ANTI-BRIBERY AND CORRUPTION POLICY

At Rox Resources Limited (**Rox**) we pride ourselves on acting with integrity and honesty wherever we do business around the world. We greatly value our reputation for honesty and integrity, and it is essential that our employees and all those who represent or are associated with Rox (**Rox Representatives**) conduct Rox business in a manner that complies with the laws and standards of behaviour prescribed by the jurisdictions in which we operate.

This Anti-Bribery and Corruption Policy (**Policy**) sets out the anti-bribery and corruption commitments of Rox, its subsidiaries and controlled joint ventures. It also sets out in practical terms how you should behave if you are confronted with bribery or corruption, as well as the requirements for maintaining accurate books, records and internal controls. All Rox Representatives must comply with this Policy at all times in all aspects of your work. Failure to comply with this Policy and applicable laws may result in disciplinary action, including termination of employment.

Addressing bribery and corruption

At a high level, **bribery** is the giving or receiving of money or anything else of value as an inducement or reward for an improper act. **Corruption** is the misuse of public office or power for private gain. Bribery and corruption can take many forms, including inappropriate gifts and hospitality, travel, sponsorships, charitable or political donations and facilitation or "grease" payments.

Bribery and corruption are major global issues, causing damage to societies and individuals worldwide. They undermine democracy and the rule of law, lead to violations of human rights, distort markets, erode quality of life and allow organised crime, terrorism and other threats to human security to flourish.

Given the nature, scale and geographic range of Rox's activities, it is important that we address the risk of bribery and corruption in order to help protect our financial position and reputation. In addition, as poor record keeping can be used to conceal or facilitate bribery, Rox and all Rox Representatives have an obligation to maintain proper and accurate books and records. Third parties doing business with us are expected to adhere to contract provisions requiring the prevention of bribery and corruption. Failure to do so could result in termination of the business relationship.

Bribery, corruption and failing to maintain accurate books and records are all criminal offences. If convicted, Rox as a company may receive a significant fine and suffer lasting damage, both financially and to our reputation. In addition, individuals including directors, officers and employees may face a fine or imprisonment.

Rox's commitment

Rox, through its Board and senior management, are committed to:

a) a zero-tolerance approach to bribery and corruption. Bribery and corruption are never acceptable by or on behalf of Rox and we will not tolerate them in our business or by those we do business with;
b) acting fairly, honestly, openly and in an ethical manner in all our business dealings and relationships wherever we operate;
c) upholding applicable national and international laws and regulations relevant to countering bribery and corruption wherever we operate;
d) maintaining accurate and proper books, records and financial reporting. These must be transparent and must accurately reflect each of the underlying transactions; and
e) implementing and enforcing effective systems within Rox, including mandatory training, to counter the risk of bribery and corruption and to comply with our obligations to maintain accurate books and records.

Reporting bribery and corruption

Suspected bribery, corruption or other alleged wrongdoing in breach of this Policy must be reported to your manager, the Chief Financial Officer (CFO) or the Chief Executive Officer (CEO). Rox has also established a whistleblower service where reports of suspected bribery or corruption can be made anonymously.

If you have any questions about this Policy and how it applies to you, please speak with Rox's CFO.

Thank you.

Phillip Wilding
Managing Director & Chief Executive Officer
On behalf of the Board of Rox Resources Limited

THE GOLDEN RULES

The following Golden Rules are intended to help you understand and remember your obligations under this Policy. The Golden Rules are repeated at important places throughout the Policy. If you do not understand anything in the Policy, speak to Rox's Chief Financial Officer (CFO) or Company Secretary.

You must comply with the following Golden Rules whenever you are acting for or on behalf of Rox:

1. **Always comply with this Policy and the law.**
2. **Never offer, solicit, give or accept a benefit as an inducement or reward for an improper act. This applies to all business dealings and interactions with the Private Sector and the Public Sector.**
3. **Always exercise particular caution when dealing with government and Public Officials (and their associates).**
4. **Never give or accept gifts or hospitality to obtain an improper advantage, or as an inducement or reward for something given in return. Never give or accept gifts or hospitality to or from someone involved in a tender with Rox. This applies to both business dealings and interactions with the Private Sector and the Public Sector.**
5. **Only give gifts and hospitality in accordance with the 'Gift Principles'.**
6. **Obtain pre-approval before giving or receiving gifts or hospitality worth more than $100 to or from a Public Official. Enter any gifts or hospitality (regardless of their value) that you give to or receive from a Public Official in the Gifts & Hospitality Register maintained by the CFO.**
7. **If you give or receive gifts or hospitality worth more than $350 per person to or from anyone in the Private Sector, enter them in the Gifts & Hospitality Register maintained by the CFO.**
8. **Never make facilitation payments (unless your health, safety, liberty or property is threatened).**
9. **Never make political contributions on behalf of Rox.**
10. **Obtain pre-approval before making charitable donations on behalf of Rox.**
11. **Never make false, misleading or inaccurate records or entries in Rox's books and records.**
12. **Undertake appropriate, risk-based due diligence on third parties with which Rox intends to do business.**
13. **If you see something, say something.**

