



## Anti-Bribery and Corruption Policy

### Section 1 Bribery and Corruption

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#### 1.1 Background

- (a) Most countries have laws prohibiting bribery and corruption. However, many countries (including Australia and the United Kingdom) also have laws that prohibit bribery and corruption, no matter the jurisdiction in which it occurs. A breach of these laws can be a serious offence, which may result in fines in respect of the relevant company, or the imprisonment of its employees. The appearance of a breach of these laws can also have a serious reputational impact on the company in question.
- (b) As a result of the above and as a matter of good corporate practice, the Board of Directors (**Board**) of Atlantic Lithium Limited (**Company**) have implemented the following Anti-Bribery and Anti-Corruption Policy (**Policy**) which applies to all members of the Company Group.

#### 1.2 Policy Statement

- (a) It is the policy of the Company Group to conduct our business fairly, honestly and openly. The Board takes a zero tolerance approach to bribery and corruption and are committed to acting professionally, ethically and with integrity in all our business dealings and relationships. This extends to implementing and enforcing effective systems to counter bribery and corruption.
- (b) The purpose of this Policy is to communicate our anti-bribery and anti-corruption stance to all Company Personnel and Associated Persons of the Company Group, and to enhance awareness and understanding of our anti-bribery and anti-corruption procedures and the Company Group's commitment to their proper application. The Policy also provides information and guidance to those working for us on how to recognise and deal with corruption issues.
- (c) A zero tolerance approach to bribery and corruption demonstrates our commitment to conducting business fairly, honestly and openly. Such commitment will also develop confidence in the Company Group's operations and develop the Company Group's reputation amongst our business partners.
- (d) We will uphold all laws relevant to countering bribery and corruption in all jurisdictions in which the Company Group operates. For example, under the Bribery Act 2010 (UK), bribery and corruption are punishable for individuals by imprisonment for up to 10 years. If found guilty of a bribery offence, the Company (or offending member of the Company Group) could face an unlimited fine. As a result of this legislation and similar legislation in jurisdictions in which the Company Group operates, the Board takes its responsibility and commitment to its anti-bribery and anti-corruption stance seriously.

#### 1.3 Who is covered by the Policy?

This Policy covers all Company Personnel and Associated Persons, who must:

- (a) ensure that they read, understand and comply with this Policy;
- (b) detect, report and prevent Corruption and avoid any activity that might lead to, or suggest a breach of this Policy;
- (c) notify the Board or their manager as soon as they become aware of any potential breach or breaches of this Policy, whether they have occurred or may occur in the future;



- (d) with respect to Gifts and Hospitality, which include the receipt or offer of gifts, meals or tokens of appreciation and gratitude, or invitations to events, functions, or other social gatherings in connection with matters related to the Company's business, understand that these activities are acceptable provided they:
  - (1) fall with reasonable bounds of value and occurrence;
  - (2) do not influence, or are not perceived to influence, objective business judgement; and
  - (3) are not prohibited or limited by applicable laws or applicable industry codes;Company Personnel must not accept Gifts or entertainment where to do so might influence, or be perceived to influence, objective business judgement;
- (e) understand that this Policy does not prohibit giving normal and appropriate Hospitality to, or receiving it from, third parties;
- (f) when making a payment on behalf of the Company, be mindful of what the payment is for and whether the amount requested is proportionate to the services provided. A receipt must always be requested which details the reasons for the payment. Any suspicions or concerns regarding a payment should be raised with the Board or their manager; and
- (g) use the Decision Flowchart when in doubt as to whether to give or receive Gifts and Hospitality.

## **Section 2 Responsibilities under the Policy**

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### **2.1 The Board's responsibility under this Policy**

The Board must:

- (a) ensure that the Policy complies with the Company's legal and ethical obligations and Company Personnel and Associated Persons comply with the Policy;
- (b) consider, and if it is deemed to be appropriate, approve Contributions. The Board must follow the guidelines set out in this Policy when deciding whether to approve Contributions;
- (c) oversee any allegations of Corruption against the Company, Associated Persons or Company Personnel and take appropriate action if the allegations are proven true;
- (d) regularly monitor and evaluate training programs; and
- (e) regularly monitor the effectiveness and review the implementation of the Policy, considering its suitability, adequacy and effectiveness. Any improvements identified by the Board are to be implemented as soon as possible.

