



**NewPeak  
Metals**

**ANTI BRIBERY & CORRUPTION POLICY**

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**NEWPEAK METALS LIMITED**

# Anti Bribery and Corruption Policy

## 1. Background

- 1.1 Most countries have laws prohibiting bribery and corruption. However, many countries (including Australia) also have laws that prohibit bribery and corruption, no matter the jurisdiction in which it occurs. A breach of these laws can be a serious offence, which may result in fines in respect of the relevant company, or the imprisonment of its employees. The appearance of a breach of these laws can also have a serious reputational impact on the company in question.
- 1.2 As a result of the above and as a matter of good corporate practice, the Board of Directors (the **Board**) of New Peak Metals Limited (the **Company**) has implemented the following Anti-Bribery and Anti-Corruption Policy (this **Policy**) which applies to all members of the Company Group.
- 1.3 Certain types of payments are dealt with under the Policy to ensure openness, transparency, and consistency in approach across the Company Group.

## 2. Policy Statement

- 2.1 It is the policy of the Company Group to conduct its business fairly, honestly and openly. The Board takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, ethically and with integrity in all business dealings and relationships. This extends to implementing and enforcing effective systems to counter bribery and corruption.
- 2.2 In line with its core values and principles, the purpose of this Policy is to communicate the Company's anti-bribery and anti-corruption stance to all Company Personnel and Associated Persons of the Company Group, and to enhance awareness and understanding of its anti-bribery and anti-corruption procedures, and the commitment to their proper application. The Policy also provides information and guidance to those working for the Company Group on how to recognise and deal with corruption issues.
- 2.3 The Company Group's zero tolerance approach to bribery and corruption demonstrates its commitment to conducting business fairly, honestly and openly. Such commitment will also develop confidence in the Company Group's operations and develop its reputation amongst its business partners.
- 2.4 The Company Group will uphold all laws relevant to countering bribery and corruption in all jurisdictions in which it operates. For example, under the *Bribery Act 2010* (UK), bribery and corruption are punishable for individuals by imprisonment for up to 10 years. If found guilty of a bribery offence, the Company (or offending member of the Company Group) could face an unlimited fine. As a result of this legislation and similar legislation in jurisdictions in which the Company Group operates, the Board takes its responsibility and commitment to its anti-bribery and anti-corruption stance seriously.

## 3. Definitions

In this Policy:

**Associated Persons** means all persons other than Company Personnel who perform services for or on behalf of the Company Group. This includes, but is not limited to joint venture partners, consultants, contractors, trainees, seconded staff, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other persons associated with the Company Group, wherever located.

**Board** means the Board of Directors of the Company as elected from time to time.

**Charitable Donations** means Donations to charitable organisations (including academic institutions such as universities), charitable contributions, charitable giving and philanthropic activities.

**Company** means New Peak Metals Limited ACN 068 958 752

**Company Group** means the Company, its Subsidiaries, and any investee Company in which New Peak Metals is represented at Board level;

**Company Personnel** mean senior managers, officers, directors, employees (whether permanent, fixed-term or temporary) of the Company or any member of the Company Group.

**Disciplinary Action** means:

- (a) reprimands;
- (b) formal warnings;
- (c) demotions;
- (d) immediate termination of contracts of employment;
- (e) immediate termination of contracts of engagement; or
- (f) immediate termination of a joint venture agreement.

**Donations** mean small or large amounts of resources (time, financial, property or human) provided voluntarily to an organisation (charitable or otherwise) or individual person to support a cause or initiative with no expectation of commercial gain in return.

**Facilitation Payments** means small bribes paid to ensure the performance of Routine Governmental Action.

**Government Official** means:

- (a) Ministers and their staff;
- (b) a director, officer or employee of a government department, agency or regulatory authority (whether at national, state/provincial or local level), including customs, immigration, mines and energy, environment and taxation authorities;
- (c) a director, officer or employee of a government or government owned enterprise (this includes national oil companies, national railways, national power companies; national airlines, banks, hospitals, government owned universities) or any enterprise in which a government holds a controlling interest;
- (d) an officer or employee of any political party or a political candidate;
- (e) a judge or magistrate;
- (f) a person who holds or performs the duties of an office, appointment or position created by custom or convention, such as a tribal elder, member of a royal family;
- (g) a director, officer, or employee of a public international organisation such as the United Nations, International Monetary Fund, or the World Bank;
- (h) a person who holds themselves out as an intermediary of a government official; and
- (i) a relative such as a spouse, child or other immediate family member or their associates (e.g. companies or trusts in which such persons hold a controlling interest) of government or political party officials.