Refer to Section 3 for definitions of the terms 'Public Sector', 'Public Official' and 'Private Sector'.

PART A – INTRODUCTION

1. PURPOSE AND APPROACH

Golden Rule

Always comply with this policy and the law.

This is Rox's Anti-Bribery and Corruption Policy (**Policy**). References in this Policy to '**Rox**' are to Rox Resources Limited and all its subsidiaries and associated companies worldwide, including joint venture companies in which Rox has a controlling interest.

Bribery and corruption can take place in the Public Sector or the Private Sector; this Policy covers both sectors. While this Policy covers both, particular caution must be exercised when dealing with 'Public Officials'.

This Policy is designed to ensure compliance with the anti-bribery and corruption laws, and the related laws about maintaining accurate books and records and implementing adequate internal control procedures (anti-bribery and corruption laws) to which Rox and Rox Representatives are subject. These include:

- federal and state anti-bribery and corruption laws in Australia;
- the US Foreign Corrupt Practices Act 1977; and
- the UK Bribery Act 2010.

These laws may apply to you and to acts wherever in the world you may be or the acts take place, irrespective of local standards or cultural norms.

Australia is a signatory to the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions and has enacted legislation prohibiting the offering, paying, causing or promising of anything of value to both foreign and domestic public officials. The legislation enables Australian regulators to prosecute its citizens and corporations for the bribery of public officials in Australia and other countries.

Rox's expectations of you

Failure to comply with these anti-bribery and corruption laws is a criminal offence and may result in heavy fines for Rox and for individuals involved in the contravention. Individuals may also receive jail sentences.

We have adopted the Policy to help us protect you and Rox from the risk of bribery and corruption, and to maintain high legal and ethical standards, thereby protecting Rox's reputation.

You must comply with this Policy. Where the local legal requirements and the requirement of this Policy differ, the more onerous requirements must be complied with. Failure to comply with this Policy and applicable laws will result in disciplinary action, including termination of employment. Rox will not tolerate retaliation or victimisation against anyone for complying with, or refusing to breach, this Policy.

Rox will, wherever possible, reserve the right to terminate contractual relationships with any third party who works with or for Rox if they breach this Policy, any anti-bribery or corruption laws or any applicable anti-bribery and corruption contractual provisions.

If you have any questions about this Policy and how it applies to you, please speak with Rox's CFO or Company Secretary.

2. WHO IS COVERED BY THIS POLICY?

This Policy applies to:

a) Rox and all its subsidiaries and associated companies worldwide, including joint venture companies in which Rox has a controlling interest;
b) every individual working in or with Rox, at any level or grade, wherever located, including all employees (whether permanent, fixed-term or temporary), directors and officers; and
c) third parties engaged by Rox, including agents, distributors, service providers, consultants, advisers, contractors, introducers and finders, brokers and political lobbyists.

Where Rox does not have management or other control of an associated company or joint venture company in which Rox has an interest, it will encourage the associated company or joint venture company to have in place an anti-bribery and corruption policy equivalent in effect to this Policy.

This Policy applies to any conduct undertaken:

a) during the course of your employment with Rox (including anytime while traveling for business or attending work-related functions or events);
b) while performing services or functions for, or on behalf of, Rox;
c) while interacting with Rox Representatives;
d) while providing goods or services to Rox;
e) in circumstances where you hold yourself out as acting for or on behalf of Rox; or
f) using Rox's resources (financial or otherwise).

3. IMPORTANT TERMS AND CONCEPTS

Bribery and corruption

Bribery is the giving or receiving of money or anything else of value as an inducement or reward for an improper act. Another term for a bribe is '**kickback**'.

