



# Anti-Bribery and Corruption Policy

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## 1. Purpose

Technology Metals Australia Limited (the **Company**) is committed to conducting all of its business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules, and regulations. The Company expects the Board, management, and all personnel to hold themselves to high ethical standards and recognise and support the Company's commitment to compliance with these standards.

In particular, the Company is committed to preventing any form of Corruption and Bribery and to upholding all laws relevant to these issues, including the Anti-Corruption Legislation. In order to support this commitment, the Company has adopted this Anti-Bribery and Corruption Policy (the Policy) to ensure that it has effective procedures in place to prevent Corruption and Bribery.

This Policy sets out the responsibilities of the Company and its management and Personnel in upholding the Company's commitment to preventing any form of Bribery or Corruption and provides information and guidance to Personnel on how to recognise and deal with any potential Bribery and Corruption issues.

## 2. Scope

This Anti-Bribery and Corruption Policy applies to all directors, employees, temporary staff, contractors, and Business Associates working for Technology Metals Australia Limited and any of its subsidiaries.

The Company requires all Personnel to comply with this Policy as well as the Anti-Corruption Legislation.

## 3. Definitions

Terms	Definition
Anti-Corruption Legislation	includes many laws such as the <i>Criminal Code Act 1995</i> (Cth) and any applicable anti-corruption laws and regulations applicable to the location in which the Company operates
Bribery	the act of offering, promising, giving or accepting a benefit with the intention of influencing a person who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide the Company with business or a business advantage that is not legitimately due (whether in respect of an interaction with an Official or any commercial transaction in the private sector)

Business Associates	third party companies and individuals (such as joint venture partners, consultants, and agents) acting on the Company's behalf, whether directly or indirectly, by representing the Company's interests to foreign governments in relation to international business development or retention of business opportunities
Corruption	the abuse of entrusted power for private gain
Facilitation Payment	payments of nominal amounts or other inducement made to persons in order to secure or expedite the performance of a Government Official's routine governmental duties or actions
Gifts, Entertainment and Hospitality	<p>includes the receipt or offer of presents, meals or tokens of appreciation and gratitude or invitations to events, functions, or other social gatherings, in connection with matters related to the Company's business unless they:</p> <ul style="list-style-type: none"> <li>• fall within reasonable bounds of value and occurrence;</li> <li>• do not influence, or are not perceived to influence, objective business judgement; and</li> <li>• are not prohibited or limited by applicable laws or applicable industry codes</li> </ul>
Government Official	<p>a. any politician, political party, party official or candidate of political office;</p> <p>b. any official or employee of a domestic or foreign government (whether national, state, or local) or agency, department, or instrumentality of any domestic or foreign government or any government-owned or controlled entity (including state-owned enterprises);</p> <p>c. any official or employee of any public international organisation;</p> <p>d. any person acting in a private or public official function or capacity for such domestic or foreign government, agency, instrumentality, entity or organisation;</p> <p>e. any person who holds or performs the duties of any appointment created by custom or convention or who otherwise acts in an official capacity (including, some indigenous leaders who are authorised and empowered to act on behalf of the relevant group of indigenous peoples);</p> <p>f. any person who holds themselves out to be an authorised intermediary of a government official</p>
Item of Value	includes, amongst other things, cash, travel, meals, Gifts, Entertainment and Hospitality, other tangible or intangible benefits or anything of value
Money-laundering	the process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate
Official	a Government Official, political party, official or officer of a political party or candidate for political office

Personnel	all persons acting (whether authorised or unauthorised) on behalf of the Company at all levels, including officers, directors, temporary staff, contractors, consultants, and employees of the Company
Secret Commissions	offering or giving a commission to an agent or representative of another person that is not disclosed by that agent or representative to their principal to induce or influence the conduct of the principal's business
Secure an improper advantage	includes obtaining any commercial or financial benefit
Third Party	any individual or organisation other than Officials, with whom Personnel come into contact during the course of their employment or business relationships associated with the Company

