

Anti-Bribery and Corruption Policy

Nickel Mines Limited

1. BACKGROUND AND PURPOSE

Nickel Mines Limited (the **Company**) is committed to responsible corporate governance, including conducting its activities lawfully and with integrity.

The Company is committed to complying with the laws and regulations of the countries in which it operates. These laws include the *Criminal Code Act 1995* (Australia) and any other anti-corruption law of a country or a state, territory or province of a country in which the Company operates, or which otherwise applies to the Company by virtue of its partners or third parties operating on the Company's behalf (together **Anti-Bribery and Corruption Laws**).

Anti-Bribery and Corruption Laws may impose serious criminal offences for misconduct in which the Company and any individual is involved.

The purpose of this policy is to:

- (a) outline the Company's position on bribery and other corrupt behaviour; and
- (b) outline the responsibilities of the Company's executive and non-executive directors, officers, executives, employees, consultants, contractors and advisors when acting for or on behalf of the Company (**Personnel**) in observing and upholding the Company's position against bribery and corruption.

2. PRINCIPLES

The Company will:

- (a) not engage in corrupt business practices;
- (b) implement measures to prevent bribery and corruption by all Personnel;
- (c) at a minimum, endeavour to comply with all applicable laws, regulations and standards, including Anti-Bribery and Corruption Laws; and
- (d) when dealing with third parties, undertake reasonable due diligence to ensure that such parties are suitable for the Company to associate with and will not make bribes or perform corrupt acts on the Company's behalf or for which the Company may be or become responsible for, or otherwise liable.

3. BRIBERY

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for an action which is illegal, unethical 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 and can take the form of gifts, loans, fees, rewards or other advantages (**Bribe**).

Personnel are not permitted to give, offer, promise, accept, request or authorize a Bribe, whether directly or indirectly.

4. CORRUPTION

Corruption is the abuse of entrusted power for private gain. Personnel act corruptly where they act dishonestly and contrary to the best interests of the Company by misusing their office, influence or position of trust in order to receive some personal gain or improper advantage for themselves or another person (**Corruption**).

Personnel must not engage in any form of Corruption, whether for their benefit, the benefit of the Company, other Personnel or any other person.

5. FACILITATION PAYMENTS

Facilitation payments are small payments or other inducements provided (either directly or indirectly) to a government official to secure or expedite a routine function or action that government officials are ordinarily obligated to perform and are generally not intended to influence the outcome of the official's action, only its timing (**Facilitation Payments**).

Personnel must not make any Facilitation Payments, whether legal or not in a particular country, and all Facilitation Payments are prohibited under this policy.

6. GIFT REGISTER

6.1 The Gift Register

The Company maintains a register of all gifts (clause 7), payments to government officials (clause 8) and charitable donations (clause 9) made by the Company or by any Personnel (**Gift Register**).

6.2 Record Keeping

Personnel must record complete, accurate and auditable details of all gifts, payments to government officials and charitable donations in the Gift Register. All records in the Gift Register must contain reasonable detail and be recorded in accordance with generally accepted accounting principles. No entry should be made into the Gift Register that distorts or disguises the true nature of any transaction.

7. GIFTS

Giving a gift as inducement or reward or for doing any act or to show favour or disfavour may breach Anti-Bribery and Corruption Laws when done with the intent to influence a third party's actions or decisions to benefit Personnel or the Company. Equally, receiving gifts of a particular nature may cause Personnel to be influenced or induced by third parties to do or omit to do any act that may not be in the Company's best interests or may contradict the Company's values.

However, the Company recognizes that accepting or offering gifts, entertainment or hospitality of moderate value may be customary and in accordance with local business practices in markets in which the Company operates.

Accordingly, Personnel must only give or receive gifts in accordance with this policy to ensure the Company:

- (a) complies with Anti-Bribery and Corruption Laws;
- (b) upholds its internal values; and
- (c) engages in local customs.

7.1 Giving and Receiving Gifts

Personnel must not give a gift that is intended to induce conduct of any kind, as doing so constitutes a Bribe and is prohibited by this policy.

Personnel must not receive a gift that is intended to induce conduct of any kind or which will induce conduct of any kind, as doing so constitutes Corruption and is prohibited by this policy.

Personnel may give or receive genuine gifts or incur or accept hospitality and entertainment expenditure, provided that such gifts or expenditure:

- (a) is given or received as a common courtesy, act of appreciation or in accordance with local custom or standard business practice;
- (b) does not place the recipient under any obligation and cannot reasonably be construed as an attempt to improperly influence the performance of the role or function of the recipient;
- (c) is given or received in an open and transparent nature;
- (d) is of reasonable value, proportionate to the business relationship in which it is given or received;
- (e) complies with the all local laws, including Anti-Bribery and Corruption Laws, within the jurisdiction in which the gift is given or received or expenditure incurred or accepted; and
- (f) does not constitute the payment or acceptance of cash or cash equivalents, such as gift cards.