The recipient of a bribe can be in the Private Sector or in the Public Sector. Bribery can take place where the offer or payment is made indirectly by or through a third party, such as an agent, business partner or family member.

Corruption is essentially the misuse of public office or power for private gain; or the misuse of private power in relation to business.

Improper

Throughout this Policy there are references to the term 'improper'. Whether something is improper depends on the context where the term is used and on the circumstances of the case. Generally, something will be improper where it is done (or not done) illegally, unethically, in bad faith, not impartially, or in breach of a position of trust.

Public Sector

'Public Sector' means:

a) any national government of any country or territory and its decentralised units or sub-divisions (such as a local or municipal government);
b) any branch or public agency of any national, local or municipal government (such as a police authority, the military, the judicial establishment, a public health authority);
c) any other public agency or organisation (such as a regulatory agency, exchange or listing authority);
d) any government-owned enterprise (such as a state-owned oil company, or sovereign wealth fund); or

e) any public international organisation (such as the World Bank or UN), non-governmental organisation (NGO), political party or charity.

Public Officials and their associates

'Public Officials' are individuals who hold positions or exercise functions in the Public Sector (or government or quasi government), including, but not limited, to:

a) individuals (whether elected or appointed) who hold positions of any kind (such as legislative, administrative, military or judicial) in any government of any country or territory;
b) individuals who exercise a public function for or on behalf of any branch or public agency of any national, state, provincial, local or municipal government (such as the police, health professionals, judges, departmental heads, municipal workers, and other public servants);
c) officers, employees or representatives of any government-owned enterprise (such as a state-owned oil company, or sovereign wealth fund), public international organisation (such as the World Bank or UN), non-government organisation, regulatory agency, exchange or listing authority;
d) politicians, political candidates or employees of any political party; and
e) officers, employees or representatives of any charity.

Under some anti-bribery and corruption laws, leaders and people who act on behalf of indigenous communities may be considered Public Officials. For the purposes of this Policy, such individuals are treated as Public Officials.

References in this Policy to an 'associate' of a Public Official includes anyone who you know or suspect is a Public Official's:

a) close family member (including spouse, de facto partner, child, parent or sibling);
b) close friend;
c) business partner (such as co-directors, co-shareholders or joint venturers); or
d) related entity (such as wholly owned companies (or their subsidiaries), companies in which the Public Official has a substantial interest or that it is a director or office-holder of, or businesses operated by, or which employ, a Public Official).

If you are in any doubt about who is a Public Official (or an associate of a Public Official), you must consult Rox's CFO. If you are unsure, it is always safer to assume that someone is a Public Official.

Private Sector

'Private Sector' means any company, business or institution that is not in the Public Sector. Typically, these will be businesses run for private profit.

Gifts and hospitality

The giving and receiving of gifts and hospitality is a normal part of business. However, it can also conceal or be perceived as bribery. Gifts and hospitality are defined broadly in this Policy.

a) Gifts **'Gifts'** include all gifts of products, services, cash or cash equivalents (such as cheques, travellers cheques, gift cards, gift certificates, vouchers, loans and shares) and all business courtesies, gratuities, discounts, favours, promotional expenses and other things of value for which the recipient does not pay the fair value.
b) Hospitality **'Hospitality'** includes all meals, drinks, entertainment, recreation (such as tickets or invitations to sporting or cultural events), travel, accommodation (such as hotel stays) and other forms of hospitality which are of value and for which the recipient does not pay the fair value.

'Hospitality' also includes other promotional expenses, such as travel and accommodation expenses that relate to the promotion, demonstration, or explanation of products or services.

PART B – ANTI-BRIBERY AND CORRUPTION REQUIREMENTS

4. BRIBERY

Golden Rules

Never offer, solicit, give or accept a benefit as an inducement or reward for an improper act. This applies to all business dealings and interactions with the Public Sector and the Private Sector.

Always exercise particular caution when dealing with Public Officials (and their associates).