### **2.2 Company's responsibility under this Policy**

The Company must:

- (a) keep financial records and ensure adequate and appropriate internal controls exist to ensure all payments to third parties evidence a business reason for the payment;



- (b) undertake the appropriate due diligence on Associated Persons and merger, acquisition, significant investment or joint venture targets (as described in section 8);
- (c) provide secure, confidential and accessible means for both Company Personnel and Associated Persons to raise concerns about Corruption on the part of other Associated Persons and Company Personnel; and
- (d) ensure that the systems implemented to deter, detect and investigate Corruption are subject to regular audit.

### **Section 3 Prohibited Matters**

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#### **3.1 Bribery**

Neither Associated Persons nor Company Personnel are permitted to engage in Bribery or any other activity that might lead to a breach of this Policy.

#### **3.2 Gifts and Hospitality**

- (a) The giving or receiving of Gifts or Hospitality is permitted under this Policy only if it is proportionate and reasonable in the circumstances.
- (b) The giving or receiving of Gifts or Hospitality will be considered proportionate and reasonable in the circumstances if all of the following conditions are met:
  - (1) it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of a business or business advantage, or in explicit or implicit exchange for favours or benefits;
  - (2) it complies with local law;
  - (3) it is given in the Company's name (or the name of the appropriate member of the Company Group);
  - (4) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
  - (5) it is appropriate in the circumstances;
  - (6) it is given openly, not secretly;
  - (7) other than with the approval of the Board, the value of the gift is not greater than AUD\$250. The value of the gift cannot under any circumstances be greater than AUD\$500; and
  - (8) it otherwise complies with this Policy.
- (c) In giving or receiving a gift, the test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justified. Company Personnel and Associated Persons must refer to the Decision Flowchart when deciding whether to give or receive a Gift or Hospitality.
- (d) If unsure about whether to give or receive a Gift or Hospitality, Company Personnel and Associated Persons must refer the matter to their immediate manager who must escalate the issue for Board approval.



- (e) Any gift, hospitality or other personal favour or assistance offered, given or received which has a value over AUD\$100 must be registered in the Gift and Hospitality Registry (**Registry**). A record must be made whether the gift is accepted or declined. The Registry will be reviewed by the Board twice annually.

### **3.3 Facilitation Payments**

- (a) Facilitation Payments of any kind will not be made or accepted by the Company Group under any circumstances.
- (b) In making a payment on behalf of the Company or Company Group, all Company Personnel and Associated Persons should be mindful of what the payment is for and whether the amount requested is proportionate to the services provided. A receipt must always be requested which details the reasons for the payment. Any suspicions or concerns regarding a payment should be raised with the Board.

### **3.4 Charitable and Political Contributions**

- (a) Without prior approval from the Board, Associated Persons and Company Personnel must not make Contributions:
  - (1) on behalf of the Company under any circumstances; or
  - (2) whilst acting in their capacity as an Associated Person or Company Personnel.
- (b) When deciding whether to approve a Contribution, the Board should consider:
  - (1) whether the Contribution was requested by a Government Official;
  - (2) whether there is a nexus between the recipient and any government entity from which the Company is seeking a decision, service or outcome;
  - (3) whether the Contribution is consistent with the Company's overall pattern of Contributions; and
  - (4) whether there will be a tax deduction for the Contribution.
- (c) The value of a Contribution cannot, under any circumstances, be greater than \$250 without unanimous Board approval.
- (d) The Board must not approve a Contribution if the Board reasonably holds the view that the Contribution:
  - (1) is being used as a scheme to conceal Corruption; or
  - (2) is not legal or ethical under local laws and practices.
- (e) All Contributions approved by the Board should be publicly disclosed by the Company.
- (f) This Policy does not prohibit Company Personnel and Associated Persons from making Contributions in their individual capacity provided that, if such Contribution exceeds the value of \$750 it must be notified to the Board.

## **Section 4 Conflict of Interest**

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Company Personnel and Associated Persons must disclose to the Board on an annual basis all Conflicts of Interest that may give rise to a risk of Corruption.



## **Section 5 Failure to comply with this Policy**

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Failure to comply with this Policy and any involvement with Corruption may be regarded by the Company as serious misconduct and may result in Disciplinary Action.

