

ANTI-BRIBERY AND CORRUPTION POLICY

1. INTRODUCTION

Bribery can be described as the giving to or receiving by any person of anything of value (usually money, a gift, loan, reward, favour, commission or entertainment), as an improper inducement or reward for obtaining business or any other benefit. Bribery can take place in the public sector (e.g. bribing a public official) or private sector (e.g. bribing the employee of a customer). Bribery can also take place where an improper payment is made by or through a third party. Bribes and kickbacks can therefore include, but are not limited to:

- (a) gifts and excessive or inappropriate entertainment, hospitality, travel, and accommodation expenses;
- (b) payments, whether by employees or business partners such as agents or consultants;
- (c) other 'favours' provided to public officials or customers, such as engaging a company owned by a public official or customer's family; and
- (d) the uncompensated use of company services, facilities, or property. This Policy is also underpinned by Metals X Limited Statement of Values.

2. SCOPE

This Policy applies to all employees, executive management, temporary and contract staff (**Representatives**). Representatives must ensure that they do not become involved, in any way, in the payment of bribes or kickbacks, whether in the public or commercial sector. This Policy sets out the minimum standards to which all Representatives of Metals X Limited must adhere to at all times.

3. OBJECTIVE

Metals X Limited has a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all business dealings. The objective of this Policy is to:

- (a) set out the responsibilities in observing and upholding Metals X Limited's position on bribery and corruption; and
- (b) provide information and guidance to those working for Metals X Limited on how to recognise and deal with bribery and corruption issues.

4. ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

4.1 POLICY DETAILS

No Representative of Metals X Limited is permitted to pay, offer, accept, or receive a bribe in any form.

A Representative must never:

- (a) offer, pay, or give anything of value to a public official in order to obtain business or anything of benefit to the company. "Public official" should be understood very broadly, and this means anyone paid directly or indirectly by the government or performing a public function, including officials of state-owned enterprises and public international organisations;
- (b) attempt to induce a public official, whether local or foreign, to do something illegal or unethical;
- (c) pay any person when you know, or have reason to suspect, that all or part of the payment may be channeled to a public official. You should therefore be careful when selecting third parties, such as agents, contractors, subcontractors, and consultants;

- (d) offer or receive anything of value as a "quid pro quo" in relation to obtaining business or awarding contracts. Bribery of "public officials" is a serious matter, but bribery of those working in the private sector is also illegal and contrary to the Metals X Limited Code of Conduct;
- (e) establish an unrecorded (slush) fund for any purpose;
- (f) otherwise use illegal or improper means (including bribes, favours, blackmail, financial payments, inducements, secret commissions or other rewards) to influence the actions of others; or offering anything of value when you know it would be contrary to the rules of the recipient's organisation for the recipient to accept it;
- (g) make a false or misleading entry in the company books or financial records;
- (h) act as an intermediary for a third party in the solicitation, acceptance, payment or offer of a bribe or kickback;
- (i) so-called "facilitation" or "grease" payments are prohibited. Such payments should not be made to public officials, even if they are nominal in amount and/or common in a particular country;
- (j) do anything to induce, assist or permit someone else to violate these rules; and
- (k) ignore, or fail to report, any suggestion of a bribe. As well as complying with the specific prohibitions in this Policy, Representatives must exercise common sense and judgement in assessing whether any arrangement could be perceived to be corrupt or otherwise inappropriate.

4.2 AGENTS AND INTERMEDIARIES

- (a) Representatives should not hire an agent, consultant or other intermediary if they have reason to suspect that they will pay bribes on behalf of Metals X Limited.
- (b) Representatives should seek to ensure that any third parties that are hired will not make, offer, solicit, or receive improper payments on behalf of Metals X Limited. All fees and expenses paid to third parties should represent appropriate and justifiable remuneration for legitimate services to be provided and should be paid directly to the third party. Accurate financial records of all payments must be kept.
- (c) All business units should adopt appropriate procedures directed towards ensuring that their arrangements with third parties do not expose them to non-compliance with this Policy. Such procedures should assist Representatives in determining whether particular third parties present a corruption risk and, if so, what steps should be taken to address that risk.

