



FRONTERA ENERGY CORPORATION
ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

1. INTRODUCTION

- 1.1. This Policy sets out the responsibilities of Frontera Energy Corporation and its subsidiaries that are subject to the Code of Business Conduct and Ethics (collectively, “**Frontera**” or the “**Corporation**”) and those who work for Frontera regarding Frontera’s zero-tolerance of bribery and corruption (the “**Policy**”).
- 1.2. This Policy also provides information and guidance for those working for Frontera and helps them recognize and report bribery and corruption issues.

2. POLICY STATEMENT

- 2.1. Frontera and its Board of Directors (the “**Board**”) are committed to conducting business in an ethical and honest manner in all business dealings and relationships, in all countries where Frontera operates, as described in Frontera’s Code of Business Conduct and Ethics. Frontera has zero-tolerance for bribery and corrupt activities.
- 2.2. Frontera and those that work for Frontera must comply with all applicable domestic and international laws related to bribery and corrupt activities involving government officials as well as private parties. This includes the Canadian *Corruption of Foreign Public Officials Act* (“**CFPOA**”), Colombian Ley 1778 de 2016 (*Ley Antisoborno*) and Ley 1474 de 2011 (*Estatuto Anticorrupción Colombiano*) (“**Colombian ABC Laws**”) and Peruvian Law No. 30424 and Legislative Decree No. 1352 (collectively, “**Peruvian ABC Laws**”) and other anti-corruption laws, rules or regulations (and together with the CFPOA, the Colombian ABC Laws and the Peruvian ABC Laws, the “**Anti-Corruption Laws**”).
- 2.3. The consequences of violating Anti-Corruption Laws are potentially extremely serious, both for Frontera and for individuals involved in inappropriate conduct. Individuals can be held personally liable for violations and the potential consequences could include imprisonment (for example, for up to 14 years under the CFPOA) and/or the imposition of significant fines, termination of their employment, and denial of entry into foreign countries. For Frontera, violations can result in heavy fines, exclusion from tendering on public contracts, inability to continue as a contractor/counterparty of the state, inability to operate and serious damage to reputation.
- 2.4. This Policy applies to all directors, officers, employees (whether temporary, fixed-term, or permanent), consultants, contractors, subcontractors, trainees, seconded staff, home workers, volunteers, interns, agents, sponsors, or any other person or persons working for Frontera, no matter where they are located in the world (“**Personnel**”).
- 2.5. Frontera will apply the Policy to third parties with which Frontera has significant dealings, including suppliers, distributors, agents, advisors, and other representatives acting on Frontera’s behalf (“**Relationship Parties**”). Frontera will include (to the extent possible) specific provisions in contracts that require Relationship Parties to comply with applicable Anti-Corruption Laws and the Policy in respect of all their activities on behalf of or in any way related to their relationship with Frontera.
- 2.6. Frontera will maintain internal control systems and procedures designed to identify, evaluate

and manage bribery and corruption risks with an aim to prevent bribery and corruption, including maintaining detailed and accurate financial records of all transactions (including payments made and received), procurement policies and procedures and third party due diligence procedures. Such control systems and procedures will be audited using a risk-based approach to ensure suitability, adequacy and effectiveness.

3. RESPONSIBILITIES

- 3.1. All Personnel must read, understand, and comply with the Policy, and with any training or other anti-corruption information provided by Frontera.
- 3.2. All Personnel are responsible for the prevention, detection, and reporting of bribery and corruption and are required to avoid any activities that could breach Anti-Corruption Laws or the Policy.
- 3.3. If there is reason to believe or suspect that an instance of bribery or corruption has occurred or has been attempted, or is likely to occur in the future, Personnel must promptly notify Frontera using the process set out in section 12 of the Policy.
- 3.4. Frontera will ensure that no one suffers any retaliation (e.g., discrimination or unjust treatment, dismissal or other disciplinary action) as a result of refusing to offer or receive a bribe or participate in other corrupt activities, or because they reported a concern (in good faith) relating to potential acts of bribery or corruption.
- 3.5. All Personnel who breach the Policy will face disciplinary action. Such action could include dismissal for gross misconduct and/or contractual termination of employment, in addition to other consequences under applicable laws.