## **Section 6 Due Diligence**

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### **6.1 Associated Persons**

- (a) Prior to engaging any Associated Person, the Company must undertake properly documented, reasonable and proportionate anti-Corruption due diligence.
- (b) Reasonable and proportionate anti-Corruption due diligence is determined in relation to the role of the Associated Person (eg, a high value contractor requires more due diligence than a volunteer).
- (c) At a minimum, the Company must consider, as determined in an interview, meeting or tender process:
  - (1) how the Associated Person was referred or introduced;
  - (2) what is the Associated Person's skill set;
  - (3) who are the Associated Person's owners or superiors; and
  - (4) whether the Associated Person is a Government Official.
- (d) The Company must issue Associated Persons with written arrangements that clearly outline their role, responsibilities and boundaries whilst engaged by the Company.
- (e) Associated Persons with known legal, payment or performance issues should not be engaged.

### **6.2 Mergers, acquisitions, significant investments and joint ventures**

- (a) The Company must ensure that it undertakes anti-Corruption due diligence prior to:
  - (1) entering into any binding contractual arrangements to acquire a significant new company or business;
  - (2) entering into a joint venture; or
  - (3) undertaking a significant investment,and must prepare a due diligence report opining on this element of the relevant transaction;
- (b) The Company must also ensure that:
  - (1) all merger, acquisition, significant investment and joint venture agreements which the Company enters into contain standard representations and warranties by the counter-party relating to anti-Corruption, as well as the right to terminate the agreement if a material breach is discovered; and
  - (2) any joint venture that is effectively controlled by the Company through ownership, management or other involvement, complies with this Policy, or has in place equivalent policies and procedures.



- (c) Where the Company does not exercise effective control within the joint venture, the Company is committed to working with its joint venture partners to achieve the standards outlined in this Policy.

## **Section 7 Reporting Corruption**

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### **7.1 Record Keeping**

- (a) The Company Group is required to keep financial records and ensure adequate and appropriate internal controls exist to ensure all payments to third parties evidence a business reasons for the payment.
- (b) Company Personnel must ensure that all expense claims relating to Gifts, Hospitality or expenses incurred accurately record the reason for expenditure.

### **7.2 How to raise a concern**

- (a) The Company is committed to providing secure, confidential and accessible means for both Company Personnel and Associated Persons to raise concerns about Corruption on the part of other Company Personnel or Associated Persons.
- (b) All Company Personnel and Associated Persons are encouraged to raise concerns about possible breaches of this Policy or other suspicious behaviours as soon as possible. Concerns should be raised with the Board.
- (c) Company Personnel and Associated Persons are advised that:
  - (1) they can make reports anonymously;
  - (2) they should not conduct their own investigations nor contact the target of the complaint;
  - (3) there will be no reprisal for reporting wrongdoing; and
  - (4) their identity and contact details will not be made available to any accused.
- (d) Concerns can be raised confidentially with the Board directly or the Company Secretary (as applicable).

### **7.3 How will the Company deal with allegations of bribery or corruption?**

Concerns raised by Company Personnel or Associated Persons about Bribery and Corruption will be fully and independently investigated. If the concerns are proven true, appropriate action will be taken by the Board.

### **7.4 What to do if you are the victim of bribery or corruption**

- (a) Company Personnel and Associated Persons should immediately inform the Board if they are offered a Bribe by a third party, are asked to make one, suspect that this may happen in the future or are requested to become involved in any other form of Corruption on behalf of the Company Group.
- (b) The Company's strict policy is that Company Personnel or Associated Persons must not be involved in any form of Corruption. We recognise, however, that Associated Persons or Company Personnel may be faced with situations where there is a risk to their personal security or the security of their family, and if involvement in Corruption is



unavoidable, the following steps must be taken to the extent that they are reasonable in the circumstances:

- (1) keep any amount to the minimum;
- (2) create a record concerning the payment; and
- (3) report it to your manager (who must report it to the Board) or the Board as soon as is reasonably practicable having regard to your personal security and that of your family or others.

## **7.5 Protection**

- (a) The Board encourages openness in business and will support anyone who raises a genuine concern in good faith under this Policy.
- (b) The Board will not subject Company Personnel or Associated Persons to detrimental treatment as a result of them:
  - (1) refusing to take part in Corruption; or
  - (2) reporting actual or suspected Corruptions in good faith under this Policy.

## **Section 8 Training and communication**

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- (a) Training on this Policy shall form part of the induction process for all new Company Personnel. Furthermore, all existing Company Personnel will be appraised as soon as possible of their responsibilities under this Policy and where appropriate, receive regular, relevant training on how to implement it.
- (b) Training programs are to be regularly monitored and evaluated by the Board.
- (c) All existing and prospective Associated Persons are to be informed of the Company's Corruption prevention procedures and controls, including this Policy.

