



Anti-Bribery & Corruption Policy

Policy Number: P9.5

Statement

The Company (“Metro Mining Limited”) has zero-tolerance for and strictly prohibits bribery and corruption and the making of Facilitation Payments in all business dealings, and in every country, it operates in or procures business or supplies from.

To effectively manage bribery and corruption risks, the Company and its Associated Persons must be aware of and understand the Company’s anti-bribery and corruption requirements. Bribery and corruption are serious offences and can result in significant criminal and civil penalties for any person involved in such offences as well as for the Company.

Scope

This Policy applies to all Associated Persons of the Company. This includes directors (executive and non-executive), employees, subsidiaries and controlled entities of the Company, and third parties acting for or on behalf of the Company.

This Policy applies to all of the Company’s dealings whether they are with private organisations, individuals, domestic or foreign national or local governments, or their representatives.

In order to uphold the respect of our stakeholders compliance with this Policy and the accompanying Guidelines is the responsibility of all Associated Persons of the Company (regardless of an individual's role or responsibilities).

Purpose

This Policy and the accompanying Guidelines:

- » set out the key principles adopted by the Company to prevent, detect, and respond to bribery and corruption risks and to comply with anti-bribery and corruption laws in the jurisdictions in which the Company operates.
- » set out the role of the Board and senior management in promoting and fostering an anti-bribery and corruption culture within the Company;
- » set out the responsibilities of Associated Persons in observing and upholding our standards on bribery and corruption and the consequences of not meeting the required standards of behaviour;
- » provide information and guidance to Associated Persons on how to recognise and deal with bribery and corruption;
- » ensure that transparency is provided in all our dealing with third parties wherever they may be located.

This Policy and the accompanying Guidelines have been approved by the Board of the Directors and will be available on the Metro Mining website at <http://www.metromining.com.au/about-us/corporate-governance/>.



Guidelines for Anti-Bribery & Corruption Policy (Policy & Guidelines)

1. Purpose

These Guidelines build on the purpose of the Policy and are designed to provide a framework to support Associated Persons to make business decisions on behalf of the Company that comply both with the Policy & Guidelines and with Anti-Corruption Legislation both in Australia and anywhere in the world where the Company operates or has business dealings.

2. Key principles

The key principles that will form the foundation of the Company's more detailed procedures¹ to prevent the commission of bribery and corruption are:

- » The Company will implement anti-bribery and corruption controls that are proportionate to the Company's operational circumstances, including foreign bribery risks and the nature of its activities;
- » The Company shall implement an effective anti-bribery compliance program having as its foundation a robust culture of integrity;
- » The Company's top-level management will play a critical role in developing, implementing, promoting and monitoring its anti-bribery compliance program and will also have responsibility for fostering an anti-bribery and corruption culture within the Company;
- » The Company will adopt a risk -based approach to developing an anti-bribery and corruption compliance program;
- » The Company will carry out suitable communication and training to ensure that Associated Persons understand the Company's anti-bribery compliance program and their own roles and responsibilities under this program;
- » The Company will adopt a mechanism that encourages and facilitates reporting of actual or suspected instances of bribery or corruption and will comply with all relevant legislative requirements relating to whistleblower protection and have mechanisms in place to respond to concerns;
- » The Company shall regularly monitor, review and adjust its programs to test the effectiveness of and to adapt the controls to changes in the business environment.

3. Responsibilities

a. Company's Board

The Board will:

- » Foster and promote an anti-bribery and corruption culture within the Company.
- » Provide leadership on the Company's anti-bribery and corruption policies, demonstrated by requiring management to initiate policy development and subsequent reviews, and by insisting on thorough and effective compliance measures.