This may include, in particular, cases where a third party is engaged to act on behalf Metals X Limited:

- (i) to solicit new business;
 - (ii) to interact with public officials; or
 - (iii) in other high-risk situations.
- (d) Representatives must also be aware of factors which suggest the third party may pose a high corruption risk, and consult with their line managers to assess whether there is a need for enhanced due diligence and monitoring, or whether a proposed relationship should not proceed.

4.3 GIFTS, ENTERTAINMENT AND HOSPITALITY

Metals X Limited prohibits the offering of acceptance of gifts, entertainment or hospitality in circumstances which would be considered to give rise to undue influence. All Representatives must notify the Company Secretary or the Managing Director of any gifts and/or benefits, either offered or accepted and valued at AUD\$200 or more, to safeguard and make transparent their relationships and dealings with third parties.

4.4 CHARITABLE AND POLITICAL DONATIONS

- (a) Metals X Limited does not make political donations or payments.
- (b) Charitable donations can in some circumstances be used as a disguise for bribery, e.g. where a donation is provided to a 'charity' which is controlled by a public official who is in a position to make decisions affecting Metals X Limited. Therefore, whilst Metals X Limited supports community outreach and charitable work, recipients must be subject to a suitable due diligence and approval process in all circumstances. It must be clear who the actual recipient of the donation is and for whose benefit the donation is ultimately made.

4.5 REPORTING BRIBERY AND SUSPICIOUS BEHAVIOUR

- (a) If you become aware of any actual or suspected breach of this Policy or if you are ever offered any bribe or kickback, you must report this to the Company Secretary or the Managing Director. Metals X Limited will not permit retaliation of any kind against any Representative for making good faith reports about actual or suspected violations of this Policy. These processes apply to all Representatives of Metals X Limited.
- (b) Whistleblowing reports should be made in accordance with Metals X Limited Whistleblower Policy. Matters which may be reported to the Company Secretary or the Managing Director include (but are not limited to):
 - (i) conduct which is inconsistent with Metals X Limited stated vision, its Code of Conduct, policies, and procedures;
 - (ii) violation of law;
 - (iii) abuse of company resources and assets;
 - (iv) danger to health and safety of any individual;
 - (v) deliberate concealment of information;
 - (i) fraud, corruption, bribery, extortion, and theft;
 - (ii) financial misconduct;
 - (iii) unfair discrimination; and
 - (iv) attempt to suppress or conceal information relating to any of the above.

5. ENQUIRIES

- (a) The Company expects all Representatives to report unethical or fraudulent conduct without fear or favour.
- (b) Representatives have an obligation to report suspected or potential breaches of this Policy to their supervisor, the Company Secretary, or the Managing Director. All information and reports to a supervisor, the Company Secretary or the Managing Director will be dealt with in a responsible and sensitive manner.

Enquiries about this Policy should be directed to the Company Secretary or the Managing Director.

6. ROLES AND RESPONSIBILITIES

- (a) It is the responsibility of all Representatives to know and adhere to this Policy.
- (b) The Company Secretary has direct responsibility for the Policy, for maintaining it and for providing advice and guidance on its implementation.
- (c) All business unit managers are directly responsible for implementing the Policy within their business areas, and for adherence by their staff.

7. COMPLIANCE

- (a) Representatives are required to familiarise and fully comply with this policy.
- (b) Any Representative who fails to comply with the provisions as set out above or any amendment thereto, may be subject to appropriate disciplinary or legal action.

- (c) Metals X Limited policies, standards, procedures, and guidelines comply with legal, regulatory, and statutory requirements.
- (d) This Policy may be amended from time to time in the sole discretion of Metals X Limited.