



Anti-Bribery & Corruption Policy

Introduction

Zenith Minerals Ltd, its wholly owned subsidiaries (“Zenith” or the “Group”) and the Board are committed to achieving and demonstrating the highest standards of corporate governance. The Board continues to review the framework and practices to ensure they meet the interests of shareholders.

The Group 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 Anti-bribery and Corruption Policy is to:

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

This policy should be read in conjunction with other Zenith Minerals policies, including the Code of Conduct and Corporate Values. These policies can be viewed on the Group’s website at <https://www.zenithminerals.com.au/corporate-governance-policies/>.

Scope

This Policy applies to all employees, executive management, suppliers, consultants, customers, joint venture partners (where they agree to be bound by this Policy) as well as temporary and contract staff (including subcontractors) (“**Representatives**”) in connection with Zenith Mineral’s business and operations.

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. It is the responsibility of each Representative to be aware of and compliant with this Policy.

Purpose of an Anti-Bribery and Corruption Policy

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.

Bribery is a serious criminal offence and can damage the Group's reputation and standing in the community.

Anti-bribery and Corruption Policy Information

1.1 Policy Details

No Representative of the Group 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 Group. "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 channelled 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 Company's Code of Conduct;
- (e) establish an unrecorded (slush) fund for any purpose;
- (f) 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) participate in so-called "facilitation" or "grease" payments. 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.

1.2 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 Group.
- (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 Group. 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) The Company 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 the Group:
 - to solicit new business;
 - to interact with public officials; or
 - 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.

1.3 Gifts, Entertainment and Hospitality

The Group prohibits the offering of acceptance of gifts, entertained or hospitality in circumstances which would be considered to give rise to undue influence. All Representatives must notify the Company Secretary or the CEO of any gifts and/or benefits, either offered or accepted and valued at AUD\$[500] or more, to safeguard and make transparent their relationships and dealings with third parties.

1.4 Charitable and Political Donations

- (a) The Group 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 the Group. Therefore, whilst the Group 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.

1.5 Mergers and Acquisitions

A corruption due diligence on companies which the Group is considering acquiring should be performed during the overall due diligence process. The following risk areas should be considered during the due diligence process:

- (a) an entity's control environment: policies, procedures, employee training, audit environment and whistleblower issues;
- (b) any ongoing or past investigations (government or internal), adverse audit findings (external or internal), or employee discipline for breaches of corruption law or policies;

- (c) the nature and scope of an entity's government sales and the history of significant government contracts or tenders. Risks include improper commissions, side agreements, cash payments and kickbacks;
- (d) an entity's important regulatory relationships, such as key licenses, permits, and other approvals. Due diligence in that context would focus on employees who interact with these regulators, and whether there are any fees, expediting payments, gifts or other benefits to public officials;
- (e) travel, gifts, entertainment, educational or other expenses incurred in connection with marketing of products or services, or in connection with developing and maintaining relationships with government regulators. Diligence in this area would include examining expense records, inspection or training trips, and conference attendee lists and expenses;
- (f) an entity's relationships with distributors, sales agents, consultants, and other third parties and intermediaries, particularly those who interact with government customers or regulators; and
- (g) an entity's participation in joint ventures or other teaming arrangements that have significant government customers or are subject to significant government regulation.

1.6 Reporting Bribery and Suspicious Activity

- (a) If an employee becomes aware of any actual or suspected breach of this policy or if an employee is ever offered any bribe or kickback, the employee must report this to any of the Authorised Officers listed below:

Name	Position
David Ledger	Executive Chairman
Mick Clifford	Managing Director
Nicholas Ong	Company Secretary

- (b) Processes are in place to ensure that such complaints are investigated, and appropriate action taken. The Group 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 Group.
- (c) Whistleblowing reports should be made in accordance with the Group's Whistleblower Protection Policy. Matters which may be reported to the Authorised Officers include (but are not limited to):
 - conduct which is inconsistent with the Group's stated vision, its Code of Conduct, policies and procedures;
 - violation of law;
 - abuse of company resources and assets;
 - danger to health and safety of any individual;
 - deliberate concealment of information;
 - fraud, corruption, bribery, extortion and theft;
 - financial misconduct;
 - unfair discrimination; and
 - attempt to suppress or conceal information relating to any of the above.
- (d) The Group expects all Representatives whether full-time, part-time or temporary acting in good faith to report unethical or fraudulent conduct without fear or favour.

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

Roles and Responsibilities

- (a) It is the responsibility of all Representatives to know and adhere to this policy.
- (b) The Board have direct responsibility for the policy, for maintaining it and for providing advice and guidance on its implementation.
- (c) All Senior Executives are directly responsible for implementing the policy for adherence by their staff.
- (d) The Board must ensure that managers and employees likely to be exposed to bribery and corruption are trained to recognise and deal with such conduct in accordance with this policy.

Compliance

- (a) Representatives are required to familiarise and fully comply with the Group's policies, standards, procedures and guidelines, as well as complying with legal, regulatory and statutory requirements.
- (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) The Board is responsible for reviewing this policy to determine its appropriateness to the needs of the Group from time to time.
- (d) This policy may be amended from time to time in the sole discretion of the Group.
- (e) Enquiries about this policy should be directed to the Company Secretary or the Managing Director.

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