



# METRO MINING LIMITED

## Anti-Bribery & Corruption Policy

Policy Number: P9.4

Date Approved: 26 Oct 2021

Employee Responsible: Managing Director

Approved By: Metro Board

### Statement

The Company ("**Metro Mining Limited**") has zero-tolerance for and strictly prohibits bribery and corruption in all business dealings, in every country it operates or procures business or supplies from.

This Policy applies to all our dealings whether they are with private organisations, individuals, domestic or foreign national or local governments, or their representatives.

Bribery involves making a payment (including facilitation payments) of any amount or otherwise offering, promising or discussing a benefit, advantage\* or inducement to any person\*\* deliberately to distort a proper decision-making process, to influence a person's decision, to encourage them to secure an improper commercial advantage, or to enter into a dishonest arrangement.

### Purpose

The purpose of this ABC Policy and its supporting guidelines is to:

- Set out the responsibilities of Company employees and others working for the Company, in observing and upholding our standards on bribery and corruption;
- Provide information and guidance to those working for and on behalf of the Company on how to recognise and deal with bribery and corruption issues;
- Ensure that all transactions carried out by the Company are transparent;

- Set out the high standards of behaviour expected of all Company employees regarding Anti-Bribery and Corruption; and
- Ensure that transparency is provided in all our dealing with our Associates, wherever they may be located.

This Policy is endorsed by the Metro Mining Limited Board of the Company and will available on the Metro Mining website at <http://www.metromining.com.au/about-us/corporate-governance/>

Simon Wensley

**Managing Director & Chief Executive Officer**

*Signed for and on behalf of Metro Mining Limited*

# GUIDELINES FOR ANTI-BRIBERY & CORRUPTION POLICY (ABC POLICY)

## 1. Purpose

Policy (“**ABC Policy**”) and associated Guidelines is to ensure all personnel working for or engaged by Metro Mining Limited (the “**Company**”), are aware of their legal obligations in respect of Anti-Bribery and Corruption both individually and when taking business decisions on behalf of the Company.

It is also to ensure that when personnel make business decisions that they are supported by the system detailed in this ABC Policy and the associated Guidelines, to demonstrate that their dealings and decisions made on behalf of the Company follow the requirements and processes required and comply with Anti-Corruption legislation both in Australia and elsewhere in the world and in particular where the Company has mining operations, including but not limited to Myanmar.

## 2. Scope

The ABC Policy & Guidelines apply to all personnel engaged by the Company and under the Company's operational control, wherever located (collectively referred to as “personnel” in this policy).

Compliance with the ABC Policy and Guidelines is the responsibility of all Company personnel (regardless of an individual's role or responsibilities), in doing so we uphold the respect of all our stakeholders, wherever that may be. We expect our suppliers, contractors and consultants to uphold the same standards.

## 3. Responsibilities

### a. Managing Director & CEO

Shall ensure that:

- Metro Mining Board approves the ABC Policy & Guidelines on its inception and thereafter at annual intervals.
- Any allegation or report of bribery and/or corruption that the MD & CEO is made aware be brought to the Boards attention immediately, even before any enquiry into the allegation has been carried out.
- Any allegation or report of bribery and / or corruption brought to either the MD & CEO or the Boards attention, is investigated and the necessary disciplinary action taken, or other measures as detailed within the Metro Mining Limited HR/Disciplinary process, to prevent the Bribery and/or Corruption (if founded) escalating into a Significant/ Crisis event;

- Outcomes of any investigations are reported to Board where investigations have been proven and the measures taken by the Company to prevent further bribes and / or corruption occurring from each event;
- A record of hospitality received above the limits set by the Company, are recorded; and
- Internal systems exist to support and audit the ABC Policy and Guidelines throughout all company functions.

### b. Company Legal Advisor

Shall ensure that:

- Provision of annual legal update briefing which focuses on the ABC Policy and Guidelines, is provided to all Board members and senior management team members (as appropriate);
- Assistance is provided to the MD & CEO for any investigation(s) undertaken into allegations or reports of Bribery and/or Corruption and liaison with appropriate external resources as necessary, to expedite investigation and conclusions.