¹ Note. Once the Commonwealth Government has provided draft adequate procedures guidance, the Company's Guidelines will be further reviewed for consistency with this guidance and will be updated as required.



b. Managing Director (MD) & CEO

The MD & CEO will ensure that:

- » There is a top-down approach in providing leadership on the Company's Policy & Guidelines in ensuring there is a robust culture of integrity in the Company and by supporting the key principles set out above.
- » If the MD & CEO is made aware of any allegation of bribery and/or corruption it will be immediately brought to the Board's attention, 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 Board's attention, is promptly investigated and any necessary disciplinary or other measures as detailed within the Metro Mining Limited HR/Disciplinary process, are taken to prevent the bribery and/or corruption (if established) escalating into a Significant/ Crisis event.
- » Outcomes of any investigations are reported to the Board together with the measures taken by the Company to prevent further bribery and / or corruption occurring from each event.
- » Internal systems exist to support and audit the Policy & Guidelines throughout all Company functions.

c. Chair of the Board

The Chair of the Board will:

- » Review and approve the MD & CEO's expenses relating to gifts and hospitality which exceed the value of \$300.
- » Have responsibility for any investigation regarding to a bribery and / or corruption complaint involving the MD & CEO.
- » Ensure that the Board of Directors is kept informed of any bribery and / or corruption investigation involving the MD & CEO.

d. General Counsel & Company Secretary

The General Counsel & Company Secretary will ensure that:

- » Approval of the Company's Board is sought on the Policy & Guidelines on its inception and thereafter at regular intervals.
- » Adequate procedures are developed and implemented by the Company to prevent the commission of Foreign Bribery, such procedures having regard to any guidance material produced by the Australian Government from time to time in accordance with the provisions of the *Crimes Legislation (Combating Foreign Bribery) Act 2024* (Cth).
- » Provision of an annual legal update briefing which focuses on the Policy & Guidelines, is provided to all Board members and senior management team members (as appropriate).
- » Queries from Associated Persons in respect of this Policy or Guidelines are addressed.
- » Training materials to ensure Associated Persons understand the Company's anti-bribery compliance program are developed and maintained.
- » A record of hospitality received above the limits set by the Company, is recorded and reported to the Board at regular intervals.
- » 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.



- » Assistance is provided to relevant Associated Persons to conduct a bribery risk assessment and / or due diligence enquiries.

e. Executives / Senior Managers

Executives/Senior Managers will ensure that:

- » They actively promote an anti-bribery and corruption culture and raise awareness within their teams on the Policy & Guidelines.
- » They and any relevant team members participate in bribery risk assessments and due diligence enquiries.
- » As part of their induction training all employees are inducted on the Policy & Guidelines and their responsibilities as employees under the Policy and Guidelines.
- » Provision of suitable Policy and Guidelines training to all management / supervisory team members within one month of joining the Company.
- » Provision of suitable Policy & Guidelines training is provided to all team members who have financial delegated authority or contractual representation with a supplier or vendor, within one month of joining the Company or prior to being delegated authority.
- » Assistance is provided to the MD & CEO and / or General Counsel & Company Secretary 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.

f. Managers / Supervisors

Managers/Supervisors will ensure that:

- » The attention of all personnel within their area of responsibility, operations or departments, is drawn to the requirements of the Policy & Guidelines, and they ensure that personnel attend the necessary training.
- » Reports received from subordinates on any bribery allegations are immediately reported to the MD & CEO.

g. Employees

Employees will ensure that:

- » They have read and understand the Policy & 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 Guideline; or
 - » Witness or have knowledge / information of bribery and / or corruption at the Company.

4. Penalties and Sanctions

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

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

A breach of these laws can be a serious offence, which may result in fines on the Company and employees and imprisonment of employees. A breach of these laws can also have a serious reputational impact on the Company.



A breach of the Policy & Guidelines by an Associated Person 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 Associated Persons found to be partaking in bribery, corruption or fraudulent activities, in breach of the Policy & Guidelines, will be subject to as a minimum, disciplinary action and / or legal redress or criminal prosecution by appropriate authorities.

5. Due Diligence of Business Associates

The Company and its Associated Persons 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 Policy & 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 Policy & Guidelines you must contact your Supervisor / Manager or the General Counsel & Company Secretary to discuss further.

6. Gifts and Hospitality

The Policy & Guidelines 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 8, you must follow the requirements of the Policy & Guidelines 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 giver's 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 employer of the person receiving it; and
- g. It is given openly, not secretly.



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

Some Questions to Consider

When considering whether to give or accept a gift or offer of hospitality, all Associated Persons should consider the following points, and if you 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 the third party giver have a murky reputation?
- » Will you still be able to make independent decisions?
- » Would you feel comfortable telling 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 Company Secretary to report your concerns.

