**Anti-Bribery and Anti-Corruption Policy**

## 1. Introduction

Group 6 Metals Limited its wholly-owned subsidiaries and related entities (collectively referred to as the **Company**) are committed to ensuring that its business is free from bribery and corruption and that the Company, together with its employees, associates and representatives operate in an ethical and transparent manner across all of its activities.

Bribery can be described as the giving to or receiving by any person of anything of value (e.g. money, a gift, loan, reward, favour, commission or entertainment), as in order to obtain a 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 may direct or indirect, and can 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) non-contractual 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.

Bribery is a serious criminal offence and has a wide range of effects for both the Company and individuals involved.

## 2. Scope

All employees, executive management, suppliers, consultants, customers, joint venture partners as well as temporary and contract staff (including subcontractors) are bound by this policy when acting for or on behalf of the Company (Representatives). This Policy has been adopted by the Company to set out the minimum standards to which all Representatives of the Company must adhere to.

## 3. Purpose

The Company 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 the Company's position on bribery and corruption; and

(b) provide information and guidance to those working for the Company on how to recognise and deal with bribery and corruption issues.

## 4. Policy details

Representatives are not permitted to pay, offer, accept or receive a bribe in any form. Representatives must never:

(a) offer, pay or give anything of value to a public official, or a person closely connected 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 knowing, or having reason to suspect, that all or part of the payment may be channelled to a public official, or a person closely connected to a public official. Representatives should therefore undertake appropriate due diligence checks prior to engaging 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 Company's Code of Conduct;

(e) establish an unrecorded (slush) fund for any purpose;

(f) otherwise use illegal or improper means (including

(g) 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;

(h) make a false or misleading entry in the company books or financial records;

(i) act as an intermediary for a third party in the solicitation, acceptance, payment or offer of a bribe or kickback;

(j) offer a 'facilitation' payment to a third party. Such payments should not be made to public officials, even if they are nominal in amount and/or common in a particular country;

(k) do anything to induce, assist or permit someone else to violate these rules; and

(l) 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 the Company's behalf.

(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 the Company. 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 undertake a reasonable and proportional level of due diligence checks and 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 the Company:

(i) to solicit new business or markets; or

(ii) to interact with public officials;

(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

The Company prohibits the offering of and/or acceptance of gifts, entertainment or hospitality in circumstances which may be considered to give rise to undue influence. All Representatives must notify the Company Secretary or Chief Financial Officer of any gifts and/or benefits, either offered or accepted and valued at:

(a) In relation to members of executive management or Directors of the Company - A$500 or more for an individual occurrence or a total of more than A$2,000 from the same source over the course of a rolling 12-month period, to safeguard and make transparent their relationships and dealings with third parties.

(b) In relation to all other personnel - A$250 or more for an individual occurrence or a total of more than A$1,000 from the same source over the course of a rolling 12 month period, to safeguard and make transparent their relationships and dealings with third parties.

Gifts, entertainment or hospitality are only permitted if the gift, entertainment or hospitality is:

(c) solely given for the purpose of building a general relationship and understanding with the other party;

(d) not intended, and is not reasonably able to be construed as, an attempt to influence the performance of the recipient's role or function or obtain business or a business advantage;

(e) given or received in an open and transparent manner;

(f) compliant with any relevant law, regulation, rule or code (including this Policy);

(g) otherwise lawful in the jurisdiction where it is made;

(h) not comprised of cash, loans or cash equivalents (such as gift certificates or vouchers);

(i) not reputationally adverse to the Company or its Representatives or the individual in question if publicly disclosed;

(j) reasonable and appropriate for the persons involved; and

(k) not given or received while the relevant parties are involved in negotiations or a tender process.

### 4.4 Charitable and political donations

The Company does not make political donations or payments.

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 the Company. Therefore, whilst the Company 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 New countries and business ventures

Entry into new countries and new business ventures may pose risks from an anti-bribery and corruption perspective. In advance of undertaking new business ventures or investing in new companies or countries, the Company will include in its due diligence process consideration of corruption risks and its ability to address any such risks.

### 4.6 Record keeping

The Company and its Representatives must keep accurate and complete accounts, invoices, and other documents and records relating to dealings with any external or third party, which will evidence the business reason for these dealings. No accounts may be kept "off-book" for any reason or treated/managed in a way so as to facilitate, conceal or disguise potential breaches of this Policy or other Company policies.