4. ROLE OF ETHICS & COMPLIANCE OFFICER

- 4.1. The Ethics & Compliance Officer is an independent officer of the Corporation, who has unrestricted access to the Ethics Committee (or any of its members) and the Board (or any of its members), as needed. The Ethics & Compliance Officer shall be competent in designing, implementing, testing and enforcing effective internal controls. The Ethics & Compliance Officer is responsible for, among other things:
 - 4.1.1. Preparing action plans to mitigate compliance risks associated with regulatory requirements;
 - 4.1.2. preparing a risk assessment report to the Ethics Committee setting out Frontera's exposure to money laundering and terrorist financing risks and bribery and corruption risks at least semi-annually; and
 - 4.1.3. providing a quarterly report on the state of compliance of Frontera's anti-bribery and anti-corruption program and anti-money laundering and anti-terrorist financing program to the Ethics Committee.
- 4.2. The Ethics & Compliance Officer will also have the autonomy and be provided with the technological, economic and personnel resources required to assess the main areas of risk in the areas of his or her competence. The Ethics & Compliance Officer will also work with management, Legal, Internal Audit, Human Resources, Finance and other core functions in order to direct compliance issues through the appropriate channels for investigation and resolution as well as work towards future improvements as the compliance program evolves.

5. SCOPE OF THE POLICY

- 5.1. Frontera strictly prohibits its Personnel and Relationship Parties from (directly or indirectly) offering, giving, promising, or agreeing to give or offer **anything of value**, to any person, including a **government official**, in order to **obtain or retain business**, or **obtain any improper advantage or benefit** of any kind so as to induce or influence an action or decision. Frontera also prohibits

its Personnel and Relationship Parties from accepting or agreeing to accept **anything of value** where this would, or might be seen to be, improper or likely to influence the performance of any activity. Each of these key terms is discussed further below.

5.1.1. **“Anything of value”** means anything that has value to the intended recipient or to family members or other persons designated by the intended recipient. It can include things such as:

- (i) Cash or cash equivalents (e.g., gift cards);
- (ii) Non-cash items (e.g., gifts, lodging, entertainment, dinners, sports tickets, club memberships, flights, side trips, jewelry, liquor, cigarettes, provision of free services, etc. – except to the extent permitted under the Gifts and Invitations Policy);
- (iii) Offers of employment or internships;
- (iv) Forgiveness of debt;
- (v) Equity interests;
- (vi) Favours or preferential treatment;
- (vii) Political or charitable contributions; and
- (viii) Any other financial or non-financial advantage.

5.1.2. **“Government official”** is defined broadly under most Anti-Corruption Laws. This term typically includes the following types of persons in both domestic and foreign jurisdictions:

- (i) Government employees as well as persons who are appointed or elected to government office, at any level;
- (ii) Employees of wholly or partially state-owned enterprises (e.g., state-owned oil and gas companies, public health care and educational institutions, etc.);
- (iii) Any person acting in an official capacity for a government, government agency, or state-owned enterprise (e.g., someone who has been given authority by a governmental entity to carry out official responsibilities, including (without limitation) license and permit providers, environmental or other inspectors, customs officials and members of the military or police forces);
- (iv) Any candidate for political office, or any official or employee of a political party, or a political party itself;
- (v) Any person holding a legislative, administrative or judicial position of any kind (whether appointed or elected) of any country or territory;
- (vi) Any leader or other appointed or elected representative of any local, indigenous or other related communities; and
- (vii) Any officer or employee of a public international organization (such as the United Nations, the World Bank, or the International Monetary Fund).

5.1.3. **“Obtain an improper advantage or benefit”** means obtaining an advantage for Frontera that may not be offered to its competitors or some advantage that is only available to Frontera if it makes an illegal or improper payment. It can also include situations where there is no advantage for Frontera, but the individual is being induced or rewarded for acting improperly in the performance of his or her functions. Generally, it includes any commercial or financial benefit such as:

- (i) A favorable decision relating to a bid, potential contract or government decision;
- (ii) Access to confidential or proprietary information that would not otherwise be available to Frontera;
- (iii) Provision of preferential terms in an agreement or transaction;
- (iv) A decision by a government official not to impose a penalty or tax, or to reduce such a penalty or tax;
- (v) Non-enforcement of an applicable law or regulation; and
- (vi) Benefits for the involved individual or their family members.

5.1.4. **“Obtain or retain business”** covers nearly all interactions that Frontera may have with persons and entities outside of Frontera itself. Virtually any action taken by Frontera with the goal of retaining or advancing its business may be covered.

