



## **ANTI-BRIBERY AND CORRUPTION POLICY**

### **1. INTRODUCTION**

Zeus Resources Limited (**ASX: ZEU**) in this Policy may also be referred to as "**the Company**", "**Zeus**" and "**ZEU**".

The Company is committed to conducting its operations and business activities in an ethical manner consistent with the principles of honesty, integrity, fairness, and respect and to complying with all laws that apply to it, including anti-bribery and corruption laws.

Bribery and the related improper conduct referred to in this Policy are serious criminal offences for both the Company and any individuals involved. They are also inconsistent with the Company's values.

### **2. PURPOSE**

The purpose of this Policy is to:

- Set out the responsibilities of the Company and its Personnel in observing and upholding the prohibition on bribery and corruption in connection with its operations and activities; and
- Provide information and guidance on how to recognize and deal with instances of bribery or corruption.

### **3. PRINCIPLES**

The Company will act with integrity by:

- Never engaging in corrupt business practices;
- Never offering, paying, soliciting, or accepting bribes in any form including Facilitation Payments;
- Never offering or accepting an item, money, travel, hospitality, entertainment, or other token of appreciation that may be construed or used by others to allege favouritism, discrimination, collusion or similar unacceptable practices;
- Providing a reporting mechanism;
- Providing anti-bribery and corruption education and awareness through training; and
- Maintaining a register of payments made or gifts received which is reported to the Board of Directors of the Company.

### **4. APPLICATION AND RESPONSIBILITY**

This Policy applies to all directors, employees, contractors, consultants, and other business partners ("Personnel") who are expected to adhere to this Policy.

All Personnel will be provided with access to a copy of this Policy through the Company's website on Corporate Governance. Training or awareness sessions on this Policy will be held from time to time, as required.

Company Secretary – responsible for maintaining the registers for discretionary payments made to governments or political parties, for donations and sponsorships, for gifts and entertainment received as described in section 6 below.

## **5. DEFINITIONS**

Bribery is the offer, promise or payment of cash, gifts or even excessive entertainment or an inducement of any kind offered or given to a person in a position of trust to influence that person's views or conduct or to obtain an improper advantage.

Corruption is the misuse of public power for private profit or the misuse of entrusted power for private gain.

Facilitation Payment is a payment to a public or government official that acts as an incentive for the official to complete some action or process expeditiously, to the benefit of the party making the payment. A payment is not a facilitation if there are published fees for shorter approval or processing times.

Bribery and corruption can take many forms, including the provision or acceptance of cash payments, kickbacks, political contributions, charitable contributions, social benefits, gifts, travel, hospitality and reimbursement of expenses.

## **6. KEY POLICY REQUIREMENTS**

### **6.1 Reporting a breach or suspected breach of this Policy**

If any Personnel becomes aware of, or suspects bribery or corruption practices they should immediately report to their manager or follow the guidelines in the Company's Whistleblower Policy.

### **6.2 Payments to governments or political parties**

Discretionary payments to governments (i.e., those not based on a published schedule of rates for a service), or political parties will have to be first approved by the Board of Directors and entered in the register.

### **6.3 Donations and sponsorships**

Donations and sponsorship payments greater than \$500 shall be entered in the register and disclosed to the Board of Directors at the next meeting.

### **6.4 Gifts and entertainment**

All gifts received by Personnel greater than \$100 shall be entered in a register and disclosed to the Board of Directors at the next meeting. All gifts given by Personnel greater than \$100 shall be entered

in a register and disclosed to the Board of Directors at the next meeting. In principle, gifts and entertainment should not be given or received during any business negotiation especially during the tender process for a project or contract. Always consider the intention behind the gift when deciding whether or not it would be appropriate to give or accept in compliance with this Policy.

## **7. CONSEQUENCES OF A BREACH**

A breach of this Policy may be regarded as serious misconduct, leading to disciplinary action, which may include termination of employment and/or contract. Breach of this Policy may also expose an individual to criminal and civil liability and could result in imprisonment or in the imposition of a significant financial penalty.

## **7. POLICY REVIEW**

This Policy was approved by the Company's Board of Directors on 29<sup>th</sup> September 2021 and will be reviewed annually.

**Signed on behalf of the Board of Directors**

A handwritten signature in black ink, appearing to be 'Dongfeng Zhang', written in a cursive style.

**Dongfeng Zhang**  
**Chairperson**