### c. Board Members / Senior Managers

Shall ensure that:

- Provision of ABC Policy and Guidelines training to all management / supervisory team members within 1 month of joining the Company;
- Provision of ABC Policy and Guidelines training to all Company managers who have financial
- delegated authority or contractual representation with a supplier or vendor, within 1 month of joining the Company or prior to being delegated authority;
- Assistance is provided to the MD & CEO for any investigation(s) undertaken into allegations or reports of Bribery &/or Corruption and liaise with appropriate external resources as necessary, to expedite the investigation and its conclusions;

### d. Managers / Supervisors

Shall ensure that:

- The attention of all personnel within their area of responsibility, operations or departments, attention is drawn to the requirements of the ABC Policy and Guidelines, and they ensure that personnel attend the necessary training.

- Reports received from sub-ordinates on any bribery allegations are immediately reported to the MD & CEO.

**e. Employees**

Shall ensure that:

- They understand the ABC Policy and Guidelines and bring to the attention of their Supervisor / Manager as soon as practicable, should they;

- Be offered bribes and or be extended hospitality in excess of the value set out in this document; or
- Witness or have knowledge / information of bribery and / or corruption at the Company.

Reports should be made without fear of retribution and the Company will respect the employee's rights as a whistleblower.

**4. Definitions**

Term	Definition
<b>Anti-Corruption Legislation</b>	Means the Criminal Code Act 1995, (Commonwealth of Australia) and the Anti-Corruption Law 2013 (Myanmar)
<b>Bribery</b>	Means the offering, promising, giving, accepting or soliciting or authorising, of an advantage as an inducement for a function or an action (including inaction) which is dishonest, illegal or a breach of trust in the course of doing business  Bribery can include but is not limited to any loan, gift, lavish trip or entertainment, donation, payment, or any other thing of value directly or indirectly, in cash or in kind, to or for the benefit of any Official or Third Party to obtain or retain business or to secure any improper advantage for the Company. Bribery includes payment of facilitation payments, regardless of their legality or otherwise.
<b>Business Associate</b>	Means an external entity which conducts business, either directly or indirectly with the Company or on behalf of the Company, this being an individual or corporate / public or government body
<b>Corruption</b>	Occurs when one individual offers or gives a benefit (i.e. a bribe) to another individual in exchange for an undue favour. A bribe is corrupt whether it is given directly or through a third party
<b>Declination</b>	Is the declining of an offer or hospitality or gift offered by another person The declination can be due to a number of circumstances these being: <b>a.</b> It is above the value as set out in this Guidelines; and <b>b.</b> It being a bribe or incentive to undertake corrupt activities or commit fraud.  Note that any declination on the part of (a) should be polite particularly when in good faith and personnel should offer to pay for themselves
<b>Facilitation Payments</b>	Are unofficial, improper, small payments of nominal amounts made to a low level official, public or otherwise, to secure or expedite the performance of a routine or necessary action by a government official or agency (e.g. Issuing licences or permits, installation of a telephone line, processing goods through customs, etc.) to which the payer (or the Company on behalf of which the payment is made) has legal or other entitlements. Commonly, facilitation payments are extorted by underpaid officials
<b>Fraud</b>	Is the deliberate deception of people in order to secure unfair or unlawful gain or to avoid fulfilling a legal obligation. The motive for fraud may be to obtain a material gain or a moral incentive. As a general rule, fraud is committed by forging documents and leads to the misappropriation or diversion of funds, to the misuse of equipment or to false information or accounting records
<b>Hospitality</b>	Means the relationship between the Company employee and an employee of a commercial or government organisation which includes hosting or receiving gifts or vice versa, which may include but not limited to provision of drinks and or meals or other entertainment
<b>Item of Value or anything of value</b>	Includes cash, travel, meals, gifts, and other tangible or intangible benefits
<b>Monetary Value</b>	The value as detailed within this ABC Policy at Section 9, of any gift or hospitality above which a polite declination should be tendered, or other action as described in this policy and Guidelines taken

