



ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

1. Introduction

- 1.1 Lucara Diamond Corp. (“Lucara” or the “Company”), and its subsidiaries are committed to conducting business in accordance with all applicable laws, rules and regulations and the highest ethical standards, and this commitment is embodied in Lucara’s *Code of Business Conduct and Ethics* (the “Code of Business Conduct”).
- 1.2 The purpose of this Anti-Bribery Policy (the “Policy”) is to set out Lucara’s expectations regarding compliance by the Company and its officers, directors, employees and agents with Canada’s *Corruption of Foreign Public Officials Act*, Botswana’s *The Penal Code and the Corruption and Economic Crime Act*, UK’s *Bribery Act (UKBA)*, South Africa’s *Prevention and Combatting of Corrupt Practices Act (“PCCA”)*, the U.S. *Foreign Corrupt Practices Act*, and any other anti-bribery or anti-corruption laws that are applicable. This Policy supplements the Code of Business Conduct and applicable laws and applies to Lucara’s operations world-wide.
- 1.3 This Policy applies to all directors, officers and employees of the Company (collectively, “Employees”). The Company’s agents, contractors, consultants and suppliers (collectively, “Third Parties”) must comply with this Policy, or their own policy that Lucara has determined to be comparable, as a condition of doing business with Lucara.
- 1.4 Lucara’s President and Chief Executive Officer (the “CEO”) shall be responsible for administering and interpreting this Policy, under the oversight of the Audit Committee. Any questions about the permissibility or lawfulness of any transaction or activity should be promptly directed to the CEO before the transaction or activity takes place.

2. Prohibition on Bribery

- 2.1 **This Policy prohibits all forms of bribery, whether direct or indirect by, or of, its Employees or Third Parties.** Any participation, whether directly or indirectly, in any bribes, including kickbacks, indirect contributions, facilitation payments or any similar improper payments, is expressly forbidden, whether or not they might further the business interests of the Company.
- 2.2 In this Policy, bribery is the offering, promising, giving, accepting or soliciting, either directly or indirectly, of a financial advantage, a thing of value or other reward to induce or influence an individual, company, or Public Official (defined below) to take an action which is improper, illegal, unethical or a breach of trust. A bribe can take the form of money, a gift, a loan, a fee, a reward or any other advantage. A promise to pay a bribe is also prohibited by this Policy.
- 2.3 Notwithstanding the foregoing, any Employee can make a payment when demanded to do so if he or she believes it is necessary to preserve his or her health, safety or well-being or that of another Employee. However, payments cannot be made to preserve or safeguard property or to avoid social awkwardness. Afterwards, the Employee must properly document the amount and purpose of the payment and report it to the Chief Financial Officer (“CFO”) of Lucara, who shall report the same to the Audit Committee.



3. Dealing with Public Officials

3.1 Lucara values the integrity of its relationships with government agencies, officials, political parties, leaders and candidates throughout the world and expects its Employees and its Third Parties to conduct themselves properly when dealing with Public Officials.

3.2 In this Policy, a “*Public Official*” means any person who acts, or within the last two years has acted, or who is standing for election, in an official capacity for a national, local or foreign government and will include any officer, employee or person (which also includes their children, spouses, parents and siblings) representing or acting on behalf of any of the following entities (a “*Public Entity*”):

- a) Government, department, ministry, agency, authority or branch of government, including corporations or similar entities owned or controlled by any governmental authority;
- b) Political party, which includes party officials and candidates;
- c) Embassy or consulate;
- d) Public agency constituted under public law to carry out specific tasks in the public interest;
- e) Public enterprise over which a government may directly or indirectly exercise dominant influence.

3.3 A person does not cease to be a Public Official by purporting to act in a private capacity or by the fact that he or she serves without compensation. Below are examples of Public Officials relevant to the Company’s business:

- a) Government ministers and their staff;
- b) Members of legislative bodies;
- c) Judges, ambassadors, consuls;
- d) Officials or employees of government departments and agencies such as customs, immigration, environment, mines and tax and other regulatory agencies;
- e) Employees of state-owned mining companies or other government-owned or controlled corporations;
- f) Military and police personnel;
- g) Political party officials and candidates for political office;
- h) Governors, mayors, councillors or other members of local government;
- i) Indigenous officials;
- j) Employees of public international organizations, such as UNECLAC and OECD.

3.4 Any questions about whether a particular person is a Public Official should be directed to Lucara’s CFO.

3.5 **This Policy prohibits the offering, giving or paying of money or a “thing of value”, directly or indirectly, to a Public Official.**

3.6 A “*thing of value*” means any advantage of any kind, whether provided with corporate or personal funds. A thing of value includes things with nominal or no monetary value. Examples include money, gifts,



entertainment, travel or hospitality, kickbacks, loans, rewards, tuition fees for the Public Official including for a family member, provision of services or facilities for less than full cost, employment or offers of future employment for the Public Official including for immediate family members.