#### 4. Responsibility for Compliance

- a. The Company's Board is responsible for the overall administration of this Policy. The Board and Company Secretary will monitor the implementation of this Policy and will review on an ongoing basis its suitability and effectiveness. Internal control systems and procedures will be audited regularly to ensure that they are effective in minimising the risk of non-compliance with this Policy.
- b. A copy of this Policy shall be made available to all Personnel.
- c. All Personnel are required to understand and comply with this Policy and to follow the reporting requirements set out herein. To this end, appropriate training on how to comply with this Policy will be provided to all senior managers and other relevant Personnel by the Board member and/or the Company Secretary. However, it is the responsibility of all Personnel to ensure that they read, understand, and comply with this Policy.
- d. All Business Associates are required to be made aware of this Policy and to undertake to comply with this Policy in relation to any of their dealings with, for or on behalf of the Company.
- e. The prevention, detection and reporting of Bribery and other improper conduct addressed by this Policy are the responsibility of all those working for or engaged by the Company. All Personnel should be vigilant and immediately report any breaches or suspicious activity to the Board or Company Secretary.

#### 5. Consequence of Breaching this Policy

- a. Bribery and the related improper conduct addressed by this Policy are very serious offences that will be taken seriously, reviewed, and thoroughly investigated by the Company. Depending on the circumstances, the incident may be referred to regulatory and law enforcement agencies.
- b. A breach of this Policy may also expose Personnel and the Company to criminal and/or civil penalties, substantial fines, loss of business and reputational damage.
- c. Breach of this Policy by Personnel will be regarded as serious misconduct, leading to disciplinary action which may include termination of employment.

## 6. Policy

### 6.1. General

- a. Personnel must:
  - (i) understand and comply with this Policy and attend all relevant training when requested;
  - (ii) not engage in Bribery or any other form of Corruption or improper conduct;
  - (iii) not make Facilitation Payments;
  - (iv) not offer, pay, solicit, or accept Secret Commissions;
  - (v) not engage in Money-laundering;
  - (vi) not give or accept Items of Value where to do so might influence, or be perceived to influence, objective business judgement or otherwise be perceived as improper in the circumstances;
  - (vii) obtain required approvals for political contributions and charitable donations;
  - (viii) maintain accurate records of dealings with Third Parties; and
  - (ix) be vigilant and report any breaches of, or suspicious behaviour related to, this Policy.
- b. This Policy does not prohibit the giving of normal and appropriate hospitality to, or receiving it from, Third Parties.

### 6.2. Prohibition against Bribery and Corruption

- a. The Company strictly prohibits Personnel engaging in or tolerating Bribery or any other form of Corruption or improper conduct.
- b. The Company's corporate values require that in all aspects of business all Personnel act honestly, adhere to the highest ethical standards, and act in compliance with all relevant legal requirements. In this respect Personnel must not engage in Bribery or any other form of Corruption.
- c. The prohibition of Bribery under this Policy includes the provision or conveying of an Item of Value to any Third Party, Official or family members of Officials, whether directly or indirectly, to secure any improper advantage or to obtain or retain business. This means that Personnel must not:
  - (i) offer, promise, or give an Item of Value with the intention of influencing an Official or Third Party who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide the Company with business or an improper advantage; or
  - (ii) authorise the payment or provision of Items of Value to any other person, if it is known, or reasonably should have been known, that any portion of that payment or Item of Value will be passed onto an Official or Third Party to secure an improper advantage or obtain or retain business; or
  - (iii) engage, or procure, a third party to make a payment or provide an Item of Value to an Official or Third Party, (or to procure another person to make such payment or provision), in order to secure an improper advantage or obtain or retain business.
- d. The prohibition of Bribery under this Policy also includes the request or acceptance of (or the agreement to accept) an Item of Value from an Official or Third Party either:
  - (i) intending that, in consequence, a function or activity should be performed improperly (whether by the requestor/acceptor or another person); or
  - (ii) where the request, agreement, or acceptance itself constitutes the recipient's improper performance of a function or activity; or

- (iii) as a reward for the improper performance of a function or activity (whether by the recipient or another person).

### **6.3. Prohibition on Facilitation Payments, Secret Commission and Money-laundering**

- a. The Company does not condone the making of Facilitation Payments, Secret Commissions and Money Laundering.
- b. Personnel are prohibited from:
  - (i) making Facilitation Payments;
  - (ii) offering, paying, soliciting, or receiving Secret Commissions; and
  - (iii) engaging in Money-laundering.

