

ANTI-BRIBERY AND CORRUPTION

POLICY

Perseus Mining Limited and its subsidiaries (the “Company”) is a gold mining, development and exploration company operating in West Africa. In operating its businesses, the Company does not condone any form of bribery and corruption. This commitment flows from our core values and creates a robust and transparent culture of integrity and compliance, which is critical to the long-term success of our business.

All of the Company’s directors, employees, contractors, consultants and other business partners and their employees must be aware of and comply with applicable anti-bribery and corruption laws and this policy. Non-compliance could expose the Company and its directors and employees to serious criminal and civil penalties and reputational damage.

To meet this commitment, the Company, and anyone acting on behalf of the Company, will:

- Not offer, pay, request or accept bribes in any form, directly or indirectly, to or from government officials, private company executives or any other individual or entity.
- Avoid the appearance of paying or receiving bribes through other means such as facilitation payments, political donations or excessive entertainment, hospitality or gift giving.
- Maintain detailed and accurate books and records and internal controls.
- Maintain a system to prevent, detect and respond to misconduct, including training, audits and investigation and reporting procedures.

Please direct any questions to: compliance@perseusmining.com

APPROVAL AND REVIEW

This Policy is to be reviewed annually.

| REV. NO. | PREPARED/ UPDATED BY | REVIEWED | APPROVED | DATE | DESCRIPTION/ CHANGE EFFECTED |
|----------|----------------------|----------|--|------------|------------------------------|
| 0 | Martijn Bosboom | | Martijn Bosboom Legal Counsel & Company Secretary | 01/08/2018 | Original Policy |