

ANTI-BRIBERY AND CORRUPTION PROCEDURE

1. PURPOSE

This Procedure must be read together with the Company’s Anti-Bribery and Corruption Policy (**ABC Policy**). This Procedure applies to the Company and all BCI Employees engaged by or who are providing goods or services to or on behalf of the Company.

In Australia, the Criminal Code Act 1995 (Cth) (**Criminal Code**) places a strict obligation on BCI Minerals Limited (**Company**) to ensure that it has adequate procedures in place to prevent any “associate” (being a subsidiary or any third party acting on its behalf) from engaging in bribery or corrupt conduct anywhere in the world.

It is critical that the Company and all BCI Employees apply the principles in this Procedure throughout all their work. What is important is not just our policies, but also what we all do “on the ground”. For these reasons, it is important that the Company reviews its supply chain, to identify risks and to take proactive steps to manage and/or eliminate the risks.

This Procedure explains the bribery laws, outlines the proactive conduct, or adequate procedures that the Company must implement and encourages all BCI Employees to speak up if they have any reasonable suspicions that misconduct, including bribery or corruption, has or may be taking place.

In this Procedure, **BCI Employee** means employees, officers, directors and, where relevant in the context, consultants, secondees, contractors, agents and intermediaries.

2. GIFTS

Reasonable and proportionate gifts are permissible, so long as they are offered or received in accordance with the ABC Policy. In relation to the monetary value of permissible gifts, entertainment and hospitality, the threshold for some specified jurisdictions are outlined below.

Where an amount exceeds a jurisdiction threshold, it must be approved in advance by Managing Director and/or the General Counsel.

The relevant permissible threshold amounts for the specified jurisdictions are below:

Country	Amount per person (AUD equivalent)
Australia	\$200
China	\$150
Indonesia	\$100
Malaysia	\$100
Japan	\$150
South Korea	\$150
Taiwan	\$100

3. ENGAGING WITH THIRD PARTIES

It may, in certain circumstances, be necessary to engage a local representative to represent the Company. Any engagement of this nature should only be undertaken in consultation with your supervisor or General Counsel, and the following procedure must be followed.

Any third party must be made aware of and agree to abide by the terms of and spirit of the ABC Policy and this Procedure.

Working with a third party is legal and a well-established way of doing business in many parts of the world. However, great care must be taken to select, assess, work with and supervise a third party as in many cases, the conduct of corrupt third parties give rise to serious problems. Any improper conduct by a third party could damage the Company's reputation and expose it and individual employees to criminal or civil legal liability or other sanctions. Turning a "blind eye" or ignoring "red flags" that something may be wrong in the conduct of a third party does not exonerate the Company or an employee from criminal liability.

All Officers, employees and contractors of BCI must comply with this policy.

This policy is available to all Officers and employees of BCI in the Corporate Governance section of our website (www.bciminerals.com.au).

4. CONTRACT ISSUES AND THIRD PARTIES

If any third party is to be engaged to act for or on behalf of the Company or to represent its interests, the following steps must be addressed:

- Any third party engaged must not have an employee, contract staff member or trustee (individual or entity) who is associated with:
 - An entity or person with an interest in the arrangement; or
 - a government agency, body, authority or organisation with whom the third party is engaging on behalf of the Company.
- An appropriate due diligence on the third party must be completed and documented, which should include:
 - full name of third party
 - full address of office and principal place of business of third party;
 - if the third party is a company:
 - full registered name of the company;
 - registration number in country of registration;
 - copy search from an official government registry confirming registration of the company;
 - full name and residential addresses of all directors;
 - full name and residential address of ultimate beneficial shareholders (not required if company is a listed or public company)
 - full bank details for payment of any fees payable to the third party.
- Where a third party is a company or any other incorporated entity, the ultimate owners of the third party must be identified and a due diligence conducted on them (see above).
- Only entities and individuals who are reputable, competent and qualified to perform the work being contemplated should be considered for engagement.
- All engagements require a written services or supply agreement and should include appropriate provisions to protect the interests of the Company, which may cover:

- an acknowledgment by the third party that it is familiar with and aware of the requirements of the ABC Policy applying to the third party's activities;
- representations that the third party (and its ultimate beneficial owners) has not previously been investigated or prosecuted for engaging in fraud, bribery or corruption, sanctions evasion, tax or revenue evasion or fraud and money laundering and/or terrorism financing;
- a covenant of ongoing compliance with the ABC Policy, this Procedure and all relevant laws;
- the right to terminate the agreement upon any material or reasonably suspected violation of its terms and conditions or the ABC Policy or this Procedure in the Company's absolute discretion;
- an agreement may be renewable periodically for no more than two years;
- no cash payments to and/or from a third party are allowed;
- payments for services to the third party should be to a bank account bearing that third party's name and the account should be in an institution located in the country of operation where the works are to be or have been performed.

Any questions or concerns should be raised with General Counsel or your Leader.

5. REGULAR MONITORING

Mechanisms must also be established and implemented at the business operations level to accurately and regularly monitor and assess the performance of the third party for the duration of the agreement.

This includes ensuring that there is written evidence of the work performed by the third party.

Appropriate records must be maintained of the review steps, action items and follow up reports.

6. CONTACT INFORMATION FOR ANY QUESTIONS

If you have any questions about this Procedure or any information that concerns you, you should raise it with your Leader or General Counsel.

DOCUMENT CONTROL

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0	08-Oct-2024	Issued for Use	S. Majteles	Managing Director
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