### **6.4. Political Contributions and Charitable Donations**

#### **a. Political Contributions**

The Company prohibits Personnel from making political contributions to Officials on behalf of the Company. Any donations above a level determined in Federal legislation must be disclosed annually to the Australian Electoral Commission and will be published on its website.

This Policy does not seek to curtail an individual's freedom to make political contributions in their personal capacity.

The context of any other political contributions is key in determining their appropriateness. For instance, it is permissible for the Company to make a payment to attend a political function in circumstances where such payment could not be construed as an attempt to influence the political party.

If you are in any doubt as to the appropriateness of any political contribution, you should consult the Board or the Company Secretary before it is given or accepted or otherwise as soon as possible.

#### **b. Charitable Donations**

The Company can only make charitable donations that are legal and ethical under Local Laws and practices. In order to ensure that donations made by the Company to charitable organisations are for proper charitable purposes, Personnel must only make donations on behalf of the Company to charitable organisations previously approved by the Company and within approved financial limits.

### **6.5. Interactions with Officials and Third Parties**

- a. All interactions with Officials, Third Parties and Business Associates must comply with this Policy, and the Company and Personnel must not take any actions, whether direct or indirect, which create the appearance of impropriety regardless of whether there is any improper intent behind their actions.
- b. The prohibitions under this Policy include a prohibition on Personnel using personal funds to undertake any interaction or transaction that is prohibited under this Policy.

### **6.6. Documentation and Recordkeeping**

- a. As part of the Company's commitment to open and honest business practice the Company requires all of its businesses to maintain accurate books of account and records.
- b. The Company and its subsidiaries must keep accurate and complete records of all business transactions:
- c. in accordance with generally accepted accounting principles and practices;
- d. in accordance with the Company's accounting and finance policies; and

- e. in a manner that reasonably reflects the underlying transactions and events.

It is the responsibility of all Personnel to ensure that all business transactions are recorded honestly and accurately and that any errors or falsification of documents are promptly reported to the appropriate member of the senior management team of the relevant business and corrected. No accounts are to be kept "off the books" to facilitate or conceal improper payments.

All Personnel must record Items of Value given or received in expense reports and approved in accordance with the relevant expense policy.

## 7. Reporting Breaches and Suspected Misconduct

- a. Any Personnel or stakeholder who believes that a violation of this Policy or any laws has been committed, is being committed, or is being planned, should report the matter immediately to the Board or the Company Secretary.
- b. If anyone is unsure whether a particular act constitutes Bribery, a Facilitation Payment, Secret Commission, Money-laundering, or an improper Item of Value, or has any other queries, they shall ask the Board or the Company Secretary.

## 8. Protection

- a. The Company prohibits retaliation against anyone reporting such suspicions.
- b. Personnel who wish to raise a concern or report another's misconduct, or who have refused pressure to either accept or offer a bribe, should not be worried about possible repercussions. The Company will support any Personnel who raises genuine concerns in good faith under this Policy.
- c. If you are not comfortable, for any reason, with speaking directly to the Board or the Company Secretary, the Company has a *Whistleblower Policy* which affords certain protections against reprisal, harassment, or demotion for making the report.

## 9. Monitoring and Review

- a. Material breaches of this Policy will be reported to the Board or a committee of the Board.
- b. The Board will monitor the content, effectiveness, and implementation of this Policy on a regular basis. There may also be independent reviews taken from time to time.

**Appendix A – Receiving Items of Value**

Date Received:	
Name, Position and Department of Recipient:	
Name of Giver:	
Description of Gift/Entertainment:	
Estimated Value of Gift:	
Reason for Acceptance:	
What Happened to the Gift? e.g., shared among personnel; random lucky dip among personnel	
Name and Position of Approving Manager:	

**Appendix B – Offering Items of Value**

Date Offered:	
Name, Position and Department of Offeror:	
Name of Recipient:	
Description of Gift/Entertainment:	
Value of Gift:	
Reason for Offering:	
What Happened to the Gift? e.g., accepted with pleasure; politely refused	
Name and Position of Approving Manager:	