

JAMES BAY RESOURCES LTD.
GIFTS & HOSPITALITY POLICY

1 INTRODUCTION

- 1.1 The Board of Directors of James Bay Resources Ltd.¹ (“**James Bay**” or the “**Company**”) has determined that, on the recommendation of the Corporate Governance Committee, James Bay should formalise its policy on the provision and receipt of gifts and hospitality during the course of its business.

2 OBJECTIVES OF THE POLICY

- 2.1 James Bay recognises that gifts and hospitality can be an important part of developing business relationships. However, caution should be taken in accepting or providing gifts or hospitality that could raise suggestions of impropriety or create a position of obligation on the part of the recipient.
- 2.2 The objective of this Gifts & Hospitality Policy (the “**Policy**”) is to provide a procedure to ensure that James Bay, together with its directors, officers, employees, consultants and contractors, may provide or receive gifts and/or hospitality, in compliance with high standards of integrity and all relevant laws and regulations applicable.

3 APPLICATION OF THE POLICY

- 3.1 This Policy applies to all directors, officers, employees, consultants and contractors of James Bay and compliance with this Policy for each director constitutes terms of service, for each officer and employee constitutes conditions of employment, and for each consultant and contractor constitutes conditions of providing services to James Bay. Each such person agrees to be bound by the provisions of this Policy upon notification of the most recent copy being given to them or upon notification that an updated version has been placed on James Bay's website for review.

4 COMMUNICATION OF THIS POLICY

- 4.1 To ensure that all directors, officers, employees, consultants and contractors of James Bay are aware of this Policy, a copy of the Policy will be provided to them and they will be advised that this Policy is available on James Bay’s website for their review. All directors, officers, employees, consultants and contractors of James Bay will be informed

¹ This Policy applies to James Bay Resources Ltd. and all of its subsidiaries. Accordingly, this Policy will refer to James Bay and its subsidiaries as “James Bay” or the “Company”.

whenever significant changes are made. New directors, officers, employees, consultants and contractors will be subject to this Policy and educated about its importance.

5 COMPLIANCE

- 5.1 All directors, officers, employees, consultants and contractors, in discharging their duties on behalf of James Bay, will comply with the laws, rules and regulations of the location in which James Bay is performing business activities, and in particular with respect to any applicable anti-corruption laws, rules and regulations.
- 5.2 As the anti-corruption laws of the US and Canada have extraterritorial application, James Bay, its employees and associated persons will be bound by the most stringent requirements of these laws in respect of its conduct in all jurisdictions they operate, even if such conduct would otherwise be permitted by the local law of a particular jurisdiction. Where uncertainty or ambiguity exists, please contact the Company's Anti-Corruption Compliance Officer who may seek further legal advice.

6 ANNUAL CERTIFICATION

- 6.1 All directors, officers, employees and consultants, together with such contractors of James Bay as the board of directors (the "**Board of Directors**") or management of James Bay Resources Ltd. may decide, will provide annual certification of compliance with this Policy in the form available for review on James Bay's website.
- 6.2 The Chief Operating Officer (the "**Chief Operating Officer**") and/or Anti-Corruption Compliance Officer of James Bay Resources Ltd. will be responsible for ensuring that all annual certifications are obtained on or before the end of the first fiscal quarter of each year, and for providing written confirmation to the Board of Directors that such certifications have been obtained and summarising the results thereof.

7 STANDARDS IN PROVIDING OR ACCEPTING GIFTS OR HOSPITALITY

- 7.1 Directors, officers, employees, consultants and contractors, and their families will not give or accept gifts, gratuities or entertainment in relation to James Bay or its business that may conflict with the provisions of this Policy. For clarity, all directors, employees, consultants and contractors of James Bay must ensure that:
- (a) The gift / hospitality is not given or accepted with the intention or expectation of influencing a party to obtain or retain business or a business

advantage², or as a reward for the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;

- (b) The gift or hospitality is customary to the industry;
- (c) The gift or hospitality does not violate any local laws;
- (d) Any gift or hospitality given is provided in the name of the Company and not in the name of the individual;
- (e) The gift or hospitality does not include cash or a cash equivalent (*e.g.* vouchers, gifts certificates);
- (f) The gift or hospitality is of an appropriate type and value and given or accepted at an appropriate time, taking into account the business relationship with the counterparty, any pending action expected of the counterparty and the reason for the gifts / hospitality;
- (g) The gift or hospitality would be considered as being appropriate by an independent third party bystander in all the circumstances and in hindsight; and
- (h) The gift / hospitality is given or accepted openly and not secretly.

8 GIFTS & HOSPITALITY TO PUBLIC OFFICIALS

8.1 James Bay requires all directors, officers, employees, consultants and contractors to exercise great care when interacting with public officials and demands that they act with the highest level of integrity.