Further, Representatives must:

(a) not make false or misleading entries in the books and/or records of the Company;

(b) ensure contracts, invoices and other documents relating to business partners and third party relationships accurately describe the transactions to which they relate;

(c) abide diligently by payment control procedures; and

(d) abide diligently by requirements to record and obtain approvals for payments and expenses, including those relating to gifts, hospitality, entertainment, travel, charitable donations, sponsorships, political donations and community engagement activities.

### 4.7 Prohibition on money laundering

(a) The Company prohibits any form of money laundering in connection with its business activities.

(b) Money laundering is 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.

(c) Use by the Company of proceeds of illegal activity can give rise to liability to the Company and/or Representatives involved in that conduct.

(d) If you suspect that any transaction might involve the payment or receipt of proceeds of any unlawful activity, you should contact an Authorised Officer (see Schedule 1) immediately.

### 4.8 Reporting bribery and suspicious activity

(a) Representatives who become aware of any actual or suspected breach of this Policy must report the conduct to an Authorised Officer (see Schedule 1). Any complaints will be investigated and appropriate action taken. The Company 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 the Company.

(b) Whistleblowing reports should be made in accordance with the Company's Whistleblower Protection Policy. Matters that may be reported to the Authorised Officers under this policy include (but are not limited to):

(i) conduct which is inconsistent with the Company stated vision, its Code of Conduct, policies and procedures;

(ii) violation of law;

(iii) abuse of company resources and assets;

(iv) deliberate concealment of information;

(v) fraud, corruption, bribery, extortion and theft;

(vi) financial misconduct; and

(vii) attempt to suppress or conceal information relating to any of the above.

(c) The Company expects all Representatives to report unethical or fraudulent conduct without fear or favour.

(d) Customers and suppliers are also encouraged to report unethical and fraudulent activities and (in the case of customers) activities that could constitute, or could be perceived to be, collusion or price fixing.

(e) Representatives have an obligation to report suspected or potential breaches of this Policy to an Authorised Officer. All information and reports made to an Authorised Officer will be dealt with in a responsible and sensitive manner. Authorised Officers have an obligation to report material breaches of this Policy to the Board.

## 5. Roles and Responsibilities

(a) It is the responsibility of all Representatives to know and adhere to this Policy.

(b) The Board 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.

(d) The Board must ensure that managers and employees likely to be exposed to bribery and corruption recognise and deal with such conduct in accordance with this Policy.

## 6. Compliance

Representatives are required to familiarise themselves and attend any training arranged by the Company in relation to this policy.

Any Representative who fails to comply with the provisions as set out above or any amendment thereto, will be subject to appropriate disciplinary or legal action.

The Board is responsible for reviewing this Policy to determine its appropriateness to the needs of the Company from time to time and that the Company's policies, standards, procedures and guidelines comply with legal, regulatory and statutory requirements.

This Policy may be amended from time to time in the sole discretion of the Company.

## 7. Consequences of Breaching this Policy

Bribery, Corruption, fraud and other related improper conduct referred to in this Policy may be treated as criminal offences which could have serious consequences for the Company and its employees, including substantial fines and liabilities, imprisonment and reputational damage.

Any breach of this Policy by employees will be regarded as serious misconduct, leading to disciplinary action which may include termination of employment. Breaching this Policy may breach applicable anti-corruption laws and expose an individual to criminal and civil liability, could result in imprisonment or the imposition of a significant financial penalty.

Representatives should be aware that the Company's insurance policies may not provide coverage for conduct involving a breach of this Policy. Representatives must cooperate fully and openly with any investigation by the Company of an alleged or suspected corrupt activity or breach of this Policy. Failure to cooperate or to provide information is a breach of this Policy.

## 8. Enquires

Enquiries about this Policy should be directed to an Authorised Officer.

## 9. Reviewing and Maintaining the Policy

The Company will ensure that employees (including new employees) and applicable Representatives are informed of and understand this Policy. Each Representative will have access to this Policy via the Company's website. Any questions about this Policy, or doubt about whether particular conduct may violate this Policy, can be referred to an Authorised Officer.

## Schedule 1 Authorised Officers

| Name | Position | Contact Details |
|---|---|---|
| Kevin Pallas | Executive Chairman | Kpallas@g6m.com.au |
| Andrew Bickley | Company Secretary | andrewb@g6m.com.au |