## 4. Definitions

Term	Definition
<b>Official</b>	Official means a Government Official, political party, official or officer of a political party or candidate for political office, regardless of title or rank, who is: <ul style="list-style-type: none"><li>▪ Engaged in public duty in a government agency whether elected or appointed, and at any level of government including national, state or local government entities;</li><li>▪ A member of any legislative, administrative or judicial body;</li><li>▪ An employee of a government agency, regardless of rank including an administrative and / or office worker;</li><li>▪ An officer or employee of a government-owned or government-controlled entity, including state-owned entities that operate in the commercial sector;</li><li>▪ An officer or employee of a public international organisation (such as the United Nations, the World Bank or the International Monetary Fund); or</li><li>▪ Acting in an official capacity for a government, government agency, or state-owned enterprise.</li></ul>
<b>Personnel</b>	All persons acting on behalf of Metro Mining Limited at all levels, including officers, directors and employees of the Company
<b>Secure an improper advantage</b>	Includes obtaining any commercial or financial benefit
<b>Third Party</b>	A third party means any individual or organisation you come into contact with during the course of your work for Company, and includes actual and potential clients, customers, suppliers, distributors, business contacts, consultants, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties

## 5. Penalties and Sanctions

Most countries have laws prohibiting bribery and corruption. However, many countries (including Australia & Myanmar) also have laws that prohibit bribery and corruption wherever committed.

As the Company is Queensland based with operations in Australia and Myanmar, it is required to apply the legislation from Australian State and Federal Governments and Myanmar.

A breach of these laws can be a serious offence, which may result in fines on the Company and employees and imprisonment of employees. The appearance of a breach of these laws can have a serious reputational impact on the Company. A breach of these laws may have serious consequences for Company personnel, including termination where appropriate.

A breach of the ABC Policy and Guidelines by a third party (see Definitions Section 4) will be regarded as an extremely serious matter by the Company and the Company may exercise any contractual or civil remedy available to it to address the matter.

The penalties for bribery apply not only to the person or company that pays the bribe, but also to any third parties or accomplices.

Any Company personnel found to be partaking in bribery, corruption or fraudulent activities, in breach of the ABC Policy or Guidelines, will be subject to as a minimum, disciplinary action and or legal redress or criminal prosecution by appropriate authorities.

## 6. Due Diligence of Business Associates

The Company and its personnel may also be held responsible for acts of bribery by Business Associates. The use of Business Associates for the purpose of committing acts of bribery is prohibited.

The Company must take reasonable precautions to ensure Business Associates also comply with this ABC Policy and Guidelines, including through the exercise of due care in selecting our Business Associates to ensure they are reputable, honest and qualified for their roles, and the inclusion of appropriate contractual protections in our terms of engagement with such parties.

All Business Associates are to be engaged in accordance with the Company's commercial contracts.

Where anyone has concerns that a Business Associate or third party's conduct may breach this ABC Policy or Guidelines you must contact your Supervisor / Manager or the Company's MD & CEO.

## 7. Gifts and Hospitality

This ABC Policy does not prohibit bona fide and appropriate hospitality or promotional or other legitimate business expenditure (given and received) to or from third parties. The practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is if in all circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered. However, if any gifts are received or offered over the monetary values as set out below in Section 9, you must follow the requirements of this ABC Policy and inform your Supervisor / Manager or where necessary the Company's MD & CEO and complete the necessary form.

Participation in social events must not escalate to such a degree where it may influence the decision-making process or raise public suspicion of such.

The giving or receipt of gifts is not prohibited, if the following requirements are met:

- a. It complies with local laws;
- b. It is given in our Company name, not in the givers name;
- c. It does not include cash or a cash equivalent (such as gift certificates or vouchers);
- d. It is appropriate in the circumstances. For example, in some cultures it may be customary for small gifts to be given for a religious occasion;
- e. Considering the reason for the gift, it is of an appropriate type and monetary value (see Section 9) and given at an appropriate time and with limited frequency;

- f. Is not, to the best of your knowledge, against the policies of the employee receiving it; and
- g. It is given openly, not secretly.