7. Facilitation Payments

The Company is incorporated and 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 & Guideline.

8. 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 Sections 6 and 7 above.

Value (AUD\$)	Does a 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	<p>Prior approval to be sought from MD & CEO: If receiving gift valued over this value. 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 Policy & Guideline. Where hospitality is extended beyond this limit an individual can offer to pay their own bill having explained the Metro Mining Limited Policy & Guidelines requirements.</p>



9. 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 Associated Persons must ensure all expense claims relating to hospitality, gifts or expenses given or received from 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 Gifts, Benefits and Hospitality Declaration Form and submit to the Finance Department.

Where a gift or hospitality is being considered and is above the value(s) indicated at Section 8, it must be approved in writing by the MD & CEO, before the 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.

10. Training and Communication

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

The Company's MD & CEO, Board members and other senior management team members will receive specific Policy & Guidelines training, as well as those Associated Persons who work in higher risk functions, such as procurement and contracting.

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

11. Who is Responsible for the Policy

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

The General Counsel & Company Secretary has primary and day-to-day responsibility for implementing the Policy & Guidelines, and for monitoring its use and effectiveness.

12. How to Raise a Concern

If at any time you have any question about the application of this Policy & 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 Policy & Guidelines, in the first instance, please contact the General Counsel & Company Secretary.

A report can also be made under the Whistleblower Policy without fear of retribution or reported to any relevant external regulatory body or agency.

13. Some Do's and Don'ts

In the Policy & Guidelines Appendices are some Do's & Don'ts, offering practical examples to assist Associated Persons in complying with the Policy & Guidelines. Examples are indicative only and do not necessarily address all potential circumstances where the Policy & Guidelines may apply. If an Associated Person is in doubt as to whether



the Policy & Guidelines is likely to be breached, then the Associated Person should politely decline any offer/hospitality or gift and refer the matter to the General Counsel & Company Secretary.

14. Records

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

- » Gifts, Benefits and Hospitality Declaration Form.

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

15. Review Criteria

This Policy & Guidelines shall be reviewed as follows:

- » Every 24 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 & Guidelines, ineffective or non-compliant; or
- » As a result of an audit finding (either internal or external).

16. References

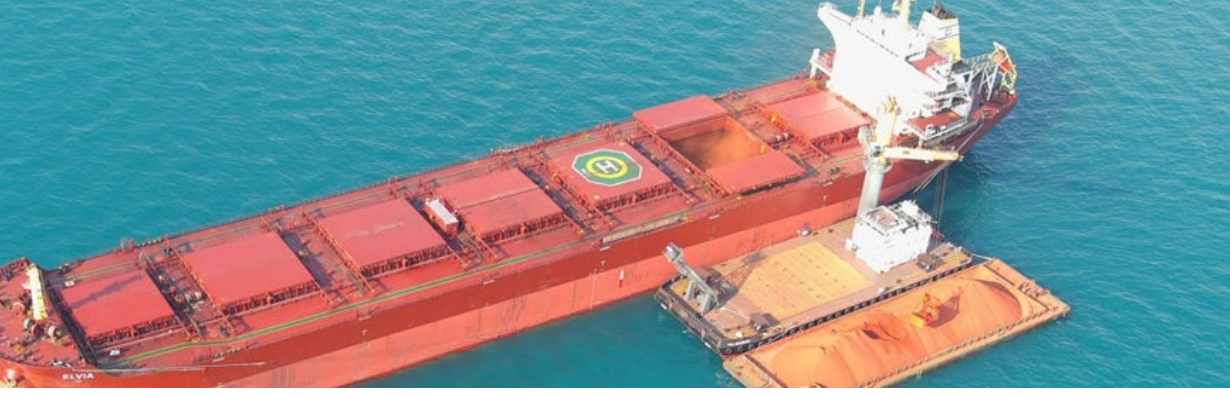
The references as listed below have general relevance to this Policy and Guidelines content and the management of relevant documentation:

- » *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)
- » *Crimes Legislation Amendment (Combatting Foreign Bribery) Act 2024* (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)
- » *OECD Anti-Bribery Convention*
- » Gifts, Benefits and Hospitality Declaration Form.



