

Anti-Corruption, Anti-Bribery Staff Policy

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MineScope Services Pty Ltd
Mining, Metallurgical, Engineering, Project and Geo-Science Services

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Document Information

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1.0 Introduction

MineScope Services Pty Ltd (MineScope) has created this policy to outline the anti-bribery and anti-corruption measures currently in place. The aim of this policy is both to clarify our standing and ensure best practice.

MineScope has zero-tolerance of bribery or corruption. Corruption, or even a rumour thereof, may damage MineScope's reputation and ability to do business both in Australia and abroad. It could also have follow-on effects on the reputation and employability of individual employees. MineScope is committed to doing business ethically and within the law, and is prepared to turn down new business, delay existing projects, or avoid working with business partners, to protect corporate integrity.

2.0 Policy Objective

The objective of this policy is to help ensure that MineScope, including all directors, employees, contractors and consultants, conducts business honestly and ethically. It assures MineScope's compliance with all applicable laws and regulations. Compliance with this Policy is required by all MineScope staff, be they full-time, part-time, contractors or consultants.

3.0 Application of the Policy

This Policy applies to all directors, employees, contractors and consultants of MineScope (collectively, "Staff and Business Contacts") and reflects the standards to which MineScope expects its Staff and Business Contacts to adhere to when acting on MineScope's behalf. All Staff and Business Contacts shall be provided with or directed to a copy of this Policy and all agreements with Staff and Business Contacts shall include a provision that the Policy must be abided by at all times.

A breach of this Policy will result in disciplinary action (possibly including, but not limited to, termination of employment, contract or business ties) and may also result in conviction for a criminal offence in the relevant jurisdiction, possibly including severe financial penalties and/or imprisonment. MineScope treats the risk of bribery or corruption and the resultant tarnishing of reputation extremely seriously.

4.0 Communication of the Policy & Certification

A copy of this Policy is available in our offices and is also posted on MineScope's website at www.minescopeservices.com.au. The policy is updated each year in July and all employees are requested to re-read and recommit by signature to the policy. New employees are requested to read it as part of their onboarding process.

Staff and Business Contacts are required to refer to MineScope's website regularly to keep themselves informed of any changes which may be made to this Policy from time to time. A copy of the current version of this Policy may also be obtained at any time from MineScope's Project Secretary.

5.0 Management Responsibilities

Management of MineScope shall develop and implement a monitoring system of internal controls to ensure compliance with this Policy. We encourage a culture of integrity and maintain high ethical standards throughout MineScope.

6.0 Prevention of Improper Payments

All Staff and Business Contacts will adhere to MineScope's commitment to conduct its business in an honest and ethical manner, reflecting the highest standards of integrity and in compliance with all relevant laws and regulations.

This Policy specifically prohibits the giving, accepting or requesting of bribes, or anything which may be viewed as a bribe. This applies to anything that is done individually, or collectively, personally or on behalf of MineScope or via any third party associated with MineScope. This Policy applies to private commercial activity, as well as to activity involving public officials.

Accordingly, MineScope Staff and Business Contacts shall also adhere to the following:

6.1 Government or Public Office Bribes

6.1.1 Not offer, promise, or give any financial or other advantage to a public official, directly or indirectly, (or to another person at that public official's request) intending to influence the public official or their contact for the purpose of obtaining or retaining business, or gaining an advantage in that business. Influencing a public official can include influencing them to do something which is within the scope of their public duties or which they may otherwise have done in any event;

6.1.2 Not agree to, or comply with any demands for a financial or other advantage made by a public official;

provided however, MineScope staff or business contacts will not have breached the terms of paragraph 6.1.1 or 6.1.2 of the Policy, if the financial or other advantage is expressly permitted or required by the written laws applicable to the public official and the financial or other advantage has been approved by MineScope, in accordance with the procedure provided in Section 9 below.

A "public official" includes:

- any officer, employee or representative of, or any person otherwise acting in an official capacity for, or on behalf, of a government authority;
- any employee of a government-owned or government-controlled entity;
- a legislative, administrative or judicial official, regardless of whether elected or appointed;
- an officer of, or individual who holds a position in, a political party;
- a candidate for political office; or
- a person who otherwise exercises a public function for or on behalf of any country.

