Statement of Policy & Procedure
Anti-Bribery and Anti-Corruption Policy
Version 1.1

Corporate Governance &
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Board of Directors Approval: November 5, 2026

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

Western Copper and Gold Corporation and its subsidiaries (together, "**Western**," the "**Corporation**," or "**we**") are committed to honest and ethical conduct. This theme is emphasized in the Corporation's *Code of Business Conduct.* We are committed to interacting with government officials, business partners, third parties and community stakeholders with integrity and in compliance with applicable anti-bribery and anti-corruption laws. This Anti-Bribery and Anti-Corruption Policy (this "**Policy**") embodies this commitment, and we expect all directors, officers, employees and consultants of the Corporation ("**Western Personnel**" or "**you**") to adhere to this Policy in all of their activities related to their work with the Corporation.

As a company headquartered and conducting business in Canada, and listed in Canada and the United States, we are subject to a variety of anti-bribery and anti-corruption laws. This includes the Canadian *Corruption of Foreign Public Officials Act* ("**CFPOA**"), the Canadian Criminal Code, the U.S. Foreign Corrupt Practices Act ("**FCPA**"), and local anti-bribery and anti-corruption laws. Violations of these statutes can result in criminal and/or civil penalties for the Corporation and involved individuals, in addition to damaging Western's reputation. In addition, violations of this Policy by Western Personnel may result in disciplinary action.

This Policy is supplemental to the CFPOA, the Criminal Code, the FCPA and other anti-bribery and anti-corruption legislation and compliance with this Policy does not restrict the obligations to comply with the CFPOA, the Criminal Code and other anti-bribery and anti-corruption legislation.

This Policy and any standards and procedures adopted hereunder shall be communicated to all directors, officers, employees and consultants, including External Contractors (as defined below), and other parties as appropriate.

1. DEALINGS WITH GOVERNMENT OFFICIALS: NO BRIBES, KICKBACKS OR OTHER INAPPROPRIATE PAYMENTS

You are prohibited from offering, promising, providing or authorizing the transfer of anything of value to any government official (whether directly or indirectly through third parties) to get or keep business or otherwise to secure any improper advantage for Western. Your belief that "that's the way business is done" in some parts of the world will not protect you or the Corporation from severe legal penalties that can apply to such conduct, nor will it protect you from disciplinary measures resulting from violations of this Policy.

You must be alert to bribery-related issues across the full range of ways in which our business interacts with government officials. This includes, but is not limited to: (i) granting any permit, license, approval or authorization needed to operate our business; (ii) acting on tax, customs and similar matters; (iii) dealings with law enforcements, the police and, if applicable, aboriginal leaders; and (iv) dealings with the judiciary in connection with any court proceedings.

Government Official: Understanding the Scope

For purposes of this Policy, "government officials" includes:

- Officials or employees of government departments or agencies at any level (such as legislators, ministries, health & safety and/or environmental regulators, permitting and licensing personnel, tax authorities, police officials, members of the military, judges, etc.), whether federal, state, provincial, territorial, regional, municipal or otherwise, including Canadian, U.S. and foreign officials or employees and officials or employees of tribal, aboriginal or First Nations governments or groups;
- Employees of state-owned/controlled enterprises (e.g., state-owned contractors, vendors or suppliers);
- Candidates for public office and officials of political parties;
- Employees of public international organizations like the World Bank, the International Monetary Fund, the World Health Organization, the United Nations and the World Trade Organization; and
- Other people who act in an official capacity on behalf of any of the above.

In addition, offering, promising or providing money or anything of value to a close family member or household member of a government official can constitute a bribe of the official.

Recognizing who is a government official can sometimes be challenging. Many wholly or partially state-owned/controlled or state-affiliated enterprises appear to be private rather than public in nature. It is your responsibility to know enough about the people we are doing business or dealing with to determine whether they are government officials under this Policy. When in doubt, consult with the Chief Executive Officer of the Corporation or, in the alternative, the Chair of the Corporate Governance and Nominating Committee.

