

## Corrupt Practices Policy

**Introduction** - It is the policy of the Company to conduct its business in an honest and ethical manner. The Company adheres to best practices with respect to anti-corruption behaviour, and therefore it has a **ZERO tolerance policy** for bribery and corruption by employees, officers, directors, agents, consultants and contractors of the Company, and wishes to ensure that all of its dealing at all times are **TRANSPARENT**.

It is also the corrupt practices policy (the “CP Policy”) of the Company to comply with all relevant laws, rules and regulations governing bribery and corruption, including the Canadian *Corruption of Foreign Public Officials Act*, the United States *Foreign Corrupt Practices Act*, and the laws, rules and regulations of Chile and Argentina and any other country in which the Company may operate. It also considers the UK’s *Bribery Act*.

As such laws, rules and regulations may have extra-territorial application, the Company and its employees and associated persons will be bound by the most stringent of these requirements in respect of its and their conduct in all jurisdictions where they may operate, even if such conduct might otherwise be permitted by the local law of a particular jurisdiction.

The purpose of the CP Policy is to:

- set out the Company’s responsibilities, and those working for it, in observing and upholding its policy on bribery and corruption; and
- provide guidance to those working for it on how to recognize and deal with bribery and corruption issues.

The Company will take all appropriate action under the CP Policy to ensure compliance with the CP Policy and applicable laws, rules and regulations, which may include disciplinary action, up to and including termination, and reporting of violations of laws, rules and regulations to appropriate regulatory authorities.

The CP Policy applies to all employees, officers, directors, agents, consultants and contractors of the Company. All employees, officers, directors, agents, consultants and contractors of the Company, in discharging their duties on behalf of the Company, are required to comply with all applicable laws, rules and regulations and in particular to comply with the CP Policy.

Where ambiguity or uncertainty exists, please contact either the **CEO or CFO** for advice and direction.

**Definitions** - For the purposes of the CP Policy, the following definitions apply:

“**Bribe**” - is an **inducement** or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or business or personal **advantage**. An **inducement** is something which helps to bring about an action or desired result. A business **advantage** means that the Company or other person is placed in a better position than it would otherwise have been had the bribery or corruption not taken place.

“**CFO**” means the Chief Financial Officer of BOIL.

**“Extortion”** - means to directly or indirectly demand or accept a bribe, facilitating payment or kickback or other payment by threat of force, intimidation or exercise of authority.

**“Facilitating Payment”** - is a small, unofficial payment made to expedite routine governmental action that does not involve obtaining, retaining or directing business. Examples include payments to (a) secure processing of papers such as work orders or customs documents to process legally transmitted goods and (b) induce minor government functionaries (government employees without discretionary authority over a project or transaction) to complete their jobs in the manner required and where the situation does not involve the securing of business.

**“Government Official”** - is any official of a governmental entity, a public international organization (such as the International Monetary Fund), a regional development bank or other multilateral organization. For purposes of this Policy, government-owned companies and their instrumentalities are considered to be governmental entities, and their employees, officers, directors, agents, consultants and contractors are considered to be government officials.

**“Kickback”** - is a payment of any part of a contract amount made to an employee or agent of a contracting party by another contracting party, directly or by use of other techniques such as subcontracts, purchase orders or consulting agreements, to channel payments to a government official, politician, contracting party or its employees or agents, or their relatives or business associates.

**“CEO”** means the President and Chief Executive Officer of BOIL.

**“Political Contribution”** - is a contribution of money, goods or services to support a Politician or a political campaign or initiative.

**“Politician”** - is a political candidate, a political party, any official of a political party, any employee or agent of any politician, and any person acting on behalf of a political campaign or initiative.

***Anti-Bribery and Corruption Policy*** - Neither the Company nor its employees, officers, directors, agents, consultants and contractors may:

- offer, solicit, promise, give or accept a bribe, kickback, or any other improper payment with the expectation or hope that an advantage in business will be received or to reward a business advantage already given;
- offer, promise or give a facilitating payment to a Government Official or Politician;
- offer, solicit, promise, give or accept a gift or hospitality unless permitted by the Gift and Hospitality Standards set out below;
- offer, promise or give a Political Contribution unless authorized as per section 5;
- engage in any act of extortion, or submit to any act of extortion unless subjected to immediate threat of personal safety; or
- threaten or retaliate against another person who has refused to engage in activity prohibited by the CP Policy or who has raised concerns under the CP Policy.

***Gift and Hospitality Policy*** - Employees, officers, directors, agents, consultants and contractors of the Company may not give or accept gifts or hospitality/entertainment in relation to the Company and its business except in compliance with these standards:

- the gift or hospitality may not be given or accepted with the intention or expectation of influencing a party to obtain or retain business or a business advantage, or as a reward for the provision or retention of business or a business advantage, or in explicit or implicit exchange for favors or benefits;
- the gift or hospitality must be customary to the industry;
- the gift or hospitality must not violate local laws or local norms;
- any gift or hospitality given must be in the name of the Company and not in the name of any individual;
- any gift or hospitality may not be in the form of cash or cash equivalents (such as vouchers or gift certificates);
- the gift or hospitality must be of an appropriate type and value and given or accepted at an appropriate time, taking into account the business relationship with the other party, any pending action expected of the other party, and the reason for the gift or hospitality; and
- the gift or hospitality must be given and accepted openly and not secretly.

