

## ANTI-CORRUPTION POLICY STATEMENT 2023/2024



Document #	Effective Date	Next Rev Date	Department	Location	Rev #
COR-POL-001	2023	2024	QHSE	Echo ))) Drive	000

This Policy covers all ECHO Seismic work activities

ECHO Seismic LTD (the "Company") is committed to full compliance with all applicable laws relating to improper payments to public officials or other persons such as contractors, suppliers, or the employees and agents of such persons. These laws include the Corruption of Foreign Public Officials Act (Canada) ("CFPOA"), the U.S. Foreign Corrupt Practices Act ("FCPA"), the U.K. Bribery Act, and the domestic laws of any jurisdictions in which the Corporation operates.

The purpose of this Anti-Corruption Policy ("Policy") is to provide guidance to ensure that any and all persons acting on behalf of the Company conduct business in an honest and ethical manner, reflecting the highest standards of integrity.

**Application** - This Policy applies to all directors, officers and employees ("Personnel") of the Company. Failure to comply with the Policy will result in disciplinary action, up to and including "for cause" termination of employment with the Company. Any agents or representatives who transact business at the behest of, or on behalf of, the Company shall be given a copy of this Policy and shall abide by its guidance. An agent or representative may be exempted from this requirement if the Chief Compliance Officer is satisfied that the agent or representative has implemented and abides by its own equivalent anti-corruption policy.

Any contractors engaged by the Company may be required, at the discretion of the Chief Compliance Officer and as a condition of their engagement, to sign an acknowledgement in a form approved by the Chief Compliance Officer. This acknowledgement shall indicate that the contractor has been made aware of and will comply with this Policy in relation to their work on behalf of the Company. Alternatively, anti-corruption provisions approved by the Chief Compliance Officer shall be included in the contract executed with the contractor.

**Communication of the Policy** - Copies of this Policy will be made available to Personnel either directly, or by posting of the Policy on the Company's website. All Personnel will be informed whenever significant changes are made to this Policy.

**Compliance** - The Chief Compliance Officer shall be responsible for the implementation, monitoring, and enforcement of this Policy. The Chief Compliance Officer shall have the authority to introduce operating procedures or guidelines as required. The Chief Compliance Officer will provide an annual written report to the Board of Directors (the "Board") with respect to the implementation of the Policy, including summary of approvals requested, obtained or denied under the Policy.

**Annual Certification** - All directors and officers of the Company, together with any employees, contractors and consultants as determined by the Chief Compliance Officer, will be required to annually certify their compliance with this Policy in the form attached as Schedule A to this Policy. The Chief Compliance Officer will be responsible for ensuring that all annual certifications are obtained on or before the end of the first financial quarter of each year and for providing written confirmation to the Board that such certifications have been obtained and summarizing the results thereof.

**Prevention of Improper Payments** - Personnel shall not:

- a) **Bribes**: directly or indirectly, pay or offer to pay a bribe to any person. In particular, it is prohibited to give anything of value to a public official, or to any person on behalf of a public official, in order to receive an advantage in the course of business.
  - i. A mere offer or promise to pay a bribe is also prohibited and will be treated under this Policy with equal severity as an actual bribe.
  - ii. It is also prohibited to use the services of a third party (e.g. an agent or representative) to bribe a public official indirectly, or to pay, offer or promise to pay anything of value to a third party to accomplish the same purpose.
- b) **Kickbacks**: kickback any portion of a contract payment to employees of another contracting party or utilize other techniques, such as subcontracts, purchase orders or consulting agreements, to channel any payment to any public official, to employees of another contracting party or to any of their respective relatives or business associates;
- c) **Extortion**: directly or indirectly demand or accept a bribe;
- d) **Political Contributions**: make any contribution or provide any financial support to any political party or candidate on behalf of the Company except as approved by the Chief Compliance Officer;

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- e) **Charitable Contributions:** make any charitable contributions greater than \$5,000 CAD or equivalent on behalf of the Company except with the prior written approval of the Chief Compliance Officer;

Additional areas where anti-corruption requirements have been established include the following:

- a) **Accounting - Neither** the Corporation nor any of the directors, officers, employees, consultants or contractors shall:
- (a) Establish or maintain accounts that do not appear in any required books and records;
  - (b) Make transactions that are either not recorded in required books and records or are not adequately identified in those books or records;
  - (c) Record non-existent expenditures in required books and records;
  - (d) Enter liabilities in required books and records bearing an incorrect identification of their object;
  - (e) Knowingly use false documents; or
  - (f) Intentionally destroy required books and records earlier than permitted by law.
- b) **Solicitation of Improper Payments**- Any demand, request, suggestion, expectation, or invitation ("solicitation") by a public official or any other person for any payment of money or anything of value shall be promptly reported by Personnel to the Chief Compliance Officer.
- c) **Knowledge or Suspicion of Bribery** - All Personnel are required to report to the Chief Compliance Officer any information that comes to their attention in relation to any actual or suspected improper payments made, offered, or promised by anyone on behalf of the Company. The Company maintains a confidential hotline to facilitate the reporting of such complaints, as detailed in the Company's Whistleblower Policy. Personnel who raise genuine concerns will not be subject to any retribution or disciplinary action.
- d) **Consequences of Non-Compliance** - Failure to comply with this Policy may result in severe consequences, including internal disciplinary action or termination of any employment, consulting or similar arrangement without notice and for cause. In addition, a violation of this Policy may constitute a criminal offence and may expose the Company and/or Personnel to fines and/or imprisonment.

The Board will review and evaluate this Policy on an annual basis to determine whether this Policy is effective in ensuring compliance by the Corporation, its directors, officers and other employees, consultants and contractors with the Act.

If there are, any questions about how this Policy should be followed in a particular case, personnel are directed to contact the Chief Compliance Officer.

A handwritten signature in black ink, appearing to read "R. Habiak", is written over a horizontal line.

Richard Habiak, President, and CEO  
ECHO Seismic Ltd

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## SCHEDULE A

### ANNUAL CERTIFICATION

This will certify that I have received, recently read and understand the Corporate Anti-Corruption Policy (the "Policy") of ECHO Seismic LTD (the "Corporation").

I hereby declare that I am responsible for understanding, complying with and implementing the Policy as it applies to my position and area of responsibility. I understand that I must comply with the Policy and the terms of my employment or consulting arrangement with the Corporation.

I confirm that for the period from January 1, 2023 to December 31, 2023 I have been, and am currently, in compliance with the Policy, except as noted below.

Name (please print) \_\_\_\_\_

Title (please print) \_\_\_\_\_

Signature \_\_\_\_\_

Date \_\_\_\_/\_\_\_\_/202\_\_\_\_

### EXCEPTIONS

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