In practice, this can include civil servants, inspectors, members of a political party, employees of a state university, judges, customs and immigrations officials, ambassadors and embassy staffs, and law enforcement personnel. This list is not exhaustive. If you have any questions or concerns, please ask either the Project Secretary, or the Directors.

The only circumstances in which MineScope envisages payments may be required by law to be made to a public official are set out in Section 6.7, below. In certain jurisdictions, MineScope is required by law to have State appointees on the boards of local companies and is required by law to pay those appointees the usual director fees or retainers for their services.

6.2 Private Bribery

Not offer, provide, authorise, request or receive a bribe, or anything which may be viewed as a bribe either directly or indirectly or otherwise through any third party, or to perform normal duties improperly in anticipation of, or in consequence to, a bribe;

A "bribe" is any financial or other advantage which is offered, provided, authorised, requested or received as an inducement or reward for the improper performance of a person's relevant function or the receipt of which its itself improper.

6.3 Kickbacks etc

Not provide a kickback. A kickback can be any portion of a contract payment to any third party (including employees of another contracting party) or utilizing other techniques, such as subcontracts, purchase orders or consulting agreements, to channel bribes to any third party (including public officials, employees of another contracting party, their relatives or associates);

A "kickback" is defined as a form of negotiated bribery in which a commission is paid to the bribe-taker in exchange for services rendered. Generally, the remuneration (money, goods, or services handed over) is negotiated ahead of time.

6.4 Facilitation Payments

Not offer, make, pay or receive any Facilitation Payment to any third party including, but not limited to, public officials;

"Facilitation Payment" means any payment made to encourage the recipient or a third-party to perform their existing obligations or role or expedite a routine task they are otherwise obligated to do. These could be tasks such as (a) the issuance of a permit, license or other document to qualify a person to do business; (b) the processing of official documents, such as visas and work permits; (c) the provision of services normally offered to the public, such as mail pick-up and delivery, telecommunication services and power and water supply; and (d) the provision of services normally provided as required, such as loading and unloading of cargo, the protection of perishable products or commodities from deterioration or the scheduling of inspections related to contract performance or transit of goods.

6.5 Political Contributions

Not make any contributions or provide any financial support, directly or indirectly, to political parties or candidates on behalf of MineScope;

6.6 Charitable Contributions and Social Benefits

Not make any charitable or community contributions on behalf of MineScope, without first obtaining formal internal approval for such contribution in accordance with prescribed procedures of MineScope.

6.7 Employment of Public Officials

Not employ or accept the nomination of any public official or any relatives of a public official.

However, if MineScope (acting through its applicable procedures) deems necessary, then such a person may be employed or nominated to a position provided:

- it is required by the applicable written laws of the host country in relation to the free-carried equity interest or working equity interest of the host country in any mining or development asset;
- following appropriate scrutiny, it can be demonstrated that retention of such person does not conflict with his or her official duties, and any applicable remuneration outside of his or her official duties is permitted under local law;
- the reputation, background and past performance of the employee is properly researched and documented to ensure the employee is qualified for the intended duties and has a reputation for integrity; and
- the services to be rendered by the person are such that the employment of the person does not conflict with Section 6.1 (Government/Public Bribes) of this Policy;

6.8 Gifts and Entertainment

Not give, offer or receive inducements, including gifts and entertainment, on a scale that might be perceived as creating an obligation on the recipient, or to influence a decision by the recipient.

To comply with this Policy, the cost or expense of a gift, meal or entertainment must be reasonable. It must be directly connected to a legitimate business promotional activity or the performance of an existing contract, it must be permitted under local law and it must be otherwise consistent with MineScope's business practices. When considering the reasonableness of the expense, Staff and Business Contacts of MineScope should consider the frequency with which such expenses are incurred. Modest costs frequently incurred can, when aggregated, amount to lavish and potentially improper payments. Even where gifts, meals or entertainment may be consistent with normal social or business amenities in the relevant country, that does not mean that they are permitted under either the laws of that country or the laws of other countries combating bribery and corruption, including those of the United Kingdom and Australia. The cost of gifts, meals, and entertainment should always remain at or below that permitted by local law and in no event should that amount be greater than the legitimate and customary expenditure for such activities by private business persons in the country.