4.1 Prohibition against bribery

You must not give a bribe to, or receive a bribe from, anyone, regardless of who or where they are. This means that you must not, directly or indirectly:

a) **offer, promise, authorise or provide** (or agree to do so) any money, benefit, reward or anything else of value to any person:
   (1) with the intention of obtaining, retaining or rewarding any improper commercial or other advantage for Rox, for you, or for any other person; or
   (2) in order to induce any person to act improperly or to reward them for doing so; or
   (3) knowing or believing that acceptance by the other person would itself be improper;

b) **request, solicit, accept or receive** (or agree to do so) any money, benefit, reward or anything else of value from any person where you know or suspect that:
   (1) it is offered or provided with the intention of inducing Rox, you, or any other person to provide any improper commercial or other advantage to any person, or to act improperly or to reward Rox, you, or any other person for doing so; or
   (2) the request itself is improper;

c) **use any other means** to obtain, retain or reward any improper commercial or other advantage for Rox, for you, or for any other person; or

d) **act as an intermediary** for any third party in any of the things referred to above.

4.2 Bribery of Public Officials

The prohibition against bribery applies to your business dealings with the Private Sector, the Public Sector and Public Officials. Bribery is never permitted. However, you must exercise particular caution when dealing with Public Officials or their associates. This is because:

a) there is a much greater focus on bribery in the Public Sector;

b) the consequences of bribing Public Officials are much more serious, both for you and Rox; and

c) there is a heightened risk that benefits given to, or received from, Public Officials or associates will be perceived to be bribes.

Without limiting section 4.1 above, you must not, directly or indirectly, **offer, promise, authorise or provide** (or agree to do so) any money, benefit, reward or anything else of value, no matter how small the value, to any person for the purpose of influencing a Public Official anywhere in the world and at any level of government in the performance of their official functions (or rewarding a Public Official for doing so) with the intention of obtaining or retaining business or an advantage for Rox, you or any other person.

5. GIFTS AND HOSPITALITY

Golden Rules

Never give or accept gifts or hospitality to obtain an improper advantage, or as an inducement or reward for something given in return. Never give or accept gifts or hospitality to or from someone involved in a tender with Rox. This applies in your business dealings and dealings with the Public Sector and the Private Sector.

Only give gifts and hospitality in accordance with the 'Gift Principles'.

Obtain pre-approval before giving or receiving gifts or hospitality worth more than $100 to or from Public Officials. Enter any gifts or hospitality (regardless of their value) that you give to or receive from a Public Official in the Gifts & Hospitality Register maintained by the CFO.

If you give or receive gifts or hospitality worth more than $350 per person to or from anyone in the Private Sector, enter them in the Gifts & Hospitality Register maintained by the CFO.

The giving and receiving of gifts and hospitality is normal business practice. However, gifts and hospitality should never be given or received improperly. When given or received for the wrong reasons (or in the wrong circumstances), gifts and hospitality may be treated as bribes. Even when given for the right reasons, gifts and hospitality may be perceived as bribes. The requirements in this section are intended to reduce these risks.

As always, you must exercise particular caution when dealing with Public Officials or their associates. Gifts and hospitality that are given to, or received from, Public Officials or their associates are more likely to be considered bribes. In some places, giving any kind of gift or hospitality to Public Officials is against the law. In other places, it is subject to strict rules.

5.1 Prohibited gifts and hospitality

You must not, directly or indirectly, offer, promise, authorise, provide, request, solicit, accept or receive (or agree to do so) any gift or hospitality, irrespective of value, where:

a) **provided for improper advantage:** it is provided (or could reasonably be interpreted as being provided) with the intention of obtaining, retaining or rewarding any improper commercial or other advantage for any person, or in order to induce any person to act improperly or to reward them for doing so;

b) **received for improper advantage:** it is received where you know or suspect that it is offered or provided with the intention of inducing you (or any other person) to provide any improper commercial or other advantage to any person or to act improperly or to you (or any other person) for doing so;

c) **conflict of interest:** it may give rise to, or may be seen as giving rise to, a conflict of interest;

d) **reciprocal:** it is provided or received with the intention or an expectation of reciprocity, i.e. for something in return;

e) **tenders:** it involves parties in a tender or competitive bidding process where Rox is tendering or bidding;

f) **prohibited:** you know it to be prohibited by the other party's organisation;

g) **cash or a cash equivalent:** it comprises cash or a cash equivalent (including cheques, travellers cheques, gift cards, gift certificates, vouchers, loans and shares or other securities);

h) **personal capacity or concealed:** it is provided in your personal capacity rather than Rox's, or it is provided secretly; and

i) **breach of law:** it is in breach of any applicable laws or regulations, including local laws.

These prohibitions apply to all business dealings and to all dealings with the public and private sector.