7.2 Recording Gifts

Personnel must record any gift given or expenditure incurred in the Company's Gift Register within 7 days and must obtain the prior approval of the CEO or chair of the Board prior to giving any gift or incurring any expenditure in excess of \$100.

Personnel must record any gift received or hospitality or entertainment accepted with a reasonable value in excess of \$100 in the Company's Gift Register and should, where practicable, raise any proposed gift, hospitality or entertainment offer with the CEO or chair of the Board prior to receiving any gift or accepting any hospitality or entertainment.

8. DEALING WITH GOVERNMENT OFFICIALS

8.1 Government Officials

In this policy, a reference to “government officials” means:

- (a) any political party, party official or candidate of political office;
- (b) any official or employee of a government (whether national, state, provincial or local) or agency, department or instrumentality of any government or any government-owned or controlled entity (including state owned enterprises);
- (c) any official or employee of any public international organisation;
- (d) any person acting in an official function or capacity for such government, agency, instrumentality, entity or organisation;
- (e) any person who holds or performs the duties of any appointment created by custom or convention or who otherwise acts in an official capacity (including, some indigenous or tribal leaders who are authorized and empowered to act on behalf of the relevant group of indigenous peoples and members of royal families);
- (f) any person who holds themselves out to be an authorized intermediary of a government official.

8.2 Gifts and Entertainment

The Company exercises additional caution in relation to the offering or giving of gifts, hospitality and entertainment to government officials.

While all gifts, hospitality and entertainment must comply with general gift giving obligations contained in clause 7, Personnel must obtain the approval of the CEO and chair of the Board prior to giving any gift or providing any hospitality or entertainment to government officials.

8.3 Political Donations

The Company will only donate or contribute towards political parties, politicians or candidates where such donation or contribution is consistent with this policy, the Company’s values and has been approved by the Board in advance.

8.4 Attendance at Political Functions

Personnel may attend political functions where there is a legitimate business reason for attendance and where approved by the Board in advance.

8.5 Political Lobbying

Personnel are generally prohibited from engaging in political lobbying unless they have been expressly authorized to do so by the Board. Any political lobbying conducted by authorized employees must be done in a manner consistent with this policy and the Company’s values.

9. CHARITABLE DONATIONS

The Company supports charitable causes from time to time, including by making charitable grants or donations or giving financial or other assistance, or sponsoring a person or activity on a charitable basis, without expectation or acceptance of favourable action or the exercise of influence.

In limited circumstances, a charitable grant or donation may pose a risk of corruption – for example, if made to an artificial or non-genuine charitable organization or an entity which ultimately benefits a non-charitable third party, such as a government official.

To address this risk, charitable grants and donations by the Company must:

- (a) be approved by the CEO where such donation is less than \$1,000 or the Board for amounts greater than \$1,000;
- (b) be made only to not-for-profit organisations;
- (c) be accurately recorded in the Company's records;
- (d) be tax-deductible; and
- (e) not be made in cash or to private accounts.

10. REPORTING AND BREACH

10.1 Reporting Violations

Personnel must immediately report any suspected or actual violation of this policy at first instance to the Chair of the Board or Company Secretary. The Company will treat all reports received in connection with this policy in the strictest confidence.

Personnel should not attempt to personally conduct any investigations or enquiries into a suspected act of bribery or corruption related to the Company.

10.2 Non-retaliation

Personnel will not face any form of retaliation, reprisal or detriment from the Company for raising a concern or reporting conduct in violation of this policy in good faith.

10.3 Consequences

The Company acknowledges that Bribery and Corruption are very serious offences at law and any breach of this policy is a serious matter which will be thoroughly investigated and addressed.

The Company may take disciplinary action against anyone who breaches this policy, which (depending on the severity or quantity of the breach(s)) may include:

- (a) reprimands;
- (b) formal warnings;
- (c) suspensions;
- (d) demotions; and/or
- (e) termination of employment or contracts.

11. TRAINING

Where deemed necessary as determined by the Company in its sole and absolute discretion, the Company will provide training to its Personnel about this Policy and how to uphold the Company's position against bribery and corruption.

12. ADOPTION AND REVIEW OF POLICY

12.1 Adoption of Policy

The Company's board of directors adopted this policy on 19 February 2021. It takes effect from that date and replaces any previous Company policy in this regard.

12.2 Review of Policy

The Board will review this policy periodically and will communicate any amendments to Personnel as appropriate.