- 3.7 It is prohibited to offer, give or pay money for a “thing of value” to a Public Official, including low-level government employees, for expediting or securing the performance of a routine governmental action or a necessary action to which Lucara is entitled. These are frequently referred to as “grease payments” or “facilitation payments”. For example, paying a customs official to prioritize Lucara’s paperwork so that the Company’s goods, which are legal and entitled to an import permit, receive their permit speedily is a facilitation payment and prohibited by this Policy.
- 3.8 It is prohibited to retain a Third Party who has contact with, deals with, or does business with a Public Official until sufficient due diligence has been performed to enable Lucara to confirm ownership, reputation, compliance with laws, qualifications and the reasonableness of the proposed compensation. All Third Parties must be engaged pursuant to a written contract that:
- a) imposes obligations on the Third Parties with respect to compliance with this Policy and with applicable laws;
 - b) gives Lucara remedies for non-compliance with this Policy; and
 - c) gives Lucara the right to audit a Third Party’s books and records to ensure compliance. The Company must take steps to ensure that no part of the payments or reimbursements to a Third Party will be applied directly or indirectly to make a payment or gift to a Public Official contrary to this Policy.

4. Gifts and Hospitality

- 4.1 This Policy does not prohibit normal and appropriate gifts (which include hospitality) which are given to or received from Third Parties, provided they comply with the factors outlined below:
- a) The gift must be given or received on behalf of Lucara and must be recorded in accordance with the Company’s gifting procedures.
 - b) The gift must also be reasonable in value (under BWP 500, or CAD \$50) and infrequent, and it must be provided in an open and transparent manner.
 - c) The gift must also be widely accepted, customarily practiced and permissible under local law.
 - d) The timing of giving or receiving of a gift cannot coincide with or anticipate a decision regarding the award of any new or repeated business.
- 4.2 Donations and sponsorships are permitted in accordance with the Company’s Policy of Authorizations and shall not be paid without supporting documentation and the required approvals. Political contributions are prohibited.
- 4.3 Offering, promising, agreeing to or authorizing such giving or giving gifts, payments or other things of value to Public Officials, either directly or indirectly through a Third Party or other acting on the Company’s behalf, is strictly prohibited. However, providing Public Officials with reasonable meals and



accommodation while performing their duties at the Company's operations and with the authorization of the applicable Public Entity is permitted.

5. Books and Records

- 5.1 The Company shall maintain books and records that are full, fair and accurate and understandable to reflect all transactions, use and disposition of assets and other similar information. All Employees must ensure that:
- a) all gifts, hospitality and other expenses are properly reported and recorded; and
 - b) any payment made on behalf of the Company is supported by appropriate documentation.
- 5.2 It is prohibited for any Employee or Third Party to create or help create any documents for the purpose of concealing any activity contrary to this Policy.
- 5.3 In reviewing and approving expenses, or in the review of any books and records, any question which may arise in connection with this Policy must be brought to the attention of the Company's CFO.

6. Compliance, Reporting and Discipline

- 6.1 All Employees and Third Parties are expected to comply with all of the provisions of this Policy. This Policy will be strictly enforced, and violations will be dealt with immediately, including subjecting the Employee to corrective and/or disciplinary action, including without limitation, dismissal or removal from office.
- 6.2 Any Third Party who violates the terms of this Policy, who knows of and fails to report to Lucara potential violations of this Policy, who misleads investigators making inquiries into potential violations of this Policy or who otherwise refuses to fully cooperate with investigators will have their contracts terminated.
- 6.3 Employees who suspect a violation of this Policy must report the incident to the CFO or to the Chair of Lucara's Audit Committee (ethicscomplaint@Lucaradiamond.com). Alternatively, complaints or concerns may be reported on a confidential and anonymous basis, using the following Lucara Botswana hotline numbers which are managed by a third party, Deloitte, Botswana:

Orange – 1144

BTC / be mobile – 0800 600 644

Mascom –7111 9714

Email: lucarabotswana@bw.tip-offs.com

Website: www.tip-offs.com

Deloitte, Botswana shall file a report to the Audit Committee Chair and the CFO after receipt of a report.

- 6.4 Following receipt of any complaints, the CEO, CFO, Chair of the Audit Committee, or Deloitte, Botswana, as the case may be, will investigate each matter so reported and report to the Audit Committee. The Audit Committee will have primary authority and responsibility for the enforcement of this Policy, subject to the supervision of the Board of Directors.



6.5 Audits of Lucara’s sites, operating units and Third Parties may be conducted periodically to ensure that the requirements of this Policy and applicable procedures and guidelines are being met. Audits may be conducted internally by Lucara or externally by retained third parties.

7. Training

7.1 The Company shall establish and conduct a suitable training program for appropriate new or existing Employees and Third Parties 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.

8. Annual Affirmation

8.1 This Policy will be circulated to all Employees of the Company and Third Parties on an annual basis and whenever changes are made. New Employees will be provided with a copy of this Policy and will be advised of its importance.

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