Associates are aware of this Policy, a copy of this Policy will be distributed to all Employees and Associates who will be required to annually sign an acknowledgement that they have received, read, and will abide by the Policy. All Employees and Associates will be informed whenever significant changes have been made to this Policy. All new Employees and Associates will be provided with a copy of this Policy together with the *Code of Ethics* and advised of its importance. Any other stakeholders can refer to the Company website page for updated information on this Policy.

15. TRAINING, CERTIFICATION AND POLICY UPDATES

The CFO or CEO will establish and conduct a suitable training program for all appropriate new or existing Employees and Associates on the compliance goals and requirements of this Policy and will maintain records documenting the date and content of the training and the names of those trained.

All directors and officers of DiliCapital together with any Employees and Associates specified by the Audit Committee of the Board must provide annual certification of compliance with this Policy. The CFO or CEO will review this Policy and report to the Audit Committee on its effectiveness at least annually and will recommend updates of the Policy to the Board as necessary.

16. REPORTING VIOLATIONS

DiliCapital expects all Employees and Associates to take steps to prevent a violation of this Policy, including identifying and raising potential issues before they lead to problems, and seeking additional guidance when necessary.

Employees and Associates who become aware of an actual or potential violation of this Policy must promptly report the matter to his supervisor, the CFO or CEO or the Chair of the Audit Committee, or by calling the toll-free number established for purposes of the DiliCapital Whistleblower Policy: +1 416 548 7876. Employees and Associates may submit their concerns confidentially and, if desired, anonymously, in writing marked "Private and Confidential" to Dili Capital Corp. 300-1370 Don Mills Road, Toronto, ON Canada M3B 3N7. Attention: Audit Committee Chair.

Employees and Associates who raise concerns will not be subject to retaliation or disciplinary action. Retaliation by anyone for the making of a good faith report of a possible violation of the law or this Policy is prohibited and will result in disciplinary action, up to and including termination.

If Employees and Associate report the matter to a supervisor, that supervisor will immediately communicate the information to the CFO or CEO. The CFO or CEO, in turn, will report all violations or potential violations of this Policy or applicable anti-corruption laws to the Audit Committee Chair and the Audit Committee in consultation with the CFO or CEO will determine the most appropriate method to investigate the substance of the claims and resolve the matter.

17. CONSEQUENCES OF VIOLATION

Acts by Employees and Associates in violation of this Policy or applicable laws relating to bribery and corruption, including the CFPOA, may damage DiliCapital reputation and jeopardize its future business opportunities, expose DiliCapital to scrutiny by regulatory bodies and make DiliCapital complicit in any illegal acts. Bribery and corruption are very serious offences, and corrupt behaviour by Employees and Associates could expose DiliCapital and its Employees and Associates to criminal liability including significant fines and, in the case of individuals, imprisonment for up to 14 years.

Breaches of this Policy will be regarded by DiliCapital as serious misconduct, which may lead to disciplinary action, up to and including termination of the employment or engagement of the Employee or Associate.

18. QUESTIONS

Any questions regarding this Policy should be directed by email to compliance@dilicapital.com.

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| ★ CERTIFIED DOCUMENT ★ | |
|  project financing & consulting | <small>Head Office 1370 Don Mills Rd. Suite 203 Toronto, ON, Canada M3B 3W7</small> |
| Signature _____ | |
|  project financing & consulting | <small>Head Office 1370 Don Mills Rd. Suite 203 Toronto, ON, Canada</small> |
| Name _____ | |

23 March, 2020

Date

Approved on 23rd March 2020.