



ANTI-BRIBERY AND CORRUPTION POLICY

Approved by the Board 27 September 2022.

The Board of Directors of Podium Minerals Limited (**Podium or the Company**) is committed to fostering a culture of compliance, ethical behaviour and good corporate governance. Podium values respect and integrity and is committed to complying with all applicable laws and regulations of the countries in which its businesses operate.

The Board has adopted this policy to communicate this message and to assist those working with Podium to uphold it. The executive team, management and senior staff at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy.

1. Purpose of this policy

The purpose of this Anti-Bribery and Corruption Policy (**Policy**) is to:

- promote high ethical standards and compliance with anti-bribery and anti-corruption laws that apply to Podium in or outside Australia;
- set out the conduct expected of Podium Personnel (defined below), in observing and upholding Podium's commitment to prohibiting bribery, corruption and other improper conduct; and
- provide information and guidance on how to recognise and deal with instances of (and circumstances having the potential to involve) bribery, corruption and other improper conduct.

Bribery, corruption and other improper conduct is a serious criminal offence and poses a significant risk to Podium's operations and reputation.

Capitalised terms have the meaning provided in section 10.

2. Scope of this policy

All officers, employees, contractors and agents of Podium (**Podium Personnel**), wherever they are based, must comply with this Policy.

Podium Personnel based outside Australia may also be subject to additional local requirements on bribery and corruption in the country in which they are based.

Podium Personnel must immediately report any suspected or actual breaches of this Policy. If Podium Personnel are unsure whether a particular act constitutes bribery, a Facilitation Payment, Money Laundering, Secret Commission or a Kick-back, or has any other queries, they should contact their manager or the Company Secretary.

3. Objective

The Company has a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all business dealings.

The objective of this Policy is to:

- set out the responsibilities in observing and upholding the Company's position on bribery and corruption;
- further reinforce the Company's values as set out in its Statement of Values; and
- provide information and guidance to those working for the Company on how to recognise and deal with bribery and corruption issues.

4. Identifying Bribery and Corruption

4.1. Bribery

Bribery is the act of promising, giving, receiving, or agreeing to receive a benefit (money or some other item of value) with the intention or aim:

- of influencing a Government Official or a person in the private sector who is otherwise expected to act in good faith or in an impartial manner; or
- to do or omit to do anything in the performance of their role or function,

either of which will provide Podium, an individual or third party, with business or any other advantage, that is not legitimately due.

Bribery can take many forms, is often disguised and may be difficult to trace or detect.

Bribery can be direct or indirect. It can include using an agent or intermediary to make a bribe on your behalf or making a bribe to an associate of a person you want to influence. The offence of bribery can occur even if a bribe is not accepted or paid, or if the bribe is unsuccessful (that is, where the advantage sought is not gained).

Podium Personnel must never:

- pay any person when you know, or have reason to suspect, that all or part of the payment may be channelled to a Government Official. You should therefore be careful when selecting third parties, such as agents, contractors, subcontractors and consultants;
- offer or receive anything of value as a 'quid pro quo' in relation to obtaining business or awarding contracts. Bribery of Government Official is a serious matter, but bribery of those working in the private sector is also illegal and contrary to the Company's Code of Conduct;
- establish an unrecorded (slush) fund for any purpose;
- otherwise use illegal or improper means (including bribes, favours, blackmail, financial payments, inducements, secret commissions or other rewards) to influence the actions of others; or offering anything of value when you know it would be contrary to the rules of the recipient's organisation for the recipient to accept it;
- make a false or misleading entry in the Company's books or financial records;
- act as an intermediary for a third party in the solicitation, acceptance, payment or offer of a bribe or kickback;
- so-called 'facilitation' or 'grease' payments are prohibited. Such payments should not be made to Government Official, even if they are nominal in amount and/or common in a particular country;

- do anything to induce, assist or permit someone else to violate these rules; and
- ignore, or fail to report, any suggestion of a bribe.

As well as complying with the specific prohibitions in this Policy, Podium Personnel must exercise common sense and judgement in assessing whether any arrangement could be perceived to be corrupt or otherwise inappropriate.

