

Bathurst Resources Limited Anti-Corruption and Bribery Policy

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1.0 Objectives

Bathurst's board of directors is ultimately responsible for ensuring that Bathurst has an appropriate risk management framework to identify and manage risk on an ongoing basis. This policy forms part of Bathurst's risk management system and corporate governance framework. An anti-corruption and bribery policy is an important element in ensuring trust, integrity and resilience in Bathurst, as well as protecting Bathurst's reputation.

The purpose of this policy is to prevent any activity that constitutes bribery or corruption. The policy defines bribery and corruption and sets out the principles that help enable Bathurst to prevent, identify and respond to bribery and corruption risks.

2.0 Who this policy applies to

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

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

3.0 Scope of this policy

This policy is to be read in conjunction with other Bathurst policies including the Code of Conduct. To the extent that an employee has duties to third parties that conflict with their obligations under this policy, this policy prevails unless an exemption is granted.

This policy applies globally and regardless of whether or not a country has specific bribery and corruption laws.

4.0 What is bribery and corruption?

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.

Corruption is the abuse of entrusted power for private gain.

5.0 Policy

Bribes

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

Giving or receiving gifts

Employees must not give, seek or accept in connection with the operation of the Company any gift, hospitality, benefit or other personal favour or assistance which goes beyond common courtesies associated with accepted ethical and general commercial practice.

Gifts cannot create an obligation or be construed or used by others to allege favouritism, discrimination, collusion or similarly unacceptable practices by the Company.

Gifts and genuine hospitality and entertainment expenditure that is reasonable and proportionate is allowable provided it complies with the following:

- made for the right reason – it should be clearly given as an act of appreciation or common courtesy associated with standard business practice;
- no obligation – it does not place the recipient under any obligation;
- no expectation – expectations are not created by the giver or an associate of the giver or have a higher importance attached to it by the giver than the recipient would place on such a transaction;
- made openly – if made secretly and undocumented then the purpose will be open to question’
- reasonable value – its size is small and in accordance with general business practice;
- appropriate – its nature is appropriate to the relationship;
- at “arm’s length” – all transactions / gifts should be at an “arm’s length” basis with no special favours and no special arrangements; and
- legal – it complies with relevant laws.

Any employee who is in receipt of a gift or hospitality that is valued at more than NZ\$500, or a number of gifts of any value from a single party, and who is in a position to exercise influence over the terms and conditions of material contracts, must discuss the appropriateness of the gift or hospitality with their manager. If the gift is valued over NZ\$1,000 this must be approved by the CEO and for the CEO, by the Chairman.

Where there is any concern about the appropriateness of a gift or hospitality, it must be reported to the Company Secretary or Group Manager Commercial.

Employees are expected to decline (or avoid accepting) gifts and benefits which are valued at \$500 or more, with the exceptions being:

- work related conferences;
- invitations to speak at a professional association (including flights and accommodation);
- working lunches; and
- where it is part of a Bathurst sponsorship deal.

Political Donations

Political donations (either in cash or in-kind) must not be made (including to any government official, political party, political party official, election committee or political candidate) directly or indirectly on behalf of the Company unless approved by the Board.

Employees must be vigilant that any cash or in-kind support given to community organisations cannot be construed as a political donation.

Employees may attend political party conferences and political functions in their capacity as an employee only with the approval of the CEO (or the Chairman if a Director) for commercial reasons and where the price charged is not in excess of the commercial value of the conference or function.

Prohibited Payments

Bribes, kickbacks, inducements or similar payments must not be made to or for the benefit of any government official (of any country), customer, supplier or any other party in connection with obtaining orders, any business advantage, favourable treatment or for any other purpose.

This prohibition extends not only to direct payments but also to indirect payments made in any form through distributors, representatives, contractors, consultants, agents or other third parties.

Employees must not seek or accept any type of compensation, fee, commission or gratuity from a third party in connection with the operations of the Company.

How to raise a concern

Under the Code of Conduct, all Bathurst employees have a responsibility to help detect, prevent and report instances of bribery and corruption as well as any other suspicious activity or wrongdoing in connection with Bathurst's business.

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage with your manager. If you are not comfortable for any reason with speaking directly to your manager, Bathurst has a Whistleblower policy which is available on the intranet and on the website at <https://bathurst.co.nz/our-company/corporate-governance/> which affords protections against reprisal, harassment or demotion for making a report.

Reporting of material breaches

Material breaches of this policy are to be reported to the Board. If you as a manager are notified of a material breach, please report this to the Company Secretary or Group Manager Commercial. Breaches reported via the Whistleblower policy will be addressed according to both policies.

Last reviewed and adopted: 20 September 2024