

Statement on Bribery and Corruption

1. Introduction

It is the policy of Triland Metals Limited (“TML”) and its subsidiaries (together, “Triland”) to conduct business in an honest and ethical manner. As part of that, Triland takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity when conducting its global business activities and implementing and enforcing effective systems to counter bribery and corruption.

Triland is committed to upholding all laws relevant to countering bribery and corruption in all the jurisdictions in which it conducts business. Triland’s Anti-Bribery and Corruption Policy (the “ABC Policy”) together with the relevant supporting policies and procedures (together with the ABC Policy, the “Policies”) extend to all of Triland’s business dealings globally, and they are appropriately supported and endorsed by the TML Board of Directors, which has the ultimate responsibility for their implementation. The Policies are designed to help Triland and its employees comply with the UK Bribery Act 2010 (the “Act”) and similar applicable laws and regulations in force in relevant jurisdictions.

2. What is Bribery?

A bribe is an inducement or reward offered, promised or provided in order to improperly gain any commercial, contractual, regulatory or personal advantage, which may constitute an offence under the Act, namely:

- ❖ giving or offering a bribe;
- ❖ receiving or requesting a bribe; or
- ❖ bribing a foreign public official.

TML may also be liable under the Act if it fails to prevent bribery by an associated person (including but not limited to Workers (as defined below)) for TML’s benefit.

3. Scope and Applicability

The Policies:

- ❖ apply to all individuals working for or on behalf of Triland at all levels and grades, whether permanent, fixed-term or temporary, and wherever located, including consultants, contractors, seconded staff, casual staff, agency staff, volunteers, agents, sponsors and any other person who performs services for or on behalf of Triland (the “Workers”);
- ❖ apply to third parties that Workers come into contact with during the course of work and the running of Triland’s business, and includes actual and potential clients, intermediaries, referrers of work, suppliers, distributors, business contacts, agents and advisers; and
- ❖ are designed to ensure that all Workers know how to identify and manage the legal, regulatory and reputational risks associated with bribery and corruption.

Under the ABC Policy, Triland’s Workers are:

- ❖ Prohibited from offering, promising, providing, requesting, accepting or agreeing to receive anything of value (directly or indirectly) to or from any person or entity for the purpose of:
 - improperly obtaining or retaining business or securing an advantage; and/or
 - inducing the recipient to perform his/her role in breach of an expectation of good faith, impartiality or trust.
- ❖ Prohibited from improperly offering, promising or transferring anything of value to a public official (directly or indirectly) in order to: influence the public official in the exercise of their public functions, obtain or retain business for Triland, or secure an advantage for Triland, its employees or any other entity or person.

Accordingly, Triland’s Workers are:

- ❖ prohibited from making facilitation or “grease” payments, even if this represents local practice or custom;

- ❖ required to carry out appropriate due diligence on third parties before engaging them to perform services for or on behalf of TML and to include appropriate anti-bribery and corruption clauses in contractual arrangements with such third parties;
- ❖ prohibited from offering/giving/accepting gifts or entertainment to or from third parties otherwise than is permitted by the Policies; and
- ❖ prohibited from making any political contributions on Triland's behalf. Triland is an apolitical organisation and donations (financial or in kind) to political parties, individuals or campaigns are not permitted.

Triland appreciates that the practice of giving business gifts varies between countries and regions and what may be appropriate and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is transparent, proportionate, reasonable and bona fide both in the UK and any other relevant country. The intention behind the gift should always be considered.

Triland keeps appropriate financial records and have appropriate internal controls in place which evidence the business reason for gifts, hospitality and payments made and received.

The Policies provide detailed requirements regarding, amongst other things, how to deal with facilitation payment requests, gifts & entertainment, charitable donations and inducements.

4. Responsibilities and Raising Concerns

The prevention, detection and reporting of bribery and other forms of corruption is the responsibility of all those working for Triland. All Workers are required to avoid any activity that might lead to, or suggest, a breach of the Policies.

Workers are required to notify Triland's Compliance Department as soon as possible if it is believed or suspected that a conflict with the Policies has occurred, or may occur in the future, or if they are offered a bribe, 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 any third party is aware of any activity by any Worker which might lead to, or suggest, a breach of any of the Policies, they should raise their concerns with Triland's Head of Compliance.

5. Consequences of Failing to Comply with the Policies

Failure to comply with the requirements of the Policies may lead to disciplinary action, up to and including dismissal or termination of employment. Triland reserves a right to terminate its contractual relationships with non-employee Workers if they breach the Policies.

6. Training and Communication

Training on the Policies is provided for all Workers and our zero-tolerance approach to bribery and corruption will, where appropriate, be communicated to clients, suppliers, contractors and business partners.

7. Monitoring and Review

TML monitors the effectiveness and reviews the implementation of the Policies at appropriate intervals, considering their suitability, adequacy and effectiveness. Any improvements identified are made as soon as possible. Internal control systems and procedures are also subject to regular review to provide assurance that they are effective in countering any risks of bribery and corruption.

All Workers are aware that they are responsible for the success of the Policies and should ensure they use them to disclose any suspected danger or wrongdoing.