## **Section 9 Monitoring and review**

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- (a) The Board will monitor the effectiveness and review the implementation of this Policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible.
- (b) To ensure the effectiveness of the Policy's procedures, the systems set up to deter, detect and investigate Corruption will be subject to regular audit.
- (c) All Company Personnel and Associated Persons are responsible for the success and effectiveness of this Policy and should therefore ensure that they use it to disclose any suspected breach of this Policy.
- (d) Any suggested improvements to this Policy are welcome and should be directed to the Board or Company Secretary (as applicable).

## **Section 10 Definitions**

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In this Policy:



**Associated Persons** means all persons other than Company Personnel who perform services for or on behalf of the Company Group. This includes, but is not limited to joint venture partners, consultants, contractors, trainees, seconded staff, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other persons associated with the Company Group, wherever located.

**Board** means the Board of Directors of the Company as elected from time to time.

**Bribe** means a financial advantage or other advantage offered, promised or provided:

- (a) which is intended to influence the recipient to improperly perform a function or activity, or to reward a person for the improper performance of such a function or activity; or
- (b) with the knowledge or belief that the acceptance of the financial advantage or other advantage would itself constitute the improper performance of a relevant function or activity,

in order to gain any commercial, contractual, regulatory or personal advantage.

**Bribery** (or to **Bribe** or **Bribing**) means to provide a person with a Bribe, or to receive a Bribe from a person (either from the private or public sector, including Government Officials).

**Company** means Atlantic Lithium Limited ACN 127 215 132.

**Company Group** means the Company and its subsidiaries.

**Company Personnel** mean senior managers, officers, directors, employees (whether permanent, fixed-term or temporary) of the Company or any member of the Company Group.

**Conflict of Interest** means an actual, potential or perceived conflict between:

- (a) the private interests of Company Personnel, Associated Persons, or their close relatives, friends and associates; and
- (b) the interests of the Company.

**Corruption** means, for the purpose of this Policy:

- (a) to engage in Bribery;
- (b) to provide or receive a Gift or Hospitality otherwise than in accordance with this Policy;
- (c) to make or receive a Facilitation Payment otherwise than in accordance with this Policy;
- (d) to make a Contribution otherwise than in accordance with this Policy; or
- (e) to engage in any dishonest, fraudulent, illegal or otherwise corrupt conduct for the purpose of private gain or for the benefit of the Company.

**Decision Flowchart** means the decision flowchart set out in section 10.2 of this Policy.

**Disciplinary Action** means:

- (a) reprimands;
- (b) formal warnings;
- (c) demotions;





- (d) immediate termination of contracts of employment;
- (e) immediate termination of contracts of engagement; or
- (f) immediate termination of a joint venture agreement.

**Contributions** means any support of:

- (a) a charity or not-for-profit organisation, provided by way of, but not limited to, services, knowledge, time or financial contributions with a value in excess of \$250 (**Charitable Contributions**); or
- (b) a political party or political candidate in Australia or otherwise), provided by way of, but not limited to, services, knowledge, time or financial contributions (**Political Contributions**).

**Facilitation Payments** means Bribes in the form of payments made for the purpose of expediting or facilitating the performance of a government official or Government Official for a governmental or public action.

**Gift** means:

- (a) the transfer of property or other benefit:
  - (1) without recompense; or
  - (2) for consideration substantially less than full; or
- (b) a loan of property made on a permanent, or an indefinite basis.

