



Anti-Bribery and Corruption Policy

Theta Gold Mines Limited
(ACN 131 758 177)

21 September 2023

Anti-Bribery and Corruption Policy

OUR COMMITMENT

At **Theta Gold Mine Limited (Theta Gold)** we pride ourselves on our reputation for acting with integrity and honesty wherever we do business. Theta Gold is committed to a zero-tolerance approach to Bribery and Corruption. Our reputation is built on our values as a company, the professionalism of our employees and our collective commitment to acting with integrity, accountability, and transparency at all times.

Bribery and Corruption undermines legitimate business activities, distorts competition, and exposes Theta Gold and its employees to significant risks. Theta Gold's commitment to doing business with integrity includes always complying with the laws of every country in which we operate.

Theta Gold is committed to operating fairly, honestly and legally to ensure that it complies with international regulations with regards to anti-corruption and bribery issues. The Company is committed to maintaining a high standard of ethical conduct in all business dealings and always seeks to abide by its core values as set out in the Company's Code of Conduct.

The Company has developed this policy to prohibit inappropriate conduct associated with bribery and corruption. The Company and the Board acknowledge that serious criminal and civil penalties may be incurred, and that reputational damage may occur if the Company is indirectly involved in any bribery or corruption. The Company and the Board have adopted a zero-tolerance approach to corruption and are committed to acting professionally, ethically and with integrity in all of the Company's business dealings and relationships.

OUR STRATEGY

Theta Gold will act with integrity by:

- Never offering, paying, soliciting or accepting bribes in any form (including Facilitation payments);
- Never offering or accepting an item, money, travel, hospitality, entertainment or other token of appreciation that may be construed or used by others to allege favouritism, discrimination, collusion or similarly unacceptable practices;
- Never engaging in any form of corrupt business practice, whether for the benefit of Theta Gold, yourself or another party;
- Providing critical anti-bribery and corruption education and awareness through web-based and in-person training; and
- Conducting periodic anti-bribery assessments and audits of our business to detect potential misconduct and monitor compliance with anti-corruption laws and policy.

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WHAT IS BRIBERY AND CORRUPTION?

Bribery is a form of corruption that involves providing a person with a Bribe, or to receive a Bribe from a person (either from the private or public sector). A Bribe is a financial advantage or other advantage offered, promised or provided which is intended to influence the recipient to improperly perform a function or activity, with the knowledge or belief that the acceptance of the financial advantage or other advantage would itself constitute the improper performance of a relevant function or activity, or in order to gain any commercial, contractual, regulatory or personal advantage.

Corruption means, for the purpose of this Policy:

- to engage in Bribery;
- to provide or receive a gift or hospitality otherwise than in accordance with this Policy;
- to make or receive bribes for the purpose of facilitating the performance of government officials;
- to make charitable or political financial contributions otherwise than in accordance with this Policy; or
- to engage in any dishonest, fraudulent, illegal or otherwise corrupt conduct for the purpose of private gain or for the benefit of the Company.

The Company considers both Bribery and Corruption to be **Improper Acts**.

RESPONSIBILITY FOR COMPLIANCE

All senior managers, officers, directors or employees (whether permanent, fixed-term or temporary) of the Company (Personnel), and persons who perform services for or on behalf of the Company including, but not limited to, joint venture partners, secondees, agents, consultants, contractors and representatives of the Company or its subsidiaries (Associated Persons) are personally responsible for complying with this Policy and all applicable laws and regulations worldwide.

Personnel and Associated Persons must:

- ensure that they read, understand and comply with this Policy;
- detect, report and prevent corruption and avoid any activity that might lead to or suggest a breach of this Policy; and
- notify the Board or their manager as soon as they become aware of any potential breach or breaches of this Policy, whether they have occurred or may occur in the future.

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Personnel must also take reasonable steps to ensure that Associated Persons comply with the Policy. Any conflict between the Policy and the law is to be referred to the Chairman.

The Board must:

- oversee any allegations of Corruption against the Company, Associated Persons or Personnel and take appropriate action if the allegations are proven true;
- regularly monitor and evaluate training programmes; and
- regularly monitor the effectiveness and review the implementation of this Policy, considering its suitability, adequacy, and effectiveness.

PROHIBITIONS

Prohibition on Improper Acts and other Unfair Dealings

Personnel and Associated Persons are prohibited from conducting any Improper Acts anywhere in the world (in both the private and public sector and irrespective of whether such Improper Act is on a direct or indirect basis). Personnel and Associated Persons may also be personally liable and exposed to criminal and civil liability if they engage in any Improper Acts.