**Policy** means this Anti-Bribery and Anti-Corruption Policy.

**Political Donation** means, in relation to a Political Body:

- (a) any gift to the party of money or other property;
- (b) any sponsorship provided in relation to the party;
- (c) any subscription or other fee paid for the affiliation to, or membership of, the party;
- (d) any money spent (otherwise than by or on behalf of the party) in paying any expenses incurred directly or indirectly by the party;
- (e) the provision otherwise than on commercial terms of any property, services or facilities for the use or benefit of the party (including the services of any person).

**Political Body** means a political party, politician, or political candidate in any jurisdiction.

**Routine Governmental Action** means an action which is ordinarily and commonly performed by a Government Official in:

- (a) obtaining permits, licenses, or other official documents to qualify a person to do business;
- (b) processing governmental papers, such as visas and work orders;
- (c) providing police protection, mail pick-up and delivery, or scheduling inspections associated with contract performance or inspections related to transit of goods across country;
- (d) providing phone service, power, and water supply, loading, and unloading cargo, or protecting perishable products or commodities from deterioration; or
- (e) actions of a similar nature;

but does not include any decision by a Government Official whether, or on what terms, to award new business to or to continue business with a particular party, or any action taken by a Government Official involved in the decision-making process to encourage a decision to award new business to or continue business with a particular party.

**Subsidiaries** means the Company's subsidiaries.

#### **4. Who is covered by the Policy?**

This Policy covers all Company Personnel and Associated Persons.

#### **5. Prohibited under the Policy**

5.1 Neither Associated Persons nor Company Personnel are permitted to:

- (a) offer, promise, or give a financial or other advantage to another person and intend the advantage to induce a person to perform improperly a relevant function or activity, or to reward a person for the improper performance of such a function or activity;
- (b) offer, promise, or give a financial or other advantage to another person and know or believe that the acceptance of the advantage would itself constitute the improper performance of a relevant function or activity;
- (c) offer, promise, or give a financial or other advantage to a Government Official with the intention of:
  - (1) influencing the official in the performance of his or her official functions; and
  - (2) obtaining or retaining business or an advantage in the conduct of business; or
- (d) engage in any activity that might lead to a breach of this Policy.

## **6. Gifts and hospitality**

- 6.1 The provision of hospitality and promotional or other similar business expenditure is permitted under this Policy if, and only if it is proportionate and reasonable in the circumstances. (refer below).
- 6.2 The giving or receipt of gifts will be considered proportionate and reasonable in the circumstances if the following conditions are met:
- (a) it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of a business or business advantage, or in explicit or implicit exchange for favours or benefits;
  - (b) it complies with local law;
  - (c) it is given in the Company's name (or the name of the appropriate member of the Company Group);
  - (d) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
  - (e) it is appropriate in the circumstances;
  - (f) it is given openly, not secretly;
  - (g) other than with the approval of the Board, the value of the gift is not greater than AUD\$250. The value of the gift cannot under any circumstances be greater than AUD\$500; and
  - (h) it otherwise complies with this Policy.
- 6.3 In giving or receiving a gift, the test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justified.
- 6.4 Any gift, hospitality or other personal favour or assistance offered, given, or received which has a value over AUD\$50 must be registered in the Gift and Hospitality Registry (**Registry**). A record must be made whether the gift is accepted or declined. The Registry will be reviewed by the Board twice annually.

## **7. Facilitation Payments**

- 7.1 Facilitation Payments of any kind will not be made or accepted by the Company Group under any circumstances.
- 7.2 In making a payment on behalf of the Company or Company Group, all Company Personnel and Associated Persons should be mindful of what the payment is for and whether the amount requested is proportionate to the services provided. A receipt must always be requested which details the reasons for the payment. Any suspicions or concerns regarding a payment should be raised with the Board.

## **8. Donations**

- 8.1 Political Donations
- (a) Company Personnel and Associated Persons cannot make Political Donations to any political party, politician, or candidate for public office under any circumstances on behalf of the Company Group.
  - (b) This does not prohibit Company Personnel and Associated Persons from making Political Donations in their individual capacity.