4.2. Charitable Contributions

This Policy does not restrict Podium or Podium Personnel supporting the communities in which the Company operates. Podium is committed to supporting the communities in which we operate and may provide community support, sponsorships and make charitable donations that are legal and ethical under local laws and practices.

However charitable donations can in some circumstances be used as a disguise for bribery, e.g. where a donation is provided to a 'charity' which is controlled by a public official who is in a position to make decisions affecting the Company. Therefore, whilst the Company supports community outreach and charitable work, recipients must be subject to a suitable due diligence and approval process in all circumstances. It must be clear who the actual recipient of the donation is and for whose benefit the donation is ultimately made.

4.3. Gifts Entertainment and Hospitality

It is Podium's policy that the offer, or acceptance of gifts, entertainment or hospitality is not prohibited where it:

- is directly connected to a legitimate business purpose or activity (for example, building or maintaining a business relationship);
- is occasional and of an appropriate value and nature;
- is in line with common business courtesies and considering local custom, the position of the recipient and the circumstances;
- is not in the form of cash or cash equivalents; and
- is given and received openly and transparently.

Podium Personnel may attend dinners, conferences or similar events organised by a political party or a Government Official, where that hospitality genuinely assists to develop and maintain constructive relationships with stakeholders and are conducted in accordance with local laws and customs. Podium Personnel should seek guidance from their manager or senior management if they are unsure of the circumstances in which acceptance or giving of hospitality is deemed appropriate.

4.4. Secret Commissions, Kick-back and money laundering

The following activities are expressly prohibited:

- engaging in Money Laundering; or
- offer, promise or the act, of a Secret Commission or Kick-back.

4.5. Mergers and acquisitions

An anti-corruption due diligence on companies which the Company is considering acquiring should be performed during the overall due diligence process. The following risk areas should be considered during the due diligence process:

- an entity's control environment: policies, procedures, employee training, audit environment and whistle-blower issues;

- any ongoing or past investigations (government or internal), adverse audit findings (external or internal), or employee discipline for breaches of anti-corruption law or policies;
- the nature and scope of an entity's government sales and the history of significant government contracts or tenders. Risks include improper commissions, side agreements, cash payments and kickbacks;
- an entity's important regulatory relationships, such as key licenses, permits, and other approvals. Due diligence in that context would focus on employees who interact with these regulators, and whether there are any fees, expediting payments, gifts or other benefits to public officials;
- travel, gifts, entertainment, educational or other expenses incurred in connection with marketing of products or services, or in connection with developing and maintaining relationships with government regulators. Diligence in this area would include examining expense records, inspection or training trips, and conference attendee lists and expenses;
- an entity's relationships with distributors, sales agents, consultants, and other third parties and intermediaries, particularly those who interact with government customers or regulators; and
- an entity's participation in joint ventures or other teaming arrangements that have significant government customers or are subject to significant government regulation.

5. Podium Personnel's Responsibilities

5.1. Your Responsibilities

Podium Personnel are expected to understand this Policy and the impact it has on their areas of responsibility. They must comply with this Policy and take steps to prevent, detect and report behaviour which may breach this Policy. This includes looking out for signs or instances of bribery, corruption or improper conduct in connection with Podium's business and immediately reporting any actual or suspected improper conduct or other violation of this Policy.

6. Reporting

6.1. Reporting

Disclosure and reports of identified or suspected breaches of this Policy should be made to either the:

- Chairman;
- Chief Executive Officer;
- Company Secretary; or
- Relevant manager.

6.2. Protection from detriment

Podium values teamwork, respect and integrity and encourages a culture where people do not suffer detriment for speaking up about bribery or corruption concerns.

Detriment includes (but is not limited to), alteration of a Podium Personnel's position or duties to their disadvantage, discrimination, harassment or intimidation.

Podium will take all available steps to protect anyone who makes a genuine report and disclosure under this Policy against detriment. If you are subject to detriment in relation to this Policy, please inform the Chief Executive Officer or the Company Secretary.

A disclosure made without reasonable grounds (such as where you know it to be false) may amount to misconduct and may be subject to disciplinary action.