5.2 The 'Gift Principles'

As well as not violating clause 5.1, any gift or hospitality must be given or received in accordance with the following principles (**Gift Principles**). It must be:

a) **good faith:** provided in good faith with the intention only to build or maintain legitimate business relations or offer normal courtesy;

b) **token or modest:** either:

(1) token and of minimal or nominal value (such as small promotional items, diaries, calendars, or other similar items bearing the brand or logo of the provider); or

(2) modest in value and not lavish or extravagant, both in isolation and when considered in the context of other gifts and hospitality offered to or by the same party, and in the context of the standard of living of the country where the gift is offered;

c) **reasonable and appropriate:** reasonable and appropriate in terms of the type, value, occasion and frequency of provision in the particular circumstances, including local cultural sensitivities;

d) **reasonable business practice:** consistent with reasonable business practice, including local cultural sensitivities; and

e) **legal:** permissible under all applicable laws and regulations, including local laws.

5.3 Pre-approval of gifts or hospitality to or from Public Officials

Before providing or receiving gifts or hospitality worth **$100** or more (or local currency equivalent) to or from any Public Official or any associate of a Public Official, you must obtain written approval from the Rox CFO. A copy of the approval form is provided in **Attachment 2** of this Policy.

Gifts and hospitality of up to **$100** (or local currency equivalent) to or from a Public Official (or associate) may be received without pre-approval (but must still be recorded in the Gifts & Hospitality Register: see clause 5.5 below). If you are unsure about the precise value of any gift or hospitality, you should use your common sense to estimate the value. You should err on the side of caution.

Directors of Rox Resources Limited are required to obtain written approval from the Rox CFO before providing or receiving gifts or hospitality worth $100 or more.

5.4 General prohibition on solicitation

You must not actively solicit, request or demand any form of gift or hospitality from any person or organisation.

5.5 Gifts and hospitality register

The Rox CFO is required to establish, maintain and monitor a register (**Gifts & Hospitality Register**) in which they will record the following gifts and hospitality which are provided to or received by Rox Representatives:

a) **Public Officials and associates:** All gifts and hospitality given to or received from Public Officials and their associates, regardless of their value, must be recorded.

b) **Non-Public Officials:** For gifts and hospitality given to or received from anyone else, gifts and hospitality worth $350 or more per person (or the local currency equivalent) must be recorded.

If you give or receive gifts or hospitality that exceed the relevant reporting threshold, you must complete a Gifts & Hospitality Declaration and provide it to the Rox CFO to enable the register to be updated.

A copy of the Gifts & Hospitality Declaration is provided in **Attachment 2** of this Policy.

As noted in clause 5.3 above, gifts and hospitality worth $100 or more given to or received from Public Officials or their associates must also be pre-approved by the Rox CFO. Details of such approvals will also be recorded in the Gifts & Hospitality Register. An example Gifts & Hospitality Register is provided in **Attachment 3** of this Policy.

If you are unsure about the precise value of any gift or hospitality, you should use your common sense to estimate the value. You should err on the side of caution.

Remember, even if you give or receive gifts or hospitality under the relevant reporting threshold, you still need to comply with clause 5.1 and the 'Gifts Principles' in clause 5.2.

The following table summarises the pre-approval and reporting requirements under this Policy.

	Pre-approval by Rox CFO	Registration
Public Official (or associate)	Required if value more than $100	Required regardless of value
Non-Public Official	Not required	Required if value more than $350 per person

5.6 Declining gifts and hospitality

If you are offered or receive any gift or hospitality that is not permitted in accordance with this Policy, it must be politely declined. This includes where you have not obtained pre-approval for receiving the gift or hospitality from a Public Official, and it is not possible to obtain it at the time of receipt. You may refer the provider to this Policy as your reason for declining.

If, in exceptional circumstances, it is not possible to decline, you may accept the gift or hospitality, but this must be reported as soon as possible to the Rox CFO to be recorded in the Gifts & Hospitality Register (see clause 5.5). You must consult with Rox's CFO regarding the appropriate disposal of any gift which is not permitted (such as by donation to charity).

5.7 Guidance

Generally, the more lavish the gift or hospitality and the higher the expenditure, the more likely that it will be perceived that there is an intention to influence or reward someone.