Personnel and Associated Persons will make a clear distinction between the interests of the Company and private interests and will avoid conduct that would expose Personnel and/or Associated Persons to possible conflicts of interest. Personnel and Associated Persons will not misuse privileged information, misrepresent information, or conduct other unfair acts.

Gifts and Hospitality

The Company recognises that offering or accepting gifts and hospitality by Personnel and Associated Persons which are of moderate value and proportionate are generally considered to be in accordance with general business practice and maintaining good business relationships. The giving or receiving of gifts or hospitality is permitted under this Policy only if it is proportionate and reasonable in the circumstances.

The giving or receiving of gifts or hospitality will be considered proportionate and reasonable in the circumstances if all of the following conditions are met:

- it is not made with the intention of influencing a person to obtain or retain business or a business advantage, or to reward the provision or retention of a business or business advantage, or in explicit or implicit exchange for favours or benefits;
- it complies with local law;
- in respect of the giving of gifts or hospitality, it is given in the Company's name;
- it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- it is appropriate in the circumstances;
- it is given openly, not secretly; and

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- it otherwise complies with this Policy.

If you are unsure about whether to give or receive a gift or hospitality, you must refer the matter to your immediate manager who must escalate the issue for Board approval. Personnel and Associated Persons are prohibited from offering or accepting gifts or hospitality in circumstances which could give rise to, or appear to give rise to, Improper Acts and must always consider this Policy when gifts or hospitality are offered.

It is the Company's policy that gifts or hospitality with a value exceeding USD\$1000 per person must not be offered, given or accepted by Personnel and Associated Persons without the prior reporting to the Chairman and/or approval of a director.

Personnel and/or Associated Persons who offer, give or receive a gift or hospitality which has a value over USD\$1000 must immediately report it to the finance team.

Charitable Contributions, Sponsorship and Political Donations

Personnel and/or Associated Persons must not make charitable or political contributions on behalf of the Company under any circumstances or whilst acting in their capacity as an Associated Person or Personnel without the prior approval of the Board.

When deciding whether to approve a contribution, the Board will consider:

- whether the contribution was requested by a government official;
- whether there is a nexus between the recipient and any government entity from which the Company is seeking a decision, service or outcome;
- whether the contribution is consistent with the Company's overall pattern of contributions; and
- whether there will be a tax deduction for the contribution.

The Board must not approve a contribution if it reasonably considers that the contribution is being used to conceal corruption, or if it is not legal or ethical under local laws and practices. All contributions approved by the Board will be disclosed by the Company.

Record Keeping

All transactions, including evidence of permitted travel, hospitality, entertainment, gifts or any other expenses, incurred by Personnel and/or Associated Persons must be appropriately recorded in the Company's books and records.

Associated Persons

The Company expects Associated Persons will avoid Improper Acts and act legally and ethically in all their dealings (and not just dealings involving the Company). Associated Persons are also prohibited from accepting secret commissions, being "kick-backs" received by an Associated Person related to the Company's business.

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Personnel will ensure that Associated Persons are made aware of and know the standards the Company expects and commits to maintain.

Appropriate due diligence must be conducted in relation to Associated Persons and agents and should be recorded in writing in suitable detail. In conducting such due diligence, the Company will consider:

- how the Associated Person was referred or introduced;
- what is the Associated Person's skill set;
- who are the Associated Person's owners or superiors; and
- whether the Associated Person is a foreign public official.

The Company will issue the Associated Persons with written arrangements that clearly outline their role, responsibilities and boundaries whilst engaged by the Company.

HOW TO RAISE A CONCERN

Personnel are encouraged to speak up if they suspect any actual, planned or potential Improper Acts or unfair dealings. Any questions or concerns about this Policy or actual or suspected breaches of this Policy should be directed to the Directors. The a Director may refer the matter to the Company's lawyers if required. Refer also to the Company's Whistleblower Policy.

BREACHES OF THIS POLICY

Chairman will investigate any reported breaches or potential breaches of this Policy. The Chairman is ultimately responsible for determining the validity of each report, concern or complaint and fashioning, with the input of advisers and the Company's management, and if requested, the appropriate corrective action.

The Chairman will report any legal, regulatory non-compliance they consider a material concern to the Company's Board of Directors and ensure that management takes corrective action including, where appropriate, obtaining external legal advice and, if so advised, reporting any violation to relevant governmental authorities.

Breach of this Policy by any Personnel and/or Associated Persons will be regarded as serious misconduct. Personnel and/or Associated Persons may be subject to disciplinary action, which may include termination of employment.

Where possible, the Company will seek to terminate its relationship with any Associated Persons if it is determined that such Associated Persons has failed to comply with this Policy.