

## CORNISH METALS INC.

### ANTI-CORRUPTION AND BRIBERY POLICY

#### 1. Purpose of this Policy

Cornish Metals Inc. and its subsidiaries (the “**Group**”) are committed to conducting business in an honest and ethical manner. The purpose of this Anti-corruption and Bribery Policy (the “**Policy**”) is to establish the standards and values which the Group expects its directors, officers and employees (“**Personnel**”) to follow in all their dealings with stakeholders. The Policy concerns:

- (a) compliance by the Group and its Personnel with applicable anti-corruption and bribery laws and regulations; and
- (b) responsibility in observing and upholding the Group’s position on bribery and corruption.

#### 2. Policy commitment

The Group adopts a robust anti-corruption stance at the highest level, taking a zero-tolerance approach to bribery and corruption both internally and externally, and is committed to acting professionally, fairly and with integrity in all business dealings and relationships.

The Group will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. We will adhere to the UK Bribery Act 2010 (the “**UK Act**”), the Canadian Corruption of Foreign Public Officials Act (the “**Canadian Act**”) and the Criminal Code of Canada (collectively, the “**Anti-Corruption Laws**”).

#### 3. Who does this Policy apply to?

This Policy applies to all Personnel. Policy awareness training forms part of the induction process for new Personnel and all existing Personnel receive training on how to comply with this Policy.

This Policy is available to all interested parties through the Company’s website. Our zero-tolerance approach to bribery and corruption will be communicated to all suppliers, consultants, contractors and other business partners at the outset of our business relationship with them and as appropriate thereafter.

Suppliers are referred to our [Supplier Code of Conduct](#).

#### 4. Responsibility for this Policy

The Board of directors has overall responsibility for establishing and overseeing this Policy, and for ensuring that this Policy complies with our legal and ethical obligations, including the Anti-Corruption Laws. The Board has appointed the Chief Financial Officer (CFO) as Compliance Manager with primary responsibility for the implementation and monitoring of this Policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for the Group or under its control. All Personnel are required to avoid any activity that might lead to, or suggest, a breach of this Policy.

## 5. Background

### (a) Definitions

**"Anything of Value"** means a very broad range of benefits, including tangible and intangible benefits. It can include, but is not limited to: (1) monetary items such as cash, loans, discount, coupons, vouchers, rebates, charitable or political contributions, or the awarding of a contract or other business advantage; (2) hospitality such as gifts, entertainment, meals, tickets to events, travel, lodging, conference fees, or any other forms of hospitality; and (3) career opportunities, such as internship or employment offers;

**"Third party"** means any individual or organisation that the Group or its Personnel comes into contact with during the course of their work, and includes actual and potential customers, suppliers, consultants, contractors, business partners, advisers, and government and public bodies, including their advisers, representatives and officials, politicians and political parties.

### (b) What are bribery and corruption?

Corruption is the misuse of office or power for private gain. Bribery is a form of corruption. Bribery is generally defined under the Anti-Corruption Laws as the offering, promising, giving, requesting, agreeing or accepting Anything of Value, whether directly or indirectly, with the intention that it induces someone to act or omit to act in relation to the function that person performs, whether as part of a public or private organisation, or to reward them for doing so. The timing of the bribe is irrelevant and payments made after the relevant event will still be caught, as will bribes that are given or received unknowingly. It is not necessary for the individual or organisation to actually receive any benefit as a result of the bribe.

Guidance for Personnel, with examples of "red flags" that may indicate bribery or corruption, is provided within Group internal policies.

### (c) Who can be involved in bribery and in what circumstances?

Bribery and corruption may be committed by:

- (i) Personnel (or anyone they authorise to do things on their behalf); and
- (ii) Third parties who act on the Group's behalf, including consultants, contractors, business partners.

### (d) The legal position on bribery

Bribery and corruption are criminal offences in all countries where the Group does business. The Group is subject to the UK Act, under which it is illegal to:

- (i) Pay or offer to pay a bribe;
- (ii) Receive or agree to receive a bribe; and
- (iii) Bribe a foreign public official.

Commercial organisations (as well as individuals) are capable of committing bribery offences if a person associated with such an organisation bribes another and does so with the intention of obtaining or retaining business or a business advantage for the Group.

It does not matter whether the bribery or corruption occurs in the UK or abroad. An act of bribery or corruption committed abroad may well result in a prosecution in the UK or abroad (or both). Nor does it matter whether the act is done directly or indirectly. Canada has similar legislation to the UK Act.

## **6. Gifts and hospitality**

This Policy does not prohibit reasonable and appropriate hospitality (given and received) to or from third parties if the following requirements are met:

- (i) it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- (ii) it complies with local law;
- (iii) it is given in the name of the Group, and not in any individual Personnel's name;
- (iv) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- (v) it is appropriate in the circumstances. For example, in the UK it is customary for small gifts to be given at Christmas time;
- (vi) taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
- (vii) it is given openly, not secretly; and
- (viii) gifts are only offered to, or accepted from, government officials or representatives, or politicians or political parties, with the prior approval of the CEO and CFO.

Further guidance for Personnel is provided in Group internal policies.

## **7. Record-keeping**

Financial records will be kept, with appropriate internal controls in place to evidence the business reason for making payments to third parties.

All Personnel are required to declare and keep a written record of all hospitality or gifts accepted or offered for managerial review. All Personnel are required to ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with the Group's internal policies. All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as consultants, contractors, suppliers and other business partners, will be prepared and maintained with strict accuracy and completeness.

## **8. Raising a concern**

Personnel are required to notify the Compliance Manager as soon as possible if they are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that they are a victim of another form of unlawful activity. If there are any uncertainties as to whether a particular act constitutes bribery or corruption, Personnel are encouraged to also raise the matter with the Compliance Manager. Concerns may also be reported anonymously by Personnel by following the procedure set out in the Group's [Whistleblowing Policy](#).

## **9. Protection**

The Group encourages openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.

The Group is committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern.

#### **10. Consequences of failure to comply**

The Group has a strong commitment to conduct its business in a lawful and ethical manner. Any violation of this Policy by Personnel can subject both the Personnel and the Group to severe criminal and civil penalties and may impact the Group's ability to obtain government licenses and permits and conduct future business.

Further to this, failure to comply with this Policy or any applicable laws, rules or regulations concerning anti-corruption and bribery may lead to disciplinary action under the Group's procedures, and this action may result in dismissal.

#### **11. Monitoring and review**

The Compliance Manager will monitor the effectiveness and review the implementation of this Policy with the Board regularly to consider its suitability, adequacy and effectiveness. Any amendments identified will be made as required.

**Approved by the Board of Directors of Cornish Metals Inc. on 13 December 2023.**