**Government Official** means:

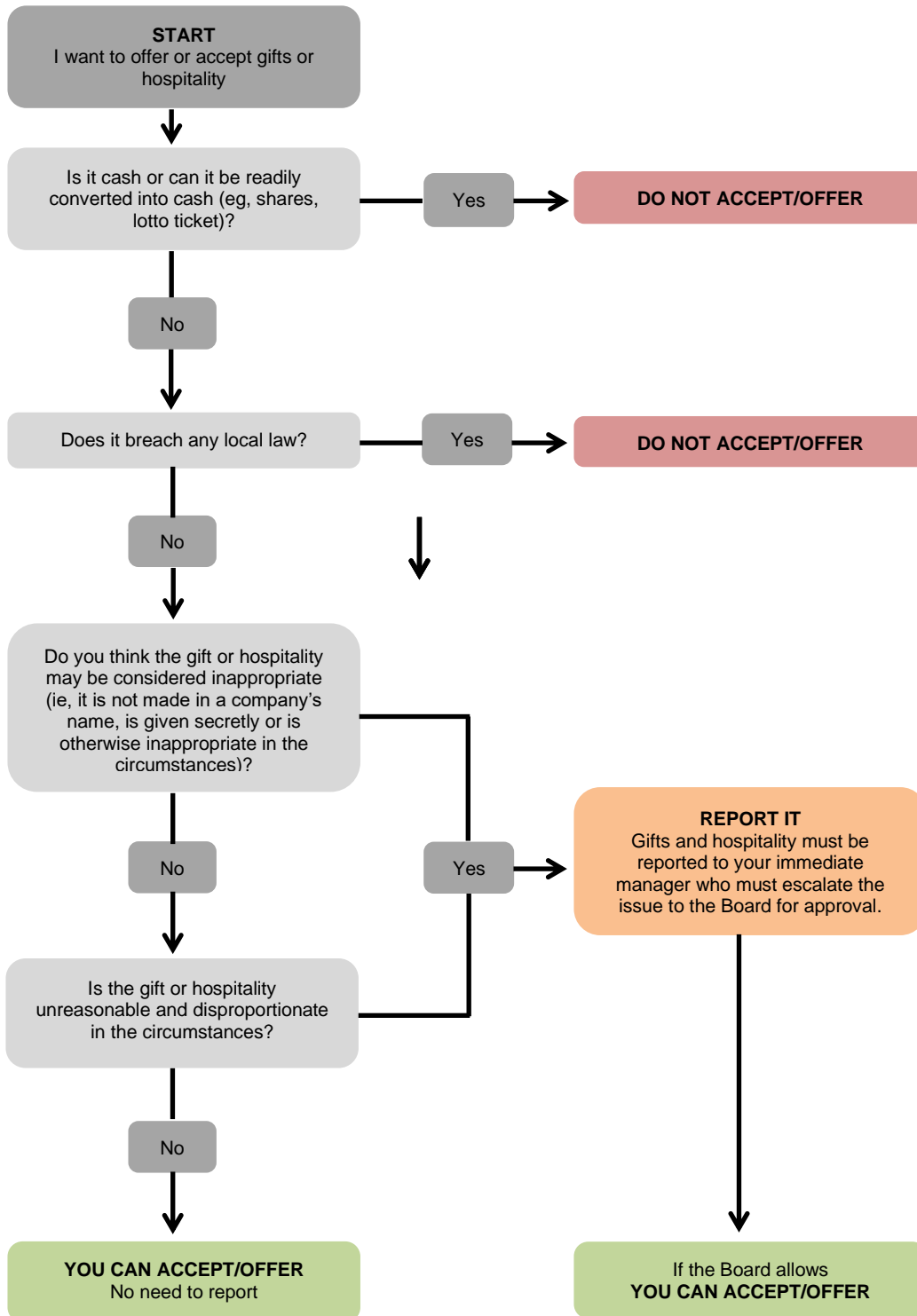
- (a) Ministers and their staff;
- (b) a director, officer or employee of a government department, agency or regulatory authority (whether at national, state/provincial or local level), including customs, immigration, mines and energy, environment and taxation authorities;
- (c) a director, officer or employee of a government or government owned enterprise (this includes national oil companies, national railways, national power companies; national airlines, banks, hospitals, government owned universities) or any enterprise in which a government holds a controlling interest;
- (d) an officer or employee of any political party or a political candidate;
- (e) a judge or magistrate;
- (f) a person who holds or performs the duties of an office, appointment or position created by custom or convention, such as a tribal elder, member of a royal family;
- (g) a director, officer or employee of a public international organisation such as the United Nations, International Monetary Fund or the World Bank;
- (h) a person who holds themselves out as an intermediary of a government official; and
- (i) a relative such as a spouse, child or other immediate family member or their associates (eg companies or trusts in which such persons hold a controlling interest) of government or political party officials.



**Hospitality** means any measures that involve, but are not limited to, an expenditure of financial resources or time, used to entertain, receive or otherwise accommodate a person.

**Policy** means this Anti-Bribery and Anti-Corruption Policy.

## 10.2 Decision Flowchart



### REMEMBER

Be wary of the impression and expectation that accepting/giving gifts and hospitality can create.