



Non-Discrimination and Harassment Policy

Owner	CEO		
Approver	Board of Directors		
Target Audience:			
Employees	Management	Directors	Contractors
Consultants			
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Code of Business Conduct and Ethics		Whistleblower Policy	
Document Purpose			
The purpose of this document is to define the Non-Discrimination and Harassment Policy of Orogen Royalties Inc. The Company is committed to responsible operations which includes providing and maintaining safe and healthy workplace that is free from discrimination, harassment and violence.			

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1. PURPOSE

This Non-Discrimination and Harassment Policy (the “Policy”) has been adopted by the Board of Directors (the “Board”) of Orogen Royalties Inc. (the “Company”) and should be read in conjunction with the *Code of Business Conduct and Ethics*. This Policy defines the Company’s policy against discrimination, harassment, and violence in the workplace. The Policy applies to all personnel of the Company and all of its subsidiaries, affiliates, optioned projects and alliances projects including every Director, Officer, employee, consultant and contractor (the “Personnel”).

All Personnel have the right to freedom from discrimination, harassment, and violence in the workplace. The Company fully supports and adheres to the principles and practices set out in this Policy and is committed to the proper treatment of all Personnel. This Policy also provides a procedure for Personnel to report incidents of discrimination, harassment and violence in the workplace.

References in this Policy to the Company mean the Company together with its subsidiaries.

2. SCOPE

All Personnel are expected to follow this Policy when acting on the Company’s behalf, regardless of location. Any violations of this Policy or any other policies established by the Company from time to time, may result in disciplinary action, up to and including termination of service. This Policy also applies to all the Company’s subsidiaries and affiliates, as the context requires.

This Policy applies to all behaviour and actions that are connected to the Company’s operations, including off-site meetings, social functions, training, and business trips. Discrimination, harassment, or violence which occurs outside the workplace or outside regular business hours, but which has repercussions in the workplace, may also be a violation of this Policy. This includes communications of any form, whether or not such communications are made using the Company’s information technology system and resources.

Personnel should seek guidance where there is a question about compliance with both the letter and spirit of the Company’s policies and applicable laws. This Policy sets forth general principles and does not supersede the specific policies and procedures that are covered in the specific policy statements, such as the Company’s *Code of Business Conduct and Ethics* or any applicable laws, regulations, security commission and TSX Venture Exchange rules. Any questions relating to the content and application of this Policy should be directed towards supervisors the Chief Executive Officer (“CEO”) or the Chief Executive Officer (“CFO”).

3. STANDARDS AND EXPECTATIONS

i. **Discrimination**

Means any distinction, exclusion, preference or differential treatment based on basis of race, color, religion, disability, national origin, genetic information, sex, pregnancy and maternity, age, sexual orientation, gender (including gender identity and expression), marital status, protected veterans' status, citizenship status or any other characteristic protected by applicable law.

ii. **Harassment**

The Company will provide safe and pleasant work environment where everyone is treated with fairness and respect. It is against this Policy for any Personnel to verbally or physically harass or discriminate against another Personnel on the basis of an individual's race, color, religion, national origin, genetic information, sex, pregnancy and maternity), age, sexual orientation, gender (including gender identity and expression), marital status, protected veterans' status, citizenship status or any other characteristic protected by applicable law.

iii. **Sexual Harassment**

Sexual harassment is defined as unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct where:

- a. Submission to such conduct is either an explicit or implicit condition of employment;
- b. Submission to, or rejection of, such conduct is used as the basis for employment decisions affecting the person involved; and
- c. Such conduct has the purpose or effect of substantially interfering with an individual's work performance or creating an intimidating, hostile or offensive work environment.

iv. **Workplace Violence**

Workplace violence means the exercise of physical force or attempt to use physical force by a person against a Personnel. It also includes any statement or behaviour that it is reasonable for a Personnel to interpret as a threat to exercise physical force against them.

v. **Prohibited Conduct**

The conduct prohibited by this Policy, whether verbal, physical, or visual, includes any discriminatory employment action and any welcome or unwelcome conduct that is inflicted on someone because of that individual's protected status. Among the types of conduct prohibited by this Policy are epithets, slurs, jokes, stereotyping, intimidating acts, and the circulation or posting of written or graphic materials that show hostility toward individuals because of their protected status. The Company prohibits that conduct in the workplace, even if the conduct is not sufficiently severe or pervasive to constitute unlawful harassment. Prohibited conduct also includes:

- a. Improper and unwanted comment or conduct against a Personnel that is known or ought reasonably to be known or might reasonably be expected to threaten the dignity or cause offense, humiliation or intimidation of another Personnel;
- b. Any inappropriate conduct, comment, display, action or gesture or other behaviour that adversely affects a Personnel's psychological or physical well-being and that results in a harmful work environment for the Personnel;
- c. Harassment based on gender regardless of whether the offensive conduct is sexual in nature and regardless of whether it rises to the level of a legal violation. Any unwelcome conduct based on gender is also forbidden by this Policy regardless of whether the individual engaged in harassment and the individual being harassed are of the same or are of different genders;
- d. Engaging in a course of conduct, comment, display, action or gesture against a Personnel because of sex, sexual orientation, gender or gender identity, where the course of comment or conduct is known or ought reasonably to be known to be unwelcome;
- e. Making a sexual solicitation or advance where the person making the solicitation or advance is in a position to confer, grant or deny a benefit or advancement to the Personnel and the person knows or reasonably knows that the solicitation or advance is unwelcome;
- f. Harassment of Personnel in the workplace by any third party; and
- g. Discrimination in employment related to recruitment, hiring, compensation, promotions, transfers, discipline, demotions, terminations, layoffs, access to benefits and training and all other aspects of employment.

