

## Wiluna Mining Corporation Limited

ABN 18 119 887 606

(Company)

### Anti-Bribery and Corruption Policy

#### 1. Introduction

- 1.1 The Company is committed to maintaining a high standard of integrity, investor confidence and good corporate governance.
- 1.2 The Company's Anti-Bribery and Corruption Policy (Policy) forms part of the Company's risk management and control framework, which includes the Risk Management Policy and other associated risk and compliance policies.
- 1.3 This Policy outlines the Company's requirements regarding the management of gifts and benefits, which protects you and your reputation and minimises potential negative consequences for you and the Company. This Policy is also underpinned by the Company's values, as set out in its Statement of Values, which is available on its website.
- 1.4 Wiluna Mining, its employees and representatives will act with integrity by:
  - (a) never offering, paying, soliciting or accepting bribes in any form;
  - (b) never offering or accepting an item, money, travel, hospitality, entertainment or other token of appreciation during a tender period from a supplier involved in that tender process;
  - (c) never offering or accepting an item, money, travel, hospitality, entertainment or other token of appreciation in exchange for practices of favouritism, discrimination, collusion or which will have an influence on responsible business practices; and
  - (d) never engaging in any form of corrupt business practice, for the benefit of the Company, another party or themselves.
- 1.5 The Policy also applies globally. If travelling outside of Australia, the Company's employees are subject to the laws of the country they are in; however, the principles of this Policy must be followed regardless of whether or not that country has specific bribery and corruption laws. Where a country has specific bribery and corruption laws which are of a lesser standard to this Policy, this Policy prevails.
- 1.6 A breach of bribery and/or corruption laws can have very serious consequences for both the Company and individuals involved in the conduct, including potential criminal and civil liabilities (including fines and imprisonment), loss of business and damage to reputation and relationships.

#### 2. Scope

- 2.1 This Policy applies to anyone who is employed by or works at the Company, including employees (whether permanent, fixed term or temporary), contractors, consultants, secondees and Directors wherever located (collectively referred to as **employees** in this Policy).

2.2 **Third party** means any individual or organisation you come into contact with during the course of your work, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers and government and public bodies, including their advisers, representatives and officials, politicians and political parties.

### 3. What is Bribery and Corruption?

3.1 **Bribery** is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, loans, fees, rewards or other advantages.

3.2 **Corruption** is the abuse of entrusted power for private gain.

### 4. Policy

#### 4.1 Bribes

(a) Employees are not permitted to give, offer, promise, accept, request or authorise a bribe, whether directly or indirectly.

#### 4.2 Gifts and hospitality

(a) Employees are also expected to decline (or avoid accepting) gifts and benefits with the exceptions being:

- (i) work related conferences ;
- (ii) invitations to speak at a professional association (including flights and accommodation);
- (iii) working lunches;
- (iv) modest hospitality or entertainment; and
- (v) where it is part of a Company sponsorship deal.

(b) Approval process for gifts and benefits\*:

- (i) Employees should, where possible, discuss with their manager the fact that they have been offered a gift / benefit before accepting it, in order to determine the appropriate action.
- (ii) Managers need to action any gifts and benefits reported to them within 5 working days of receiving the disclosure from the employee.

<sup>1</sup> Where travel is involved, it is expected that the Company will pay for the flights and accommodation.

<sup>1</sup> Approve, decline, donate or return the gift.

\*Noting that gifts / benefits should not be accepted on a re-occurring basis or broken down into smaller incremental parts of lower value.

- (c) Acceptable gift and entertainment expenditure:
- (i) A gift and genuine hospitality and entertainment expenditure that is reasonable and proportionate is allowable, provided it complies with the following:
    - (A) it is made for the right reason: it should be clearly given as an act of appreciation or common courtesy associated with standard business practice;
    - (B) no obligation: it does not place the recipient under any obligation;
    - (C) no expectation: expectations are not created by the giver or an associate of the giver and the gift does not have a higher importance attached to it by the giver than the recipient would place on such a transaction;
    - (D) made openly: if made secretly and undocumented, then the purpose will be open to question;
    - (E) reasonable value: its size is small and in accordance with general business practice;
    - (F) appropriate: its nature is appropriate to the relationship;
    - (G) at "arm's length": all transactions / gifts should be at an "arm's length" basis with no special favours and no special arrangements; and
    - (H) legal: it complies with relevant laws.
  - (ii) These circumstances are never acceptable:
    - (A) gifts in the form of cash and / or cash equivalent vouchers or gift certificates;
    - (B) "quid pro quo" (a benefit or advantage offered for something in return); and
    - (C) making incomplete, false or inaccurate entries in the Company's books and records.

