



ANTI-CORRUPTION POLICY

Effective as of December 5, 2024

1. Purpose

Midland Exploration Inc. (the “**Corporation**”) is committed to conduct its business activities with the highest standard of integrity and ethic. The Corporation has an absolute zero tolerance attitude towards any form of bribery and/or corruption.

The purpose of this anti-corruption policy (the “**Policy**”) is to provide guidance to ensure that the Corporation, together with its directors, officers, employees (collectively, the “**Corporation Personnel**”), agents, consultants and any other representatives (collectively, the “**Representatives**”), conduct its business in line with all applicable laws, rules and regulations governing anti-bribery and anti-corruption in all countries where the Corporation may operate.

2. Application

This Policy applies to all Corporation Personnel and Representatives. All Corporation Personnel and Representatives, in performing their duties, are required to read and acknowledge this Policy and to comply with all applicable laws, rules and regulations governing anti-bribery and anti-corruption.

Reference to the Corporation in this Policy includes its subsidiaries, affiliates and joint ventures, wherever located.

3. Communication

A copy of this Policy has or will be made available to all Corporation Personnel. For Representatives, this Policy is posted on the Corporation’s website at <https://midlandexploration.com/>. Representatives and Corporation Personnel are required to refer to the Corporation’s website regularly to keep themselves informed of changes which may be made to this Policy from time to time.

4. Consequences of non-compliance

Failure to comply with this Policy may result in severe consequences, including disciplinary action or possible termination for cause. Furthermore, the Corporation may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment. The Corporation will not defend or indemnify or protect any person who intentionally violates or who orders or who knowingly permits a subordinate to violate any anti-bribery or anti-corruption law.

5. General Guidance

a. 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 in an effort to influence that person's conduct in order to obtain or retain an improper advantage.

Government officials include any appointed, elected, or honorary official or any employee of a government, of a government-owned or controlled company, of a public international organization or of an indigenous government or organisation. 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.

All Corporation Personnel and all Representatives must not, directly or indirectly, offer, promise, give to or accept any financial or other advantage from a public official or other individual, a government, a governmental or any third party for the purpose of influencing to, obtaining or retaining any business or other advantage. This applies to all business dealings with public officials or their family members, the private sector or indigenous organisations and whether the bribe is given directly or indirectly through any agents or representatives.

Bribery can take many forms, including, without limitation, inappropriate gifts and hospitality, travel, sponsorships, charitable, in kind or political donations, kickbacks and facilitation payments.

b. Gifts and hospitality

Corporate Personnel and Representative must not offer, give or accept any gift or hospitality in relation to the Corporation and its business unless:

- (1) it is consistent with customary business practices;
- (2) it is not excessive in value;
- (3) it cannot be construed as a bribe or payoff;
- (4) it does not violate any applicable laws or regulations; and
- (5) it does not violate the Corporation's policies governing anti-corruption and bribery.

Please discuss with your supervisor any gifts or proposed gifts if you are uncertain whether they are appropriate. All approved gift or hospitality, its value and business purpose must be recorded accurately in the Corporation's books.

c. Facilitation payments and Kickbacks

A facilitation payment is usually a small unofficial payment or gift, often in cash, made to secure, facilitate or speed-up the performance of an existing duty, by a public official or any third party, as a routine or necessary governmental action or process that does not involve obtaining, retaining or directing business.

A kickback means 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, indigenous organisation, contracting party or its employees or agents, or their relatives or business associates.

This Policy strictly prohibits any kind of facilitation payments or kickbacks.

There could be exceptional circumstances where individuals are left with no alternative but to make a facilitation payment in order to protect against loss of life, limb or liberty. In such circumstances, the payments must be properly documented and immediately brought to the attention of the board of directors of the Corporation.

d. Political contributions

Corporation Personnel or Representatives must not, on behalf of the Corporation, make any contribution, whether in cash or kind, in support of any political parties, candidates or organizations, as this can be perceived as an attempt to gain an improper business advantage.

e. Donations

Corporation Personnel or Representatives may make charitable contributions or other similar contributions on behalf of the Corporation if they are based on legitimate philanthropic objectives and they are pre-approved by the Chief Executive Officer of the Corporation.

6. Accurate Books and Records and Effective Internal Controls

The Corporation must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties. Corporation Personnel and Representatives must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review. No accounts must be kept "off-book" to facilitate or conceal improper payments.

7. Reporting Violations

Any Corporate Personnel or Representative who becomes aware of any action which could constitute a violation of this Policy is required to report such violation to the Chief Executive Officer of the Corporation at:

Tel.: 450 420-5977

Email: gino.roger@midlandexploration.com

Website: www.midlandexploration.com

Corporate Personnel and Representatives who raise concerns in good faith will not be subject to disciplinary action.

8. Consequences of Violation

Breaches of this Policy will be regarded by the Corporation as serious misconduct, which may lead to disciplinary action, up to and including termination of the employment or engagement of the Corporate Personnel or Representative.

9. Assistance

If you have any questions about this Policy or are unsure of the laws that may apply or your obligations, please direct your questions to the Chief Executive Officer of the Corporation.

Approved by the Board of Director on December 5, 2024.

ACKNOWLEDGEMENT

I acknowledge having read and considered the Anti-Corruption Policy of Midland Exploration Inc. and agree to conduct myself in accordance with the Policy.

Date : _____

Signature : _____

Print name : _____