8.2 Prior approval must be obtained from the Company's Managing Director (the "**Managing Director**") (if in Nigeria) or otherwise the Chief Executive Officer (the "**Chief Executive Officer**") of James Bay Resources Ltd. for the making of any gift or the provision of any hospitality to a public official. Gifts or hospitality of an insignificant value such as promotional items (*e.g.* pens, notepads, diaries and calendars) or refreshments offered during a meeting are not covered by this rule.

² A business advantage means that James Bay is placed in a better position financially, economically, reputationally or in any other beneficial way either than its competitors or than it would otherwise have been had the gift or hospitality (which could constitute bribery or corruption) not taken place

9 APPROVAL FOR OTHER GIFTS & HOSPITALITY

- 9.1 Gifts or hospitality to those other than public officials should never be offered or accepted without the prior approval of the Chief Executive Officer where the value of the gift or the hospitality per person is more than the limits notified internally and available from the Chief Operating Officer at any time. Gifts or hospitality of an insignificant value such as promotional items (*e.g.* pens, notepads, diaries and calendars) or refreshments offered during a meeting are not covered by this rule.
- 9.2 Care should also be taken that several smaller gifts or lower levels of hospitality are not provided to the same recipient thereby breaching the overall limits notified internally and available and available from the Chief Operating Officer at any time. Recovery of the reasonable cost of a gift or hospitality provided may be claimed in accordance with James Bay's group expenses policies. When providing hospitality, a host from James Bay should always be in attendance at the event.
- 9.3 Where a gift is received of a value in excess of the amount established by the Chief Executive Officer from time to time (with the approval of the Corporate Governance Committee) and it would be impractical or offensive to return it (*e.g.* due to local customs), the Managing Director (if in Nigeria) or otherwise the Chief Executive Officer will decide whether it is appropriate to keep the gift or whether it should be donated to charity.
- 9.4 Further, there may be occasions where directors, officers, employees, consultants and contractors of James Bay and their families are provided with more generous hospitality and it will be necessary to obtain approval from the Managing Director (if in Nigeria) or otherwise the Chief Executive Officer before accepting. If acceptance of the hospitality would leave any director, officer, employee, consultant or contractor of James Bay in a position of obligation, it should be politely declined.

10 GIFTS & HOSPITALITY REGISTER

- 10.1 All gifts and hospitality provided, received or declined must be recorded in James Bay's Gifts Register which is maintained by the Finance Director in Nigeria or elsewhere by James Bay's Anti-Corruption Compliance Officer.

11 REPORTING VIOLATIONS OF THIS POLICY - WHISTLEBLOWER POLICY

- 11.1 All directors, officers, employees, consultants and contractors will adhere to James Bay's commitment to conduct its business and affairs in a lawful and ethical manner. All

directors, officers, employees, consultants and contractors are encouraged to raise any queries with the Anti-Corruption Compliance Officer.

- 11.2 In addition, any director, officer, employee, consultant and contractor of James Bay who becomes aware of any information suggesting that a violation of the Policy has occurred or is about to occur is required to report it to the Anti-Corruption Compliance Officer.
- 11.3 Persons who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. James Bay aims to encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. No directors, officers, employees, consultants and contractors of James Bay will suffer demotion, penalty or other adverse consequences for raising legal or ethical concerns or for reporting possible wrongdoing, even if it may result in the Company losing business or otherwise suffering a disadvantage.
- 11.4 James Bay also has adopted a Whistleblower Policy which provides procedures for reporting violations of laws, rules, regulations or James Bay's corporate policies, including a procedure for anonymous reporting. A copy of the Whistleblower Policy can be found on James Bay's website at www.jamesbayresources.com.
- 11.5 James Bay prohibits retaliatory action against any person who raises a concern in good faith.

12 CONSEQUENCES OF NON-COMPLIANCE WITH THE POLICY

- 12.1 Failure to comply with this Policy may result in severe consequences, which could include internal disciplinary action or termination of employment or consulting arrangements without notice. Violation of this Policy may also violate or constitute a criminal offence under US, Nigerian and Canadian laws. If it appears that any director, officer, employee, consultant or contractor of James Bay may have violated such laws, then James Bay may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment for James Bay and/or the responsible person.

13 REVIEW OF THE POLICY

- 13.1 The Anti-Corruption Compliance Officer and the Board of Directors will review and evaluate this Policy on an annual basis to determine whether it is effective in ensuring compliance by James Bay, its directors, officers, employees, consultants or contractors with all relevant anti-corruption laws, rules and regulations.

14 QUERIES

If you have any questions about how this Policy should be followed in a particular case, please contact the Anti-Corruption Compliance Officer or the Chief Operating Officer of James Bay in the first instance on +1 416 366 4200

15 PUBLICATION OF THE POLICY

This Policy will be posted on James Bay's website at www.jamesbayresources.com

Approval Date:

Approved By: Corporate Governance Committee and the Board of Directors