#### 4.3 Facilitation payments

- (a) Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action, e.g. processing papers, issuing permits and other actions of an official in order to expedite performance of duties of a non-discretionary nature (i.e. which they are already bound to perform). The payment or other inducement is not intended to influence the outcome of the official's action, only its timing.
- (b) Facilitation payments, whether legal or not in a country, are prohibited under this Policy.

#### 4.4 **Secret Commissions**

- (a) Secret Commissions are an undisclosed payment (or something of value) that is offered or provided to an agent or representative of a person/company for the purpose of influencing the conduct of the business of that person or company.
- (b) The offering or accepting of Secret Commissions is prohibited under this Policy.

#### 4.5 **Political contributions**

- (a) The Company may make donations to political parties from time to time. Individual donations must be approved by the CEO (or if the Company does not have a CEO, the Chairman), and must be within the Company's board-approved financial limits. The Company will disclose all political donations in the Company's Annual Report under 'Corporate Governance', and to the Australian Electoral Commission and state electoral authorities, as required.

#### 4.6 **Charitable contributions**

- (a) The Company can only make charitable donations that are legal and ethical under local laws and practices.
- (b) No donation must be offered or made on behalf of the Company without the prior approval of the Chairman.

### 5. **Your responsibilities**

- 5.1 You must ensure that you read, understand and comply with this Policy. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for the Company or under its control.
- 5.2 All employees are required to avoid any activity that might lead to or suggest a breach of this Policy.
- 5.3 You must notify your manager as soon as possible if you believe or suspect that a conflict with, or breach of, this Policy has occurred, or may occur in the future. Any employee who breaches this Policy will face disciplinary action, up to and including termination of employment or engagement.
- 5.4 All notifications of believed or suspected conflicts with, or breaches of, this Policy (whether they have occurred or may occur in the future) must be notified to the Board by the manager who received the notification.
- 5.5 Remember, a bribe does not actually have to take place; just promising to give a bribe or agreeing to receive a bribe is an offence.

### 6. **Record-keeping**

- 6.1 The Company must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- 6.2 You must ensure all expense claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with the Company's expenses policy and specifically record the reason for the expenditure

- 6.3 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. No accounts must be kept "off-book" to facilitate or conceal improper payments. Noting it is an offence under the *Crimes Legislation Amendment (Proceeds of Crime and Other Measures) Act 2016* for a person to make, alter, destroy or conceal an accounting document (including being reckless in their conduct which allowed such an act) to facilitate, conceal or disguise the corrupt conduct.

## **7. Training**

If the Company determines that you are in a position in which you are likely to be exposed to bribery or corruption, the Company will provide you with appropriate training about how to recognise and deal with those situations.

## **8. How to raise a concern**

- 8.1 Under the Code of Conduct, all Company employees have a responsibility to help detect, prevent and report instances of bribery and corruption as well as any other suspicious activity or wrong doing in connection with the Company's business. The Company is committed to ensuring that all employees have a safe, reliable and confidential way of reporting any suspicious activity. You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage with your manager. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries or concerns, these should be raised with your manager.
- 8.2 If you are not comfortable, for any reason, with speaking directly to your manager, the Company has a Whistleblower Protection Policy which affords certain protections against reprisal, harassment or demotion for making the report. The Whistleblower Policy is made available to all employees, and is available on the Company's website.

## **9. Monitoring and review**

- 9.1 Internal control systems and procedures (including this Policy) will be subject to regular reviews to provide assurance that they are effective in countering bribery and corruption. There may also be independent reviews undertaken from time to time by the Company's external Auditors.