In addition to the general guidance outlined above, no gifts, hospitality or entertainment of value of more than US\$100 per individual shall be offered, provided or accepted unless they have been suitably approved in advance by MineScope. MineScope shall maintain a record of all such requests and approvals and regularly review such records.

If you are in any doubt as to the appropriateness of the offer of a gift, hospitality or entertainment you should seek further guidance from the Project Secretary or the Directors.

7.0 Extortion

MineScope and its Staff and Business Contacts shall reject any direct or indirect request by any third party be they government official or private individual for a bribe (including a facilitation payment), even if by rejecting such a request, MineScope is consequently threatened with adverse commercial actions.

MineScope does, however, recognise that in some cases an individual's own welfare and safety could be at risk if they do not respond to such requests. If you find yourself in this situation, do not place yourself in danger, promptly report the request to the Managing Directors or the Project Secretary.

As with other violations of this Policy, the offering or making of any facilitation payment and/or the failure to fulfil any reporting obligations under this Policy shall be a disciplinary matter subject to MineScope's disciplinary process. However, MineScope shall not take disciplinary action against any individual who makes a payment in such circumstances if they genuinely believe that they or their family members would have been put in danger if they had not done so.

8.0 Accounting; Books and Records

MineScope will maintain a system of internal accounting controls and keep books and records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets. Accordingly:

- 8.1.1 False, misleading or incomplete entries in MineScope's books, records and other business documents are prohibited. No transaction should ever be entered into that requires or contemplates the making of false or fictitious records, in whole or in part.
- 8.1.2 No undisclosed or unrecorded funds, transactions or accounts may be established or made for any purpose.
- 8.1.3 Circumventing or evading, or attempting to circumvent or evade, MineScope's internal accounting controls is prohibited.
- 8.1.4 No payment on behalf of MineScope is to be approved or made without adequate supporting documentation or made with the intention or understanding that all or any part of the payment is to be used for any purpose other than the specific purpose described by the documents supporting the payment.

These requirements apply to all transactions regardless of financial materiality.

9.0 Compliance

All Staff and Business Contacts, in discharging their duties, shall comply with the laws, regulations and rules of the jurisdiction where they carry out their business duties to MineScope and all jurisdictions where MineScope conducts its business activities, particularly with respect to corrupt practices laws, regulations and rules. Where uncertainty or ambiguity exists, competent legal advice should be obtained. It is a fundamental principle of this Policy that discretionary decisions relating to the contents described herein should not be made "in the field", but rather, should be referred through the procedures of MineScope to the responsible persons for approval (which may include, but are not limited to, the Directors and External Auditor) who will make such decisions with advice from external legal counsel if necessary.

10.0 Reporting Violations

If an employee becomes aware of actions possibly constituting a violation of this Policy, they are required to report it to their immediate supervisor. However, if the employee is not comfortable discussing the matter with their immediate supervisor for any reason, or, having reported it to them, does not feel the immediate supervisor has handled it satisfactorily, then they should raise the matter with a senior officer of MineScope. Staff and Business Contacts who raise concerns in good faith will not be subject to retribution or disciplinary action.

11.0 Consequences of Non-Compliance

Failure to comply with this Policy may result in severe consequences, including but not limited to internal disciplinary action, or possible termination of employment or consulting arrangements. The violation of this Policy may also violate certain laws (particularly those of the United Kingdom and Australia) and if it appears that if a member of MineScope's Staff and Business Contacts may have violated such laws, then MineScope may refer the matter to the appropriate regulatory authorities, which could lead to criminal prosecution or civil action resulting in penalties, fines, and possibly, imprisonment.

12.0 Review of Policy

The Directors of MineScope will review and evaluate this Policy on an annual basis to determine whether the Policy is effective in ensuring compliance by MineScope, its directors, officers, employees, consultants, contractors and agents with the Legislation. Should new legislation or requirements become available or necessary before the annual review, MineScope will act in a timely fashion without waiting for the scheduled review.

13.0 Queries

If you have any questions about how this Policy should be followed in a particular case, please contact the Project Secretary, or a Director of the company.

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3	22 June 2021
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