Anything of Value: Even Small Payments and Non-Cash Items Are Covered

You should assume that "anything of value" will be interpreted broadly by enforcement officials, and it is interpreted broadly by the Corporation. It will include gifts, loans, rewards or an advantage or benefit of any kind, among other things. Even small payments or non-monetary gifts or favors can be considered a bribe. Depending on the value and the context, a gift, meal or entertainment; a contribution to an official's favorite charity; use of an apartment, car or equipment; an internship; or a promise of future employment or business can each be considered a bribe. This Policy does not contain an exception for so-called "grease" or "facilitating" payments. They are prohibited.

2. GIFTS, MEALS AND ENTERTAINMENT, AND SPONSORED TRAVEL OR LODGING FOR GOVERNMENT OFFICIALS

Gift-giving, meals and entertainment, and sponsored travel or lodging can pose special challenges in dealing with government officials. While you cannot give anything of value to a government official to get or keep business or to otherwise gain an improper advantage, you may provide reasonable gifts and promotional items, meals and entertainment, and sponsored travel or lodging to government officials where there is a legitimate business purpose (i.e. if for the promotion, explanation or demonstration of the Corporation's products and services) or the performance of an existing contract with the government, and the thing of value is not being provided in exchange for any action or inaction by the official. You should consult with and obtain authorization of the Chief Executive Officer of the Corporation or, in the alternative, the Chair of the Corporate Governance and Nominating Committee prior to providing a government official with any gift, meal, entertainment or any other similar activity.

Subject to the foregoing, Western Personnel may give a gift to a person if the following conditions are satisfied:

a. the gift is not intended to induce the person to act or fail to act in a manner that will assist the Corporation to obtain or retain business or any other advantage;

b. the gift is a bona fide promotion, courtesy, token of esteem or goodwill expenditure;

c. the gift is not in the form of cash or cash-equivalent (such as a gift card that can be used to make purchases at the holder's discretion);

d. the gift is of nominal value and customary for the country involved and appropriate for the occasion; "nominal value" meaning that the value of the gift is not greater than $150 per person per annum;

e. the gift is not a luxury item or could be construed as a luxury item;

f. the gift is presented openly with complete transparency; and

g. the expense of the gift is accurately and truthfully recorded in the Corporation's books and records

3. DEALINGS WITH PRIVATE PARTIES: NO BRIBES, KICKBACKS OR OTHER INAPPROPRIATE PAYMENTS

Although significant portions of this Policy are focused on improper payments to government officials, it is important to understand that commercial or private sector bribery is also illegal in many jurisdictions, including Canada and the United States. Commercial bribery means providing a financial or other advantage to anyone (including a current or future business partner) to induce, obligate, reward or cause that person to behave improperly. It includes things like winning business as a result of having provided lavish entertainment or trips to individuals at the business partner with whom we are trying to do business. Engaging in commercial bribery, including giving or receiving kickbacks, is prohibited under this Policy.

If you have any questions about whether a proposed gift or business entertainment event is appropriate, you should consult with the Chief Executive Officer of the Corporation or, in the alternative, the Chair of the Corporate Governance and Nominating Committee.

4. EMERGENCY EXCEPTION

This Policy does not prohibit payments to avoid a serious and imminent threat to your life or your physical safety. If at all possible, you should consult with the Chief Executive Officer of the Corporation or, in the alternative, the Chair of the Corporate Governance and Nominating Committee in advance of making any such payment. If that is not possible, you should report to the Chief Executive Officer of the Corporation concerning the incident as soon as possible.

5. POLITICAL CONTRIBUTIONS

Contributions to political parties and to candidates for public office are prohibited or tightly restricted in many countries and, where not prohibited outright, can raise corruption concerns. Accordingly, you cannot make a political or campaign contribution in the name of or on behalf of Western, or where the contribution will be associated with Western, without the prior written consent of the Chief Executive Officer of the Corporation or, in the alternative, the Chair of the Corporate Governance and Nominating Committee.

6. CHARITABLE CONTRIBUTIONS INVOLVING GOVERNMENT OFFICIALS

Any charitable contributions made by or on behalf of Western must be based on legitimate philanthropic objectives. While it can be appropriate to make a donation to a community organization or a particular cause with the hope of generating generalized goodwill in the community or among a particular constituency, making a donation to a government official's favored charity in exchange for favorable action by that official can constitute a bribe.