## 8.2 Charitable Donations

- (a) No Charitable Donation may be made without prior approval of the Board.
- (b) The value of the Charitable Donation cannot under any circumstances be greater than AUD\$500.
- (c) When deciding whether to approve a charitable Donation, the Board should consider:
  - (1) whether the Donation was requested by a government official;
  - (2) whether there is a nexus between the charity and any government entity from which the company is seeking a decision;
  - (3) whether the Donation is consistent with the company's overall pattern of charitable Donations; and
  - (4) whether there will be a tax deduction for the Donation.

## 9. Responsibilities of Company Personnel

- 9.1 It is the responsibility of all Company Personnel to ensure that they read, understand, and comply with this Policy.
- 9.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all Company Personnel. All Company Personnel are required to avoid any activity that might lead to, or suggest a breach of this Policy.
- 9.3 Company Personnel must notify the Board as soon as they become aware of any potential breach or breaches of this Policy, whether they have occurred or may occur in the future.
- 9.4 Company Personnel who breach this Policy may face Disciplinary Action.

## 10. Responsibilities of Associated Persons

- 10.1 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all Associated Persons of the Company Group. All Associated Persons are required to avoid any activity that might lead to, or suggest a breach of this Policy.
- 10.2 Associated Persons must notify the Board as soon as they become aware of any potential breach or breaches of this Policy, whether they have occurred or may occur in the future.
- 10.3 Any Associated Person who breaches this Policy may face Disciplinary Action.

## 11. Record keeping

- 11.1 The Company Group is required to keep financial records and ensure adequate and appropriate internal controls exist to ensure all payments to third parties evidence a business reasons for the payment.
- 11.2 Company Personnel must enter all gifts and hospitality, whether accepted or offered, into the Registry.
- 11.3 All entries into the Registry will be subject to review by the Board.
- 11.4 Company Personnel must ensure that all expense claims relating to hospitality, gifts or expenses incurred accurately record the reason for expenditure.

## **12. How to raise a concern**

12.1 The Company is committed to providing secure, confidential, and accessible means for both Company Personnel and Associated Persons to raise concerns about bribery on the part of other Company Personnel or Associated Persons.

12.2 All Company Personnel and Associated Persons are encouraged to raise concerns about possible breaches of this Policy as soon as possible. Concerns should be raised with the Board.

## **13. How will the Company deal with allegations of bribery or corruption?**

Concerns raised by Company Personnel or Associated Persons about bribery and corruption will be fully and independently investigated. If the concerns are proven true, appropriate action will be taken by the Board.

## **14. What to do if you are the victim of bribery or corruption**

14.1 Company Personnel should immediately inform the Board if they are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future or are requested to become involved in any other form of corruption on behalf of the Company Group.

14.2 Associated Persons should immediately inform the Board if they are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future or are requested to become involved in any other form of corruption on behalf of the Company Group.

14.3 Failure to comply with this provision may result in Disciplinary Action.

## **15. Protection**

15.1 The Board encourages openness in business and will support anyone who raises a genuine concern in good faith under this Policy.

15.2 The Board will not subject Company Personnel or Associated Persons to detrimental treatment as a result of them:

- (a) refusing to take part in bribery or corruption;
- (b) reporting actual or suspected bribery in good faith under this Policy; or
- (c) reporting actual or suspected corruption in good faith under this Policy.

## **16. Training and communication**

16.1 Training on this Policy shall form part of the induction process for all new Company Personnel. Furthermore, all existing Company Personnel will be appraised as soon as possible of their responsibilities under this Policy and where appropriate, receive regular, relevant training on how to implement it.

16.2 Training programs are to be regularly monitored and evaluated by the Board.

16.3 All existing and prospective Associated Persons are to be informed of the Company's bribery prevention procedures and controls, including this Policy.

## **17. The Board's responsibility**

The Board has the overall responsibility of ensuring that the Policy complies with the Company's legal and ethical obligations and ensuring compliance with the Policy by all Company Personnel and Associated Persons.

## **18. Monitoring and review**

- 18.1 The Board will monitor the effectiveness and review the implementation of this Policy, regularly considering its suitability, adequacy, and effectiveness. Any improvements identified will be made as soon as possible.
- 18.2 To ensure the effectiveness of the Policy's procedures, the systems set up to deter, detect and investigate bribery will be subject to regular audit.
- 18.3 All Company Personnel are responsible for the success and effectiveness of this Policy and should therefore ensure that they use it to disclose any suspected breach of this Policy.

**Any suggested improvements to this Policy are welcome and should be directed to the Board.**