- 5.2. Frontera and its Personnel must not engage in any form of bribery or corruption, whether it be directly or indirectly through a Relationship Party (such as an agent or distributor). For example, it is not appropriate to make a payment to a contractor where there is reason to believe that it is likely to be used to pay a bribe, even if Personnel are not aware of the details. There is no “de minimis” exception for improper payments.
- 5.3. Personnel must follow the process set out in section 12 of the Policy if they are uncertain about whether something is or is not permitted under the Policy. It is important to inquire rather than being “wilfully blind” to the circumstances, as wilful blindness usually is not a defence under Anti-Corruption Laws.

6. GIFTS AND HOSPITALITY

- 6.1. Frontera and its Personnel may engage in legitimate and reasonable business development activities, including modest customer hospitality and entertainment. However, even small payments or gifts may be prohibited under Anti-Corruption Laws if they are offered, given or received with an improper purpose. Personnel must therefore ensure that all gifts, hospitality and related expenditures are made and received in accordance with the limits and guidance set out in the Gifts & Invitations Policy.
 - 6.1.1. Frontera recognizes that the practice of giving and receiving business gifts or hospitality varies between countries, regions, cultures, and religions, so definitions of what is acceptable and not acceptable may differ somewhat based on specific context and circumstances. Nonetheless, the actions of all Personnel and Relationship Parties, domestically or internationally, must always be consistent with applicable Anti-Corruption Laws as well as Frontera policies and procedures including the Gifts and Invitations Policy.
 - 6.1.2. For further clarity, the Gifts and Invitations Policy prohibits, among other things, the giving or receiving of cash (or cash equivalent) gifts.
- 6.2. Personnel must log all interactions (e.g. dinners, entertainment, attendance at sporting events) with government officials and promptly report all particulars thereof to the Ethics & Compliance Officer for review by the Ethics Committee.

7. KICKBACKS AND FACILITATION PAYMENTS

- 7.1. Frontera does not allow kickbacks (i.e., payment of something of value to a recipient as a reward for providing favourable treatment to another party) to be paid or accepted by Frontera, its Personnel or Relationship Parties, regardless of whether they are made in exchange for a business favour or advantage (e.g. where a percentage from a contract or transaction is improperly returned to the person awarding the contract or involved in the negotiation of a transaction).
- 7.2. Frontera and its Personnel and Relationship Parties must not make any form of facilitation payments.
 - 7.2.1. “Facilitation” or “grease” payments are a form of bribery that involves expediting or facilitating the performance by a public official of a routine governmental action (for example, the issuance of official documents such as permits, licenses, visas, or work papers, or import/export processes, such as inspection fees or customs clearance fees). They tend to involve lower-level officials, and are often requested in relation to securing or speeding up the performance of an official duty or action.
 - 7.2.2. Facilitation payments are generally illegal under the CFPOA, Colombian ABC Laws, Peruvian ABC Laws and most other Anti-Corruption Laws.
- 7.3. Any request to make a facilitation payment should be refused and all such requests must be reported to Frontera using the process set out in section 12 of the Policy.

8. POLITICAL AND CHARITABLE CONTRIBUTIONS

- 8.1. Frontera does not make donations or contributions to support political parties, candidates or causes.
- 8.2. Frontera and its Personnel and Relationship Parties must exercise due diligence to ensure that charitable donations are not used to facilitate or conceal acts of bribery or corruption.
- 8.3. Charitable donations (whether in the form of financial contributions or through products, services, knowledge, time, etc.) to charities, academic institutions or other non-governmental organizations, are permitted only if the recipients are not customers, suppliers or parties with which Frontera has business relationships, and provided that prior approval is obtained in accordance with Frontera's Social Investment and Donation Policy.

9. FINANCIAL RECORDS

- 9.1. Frontera requires that all financial transactions, including those relating to any dealings with governmental officials, be accurately recorded in Frontera's books and records. This requirement applies to all types of liabilities and expenses as well as assets and revenues. Frontera's books and records shall be structured so that all transactions involving government officials are recorded in a separate general ledger for transparency and monitoring.
- 9.2. All Personnel and Relationship Parties must ensure that all supporting documentation (e.g., receipts, disbursements, invoices, etc.) relating to transactions with governmental officials and with other counterparts are accurate, and that they clearly describe the reason, purpose and exchanges of value for each transaction.
- 9.3. Frontera will not tolerate any dishonest or inaccurate reporting, either inside or outside Frontera. For example, Personnel and Relationship Parties may not:
 - (i) Falsify or fail to record any amounts paid or received for any transaction;
 - (ii) Backdate or alter any invoices;
 - (iii) Report or organize information in an attempt to mislead or misinform, or intentionally hide or disguise the nature of any transaction;
 - (iv) Fail to set forth the actual purchase or sale price or any other exchange of value for any transaction;
 - (v) Maintain unrecorded or "off-the-books" funds or assets, or records related thereto, that are not within the record-keeping systems of Frontera; or
 - (vi) Intentionally destroy financial records or supporting documents earlier than permitted under Frontera's document retention policies.
- 9.4. All Personnel and Relationship Parties are expected to promptly respond to requests for additional information relating to transactions or supporting documentation from the Corporation's internal audit personnel as well as its external auditors.