You must obtain advance approval from the relevant internal donations committee (if any) or the Chief Executive Officer of the Corporation or, in the alternative, the Chair of the Corporate Governance and Nominating Committee prior to making any donation for or on behalf of Western to a charitable or community development organization in which a government official or a close family member of a government official has a prominent role (for example, as a board member or trustee); where the donation is at the request of a government official; or where the organization is known or believed to be closely associated with a government official.

7. DEALINGS WITH AGENTS, CONSULTANTS AND THIRD-PARTY REPRESENTATIVES ACTING ON BEHALF OF WESTERN

All of our agents, outside consultants, contractors, vendors, suppliers, advisors and anyone else who acts on behalf of Western, or who interacts with government agencies, government officials or state-owned enterprises on behalf of Western (together, "External Contractors"), must be willing to conduct business on the basis of the principles set forth in this Policy.

External Contractors must undergo appropriate due diligence review (reputational and background checks) and pre-approval by the Chief Executive Officer of the Corporation or, Chief Financial Officer, or in the alternative, the Chair of the Corporate Governance and Nominating Committee before being engaged in accordance with the Corporation's third-party pre-clearance, due diligence and retention procedures and protocols. In addition, every External Contractor must be retained pursuant to a written agreement specifically defining its duties, containing contractual provisions regarding compliance with anti-bribery and anti-corruption laws and the principles in this Policy in accordance with the Corporation's third party pre-clearance, due diligence and retention protocols.

8. ACQUIRING OTHER COMPANIES OR BUSINESSES OR PARTICIPATING IN JOINT VENTURES

Before acquiring another company or business, investing in another company or business, or participating in a joint venture, consortium or similar business arrangement, Western will conduct appropriate due diligence, as determined by the Chief Executive Officer or Chief Financial Officer of the Corporation, with respect to the other participants, including regarding compliance with anti-bribery and anti-corruption laws. Acquisitions and joint venture and similar agreements should also include adequate contractual provisions regarding compliance with anti-bribery and anti-corruption laws and the principles in this Policy, as determined by the Chief Executive Officer or the Chief Financial Officer of the Corporation. Joint ventures controlled by Western shall be subject to our *Code of Business Conduct* and this Policy, unless otherwise authorized by the Chief Executive Officer of the Corporation.

9. ADDRESSING "RED FLAGS"

It is important not only to avoid bribery and corruption, but also to avoid ignoring signs of bribery and corruption. Ignoring "red flags" can create significant legal and business risks for Western and you, and, depending on the nature and seriousness of what was ignored, can lead to legal liability for you and Western and may result in disciplinary measures being imposed on you by the Corporation. If something about a transaction, business arrangement, or request from a government official or private party "looks bad" or "smells funny," you are expected to ask questions and, where reassuring answers are not forthcoming, promptly refer the matter to the Chief Executive Officer of the Corporation for review and guidance. For a non-exhaustive list of examples of "red flags," please refer to Appendix A.

10. ACCURATE BOOKS AND RECORDS AND EFFECTIVE INTERNAL CONTROLS

The Corporation shall maintain at all times, accurate books and records to fulfill its obligations under the CFPOA, the FCPA, and other laws, and to ensure accurate and effective reporting by the Corporation in accordance with applicable securities laws and the *Extractive Sector Transparency Measures Act* (Canada).

As with receipts and expenditures generally, any expenditure of Western funds or other use of Western resources must be accurately described in supporting documents and accurately entered in the

Corporation's books and records. You will not cause or permit any expenditure covered by this Policy to be handled "off the books," mischaracterized or buried in some nondescript account like "miscellaneous expenses."

You will help Western maintain a system of internal controls sufficient to ensure that our books and records accurately and fairly reflect, in reasonable detail, the Corporation's transactions and dispositions of assets; that the Corporation's resources and assets are used only in accordance with directives and authorizations by the Board of Directors and management; and that checks and balances are employed so as to prevent the by-passing or overriding of these controls.

11. TRAINING

Training on the principles underlying this Policy shall be part of the induction process for all new Western Personnel. All existing Western Personnel will receive relevant training from time to time on how to implement and adhere to the principles of this Policy. The Corporation shall implement reasonable training procedures and/or programs, which may include internally developed or adequate third-party training sessions or online programs.

