



Sandfire

ANTI-BRIBERY AND CORRUPTION POLICY

Approved by the Board 23 February 2021

ANTI-BRIBERY AND CORRUPTION POLICY

The Board of Directors of Sandfire Resources Ltd and its subsidiaries (**Sandfire or the Company**) is committed to fostering a culture of compliance, ethical behaviour and good corporate governance. Sandfire values respect and integrity and has zero tolerance for corruption or bribery in any form 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 Sandfire 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 Sandfire in or outside Australia;
- set out the conduct expected of Sandfire Personnel, in observing and upholding Sandfire's commitment to prohibiting bribery, corruption and other improper conduct; and
- to 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 crime and poses a significant risk to Sandfire's operations and reputation.

2. Scope of this policy

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

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

Sandfire Personnel must immediately report any suspected or actual breaches of this Policy. If Sandfire 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 department manager or the Anti-Bribery Officer.

3. Identifying Bribery and Corruption

3.1 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 Sandfire, 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).

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Sandfire Personnel are trained (in accordance with section 9) in identifying and reporting bribery and corruption “red flags” that may arise during the course of working for or providing services to Sandfire. Sandfire Personnel should refer to the Anti-Bribery and Corruption Standard for examples and descriptions of these “red flags”.

3.2 Political Donations and charitable contributions

Political Donations

Sandfire Personnel are prohibited from making any political donation (in cash or in-kind) to any Political Party on behalf of Sandfire. Examples of prohibited political donations include:

- sponsorship or hosting of functions or events organised by or associated with a Political Party with the purpose of raising funds, campaigning, launching policies or otherwise building the profile of the Political Party;
- free or discounted use of the Company’s premises, equipment or resources as an in-kind donation to a Political Party;
- using your position at or within Sandfire to try to, or influence another company, organisation or person to make a political donation, or provide any other form of support, to a Political Party; and
- attempting to disguise political donations prohibited under this Policy by using charitable donations or making contributions to organisations that you know to be affiliated with a Political Party.

Sandfire Personnel may participate in political activities in their own personal capacity, provided it is understood and made clear that in doing so you are not representing Sandfire. Such participation should be recorded in the Conflict of Interest Register, including any contributions of time and money. Any participation in political activities must be conducted entirely on their own account and your political opinions must not be presented as being those of the Company.

Charitable Contributions

This Policy does not restrict Sandfire or Sandfire Personnel supporting the communities in which the Company operates. Sandfire 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.

Community sponsorships and donations may only be offered or made in accordance with Sandfire’s Donations and Sponsorship Guidelines.

3.3 Gifts Entertainment and Hospitality

It is Sandfire’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;
- is given and received openly and transparently;
- complies with the financial limit on gifts, entertainment or hospitality that can be accepted or offered as set by the Board and detailed in the Company’s Authority Limits; and
- has been declared and recorded in accordance with the Company’s Conflict of Interest procedures.

Sandfire 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. Sandfire Personnel must record their attendance at political events in accordance with the Company’s Conflict of Interest procedures and should consult the Anti-Bribery Officer for circumstances in which acceptance or giving of hospitality is deemed appropriate.

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3.4 Facilitation Payments, Secret Commissions, Kick-back and money laundering

The following activities are expressly prohibited:

- the offer, promise or the act, of a Facilitation Payment;
 - engaging in Money Laundering; or
 - offer, promise or the act, of a Secret Commission or Kick-back.
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4. Third Parties, Joint Ventures, Mergers, Acquisitions and Divestments

4.1 Engaging with Third Parties

When Sandfire engages a Third Party it must ensure that the actions of the Third Party will not adversely impact on Sandfire. Prior to engaging Third Parties, Sandfire Personnel must conduct due diligence and relevant searches, among other checks, to verify the past and current behaviours of such Third Parties. Sandfire Personnel should refer to the Company's Contracting and Procurement standards and procedures for details.

4.2 Joint Ventures

Where Sandfire has effective control of the joint venture, that joint venture must comply with this Policy. Where Sandfire does not exercise effective control of the joint venture, Sandfire is committed to working with its joint venture partners to achieve the standards outlined in this Policy.

4.3 Acquisitions, Divestments and Mergers

Sandfire Personnel are required to conduct and keep detailed records of anti-bribery and corruption due diligence investigations on any proposed merger, acquisition target or the counterparty for divestments, prior to entering contractual arrangements.

If "red flags" are identified by this due diligence process, Sandfire's General Counsel must be informed immediately. The General Counsel will determine if a more detailed investigation is required. Sandfire Personnel should refer to the Business Development Standard and procedures for more details.

5. Sandfire Personnel's Responsibilities

5.1 Your Responsibilities

Sandfire 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 Sandfire's business and immediately reporting any actual or suspected improper conduct or other violation of this Policy.

5.2 General Counsel

The General Counsel will be responsible for administrating, monitoring and applying this Policy.

6. Reporting

6.1 Reporting

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

- General Counsel;
- Anti-Bribery Officer;
- relevant manager; or
- Whistleblower Protection Officer or to STOpline, which is an independent and confidential 24/7 external service operated on behalf of Sandfire, in accordance with Sandfire's Whistleblower Protection Policy (including where such reports are made anonymously).

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6.2 Protection from detriment

Sandfire 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 Sandfire Personnel's position or duties to their disadvantage, discrimination, harassment or intimidation.

Sandfire 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 General Counsel or the Anti-Bribery Officer.

It may also be raised with Sandfire's Whistleblower Protection Officer in accordance with Sandfire's Whistleblower Protection Policy.

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.

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 General Counsel will, where appropriate (whilst maintaining confidentiality or legal professional privilege), provide quarterly reports to the Board via the Risk Committee of 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 Sandfire's Disclosure Policy.

9. Training

All Sandfire Personnel must attend compulsory training concerning this Policy. The training will provide information on how to identify bribery and corruption and include details on what conduct is prohibited and unlawful, and how to recognise, manage and report any instances or suspicions of bribery or corruption.

All Third Parties of Sandfire are required to be made aware of this Policy and to comply with this Policy concerning any of their dealings with, for or on behalf of the Company.

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10. Policy review

The Board or its delegated committee must review this Policy at least every two years, or as required, to ensure it is operating effectively. Any recommended changes must be approved by the Board.

The Company Secretary (and, so long as there are two, either one of them) 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.

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

11. 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 and 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 Sandfire.

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 Sandfire 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 Sandfire.

SANDFIRE RESOURCES

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