

Anti-bribery, fraud and corruption policy

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ViaGold Rare Earth Resources Holdings Limited

30 December 2021

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Anti-bribery fraud and corruption policy

1. Purpose

The purpose of this policy is to protect the assets and reputation of ViaGold Rare Earth Resources Holdings Limited (**Company**) by:

- (a) reinforcing the commitment and responsibility of the board of directors of the Company (**Board**) and the senior management to identify fraudulent and corrupt activities and for establishing policies, controls and procedures for prevention and detection of these activities;
- (b) reinforcing the requirement for all employees and others to refrain from corrupt and fraudulent conduct and encourage the reporting of any instance of fraud or corrupt conduct;
- (c) providing a framework for conduct of investigations to ensure that all suspected fraudulent and corrupt activity is dealt with appropriately in accordance with the Company's [statement of values (**Values Statement**)];
- (d) assigning responsibility for the development of controls to prevent and detect fraud.

2. Scope

This policy applies to all officers, employees (including directors, executives and managers) and contractors of the Company and its subsidiary companies.

Any irregularity or suspected irregularity involving a shareholder, vendor, consultants or any other third party agencies doing business with the Company or its officers, employees or contractors, is included in the scope of this policy.

This policy does not have regard to the officer's, employee's or contractor's length of service, title or relationship to the Company.

This policy does not limit any rights or obligations which the Company's officers, employees or contractors have at law.

3. Definition of fraud and corruption

Corruption is defined (for the purposes of this policy) as a dishonest activity in which a director, officer, executive, manager, employee or contractor of an entity acts in a manner that is contrary to the interests of the company and abuses his / her position of trust in order to achieve some personal gain or advantage for him or herself or for another person or entity.

Examples of corrupt conduct include, but are not limited to:

- (a) payment of secret commissions (bribes, facilitation payments or gratuities) in money, or some other value, to other businesses, individuals or public officials;
- (b) receipt of bribes or gratuities from other businesses, individuals or public officials;
- (c) release of confidential information, for other than a proper business purpose, sometimes in exchange for either a financial or non-financial advantage;
- (d) an officer, employee or contractor of the company manipulating a tendering process to achieve a desired outcome; or

- (e) a conflict of interest involving an officer, employee or contractor of the company acting in his or her own self-interest rather than in the interests of the company.

Fraud is defined as an intentional act by one or more individuals among management, those charged with governance, officers, employees, contractors or other third parties, involving the use of deception to obtain an unjust or illegal advantage.

A fraud can typically result in actual or potential financial loss to any person or entity however this is not always the case.

Examples of fraud could include, but are not limited to:

- (a) misappropriation of funds, securities, stock, supplies or other assets including use of assets for private purposes;
- (b) causing a loss to the company or creating a liability for the company by deception;
- (c) impropriety in the handling or reporting of money or financial records;
- (d) profiting from insider knowledge of the company's activities or intended activities;
- (e) accepting or seeking anything of value from contractors, vendors or persons providing services or goods to the company;
- (f) false invoicing for goods or services never rendered or backdating agreements;
- (g) submission of exaggerated or wholly fictitious accident, harassment or injury claims; or
- (h) misuse of sick or family leave.

4. Policy

The Company requires all officers, employees and contractors at all times to act honestly and with integrity and to safeguard the Company resources for which they are responsible. The Company is committed to protecting all revenue, expenditure and assets from any attempt to gain illegal financial or other benefits.

The Company prohibits its officers, employees and contractors from engaging in activity constituting bribery, fraud or corruption. Any fraud or corruption committed against the Company is a major concern and as a consequence all cases will be thoroughly investigated and appropriate disciplinary action will be taken against any officer, employee or contractor of the Company who is found guilty of corrupt or fraudulent conduct. This may include referral to the appropriate law enforcement or regulatory agencies for independent investigation.

The Company acknowledges that serious criminal and civil penalties and serious reputational damage may be incurred if the Company is involved in bribery, fraud or corruption.

5. Code of conduct

The Company's code of conduct assists in preventing fraud and corruption within the Company and it specifically requires employees to comply with the code.

6. Anti-bribery, fraud and corruption control

Board and senior management responsibility

The Board and senior management are ultimately responsible for setting the tone at the top and have a responsibility to:

- ensure that there is an effective fraud and corruption risk management framework in place;
- understand the fraud and corruption risks to which the Company is exposed;
- maintain oversight of the fraud risk assessment and the controls in place to mitigate the risks identified; and
- monitor reports on fraud risks, policies and control activities that include obtaining assurance that the controls are effective.

Business unit responsibilities

All business unit managers are responsible for:

- fostering an environment within their businesses that makes active fraud and corruption control a responsibility of all officers, employees and contractors;
- articulating clear standards and procedures to encourage the deterrence of fraud and corruption; and
- the detection and reporting of offences should they occur.

All officers, employees and contractors are responsible for complying with Company policies and procedures, codes of personal conduct and ethics, avoidance of conflict of interest and maintaining vigilance in early detection, reporting and prevention of fraud and corruption.

