

Anti-Bribery and Corruption Policy

1. INTRODUCTION AND PURPOSE

Bribery and corruption are illegal and poor business practices. Corruptly obtained contracts lack enforceability. Furthermore, allegations of corruption could seriously damage our relationships with persons outside the business including public officials and partners and undermine our reputation.

Kingston Resources Limited (“**Company**”) has a zero-tolerance policy in relation to the payment or receipt of bribes. The Company is committed to achieving the highest corporate standards and does not tolerate unethical or unprofessional behaviour including bribery and corruption. For more information about the Company’s values see our Corporate Governance Policy at www.kingstonresources.com.au/our-company/corporate-governance/.

The purpose of this Policy is to supplement the Company’s Code of Conduct by setting out the expected standards of behaviour to employees and to provide additional guidance to those who are involved with the Company.

2. SCOPE

This Policy applies to the Company and its related entities, including all officers, directors, employees, contractors, temporary staff, third parties, service providers and agents, wherever situated. The principles of this Policy will apply whether or not the country in which the Company is operating has specific anti-bribery and anti-corruption laws. If this Policy differs from local law, the Company’s representatives will comply with whichever is most stringent.

Violation of this Policy is grounds for disciplinary action up to and including immediate dismissal or termination of any contract. Violation of this Policy may also be a violation of the law which can attract serious criminal and civil penalties for the company or individual including imprisonment.

3. WHAT IS BRIBERY AND CORRUPTION?

3.1 Bribery

Bribery involves improperly inducing, offering, promising, providing, accepting or soliciting a benefit of something of value in order to obtain or retain a commercial, contractual, regulatory or personal advantage or to induce or reward improper conduct or an improper decision. Bribery can also take place where the offer or payment is made by or through a third party.

Bribery occurs where a person:

- provides a benefit to another person; or

- causes a benefit to be provided to another person; or
- offers or promises to provide a benefit to another person; or
- causes an offer of the provision of a benefit, or a promise of the provision of a benefit, to be made to another person;

AND

- the benefit is not legitimately due to the other person; and
- is done with the intention of influencing the other person in order to: obtain or retain business; or to obtain or retain a business advantage that is not legitimately due to the recipient – or intended recipient – of the business advantage.

3.2 Corruption

Corruption refers to the abuse of entrusted power for private gain. Offering, promising, giving, requesting, receiving and accepting a bribe are all forms of corruption, even when made indirectly to or by a third party.

Bribes can take the form of cash, cash equivalents, other benefits (for example gifts, hospitality or entertainment, travel, donations or scholarships), or the provision of favours (for example, discounted or “free” use of company services, facilities or property) or anything else that is of value to the recipient.

4. PROHIBITED CONDUCT

Bribery and corruption in any form are prohibited. You must not do anything or take any action prohibited in this Policy in a personal capacity in attempt to evade the requirements of this Policy. If you are in doubt as to whether something constitutes Bribery or Corruption you should contact the Chief Financial Officer, Managing Director or Chairman.

4.1 Bribery, Corruption, Extortion, Kickbacks and Secret Commissions

You must not pay, offer to pay, promise to pay, request, give or authorise (directly or indirectly) any bribe, kickback or secret commissions of any value, directly or indirectly (through agents or otherwise), anything of value in money, property, services or any other form for the purpose of:

- influencing a person to act or refrain from acting in connection with their duties; or
- inducing a decision to obtain, retain or direct business from or to any person; or
- securing any improper advantage.

This applies whether you are dealing with public officials, private individuals representing themselves or private enterprise. You cannot engage in any prohibited conduct in a personal capacity with the purpose of evading this policy.

4.2 Facilitation Payments

Facilitation payments are payments usually involving a small amount, to a public official, often at a low level, to secure or expedite a routine action or service to which an individual or company is already entitled. Facilitation payments are bribes.

You must not offer to make facilitation payments directly or indirectly. If you are asked to make a facilitation payment, you must report the incident immediately and in accordance with clause 8.

4.3 Personal Safety Exception

Providing a payment or benefit to protect personal safety is permitted in certain circumstances. If you face an extortion demand that involves explicit or implicit threats to your personal safety or the personal safety of others, you may make payment which would otherwise be prohibited. In such circumstances, you must immediately report the incident in accordance with clause 8.

5. GIFTS, ENTERTAINMENT, TRAVEL AND EXPENSE REIMBURSEMENT

Gifts, entertainment, travel, expense reimbursement and other benefits that go beyond general commercial practice must not be provided or received directly or indirectly with the intention or effect of improperly obtaining, retaining or redirecting business from or to any person to secure any improper advantage, regardless of size.