10. ILLUSTRATIVE RED FLAGS

- 10.1. Personnel and Relationship Parties are expected to watch for and report any facts and circumstances, including but not limited to those listed below, that may give rise to a suspicion that bribes or other corrupt activity may have occurred or be likely to occur in the future.
- 10.2. Personnel and Relationship Parties must promptly report to Frontera using the process set out in section 12 of the Policy if any governmental official or other party they are dealing with:
 - (i) Requests a bribe, kickback, or any improper payment;
 - (ii) Requests any payments (for example, finders' fees, agents' fees, commissions, rebates, bonuses, travel/entertainment expenses, or any other payment for services) that are larger than appropriate in the normal course of business;

- (iii) Requests unusual payment patterns or financial arrangements (e.g., requests for payments in advance, payments to multiple accounts or entities, or payments to offshore accounts);
 - (iv) Has a reputation for receiving, requesting, making, or otherwise being involved with improper payments or corrupt activities;
 - (v) Does not appear to have significant experience in the industry or activity to which the transaction relates;
 - (vi) Is reluctant (or refuses) to provide standard invoices and receipts that provide reasonably detailed and accurate descriptions of work performed;
 - (vii) Represents that he or she can expedite business, or achieve favourable outcomes, due to close personal relationships with a foreign governmental official or entity;
 - (viii) Has known family or business relationships with officials that are relevant to future government decisions that will affect Frontera;
 - (ix) Is located in a country wherein corruption risk is typically elevated¹;
 - (x) Requests gifts, travel, entertainment, or reimbursement of expenses (including for members of his or her family or other individuals);
 - (xi) Requests that Frontera hire a specific person, including a specific Relationship Party, for reasons other than their ability to provide the legitimate services required by Frontera; or
 - (xii) Is reluctant (or refuses) to certify to compliance with the CFPOA, Colombian ABC Laws, Peruvian ABC Laws, other Anti-Corruption Laws or the Policy.
- 10.3. Because of the high-risk nature associated with any of the foregoing activities, all reporting under section 10.2 should be documented in writing.
- 10.4. Importantly, indications of bribery or corruption risk can arise in diverse contexts and at any phase in the life cycle of a transaction or investment. Personnel and Relationship Parties should exercise due diligence not only at the initial decision point but on an ongoing basis and are expected to promptly contact Frontera using the process set out in section 12 whenever potential concerns arise.

11. ENGAGEMENTS OF RELATIONSHIP PARTIES

- 11.1. Frontera and its Personnel may have legal exposure in respect of improper payments made by Relationship Parties, regardless of whether the Relationship Party itself is subject to the CFPOA, Colombian ABC Laws, Peruvian ABC Laws or other Anti-Corruption Laws prohibiting a particular payment or activity.
- 11.2. Frontera requires the procedures below to be followed to ensure that Relationship Parties do not cause Frontera to violate Anti-Corruption Laws:
- 11.2.1. All Relationship Parties must certify compliance with Anti-Corruption Laws and the Policy upon initial retention and as appropriate thereafter (e.g. upon renewals of contracts) in accordance with Annex A.
 - 11.2.2. All Relationship Parties engaged to act for or on Frontera's behalf (new and current Relationship Parties) must complete a standard background check and other due diligence procedures that are appropriate having regard to the nature of their contract or assignment.
 - 11.2.3. In cases where a standard background check and other due diligence gives rise to any concerns regarding possible corruption risks, Frontera's Ethics & Compliance Officer or the Chair of the Audit Committee must be consulted to determine any further steps that may be appropriate.

¹ Please refer to Transparency International's Corruption Perceptions Index, available here: <https://www.transparency.org/research/cpi/>. Countries with a score of 40 or higher are generally considered to have an elevated risk of corruption.