Podium Personnel's have an obligation to report suspected or potential breaches of this Policy to a

person listed in section 6.1 above. All information and reports to those persons will be dealt with in a responsible and sensitive manner.

6.3. Whistleblowing reports

Whistleblowing reports should be made in accordance with the Company's Whistle-blower Protection Policy. Matters which may be reported to a person listed in section 6.1 above include (but are not limited to):

- (a) conduct which is inconsistent with the Company stated vision, its Code of Conduct, policies and procedures;
- (b) violation of law;
- (c) abuse of company resources and assets;
- (d) danger to health and safety of any individual;
- (e) deliberate concealment of information;
- (f) fraud, corruption, bribery, extortion and theft;
- (g) financial misconduct;
- (h) unfair discrimination; and
- (i) attempt to suppress or conceal information relating to any of the above.

7. Consequences of Breach of this Policy

Bribery, corruption, and the related activities addressed by this Policy are serious offences. All reported incidences will be taken seriously, reviewed and investigated. Depending on the circumstances, the incident may be referred to regulatory and law enforcement agencies.

Breaches of this Policy will be regarded as serious and may result in:

- disciplinary action or termination of employment;
- termination of Third Party services;
- criminal and/or civil penalties or fines;
- exclusion from tendering or access to government or private contracts;
- loss of business; and
- reputational damage.

A breach of this Policy may also amount to a civil or criminal contravention under the applicable anti-bribery and corruption laws, giving rise to significant penalties.

8. Board reporting

The Chief Executive Officer will, where appropriate (whilst maintaining confidentiality or legal professional privilege), report to the Board of any matters raised under this Policy. These reports will provide a summary on:

- the number and nature of the issues made or raised;
- the status of any investigations underway;

- the identification of any patterns of bribery and corruption and make recommendations to remedy such patterns; and
- the outcomes of any investigations completed, and actions taken as a result of those investigations.

The Board will also be informed of any material incidents reported under this Policy, including any information that may be materially price sensitive in accordance with Podium's Continuous Disclosure Policy.

9. Policy review

The Board or its delegated committee must review this Policy periodically to ensure it is operating effectively. Any recommended changes must be approved by the Board.

The Company Secretary is authorised to make administrative and non-material amendments to this Policy, provided that any such amendments are notified to the Board at or before its next meeting.

Podium will ensure any updates to this Policy, its processes and procedures following a review are widely disseminated to, and easily accessible by, Podium Personnel covered by this Policy.

10. Definitions

This section sets out various terms and definitions which are used throughout this Policy and their corresponding meaning.

Bribe means a benefit offered, promised or provided to a Government Official or other person in order to gain or improperly influence (by illegal, unethical or dishonest means) any advantage that is not legitimately due (including any commercial, contractual, regulatory, business or personal advantage).

Corruption means an act, promise or omission for an improper or lawful purpose, which involves the abuse of a position of trust or power.

Facilitation Payment means a payment or other inducement (including a benefit in kind) provided to a Government Official to secure or expedite a routine government action which the Government Official is already ordinarily obliged to perform. This might include (but is not limited to) payments to expedite the issuing or processing of legitimate visas, the scheduling of inspections, obtaining permits and authorisations, seeking the grant, retention or extension of mining tenure, or the connection of telephones or other utility services.

Government Official means anyone regardless of rank or title who is:

- 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.

Money Laundering is the process by which a person or company conceals or attempts to conceal the existence of an illegal sources of income or funds then disguises that income or those funds to give the appearance that they are legitimately obtained.

Personnel means all officers, employees, contractors and agents of Podium.

Political Party includes any political parties, organisations, politicians (elected official or candidate) or any public official in any country.

Secret Commission or **Kick-back** means an undisclosed payment (including a benefit in kind) which is offered or provided to an agent or representative of a person/company (the 'principal') to influence the conduct of the principal.

Third Party/Third Parties are parties which Podium conducts business with and will generally include but is not limited to associates, suppliers, consultants, contractors, distributors, joint venture partners, co-investors, agents and intermediaries of Podium.