You must not give or receive money or cash equivalents. Offers of money or cash equivalents are to be reported immediately in accordance with clause 8 of this Policy.

Gifts, benefits or expense reimbursements provided in good faith and at a nominal value made or received by or to third parties may be retained or given in accordance with the table in clause 0 of this Policy.

Approvals required under this policy must generally be sought from the Managing Director. The Managing Director must not approve their own actions that require approval under this Policy. The Chief Financial Officer may approve any action under this Policy where the Managing Director is the person seeking approval, or any action requested by any other person where the Managing Director is not easily accessible to provide such approval.

5.1 Travel and Accommodation

Travel and accommodation in respect of proposed entertainment of third parties that go beyond general commercial practice is prohibited and must be referred to the Managing Director.

Travel and accommodation expenses in the ordinary course of business is permitted with the prior approval of the Chief Financial Officer or Managing Director.

5.2 Approvals and Gifts and Entertainment Register

The following approvals are required for any gifts, hospitality, travel or expense reimbursement:

If under \$100

No approval required.

If over \$100

Approval of the Chief Financial Officer or Managing Director must be sought before providing or receiving the gift, benefit or reimbursement.

The Company must maintain a Gifts and Entertainment Register.

Regardless of value, all gifts, hospitality and expense reimbursement whether received or made, must be recorded in the Gifts and Entertainment Register.

The record in the Gifts and Entertainment Register must include the following details:

Category	Description
Type of gift	e.g. Gift/ entertainment/ travel/ expense reimbursement
Nature, purpose or reason	
Date it was provided or received	
Value	Amount and / or value of the benefit / explanation of calculation of benefit
Details of the provider and recipient	Full name, title and entity
Approval	Evidence of the Managing Director approval

The Chief Financial Officer will maintain the Gifts and Entertainment Register. If you have any questions regarding gifts, benefits or reimbursements please direct them to the Managing Director or Chief Financial Officer.

6. CHARITABLE AND POLITICAL DONATIONS

6.1 Charitable Donations

Charitable donations must be for legitimate purposes and cannot be a bribe in disguise.

Charitable donations may be made in a personal capacity. It must be made clear that such charitable donations are made in a personal capacity and are not made on behalf of the Company.

6.2 Political Donations

Financial or in-kind contributions to a political party, politician or related institution (including payment of any annual or other subscription fee for membership of or affiliation with any political party) are prohibited as this could be perceived as an attempt to improperly gain a business advantage.

However, persons subject to this Policy may exercise, in their personal capacity (and not as a representative of the Company), their personal right to participate in political and democratic processes. It must be ensured that any political donations are made in a personal capacity and do not constitute bribery, corruption or otherwise give rise to adverse reputational risks to the Company.

7. BOOKS AND RECORDS

Accurate records of all Company transactions must be kept. The falsification or misleading description of any record or account of the Company is prohibited. All receipts and expenditures must be supported by source documents that describe them accurately and properly.

8. REPORTING BRIBERY, CORRUPTION AND VIOLATIONS

Reporting suspected or actual bribery and corruption is the key to compliance. If you are aware of, or concerned about a suspected act or activity that may be in violation of this Policy you must immediately report the matter. Always report immediately if you are asked to engage in illegal activity including if you are approached directly or indirectly, to be involved in activity relating to bribery or corruption or suspected bribery or corruption.

You may report in accordance with this Policy to the Managing Director or make use of the Company's Whistle-blower Policy www.kingstonresources.com.au/our-company/corporate-governance.

Violations of this Policy must be investigated. If a report is made in accordance with this Policy, the report must be investigated. The Company may conduct an investigation in consultation with external legal counsel and other experts, if deemed necessary.

9. COMMUNICATIONS, TRAINING AND THIRD PARTIES

The Company will ensure that all persons subject to this Policy are informed about and understand this Policy.

Before engaging with a third party, employees must conduct a risk assessment of whether the prospective third party is exposed to corruption risks or otherwise exposes the Company to corruption risks. In situations where a corruption risk is identified, employees must ensure:

- (a) The third party understands the Company does not tolerate bribery or corruption in any form;

(b) The third party is aware of this policy and understands it applies to them; and

(c) Where appropriate/necessary, reference to this policy is included in any contract/agreement with third parties.

10. QUESTIONS OR CONCERNS

Any questions in relation to this Policy should be directed to the Managing Director. If you are in doubt about whether any activities would raise any issues under this Policy seek advice of the Managing Director or Chairman to determine the appropriate action to be taken.