***Approval of Gifts and Hospitality to Government Officials and Politicians*** - Prior written approval of the CEO must be obtained for any gift or hospitality given to or received from any Government Official or Politician, provided that gifts or hospitality of an insignificant value, such as promotional items (e.g., pens of nominal value, notepads, diaries, calendars and hats with Company logo) or refreshments offered during a meeting may be given without such prior approval.

***Approval of Gifts and Hospitality to Others*** - Gifts or hospitality to persons other than Government Officials or Politicians should never be offered or accepted without the prior written approval of the CEO where the value of the gift or hospitality per person exceeds what a reasonable person would deem to be appropriate under the circumstances. Gifts or hospitality of an insignificant value, such as promotional items (e.g., pens of nominal value, notepads, diaries, calendars and hats with Company logo) or refreshments offered during a meeting may be given and accepted without such prior approval.

***Political Contribution Policy*** - Normal practice is that the Company does not make Political Contributions to Politicians or to political parties, political campaigns or initiatives. All requests for political contributions must be pre-approved by the Board of Directors.

***Facilitation Payments Policy*** - The Company does not make Facilitating Payments of any kind. Although such payments are permitted by Canadian *Corruption of Foreign Public Officials Act* and the United States *Foreign Corrupt Practices Act*, they are not permitted under the UK Bribery Act. In the event, that such payments are permitted under local law and form a part of normal course business in that country, the matter should be referred to either the **CEO or CFO** prior to payment.

***Items to Consider/ Warning Signs*** - The following is a list that may indicate the possible existence of bribery or other corrupt practices, and should be kept in mind by all persons subject to the CP Policy, although this list is not intended to be all inclusive:

- use of an agent or consultant with a poor reputation or with links to Government Officials or Politicians;

- unusually large commission payments or commission payments where the agent or consultant does not appear to have provided significant services;
- cash payments or requests for cash payments;
- payments without adequate paper trails or compliance with normal internal controls;
- bids for construction or other services where the amounts bid are significantly in excess of prevailing levels;
- unusual bonuses for which there is little support;
- payments to be made to third party countries or to offshore accounts;
- failure to follow standard contracting practices;
- unexplained preferences for certain contractors;
- invoices in excess of contract amounts, or undocumented or inadequately documented change orders.
- requests by Government Officials that contributions be made to charitable organizations.

### ***Other Matters***

1. All employees, officers, directors, agents, consultants and contractors of the Company must read, understand and comply with the CP Policy. Compliance includes the prevention, detection and reporting of bribery and other conduct that violates the CP Policy.
2. If you are asked to make a payment on the Company's behalf, you should always be mindful of what the payment is for, whether the amount is proportional to the goods or services provided, whether the circumstances indicate that the payment is reasonable, and whether the payment is properly documented.
3. If you have any suspicions or concerns regarding payments or other conduct to which the CP Policy applies, or if you become aware of any action in conflict with the CP Policy that has been solicited by any person, you must report those concerns or actions to either the CEO or CFO.
4. Persons who become aware of concerns or circumstances that warrant or require reporting under the CP Policy are sometimes worried about repercussions. The Company encourages openness and will support anyone who raises genuine concerns in good faith, even if they turn out to be mistaken. No person will suffer penalty or other adverse consequences for refusing to engage in bribery or other conduct prohibited by the CP Policy or for reporting possible wrongdoing, even if the Company loses business or otherwise suffers a disadvantage.

5. Failure to comply with the CP Policy may result in severe consequences, which may include internal discipline and termination of employment. In cases where the conduct violates applicable laws, rules and regulations, the Company may also refer the matter to appropriate regulatory authorities, which could result in penalties, fines and imprisonment.
6. The Company shall keep and maintain accurate books and records. All payments made to or by any employee, officer, director, agent, consultant or contractor representing the Company must be fairly, accurately and properly recorded and reported and must properly and fairly record the transactions to which they relate. Recording such payments in any way which would conceal their true nature or which is contrary to applicable accounting standards is not permitted.
7. Appropriate training on the CP Policy will form a part of the induction process for any new employees, officers, directors, agents, consultants and contractors of the Company, as appropriate. From time to time appropriate employees, officers, directors, agents, consultants and contractors will be provided with periodic refresher training to ensure their continued understanding and compliance with the CP Policy.
8. Management will periodically audit internal control systems and procedures to provide assurance that they are effective in countering bribery and corruption.

If you have any questions regarding the CP Policy, please contact either the CEO or CFO.