We encourage all personnel to seek transparency in business dealings, through vigilance, awareness and a principled approach and through strict adherence to the rules set out in our ABC Policy & Guidelines.

### Some Questions to Consider

When considering whether to give or accept a gift or offer of hospitality, all personnel should consider the following points, where personnel would feel uncomfortable then you should not give or accept the gift or offer:

- Would you mind other people knowing about this gift or invitation?
- Does your Business Associate have a murky reputation?
- Will you still be able to make independent decisions?
- Would you dare tell your Supervisor / Manager?
- If you make a favourable decision, will you receive a personal benefit in return?
- Do you have any doubts about the transaction's legality?

Should you have any doubt or concerns you must contact the Company's MD & CEO to report your concerns.

## 8. Facilitation Payments

Metro Mining Limited was incorporated and is registered in Australia – and while the laws of certain countries make exceptions for properly recorded facilitation payments, which are minor in nature (e.g. Australia) any Facilitation payments are forbidden under this policy

## 9. Monetary Values

The Company has set a limit of hospitality or gifts that can be given or received by personnel in the performance of their duties on behalf of the Company. The table below details the monetary value level of hospitality or gifts which can be given or received without approval; with approval or which must be reported or politely “declined”. Also see Section 8 above.

Value (AUD/ US\$)	Does an ABC Policy Record Form need to be completed?	Comments
<\$100.00	No	Gift or hospitality
>\$100.00 to <\$300.00	Yes	Gift or hospitality per person, given or received
>\$300.00	Yes	Prior approval to be sought from MD & CEO: (a) If receiving gift valued over this value. (b) If expenditure on hospitality exceeds this amount per head (given or received). If no approval received, then the gift or hospitality where offered is to be politely declined and form completed and submitted to the MD & CEO in accordance with this ABC Policy. Where hospitality is extended beyond this limit an individual can offer to pay their own bill having explained the Metro Mining Limited ABC Policy / Guidelines requirements

## 10. Record Keeping

The Company will keep financial records and have appropriate internal controls in place that will evidence business reasons for making payments to third parties.

All personnel must ensure all expense claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our financial procedures and specifically record the reason for the expenditure. In addition to submitting an expense claim the individual is to complete the MET-FRM-001, ABC Policy Record Form and submit to the Company's MD & CEO.

Where a gift or hospitality is being considered and is above the value(s) indicated at Section 9, it must be approved in writing by the MD & CEO, before expenditure is incurred.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts should be prepared and maintained with strict accuracy and completeness.

## 11. Training and Communication

Training on MMI ABC Policy and Guidelines forms part of the general induction process for all new personnel. All existing personnel will receive regular, relevant training on how to implement and adhere to this ABC Policy.

The Company's MD & CEO, Board members and other senior management team members, will receive specific ABC Policy and Guidelines training.

Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and Business Associates at the outset of our business relationship with them and as appropriate thereafter.

## 12. Who is Responsible for the Policy

The Board has overall responsibility to ensure the ABC Policy complies with our legal and ethical obligations and that all those under our control comply.

The Company's MD & CEO has primary and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness. The MD & CEO can delegate this responsibility to improve the efficiency of the process.

Company Supervisors and Managers at all levels are responsible for ensuring those reporting to them are made aware of and understand the Policy and are given adequate and regular training on its content. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption and

be organised by the MD & CEO.

## 13. How to Raise a Concern

If at any time you have any question about the application of this ABC Policy and Guidelines or you need guidance or assistance in a particular case or if you want to report a circumstance you believe may be a breach or may result in a breach of the ABC Policy or Guidelines, in the first instance, you must inform the MD & CEO.

## 14. Guidelines

In the ABC Policy Appendices are some Do's & Don'ts, offering practical guidelines to assist personnel in complying with the Policy. Guidelines are indicative only and do not necessarily address all potential circumstances the ABC Policy may apply. If personnel are in doubt as to whether the ABC Policy is likely to be breached, then personnel should politely decline any offer/hospitality or gift and refer the matter to the Company's MD & CEO.

