



Anti-Bribery and Anti-Corruption Policy

Purpose

Jems Coating Limited is committed to conducting its business, to the best of our knowledge and belief, in accordance with all applicable laws, rules and regulations and the highest ethical standards.

The purpose of this Anti-Bribery and Anti-Corruption Policy is to reiterate Jems Coating Limited commitment to full compliance by it, and its directors, management and employees Canada's Corruption of Foreign Public Officials Act ("CFPOA") and any local anti-bribery or anti-corruption laws that may be applicable.

For the purposes of this Policy, a "contractor" or "third party service provider" is defined as an entity or individual who provides, and receives payment for, services or goods related to any aspect of a Jems Coating Limited project, and includes subcontractors.

Scope

This Policy applies to every Jems Coating employee, including senior executive, managers, supervisors and production associates (collectively referred to as "Jems Coating personnel") and reflects the standards to which Jems Coating Limited expects its business associates, partners, agents, contractors, and consultants to adhere when acting on Jems Coating Limited behalf.

This Policy is intended to supplement all applicable laws, rules, and other corporate policies. It is not intended to supplant any local laws.

Definition

Corruption is the misuse of power for private profit, or the misuse of entrusted power for private gain. Bribery is the offer, promise, or payment of cash, gifts, or even excessive entertainment, or an inducement of any kind offered or given to a person in a position of trust to influence that person's views or conduct or to obtain an improper advantage. Bribery and corruption can take many forms, including the provision or acceptance of:

- Cash payments;
- Phony jobs or "consulting" relationships;
- Kickbacks;
- Gifts, travel, hospitality, and reimbursement of expenses.

Policy

Jems Coating Limited personnel and agents are strictly prohibited from offering, paying, promising, or authorizing:

- any payment or other thing of value;
- to any person;
- directly or indirectly through or to a third party;
- for the purpose of (i.e., in exchange for):
 - causing the person to act or fail to act in violation of a legal duty;
 - causing the person to abuse or misuse their position; or

- securing an improper advantage, contract or concession; for Jems Coating Limited

("Improper Payment Activity").

To promote compliance with anti-corruption laws in Canada and other applicable jurisdictions, no Jems Coating Limited personnel shall undertake any Improper Payment Activity

Waiver

There is no permitted deviation or waiver from this Policy.

Discipline

Any employee who violates the terms of this Policy will be subject to disciplinary action. Any employee who has direct knowledge of potential violations of this Policy but fails to report such potential violations to Jems Coating Limited management will be subject to disciplinary action. Any employee who misleads or hinders investigators inquiring into potential violations of this Policy will be subject to disciplinary action. In all cases, disciplinary action may include termination of employment. Any third party agent who violates the terms of this Policy, who knows of and fails to report to Jems Coating Limited potential violations of this Policy, or who misleads investigators making inquiries into potential violations of this Policy, may have their contracts re-evaluated or terminated. Any employee or third party agent with knowledge of potential violations of this Policy shall report same to the Human Resources or designate.