- 11.2.4. Following engagement, Relationship Parties must complete ongoing evaluations and other due diligence procedures as determined by Frontera's Ethics & Compliance Officer.
- 11.2.5. Any agreements with a Relationship Party must be in writing, and must contain contractual provisions regarding the Relationship Party's compliance with the Policy and applicable Anti-Corruption Laws, including the CFPOA, Colombian ABC Laws and Peruvian ABC Laws.
- 11.2.6. All Relationship Parties engaged by Frontera must agree to:
- (i) Participate in any anti-corruption training that Frontera may require;
 - (ii) maintain complete records related to their activities on behalf of Frontera;
 - (iii) allow an auditor appointed by Frontera to review such records upon request; and
 - (iv) allow Frontera to immediately and without further cost or penalty terminate any agreement or arrangement with such Relationship Party for non-compliance with the Policy or with any Anti-Corruption Laws.
- 11.2.7. No Relationship Party may engage a sub-agent, sub-consultant, or other representative in connection with such Relationship Party's work for Frontera without:
- (i) Following the procedures set out in section 11 of the Policy; and
 - (ii) obtaining prior written approval of the General Counsel or his/her designate, who shall ensure that appropriate contractual terms are included in the agreement or arrangement between such sub-agent, sub-consultant, or other representative and the Relationship Party.

12. **CONTACT AND REPORTING**

- 12.1. Personnel must:
- 12.1.1. Contact their supervisor, the Ethics & Compliance Officer or the Chair of the Audit Committee with any questions, concerns or inquiries about how the Policy may be relevant to any transaction or other business activity. The Audit Committee Chair can be contacted in writing by sending an email with the word "**Confidential**" in the subject line to the following address: AuditCommitteeChair@fronteraenergy.ca.
 - 12.1.2. Report potential violations of Anti-Corruption Laws or the Policy to their immediate supervisor, the Ethics & Compliance Officer, the Chair of the Audit Committee or the Ethics Hotline (if confidentiality or anonymity is sought) all as more particularly described in Frontera's Whistle Blower Policy.
- 12.2. Relationship Parties must:
- 12.2.1. Contact the General Counsel² with any questions or concerns or inquiries about how the Policy may be relevant to any transaction or other business activity.
 - 12.2.2. Report potential violations of Anti-Corruption Laws or the Policy to the General Counsel or the Ethics Hotline (if confidentiality or anonymity is sought) all as more particularly described in Frontera's Whistle Blower Policy.
- 12.3. Frontera will not tolerate any retaliation against Personnel who in good faith report a suspected violation of Anti-Corruption Laws or the Policy.

² General Counsel can be contacted at akent@fronteraenergy.ca.

13. TRAINING AND COMMUNICATION

- 13.1. Frontera will provide training on the Policy as part of the on-boarding process for all new Personnel, and annually thereafter.
 - 13.1.1. Frontera will provide targeted training for Personnel who may be engaged in high-risk activities as determined by the Ethics & Compliance Officer or the Chair of the Audit Committee.
 - 13.1.2. Frontera will retain records confirming attendance of training on the Policy in accordance with Frontera's document retention policies.
- 13.2. This Policy and Frontera's zero-tolerance attitude towards bribery and corruption will be clearly communicated to Relationship Parties at the outset of business relations, and as appropriate thereafter (e.g. upon renewals of contracts).
- 13.3. Personnel will be asked annually to certify that they have complied with Anti-Corruption Laws and the Policy. Frontera will retain such certifications in accordance with Frontera's document retention policies. Relationship Parties will be asked to certify that they have complied with Anti-Corruption Laws and the Policy in accordance with section 11.2.1 of the Policy.

14. CURRENCY OF THE POLICY

This is a Board Policy and it was last revised as of December 4, 2019.

Annex A

CERTIFICATION OF COMPLIANCE
[For use by Relationship Parties only]

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I hereby certify as follows:

1. I have received and read a copy of the Frontera Anti-Bribery and Anti-Corruption Policy (the "**Policy**"). I understand the information contained in the Policy and the obligations I have as a **[supplier to] [customer of]** Frontera to comply with it.
2. I am in compliance with the Policy and all applicable Anti-Corruption Laws including, without limitation, the CFPOA, Colombian ABC Laws and Peruvian Laws ABC Laws.
3. I have no knowledge of any improper conduct that I have not reported in accordance with the Policy.
4. Should I have any questions regarding the Policy or any potentially applicable Anti-Corruption Laws, or if I discover or suspect any deviations or violations, I will promptly follow the procedures for contacting Frontera or reporting violations to Frontera as set out in section 12 of the Policy.

Signature: _____

Name & Title: _____

Date: _____