12. VIOLATIONS OF THIS POLICY

This Policy applies to all Western Personnel. Anyone who violates this Policy can subject both himself or herself and Western to severe criminal and civil penalties. In a case where money or other things of value are provided or offered to a government official, the consequences can include liability under various anti-bribery and anti-corruption laws, potentially leading to substantial fines and even imprisonment. In addition, depending on the circumstances, violations of this Policy can cause substantial collateral harm to Western in other areas, including the Corporation's ability to obtain government licenses and permits and to conduct future business. Any violation of this Policy will be taken seriously and will lead to the imposition of appropriate disciplinary measures, including potential termination of employment or business relationship.

13. REPORTING VIOLATIONS AND ASKING QUESTIONS

If you know of or suspect a violation of this Policy, you must report it without delay, either directly to the Chief Executive Officer of the Corporation or the Audit Committee. Reporting may be anonymous and may be made in accordance with the Corporation's Whistleblower Policy. Questions concerning the application of this Policy should be directed to the Chief Executive Officer of the Corporation or, in the alternative, the Chair of the Corporate Governance and Nominating Committee. You are also encouraged to discuss questions and concerns about Western's business practices or policies with your direct manager or supervisor. Western Personnel who raise genuine concerns will not be subject to any retribution or disciplinary action.

14. AMENDMENTS AND WAIVERS

The Corporate Governance and Nominating Committee will review this Policy on a periodic basis, evaluate its effectiveness, and update or amend this Policy as necessary. Under limited and exceptional circumstances, and for legitimate reasons, the Board of Directors may approve proposed conduct or conduct that has occurred that deviates from this Policy. If you would like to discuss such an approval, please contact the Chief Executive Officer of the Corporation.

15. PERIODIC ANTI-CORRUPTION CERTIFICATION

Western Personnel are required to certify periodically (at least annually) that they have read, understand and are complying with this Policy (and, as applicable, other Western policies and procedures) and are not aware generally of any violations of this Policy or any applicable anti-bribery or anti-corruption laws, and certain External Contractors may be required to certify periodically that they are conducting business on the basis of the principles set forth in this Policy and are not aware generally of any violations of this Policy or any applicable anti-bribery or anti-corruption laws.

Appendix A – Examples of "Red Flags"

Transactions and other business arrangements generally may not proceed if there are any "red flags" that have not been resolved and/or properly evaluated by the Board of Directors. Where you wish to proceed with a transaction or business arrangement that raises any "red flags," you must resolve the "red flags" and/or refer the transaction or business arrangement to the Board of Directors for review and guidance, as appropriate under Western's policies and procedures.

- The other party has a reputation for bribery and/or corruption.
- The other party has refused to promise that it will comply with anti-bribery laws and/or anti-corruption laws.
- The other party has refused to warrant that it has not paid bribes or engaged in corruption.
- The other party seeks a commission that is excessive, is paid in cash, or is otherwise irregular.
- The other party seeks payment to an account in the name of another party or at a location unrelated to the transaction (for example, an offshore account).
- The other party is owned in part by a government official or his or her family member or otherwise has close ties to a government official.
- A government official suggests hiring a particular adviser to help obtain a government contract or address an issue that is within the jurisdiction of that official.
- The other party has requested that we prepare false invoices or any other type of false documentation.
- The other party is related to a government official who is in a position to grant a business advantage, or is involved in a business in which such official owns an interest.
- The other party insists that his or her identity not be disclosed to a government agency or enterprise.
- The other party refuses to identify its owners, partners or principals.
- We are informed that a donation to a specific charity is needed to generate or facilitate government action.
- The justification for hiring a new agent or other intermediary is that he/she can obtain preferential treatment from a government official.
- The hiring of an agent or other intermediary is suggested to perform tasks that require no special knowledge or skills, or could easily be performed by our employees.
- There is substantial or extravagant "wining and dining" of government officials.
- There is sponsored travel for government officials and/or family members where there is no clear and legitimate business purpose.
- Relatives of important government officials are on the payroll of the other party.

- The other party has relevant expenses that cannot be explained or that lack supporting documentation.
- The other party has "off the books" receipts or expenses that are relevant to the contemplated transaction.
- The other party has poor internal controls or record-keeping practices that are relevant to the contemplated transaction.