

Eclipse Metals Limited Anti-Bribery Policy

1. Purpose

The purpose of this Policy is to establish controls to ensure compliance with all applicable anti-bribery and corruption regulations, and to ensure that the Company's business is conducted in a socially responsible manner

2. Application

The Anti-Bribery Policy applies to all Eclipse services regardless of entity name or type (collectively the **Eclipse Group**). It is to be adhered to by all Directors and personnel including executives, managers, employees, consultants and contractors.

The Policy is accessible from the Company's website.

3. Policy Statement

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage

The Board has a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all business dealings and relationships wherever the Company operates and implementing and enforcing effective systems to counter bribery.

The Company will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which it operates in whilst remaining bound by the laws in Australia.

Bribery and corruption are punishable for individuals by up to ten years' imprisonment and a fine. If the Company is found to have taken part in corruption, it could face an unlimited fine, be excluded from tendering for public contracts and face damage to reputation. Therefore, the Company takes the legal responsibilities regarding this matter very seriously.

This Policy covers:

- Bribes;
- Gifts and hospitality;
- Facilitation payments;
- Political contributions;
- Charitable contributions; and
- Money laundering

4. What is Bribery and Corruption

4.1 Bribes

Directors and personnel including executives, managers, employees, consultants and contractors must not engage in any form of bribery, either directly or through any third party (such as an agent or distributor). Furthermore, it is not permissible to bribe a foreign public official anywhere in the world.

4.2 Gifts and hospitality

Directors and personnel including executives, managers, employees, consultants and contractors must not offer or give any gift or hospitality:

- which could be regarded as illegal or improper; or
- to any public employee or government officials or representatives, or politicians or political parties; or
- which exceeds \$100 in value for each individual gift or \$500 in value for each hospitality event (not to exceed a total value of \$1000 in any financial year), unless approved in writing by the Company Chairman.

Directors and personnel including executives, managers, employees, consultants and contractors may not accept any gift or hospitality from the Company's business partners if:

- it exceeds \$100 in value for each individual gift or \$500 in value for each hospitality event (not to exceed a total of \$1,000 in any financial year), unless approved in writing by the Chairman; or
- it is in cash; or
- there is any suggestion that a return favour will be expected or implied.

If it is not appropriate to decline the offer of a gift, the gift may be accepted, provided it is then declared to the Board and donated to charity.

The test to be applied is whether the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered.

Where this Policy requires written approval to be given, the Company Secretary shall put in place a process to maintain a register of all such approvals.

4.3 Facilitation payments and kickbacks

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, and not to obtain or retain business or any improper business advantage. Facilitation payments tend to be demanded by low level officials to obtain a level of service which one would normally be entitled to.

The Board's Policy with regard facilitation payments – they must not be paid. However, there may arise circumstance whereby Directors and personnel including executives, managers, employees, consultants and contractors may be faced with situations where there is a risk to their personal security or his/her family and where a facilitation payment is unavoidable, in which case the following steps must be taken:

- Keep any amount to the minimum;
- Create a record concerning the payment; and
- Report it to the Chairman

The current business of Eclipse does not expose the Company to the risk of facilitation payments but if going forward circumstances change and facilitation payments could arise, each business of the Company will keep a record of all payments made, which must be reported to the Company Secretary, in order to evaluate the business risk and to develop a strategy to minimise such payments.

4.4 Political Contributions

Eclipse does not make donations, whether in cash or kind, in support of any political parties or candidates, as this can be perceived as an attempt to gain an improper business advantage.

4.5 Charitable contributions

Charitable support and donations are acceptable (and indeed are encouraged), whether of in-kind services, knowledge, time, or direct financial contributions. However, Directors and personnel including executives, managers, employees, consultants and contractors must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery.

The Company only makes charitable donations that are legal and ethical under Australian laws and practices. No donation must be offered or made without the prior approval of the Board.

All charitable contributions would be publicly disclosed.

4.6 Money laundering

Eclipse prohibits any forms of money laundering in connection with its business activities.

Money laundering is the process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.

If a director and/or personnel including executives, managers, employees, consultants and contractors becomes aware of any transaction that might involve the payment or receipt of proceeds of any unlawful activity then the Chairman and Company Secretary should be notified immediately.

5. Who is responsible for the Policy?

The Board of Directors has overall responsibility for ensuring this Policy complies with the legal and ethical obligations, and that all those under the Board's control comply with it.

The Company Secretary has primary and day-to-day responsibility for implementing this Policy, and for monitoring its use and effectiveness and dealing with any queries on its interpretation.

Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this Policy and are given adequate and regular training on it.

6. Duties of directors and personnel including executives, managers, employees, consultants and contractors in relation to Anti Bribery matters

Directors and personnel including executives, managers, employees, consultants and contractors must ensure that they have read, understand and comply with the Policy.

The prevention, detection and reporting of bribery and other forms of corruption are most easily seen by those within the Company.

Any notification under this Policy must be to the Chairman OR the Company Secretary as soon as possible there is the belief that a conflict with or breach of this Policy has occurred or may occur in the future.

Anyone associated with Eclipse who breaches this Policy will face disciplinary action, which could result in dismissal for gross misconduct. The Board reserves the right to terminate contractual relationships with those who breach this Policy.

7. Records

It is of extreme importance for the Company to keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

As referred to above under Facilitation Payments, the Company must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to Board review.

All expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with Eclipse's Expenses Policy and specifically records the reason for the expenditure.

All accounts, invoices and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

8. How to raise a concern

Directors and personnel including executives, managers, employees, consultants and contractors are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage.

If there are any doubts about whether a particular act constitutes bribery or corruption, or if there are any other queries or concerns, these should be raised with the Chairman OR the Whistleblower Protection Officer.

By post: PO Box 1592, BOORAGOON WA 6954

By hand Level 3, 1060 Hay Street, WEST PERTH WA 6005

Telephone +61 8 93642387

9. What to do if you are a victim of bribery or corruption

Any Director and personnel including executives, managers, employees, consultants and contractors who is offered a bribe by a third party, are asked to make one, suspect that this may happen in the future or any other form of unlawful activity, must be reported to the Chairman or the Company Secretary as soon as possible.

10. Protection

Directors and personnel including executives, managers, employees, consultants and contractors who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions.

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

Eclipse is committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption activities, 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 and anyone subjected to such treatment should inform the Chairman immediately.

11. Training and communication

New people to the Eclipse Group will receive information on the Policy as part of their engagement. When applicable a copy of the Policy will be posted at mine sites operated by the Company. Existing Directors and personnel including executives, managers, employees, consultants and contractors will receive regular, relevant training on how to implement and adhere to this Policy.

When applicable, employees will be asked to formally accept conformance to this Policy on an annual basis as part of their performance review.

The Company's zero-tolerance approach to bribery and corruption will be communicated to all suppliers, contractors and business partners at the outset of the business relationship with them.

12. Monitoring and review

The Company Secretary will monitor the effectiveness and review the implementation of this Policy, regularly considering its suitability, adequacy and effectiveness and any improvements identified will be made as soon as possible.

This Policy cannot be amended without approval of the Company Board.

Internal control systems and procedures will be subject to regular Board review to provide assurance that they are effective in countering bribery and corruption. Any comments, suggestions and queries on the Policy should be addressed to the Company Secretary.

When applicable, this Policy will form part of their contract of employment.

Date	Change Reason
17 December 2019	New Policy adopted by the Board