17. Definitions

Term	Definition
Anti-Corruption Legislation	Means the <i>Criminal Code Act 1995</i> , (Commonwealth of Australia) and <i>Crimes Legislation Amendment (Combatting Foreign Bribery) Act 2024</i> (Commonwealth of Australia)
Associated Persons	<p>A person is an Associated Person of the Company if:</p> <ul style="list-style-type: none"> » An officer, employee, agent or contractor of the Company or such other person or entity that performs services for or on behalf of the Company; » A subsidiary (within the meaning of the Corporations Act 2001) of the Company; » It is an entity controlled (within the meaning of the Corporations Act 2001) by the Company.
bribe or bribery	<p>Means the offer, promise, giving, requesting, authorising or receiving of anything of value (whether a financial or other advantage) directly or indirectly to another person(s) with the intention of influencing or rewarding improper performance.</p> <p>‘another person’ can include, but is not limited to a public official (including a Foreign Public Official), third party, supplier, customer etc.</p> <p>‘bribery’ can include either ‘active bribery’, in which a person offers or gives something of value to influence performance or obtain an unfair advantage, or ‘passive bribery’, in which a person receives, attempts to receive, or requests something of value in exchange for improper performance.</p> <p>Authorising such activity is also considered bribery, as is providing a payment to a third party while suspecting, knowing, or having reason to know that some or all of it will be passed along to another person for improper purposes.</p>
Business Associate	Means an external entity which conducts business, either directly or indirectly with the Company or for and on behalf of the Company, this being an individual or corporate / public or government body. A Business Associate may, if the context permits, also be an Associated Person of the Company.
corruption	Means an act or omission for an improper or unlawful purpose, which involves the abuse of a position, trust or power. A bribe is corrupt whether it is given directly or through a third party.
Declination	<p>Is the declining of an offer or hospitality or gift offered by another person</p> <p>The declination can be due to a number of circumstances these being:</p> <ol style="list-style-type: none"> a. It is above the value as set out in this Guidelines; and b. It being a bribe or incentive to undertake corrupt activities or commit fraud. <p>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</p>



17. Definitions

Term	Definition
Facilitation Payments	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.
Foreign Bribery	Means bribing or attempting to bribe a Foreign Public Official.
Foreign Public Official	<p>Has the meaning defined in the <i>Crime Legislation Amendment (Combating Foreign Bribery) Act 2024</i> (Commonwealth of Australia) from time to time. As at the date of approval of this Policy & Guideline the definition is broad and includes:</p> <ul style="list-style-type: none"> • An individual who performs official duties under a foreign law; • An employee of a foreign public enterprise; • An employee or official of a public international organisation; • An employee or official of a foreign government; • An authorised intermediary of a public official (or a person who represents themselves to be so); • A member of the executive, legislature or judiciary of a foreign country, including heads of state, ministers and their staff; • An individual holding an official post as a result of a local custom; • An individual standing or nominated as a candidate to be a foreign public official; • An individual providing a public service as defined in the foreign country’s domestic law.
fraud	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 of diversion of funds, to the misuse of equipment or to false information or accounting records
Hospitality	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
Item of Value or anything of value	Includes cash, travel, meals, gifts, and other tangible or intangible benefits



17. Definitions

Term	Definition
Monetary Value	The value as detailed within this ABC Policy at Section 8, of any gift or hospitality above which a polite declination should be tendered, or other action as described in this policy and Guidelines taken
Official	<p>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:</p> <ul style="list-style-type: none"> ▪ 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; ▪ A member of any legislative, administrative or judicial body; ▪ An employee of a government agency, regardless of rank including an administrative and / or office worker; ▪ An officer or employee of a government-owned or government-controlled entity, including state-owned entities that operate in the commercial sector; ▪ An officer or employee of a public international organisation (such as the United Nations, the World Bank or the International Monetary Fund); or ▪ Acting in an official capacity for a government, government agency, or state-owned enterprise.
Personnel	Means officers, directors and employees of the Company. Personnel are Associated Persons of the Company.
Secure an improper advantage	Includes obtaining any commercial or financial benefit.



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 & Guidelines. 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 Policy requirements 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.