

**METAL BANK LIMITED**  
**ANTI-BRIBERY AND CORRUPTION POLICY**

**1. Introduction**

Metal Bank Limited (the **Company** or **Metal Bank**) and its directors are committed to the highest standards of conduct and ethical behaviour in conducting its business and to promoting and supporting a culture of lawful, respectful, honest, ethical and responsible behaviour amongst its Personnel.

Metal Bank's Code of Conduct sets out the Company's values and what is expected of all Personnel to ensure such behaviour throughout the Company and in all our interactions with all stakeholders.

**2. Purpose**

The purpose of this Policy is to eliminate fraud and corruption in our business and to encourage all staff to act honestly, in good faith and in the best interests of the Company at all times.

**3. Who does this policy apply to?**

This policy applies to all directors, employees (full time, part time, casual), individual contractors and consultants (**Personnel**) of the Company.

**4. What conduct is covered by this Policy?**

Conduct covered by this policy includes any conduct which is dishonest, illegal, fraudulent or corrupt and includes bribery, payment of secret commissions and facilitation payments (**Prohibited Conduct**).

**Fraud** can be defined as a dishonest act causing actual or potential financial loss. It includes any act which involves the use of deception to obtain an illegal advantage.

**Corruption** is dishonest activity to achieve some personal gain for oneself or for another person or entity. Bribery is a form of corruption.

**Bribery** includes offering, promising, authorising, providing, soliciting or receiving a benefit (whether monetary or non-monetary) with the intention of influencing a public official or person in the private sector in the performance of their duties, to distort a proper decision making process, to influence a person's decision, or to obtain business or a business advantage that is not legitimately due.

**Secret Commissions** include offering or giving a commission to an agent or representative of another person (the **principal**) to induce or influence the conduct of the principal's business, without that agent or representative disclosing the commission to the principal.

**Facilitation payments** are payments of a nominal amount to a public official or government employee, to secure or expedite the performance of routine services or administrative actions that those persons are already obliged to perform. An example includes payments made in order to expedite government approval for an activity.

## **5. Zero Tolerance**

The Company has zero tolerance for Prohibited Conduct within its business.

All Personnel must comply with and observe all laws and regulations that apply to the Company in relation to its business affairs and operations.

Personnel must not engage in any Prohibited Conduct, including:

- giving or receiving improper gifts, including bribes or kickbacks;
- making a payment to any person for a service for which the Company is not normally entitled;
- offering anything of value to a government official or other person to obtain an actual or perceived improper advantage;
- theft of physical assets;
- timesheet falsification;
- mis-stating performance, such as exploration performance; and
- falsifying company records.

Any Personnel or other person with information about Prohibited Conduct must report it under this Policy.

## **6. What are the Consequences of breaching this Policy?**

A breach of this Policy may be regarded as serious misconduct, leading to disciplinary action that may result in termination of employment.

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.

## **7. Acceptable Gifts, Entertainment and Hospitality**

Personnel may only offer or accept gifts, entertainment and hospitality where:

- prior to offering or acceptance, if the value is over \$100, approval of the Company Secretary is obtained;
- the purpose is for general relationship building only;
- there is no intention and it cannot be reasonably construed, as an attempt to improperly influence the recipient's performance of a role or function;
- the giving or receipt complies with the local laws and regulations and local customs and traditions in the jurisdiction in which it is made or received;
- it is given or received in an open and transparent manner; and
- it does not include cash, loans or cash equivalents, such as gift certificates or vouchers.

Records must be kept, in reasonable detail, of any gifts, entertainment and hospitality given or received, including the parties, the payment arrangements, the purpose of the transaction and the nature of the gift, entertainment or hospitality, including the value. A copy of all such records must be provided to the Company Secretary.

**8. How do I report breaches of this Policy?**

Personnel must immediately report any actual or suspected Prohibited Conduct or breaches of this Policy to their Manager, the Company Secretary or a Protected Disclosure Officer under the Company's Whistleblower Policy.

**9. How will the Company respond to a report?**

All reports of actual or suspected breaches of this Policy will be reported to the Board and will be investigated by an officer appointed by the Chair.

An investigation will be fair and independent from any persons involved in the Prohibited Conduct.

All Personnel must cooperate fully with any investigation.

**10. Further Information**

If you have any questions arising from this policy, please contact the Company Secretary.

This policy will be available on the Company's public website.

This policy will be periodically reviewed to ensure that it is operating effectively and may be amended from time to time.

**Approved by the Board  
June 2021**