vi. Acceptable Conduct

Reasonable actions or conduct by management that is part of the running of the business and carried out in a respectful manner is not harassment. This is the case even if there are unpleasant consequences for a Personnel, such as disciplinary action, negative performance reviews or changes in work assignments. Differences of opinion or disagreements between Personnel about work matters will similarly not be considered workplace harassment.

4. THE COMPANY'S REQUIREMENTS

The Company requires and expects that all Personnel:

- i. Conduct themselves in a manner consistent with this Policy. This means that all Personnel must refrain from causing or participating in the discrimination or harassment of or violence against another person in the workplace;
- ii. Have a responsibility to ensure that all Personnel are treated with dignity and respect within a safe work environment. A Personnel who observes behaviour contrary to this Policy is encouraged to report the incident using the Complaint Procedure in Section 5 of this Policy; and

- iii. All Personnel must cooperate with an investigation and respect the confidentiality of the investigation process.

5. COMPLAINT AND REPORTING PROCEDURE

- i. A Personnel who believes that he or she has been subjected to or has observed conduct contrary to this Policy is requested to immediately report the incident to the Company by completing an incident report using the Incident Report form attached to this Policy, which should at least include the nature of the allegations; the names of the Personnel involved; the relationship of the Personnel involved (e.g., supervisor, colleague); the date and a detailed description of the incident(s); and, if applicable, the names of witnesses. The complainant must provide sufficient information and be as precise and concise as possible to allow investigation of the matter.

Once the Incident Report is completed, it should be submitted to:

- a. The CEO or CFO; and
- b. If the matter is not investigated, or becomes aggravated, the complainant may submit the Incident Report under the Company's *Whistleblower Policy*.

This Policy does not affect the rights of the complainant to pursue complaints under applicable laws of the appropriate jurisdiction.

- ii. Confidentiality will be maintained throughout the complaint, investigatory and disciplinary processes, in order to protect the interests of the complainant and the respondent to the extent legally and practically possible. However, disclosure of information collected in the course of an investigation may be necessary for a proper investigation and resolution of the matter or otherwise required by law; in these cases, confidentiality cannot be guaranteed.
- iii. Investigations will be conducted in a timely and impartial manner, will be documented, and will be focused on finding facts and evidence, including interviews of the complainant, accused, any witnesses or other persons known to be directly involved or who may have relevant information about the issues being investigated. All Personnel involved must cooperate fully in any investigation. Results of an investigation will be communicated to both the complainant and respondent as soon as possible after the investigation has been completed.
- iv. Based upon results of the investigation, action and/or disciplinary measures which management concludes is appropriate (up to and including termination of employment) will be taken immediately.
- v. Retaliation or reprisals are prohibited against any individual who has complained under this Policy or has provided information regarding a complaint. Any retaliation or reprisals are subject to immediate action, up to and including termination of employment. Alleged retaliation or reprisals are subject to the same complaint procedures and penalties as

complaints of discrimination, harassment, or violence and must be made within two years of the resolution of the initial complaint.

- vi. The Company may take action against those who submit false or deliberately inaccurate complaints or information under this Policy.
- vii. Records of complaints and investigations will be retained in accordance with the Company's policies and procedures.

6. COMPLIANCE CERTIFICATION

Personnel are expected to read and become familiar with this Policy when they begin their engagement with the Company and may be required, from time to time, to affirm in writing their compliance with this Policy.

INCIDENT REPORT

CONFIDENTIAL

Instructions for completing this form: This form is intended for the use of Personnel to report complaints and/or incidents they believe violate the Non-Discrimination and Harassment Policy. Please ensure that you fill out every section of the form accurately, attach any supporting documentation you may have and ensure that it has been signed and dated. If you are unable to attach relevant supporting documentation, please attach a list detailing the documentation and persons who may be in possession of it. Upon completion of the form, please submit it in accordance with Section 5.1 of the Policy immediately.

In completing the form below, please provide as much information about the names of the persons involved; the relationship of the persons involved (e.g., supervisor, colleague); the date and a detailed description of the incident(s); and, if applicable, the names of witnesses.

Employee (Complainant) Information	
First Name	Last Name
Email	Work Location

Details of Person(s) Involved in the Complaint. Attach additional pages if required.	
Person 1	
First Name	Last Name
Email	Work Location
☐ Respondent (alleged to have engaged in wrongdoing) ☐ Witness ☐ Other _____	
Person 2	
First Name	Last Name
Email	Work Location
☐ Respondent (alleged to have engaged in wrongdoing) ☐ Witness ☐ Other _____	

Person 3	
First Name	Last Name
Email	Work Location
☐ Respondent (alleged to have engaged in wrongdoing) ☐ Witness ☐ Other _____	

Complaint Details: Include dates, times, and details of specific behaviour and/or words used.