

Anti-Bribery & Corruption Policy

1. SUMMARY

Emmerson Resources Limited (**Emmerson**) is committed to operating fairly and ethically in compliance with all applicable laws, including anti-corruption laws of every country in which we operate.

Emmerson is committed to a zero-tolerance approach to bribery and corruption and to upholding all laws relevant to these issues, including the **Anti-Corruption Legislation** (including legislation such as the Criminal Code Act 1995 (Cth) and any applicable anti-corruption laws and regulations applicable to the location in which the Company operates). Our reputation is built on our values as a company, the professionalism of our employees and our collective commitment to acting with integrity, accountability and transparency at all times.

This Anti-Bribery and Corruption Policy (**Policy**) applies globally. To the extent that local laws, codes of conduct or other regulations (**Local Laws**) in any countries are more rigorous or restrictive than this Policy, those Local Laws should be followed by any subsidiary operating in that country. Where a country has specific bribery and corruption Local Laws which are less rigorous than this Policy, this Policy prevails.

2. SCOPE

This Policy extends to all Emmerson's business dealings and transactions. All directors, officers, employees and contractors of Emmerson are required to comply with this Policy.

Bribery and corruption undertaken by anyone acting on behalf of Emmerson is strictly prohibited.

This Policy supplements, and does not replace, the Code of Conduct applicable to the Company and any of its subsidiaries.

3. RESPONSIBILITY FOR COMPLIANCE

The Company's Board is responsible for the overall administration of this Policy. The Board will monitor the implementation of this Policy and will review on an ongoing basis the Policy's suitability and effectiveness. Internal control systems and procedures will be audited regularly to ensure that they are effective in minimising the risk of non-compliance with this Policy.

A copy of this Policy will be made available to all Personnel [via the Company's intranet] and in such other ways as will ensure the Policy is available to Personnel wishing to use it.

The prevention, detection and reporting of Bribery and other improper conduct addressed by this Policy are the responsibility of all those working for or engaged by the Company. All Personnel should be vigilant and immediately report any breaches or suspicious activity to the officer responsible for compliance.

4. GENERAL REVIEW PROHIBITION

The following rules are to be strictly complied with by **ALL** directors, officers and employees:

- never offering, paying, soliciting, accepting or tolerating Bribery in any form (including Facilitation Payments) or any other form of Corruption or improper conduct;
- never offering or accepting any item, money, travel, hospitality, entertainment or other token of appreciation that may be construed or used by others to allege favoritism, discrimination, collusion or similarly unacceptable practices¹;
- never engaging in any form of corrupt business practice, whether for the benefit of Emmerson, yourself or another party;

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- never making political contributions to Officials on behalf of the Company. Any donations above a level determined in Federal legislation must be disclosed annually to the Australian Electoral Commission and will be published on its website;
- obtain required approvals for political contributions and charitable donations;
- be vigilant and report any breaches of, or suspicious behavior related to, this Policy; not offer, pay, solicit or accept Secret Commissions; and
- not engage in Money-laundering.

This Policy does not prohibit the giving of normal and appropriate hospitality to, or receiving it from, Third Parties.

5. RESPONSIBILITY

All Emmerson employees, contractors, consultants and other business partners are expected to read, understand and adhere to this Policy and all related guidelines, policies and procedures.

Emmerson takes all reported concerns seriously and where appropriate will investigate reports of bribery and corruption in any way connected to Emmerson or a related entity.

All employees have a responsibility and are encouraged to prevent and help detect bribery and corruption. Employees are encouraged to raise any concerns through established reporting channels about any behavior that violates this Policy.

6. CONSEQUENCES OF BREACHING THIS POLICY

Bribery and the related improper conduct addressed by this Policy are very serious offences that will be taken seriously, reviewed and thoroughly investigated by the Company. Depending on the circumstances, the incident may be referred to regulatory and law enforcement agencies.

A breach of this Policy may also expose personnel and the Company to criminal and/or civil penalties, substantial fines, exclusion from tendering for government or private contracts, loss of business and reputational damage.

Breach of this Policy by personnel will be regarded as serious misconduct, leading to disciplinary action which may include termination of employment.

7. REPORTING VIOLATIONS AND SUSPECTED MISCONDUCT

Any personnel or stakeholder who believes that a violation of this Policy or any laws has been committed, is being committed, or is being planned, should report the matter immediately to the Board.

If anyone is unsure whether a particular act constitutes Bribery, a Facilitation Payment, Secret Commission, Money-laundering or an improper item of value, or has any other queries, they should ask the Board.

Material breaches of this Policy will be reported to the Board or a committee of the Board.

8. PROTECTION

The Company prohibits retaliation against anyone reporting such suspicions.

Personnel who wish to raise a concern or report another's wrongdoing, or who have refused pressure to either accept or offer a bribe, should not be worried about possible repercussions. The Company encourages openness and will support any personnel who raises genuine concerns in good faith under this Policy.

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If you are not comfortable, for any reason, with speaking directly to the Board, the Company has a Whistleblower Protection Policy which affords certain protections against reprisal, harassment or demotion for making the report.

9. POLICY REVIEW

This policy is to be reviewed by the Board at least every two years.

10. GLOSSARY

Bribery is the act of offering, promising, giving or accepting a benefit with the intention of influencing a person who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide the Company with business or a business advantage that is not legitimately due (whether in respect of an interaction with an Official or any commercial transaction in the private sector).

Corruption is the abuse of entrusted power for private gain.

Facilitation Payment means payments of nominal amounts or other inducement made to persons in order to secure or expedite the performance of a Government Official's routine governmental duties or actions.

Government Official means:

- any politician, political party, party official or candidate of political office;
- any official or employee of a domestic or foreign government (whether national, state/provincial or local) or agency, department or instrumentality of any domestic or foreign government or any government-owned or controlled entity (including state-owned enterprises);
- any official or employee of any public international organisation;
- any person acting in a private or public official function or capacity for such domestic or foreign government, agency, instrumentality, entity or organisation;
- any person who holds or performs the duties of any appointment created by custom or convention or who otherwise acts in an official capacity (including, some indigenous or tribal leaders who are authorised and empowered to act on behalf of the relevant group of indigenous peoples and members of royal families); or
- any person who holds themselves out to be an authorised intermediary of a government official.

Money-laundering means 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.

Official means a Government Official, political party, official or officer of a political party or candidate for political office.

Secret Commissions means offering or giving a commission to an agent or representative of another person that is not disclosed by that agent or representative to their principal to induce or influence the conduct of the principal's business.

¹ For the purposes of this Policy the threshold requiring disclosure to management or the Board in the case of management is \$500.

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