## 15. Records

Financial records relating to hospitality / gifts given and received and or payments made under duress shall be submitted to and maintained by the MD & CEO in accordance with this ABC Policy and Guidelines, using the following documents:

- MET-FRM-002, ABC Policy Record Form.

Records relating to training and instruction provided in the requirements of this ABC Policy and Guidelines shall be maintained in accordance with the Company Training Plan.

## 16. Review Criteria

This Policy and Guidelines shall be reviewed as follows:

- Every 12 months; or
- When there is a change in business process or management strategy that may affect the accuracy of this document; or
- When there has been a significant event to which this document was relevant; or
- Where a change in legislation makes the Policy or Guidelines, ineffective or non-compliant; or
- As a result of an audit finding (either internal or external).

## 17. References

The references as listed below have general relevance to this Policy and Guidelines content and the management of relevant documentation:

- The Criminal Code Act 1995 (Cth, Aus);
- The Criminal Code Amendment (Bribery of Foreign Public Officials) Act 1999 (Cth, Aus);
- Criminal Code Amendment (Theft, Fraud, Bribery and Related Offences) Act 2000 (Cth, Aus);
- The Corporations Act 2001 (Cth, Aus);

- The Competition & Consumer Act 2010 (Cth, Aus);
- The Crimes and Corruption Act 2001 (Qld, Aus);
- The Crime and Misconduct and Other Legislation Amendment Act 2014 (Qld, Aus);
- The Anti-Corruption Law 2013 (Myanmar);
- OECD Anti-Bribery Convention;
- Metro Mining Limited, MET-POL-XXX, ABC Policy Statement; and

Metro Mining Limited, MET-FRM-XXX, ABC Policy Record for

## APPENDIX 1

### Metro Mining Limited

#### Anti-Bribery and Corruption: Do's & Don'ts

Below are some guidelines to assist personnel in complying with the Policy. The list is not intended to be exhaustive and is for illustrative purposes only.

**Always:** Conduct appropriate due diligence selecting & engaging Business Associates. Where appropriate this should include:

- Consideration of background, reputation, beneficial ownership, expertise & qualifications of the Business Associate; and
  - Consideration of the prospective Business Associate, acquaintances and connections with government and public officials.
- Communicate the ABC Policy requirement to the Business Associate in writing and ensure, where appropriate, Business Associates provide regular certificates of compliance with applicable bribery and corruption laws;
- Make sure you fully understand applicable legal requirements, the recipient's own rules and our approach to offering or accepting gifts or hospitality;
- Ensure all expenditure is accurately recorded;
- Anticipate and plan in advance for new or potential circumstances where bribery or corruption may occur;
- Acknowledge the necessity of compliance with anti-bribery laws when setting key performance indicators (KPI's) and do not penalise individuals and teams for failing to meet KPI's because of such compliance;
- Immediately report any indication of improper payments or concern you may have regarding the legitimacy of a payment in cash or in-kind that the company is to make. If you're dissatisfied with the outcome of the discussion, raise the matter with the MD & CEO

#### Never:

- Offer anything of value to a government official or other person to obtain an actual or perceived improper advantage;
- Allow secret commissions, 'kick-backs' or similar corrupt payments. This includes arrangements with politically influential individuals, companies or organisations where fees are disproportionate to the legitimate services offered;
- Make a payment to any person (in cash or in-kind) for a service the Company is not normally entitled. Examples include paying a public official to work overtime, to work during local holidays or to undertake duties beyond the scope of their normal job description;
- Do anything to encourage or facilitate someone else, including an agent or representative of the Company to make an improper payment;
- Agree to demands for facilitation payments to expedite a routine administrative action; and
- Establish a 'slush' fund.

#### Be Cautious of:

- Commission disproportionate to services provided;
- Request to make a payment that appears suspicious or to a name unrelated to the transaction;
  - Including but not limited to a charity or foundation; or
  - Background information about existing or potential third-party representatives that suggest they may be undertaking activities that could be considered improper.