Managers and supervisors are responsible for:

- communicating and raising awareness of the risks relating to fraud and corruption with their employees and for ensuring compliance with Company policies and procedures, adequate rotation of employees and levels of staffing are in place; and
- establishing and maintaining adequate internal controls that provide for the security and accountability of Company resources and prevent / reduce the opportunity for fraud and corruption to occur.

Risk team

The risk team (with the support of external auditors) has the primary responsibility for:

- investigating internal and external fraud and corruption matters, including using external parties where required and notifying law enforcement or regulatory agencies as necessary;
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- ensuring that the risk of fraud and corruption is being appropriately managed and controlled by business units;
- analysing loss trends arising from fraud; and
- advising and assisting relevant business units in the implementation and maintenance of best practice techniques and controls to prevent and detect fraud and corruption.

External auditors

The external auditors will be instructed as part of their audit activity to:

- assess the adequacy and effectiveness of the Company's fraud and corruption risk management processes, in line with the Company's risk management policies;
- support the risk team with any investigation of any suspected fraud or corrupt activity;
- deliver asset audits with a focus on protecting and substantiating Company assets, with the main focus of this aspect of their audits being on payment and invoicing systems, physical security and other asset and customer level processes;
- ensure that fraud and corruption risk is being appropriately managed and controlled by business units when auditing business units including compliance with this policy; and
- analyse loss trends arising from fraud and advise / assist relevant units, process owners and officers, employees and contractors in the implementation and maintenance of best practice techniques and controls to prevent and detect fraud and corruption.

Additionally, any specific fraud risks (with high or moderate risk rating) flagged by the annual fraud risk assessment will form part of the annual external audit program.

Human resources

The human resources team is responsible for ensuring that adequate procedures are in place that address:

- appropriate security screening and selection of officers and employees;
- disciplinary / dismissal procedures;
- employment contracts that include relevant conditions of employment relating to fraudulent and corrupt conduct;
- monitoring of annual leave entitlements to ensure that officers, employees and contractors do not accumulate excessive annual leave entitlements i.e. four weeks over and above their yearly entitlement; and
- clarification and formalisation of responsibilities / segregation of duties (where possible, these should be included in relevant position descriptions).

The human resources team will also be responsible for providing regular training in respect of this policy that will:

- assist with the identification and mitigation of fraud and corruption risk, especially for employees and managers likely to be exposed to this risk;
- provide effective fraud and corruption mitigation techniques; and
- enforce the Company's zero tolerance policy on fraud and corruption.

Finance

The Company's finance team must implement robust processes and controls in relation to expenditure, investments and transfers of money. Provisions, losses and write offs in relation to fraud must be made in accordance with the Company's group accounting policies and procedures.

Investigations

The Company Secretary will provide advice and requisite management assistance regarding any prospective investigation or litigation linked to a fraud or corruption event.

7. Investigation protocols

If an investigation identifies that fraud or corruption has occurred, the risk team will escalate the matter in accordance with section 8 below.

Decisions to prosecute or refer the examination results to the appropriate law enforcement or regulatory agency will be made in conjunction with the Chief Executive Officer (**CEO**) and senior management, and in the case of a significant matter, with the Board.

In the event of an investigation, members of the investigating team will have free and unrestricted access to all the Company's records and premises. They will have the authority to examine, copy and remove any information within the scope of the investigation.

8. Reporting

Any officer, employee or contractor who suspects fraud or corrupt activity has the ability to report the matter confidentially through one of the following options:

- notifying his or her immediate manager or the manager of human resources ; or
- directly notifying the risk team led by the CFO.

It is the responsibility of all officers, employees and contractors to report any breaches of this policy including all suspected, attempted or actual fraud or corruption incidents. All information received is treated confidentially by the risk team and its relevant supporting functions (asset protection and human resources).

Investigations will not be disclosed to, or discussed with, anyone other than those who have a legitimate need to know.

The table below outlines the escalation requirements upon receiving a report of suspected fraud or corruption.

Size and nature of report	Escalation
Any report of suspected fraud or corruption received by management	The CFO
Where the incident meets the definition of corruption (regardless of the financial impact)	The CFO will escalate to: <ul style="list-style-type: none">• CEO The CFO will discuss the matter, including any legal action or required disclosure, with the CEO, the Board and the audit, risk and compliance committee of the Board as appropriate.
Where the incident is fraudulent in nature and the financial impact is greater than \$20,000	The CFO will prepare an immediate report for the CEO;30 The CFO will discuss the matter, including any legal action or required disclosure, with the CEO, the Board and the audit, risk and compliance committee of the Board as appropriate.

Size and nature of report	Escalation
Where the incident has a financial impact of less than \$20,000 and the matter can be immediately contained	The CFO will ensure the incident is reported in the monthly risk report to senior management.

9. Policy review

The CFO will review this policy periodically to ensure that it is operating effectively and whether any changes are required. Any proposed changes to this policy must be approved by the Board.

10. Approved and adopted

This policy was approved by the Board on 30 December 2021.