

# Anti-Bribery and Corruption Policy

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## 1. Introduction

Ordell Minerals Limited (“**Ordell**” or “**the Company**”) is committed to conducting all of its business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations. Its Board, management and employees are dedicated to high ethical standards and recognise and support the Company’s commitment to compliance with these standards.

In particular, Ordell is committed to preventing any form of Corruption and Bribery and to upholding all laws relevant to these issues, including the Anti-Corruption Legislation. In order to support this commitment, the Company has adopted this Anti-Bribery and Anti-Corruption Policy to ensure that it has effective procedures in place to prevent Corruption and Bribery.

The purpose of this Policy is to promote the high standards of behaviour we expect from our people as well as full compliance with Ordell’s Code of Conduct and the anti-bribery and corruption laws that apply to Ordell in or outside of Australia.

Ordell has a strict policy of zero tolerance for bribery and corruption. All Ordell personnel will act with integrity by:

- never offering, paying, soliciting or accepting bribes in any form;
- never offering or accepting an item, money, travel, hospitality, entertainment or other token of appreciation in exchange for practices of favouritism, discrimination or collusion; and
- never engaging in any form of corrupt business practice, for the benefit of the Company, another party or themselves.

All Ordell personnel must understand and comply with this Policy. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for the Company or under its control.

## 2. Scope

This Policy applies to anyone who is employed by or works for Ordell, including employees (whether permanent, fixed term or temporary), contractors, consultants and Directors, wherever located (collectively referred to as **Ordell employees** in this Policy).

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

## 3. What is Bribery and Corruption?

**Bribery or bribes** is the act of offering, promising, giving or accepting a benefit (monetary or non-monetary) with the intention of influencing a person who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide Ordell with business or any other advantage that is not legitimately due.

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Bribery can be both direct and indirect, and includes:

- procuring an intermediary or an agent to make an offer which constitutes a bribe to another person;  
or
- making an offer which constitutes a bribe to an associate of a person who is sought to be influenced.

Whether the payee or recipient of the act of bribery or corruption works in the public or private sector is irrelevant. It is also irrelevant if the bribe is accepted or ultimately paid. Merely offering the bribe will usually be sufficient for an offence to be committed.

**Corruption** is the abuse of entrusted power for private gain.

#### 4. Policy

##### **Bribes**

Ordell employees are prohibited to give, offer, promise, accept, request or authorise a bribe, whether directly or indirectly.

##### **Gifts and hospitality**

Ordell employees should not offer or accept gifts, entertainment or hospitality in circumstances which could be considered to give rise to undue influence.

Gifts, entertainment or hospitality may only be offered or accepted where all of the following conditions are met:

- it is done only for the purpose of general relationship building;
- it cannot be construed as an attempt to improperly influence the performance of the role or function of the recipient;
- it complies with the local law of the jurisdiction(s) in which it is offered and accepted;
- it is offered and accepted in an open and transparent manner;
- it does not include cash, loans or cash equivalents (such as gift cards, certificates or vouchers); and
- applicable requirements for approval and registration have been complied with.

All gifts, entertainment and hospitality expected to exceed a threshold of A\$1,000 must be approved by the Company Secretary who will record the transaction in the Company's entertainment and gift register (**Register**). The Company Secretary will provide a report on the Register annually to the Board of Directors.

##### **Facilitation payments**

Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action, e.g. processing papers, issuing permits and other actions of an official in order to expedite performance of duties of a non-discretionary nature (i.e. which they are already bound to perform). The payment or other inducement is not intended to influence the outcome of the official's action, only its timing.

Facilitation payments, whether legal or not in a country, are prohibited under this Policy.

##### **Secret commissions**

Secret commissions are an undisclosed payment (or something of value) that is offered or provided to an agent or representative of a person/company for the purpose of influencing the conduct of the business of that person or company.

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The offering or accepting of secret commissions are prohibited under this Policy.

### **Political donations**

The Company does not generally make donations to political parties. If a donation is made to a political party, it must be approved in advance by the Chair, Managing Director or Chief Financial Officer.

The policy does not seek to curtail an individual's freedom to make political contributions in their personal capacity.

### **Charitable donations**

The Company does not generally make donations to charities. If a donation is made to a charity, it must be approved in advance by the Chair, Managing Director or Chief Financial Officer.

## **5. Record-keeping**

The Company must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

You must ensure all expense claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with the Company's expenses procedure and specifically record the reason for the expenditure.

## **6. Reporting Breaches and Suspicious Behaviour**

Ordell is committed to creating and maintaining an open working environment in which Ordell employees can raise concerns regarding actual or suspected unethical, unlawful or undesirable conduct, reporting their concerns freely and without fear of reprisal or intimidation.

If you are uncertain about the nature of the conduct, it is recommended you speak with your supervisor, manager or the Company Secretary.

The prevention, detection and reporting of Bribery and other improper conduct addressed by this Policy are the responsibility of all those working for or engaged by the Company. All Personnel should be vigilant and immediately report any breaches or suspicious activity to the officer responsible for compliance.

Actual or suspected breaches of this Policy should be reported promptly to the Company Secretary. Alternatively, Ordell employees who wish to raise a concern anonymously can do so in line with the Company's Whistleblower Policy. All safeguards in terms of confidentiality and the ongoing support and protection of the Company provided for in that policy will apply in these circumstances.

Any reports of actual or suspected bribery and corruption will be treated seriously, and these will be notified by the Company Secretary to the Board for investigation as soon as possible after the matter has been reported.

## **7. Consequences of Breach**

Breach of this Policy by Ordell employees will be regarded as serious misconduct and investigated thoroughly, potentially leading to disciplinary action which may include termination of employment. The matter may also, depending on the circumstances, be referred to law enforcement agencies. Breach of this Policy may also expose an individual to criminal and civil liability and could result in imprisonment or in the imposition of a significant financial penalty.

## **8. Review and Amendment**

The Board will monitor the content, effectiveness and implementation of this Policy on a regular basis.

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Any updates or improvements identified will be addressed as soon as possible.

**9. Associated documents**

- Code of Conduct: ORD-CORP-POL-1002
- Whistleblower Policy: ORD-CORP-POL-1011

**Approved by: Board of Directors**

Last Review: February 2025

Next Review: January 2027