The following are examples of where the provision of something to a Public Official or an associate of a Public Official is likely to receive approval under this Policy (but only if there is no intent to exert improper influence and approval is obtained):

a) providing bona fide, proportionate and reasonable hospitality, promotional and other business expenditure which is aimed at building or maintaining legitimate relations, for example, hosting a Public Official at a Rox sponsored industry event, or providing a Public Official with Rox promotional material following a meeting with Rox staff;
b) providing for reasonable, legitimate expenses incurred by a Public Official when promoting products or services to them, for example, paying for meals while attending a Rox site visit;
c) providing ordinary and reasonable travel and accommodation, for example to enable a Public Official to visit a plant to review safety systems or during the process of obtaining a permit or licence – BUT offering excessive hospitality or hospitality to a family member of a Public Official will not be acceptable; and
d) incidentally providing a routine business courtesy such as transfers from airport to hotel for a site visit.

In the private sector, occasional drinks and meals, attendance at sporting, theatre and other cultural events, and gifts of a token or modest value will usually be acceptable. If you are in any doubt, it may be helpful to consider whether you would be embarrassed if your manager or colleagues or anyone outside Rox were to become aware of the gift.

6. FACILITATION PAYMENTS

Golden Rule

Never make facilitation payments (unless your health, safety, liberty or property is threatened).

A facilitation payment is usually a small unofficial payment or gift, often in cash, made to secure, facilitate or speed-up the performance by a Public Official of a routine or necessary governmental action or process. Typically, the action or process in question is one which the Public Official is already under a duty to perform and to which the payer has a legal or other entitlement. Facilitation payments may also be called 'facilitating', 'speed' or 'grease' payments.

Examples of routine governmental action include actions in relation to:

a) obtaining licences, permits, or other official documents to qualify to do business in a country;
b) processing governmental papers, such as visas to cross borders or work orders;
c) obtaining permits to transport goods across borders / clear goods through customs;
d) providing access to power and water supply; and
e) loading and unloading cargo.

Even where facilitation payments are customary business practice in a particular country, they are usually illegal under local law and may result in prosecution. Facilitation payments are also prohibited under applicable anti-corruption laws and making facilitation payments can result in a significant fine or imprisonment.

6.1 Prohibition against facilitation payments

You must not make facilitation payments of any kind, even if they are customary business practice in a particular country. They are treated as bribes under this Policy regardless of size or local standards or cultural norms.

6.2 Extortion and duress

If you are faced with a situation where a facilitation payment is demanded and your health, safety, liberty or property is threatened, you may feel you have no alternative but to make the payment without receiving approval in order to protect yourself. In these circumstances you may make the payment provided that you report the payment to Rox's CFO as soon as you can.

Rox's CFO will make and retain a formal report of any such payments made in the circumstances described above.

7. POLITICAL CONTRIBUTIONS

Golden Rule

Never make political contributions on behalf of Rox.

You must not make contributions or donations to political parties, other political organisations or election candidates or incur any other political expenditure on behalf of Rox or using Rox's financial resources.

This Policy does not prevent you from making political contributions (including donations to candidates or political parties) in your personal capacity unless prohibited by local law.

8. CHARITABLE DONATIONS

Golden Rule

Obtain pre-approval before making charitable donations on behalf of Rox.

Rox will develop a charitable donations procedure.

Any charitable donation offered or made on behalf of Rox or using Rox's resources (financial or otherwise) must:

- be made in accordance with the charitable donations procedure;
- be legal under applicable local law; and
- not be made with the intention of influencing business or official decisions or gaining a commercial or other advantage.

Charitable donations include donations to community groups, non-government organisations and local government, as well as donations to registered charities. Charitable donations do not include contributions to individuals within local government (which will constitute Gifts and Hospitality to a Public Official) or to political parties or candidates (which constitute political contributions under clause 7).

All charitable donations must be pre-approved by the Rox Managing Director and Chief Executive Officer.

This Policy does not prevent you from making charitable donations in your personal capacity unless prohibited by local law.

PART C – CONTRACTING WITH THIRD PARTIES

9. THIRD PARTIES ENGAGED BY ROX

> **Golden Rule**
> *Undertake appropriate, risk-based due diligence on third parties with which Rox intends to do business.*

9.1 Assessing the bribery and corruption risk presented by third parties

To minimise the risk of third parties making or receiving an improper payment or otherwise engaging in improper conduct in the course of their work on Rox's behalf, you should always be diligent in selecting them and in monitoring their activity. Risk assessment is important for managing bribery and corruption risks. It is also important because, if Rox (or Rox Representatives or others associated with Rox) are suspected or accused of bribery, authorities will consider the extent to which Rox undertook appropriate due diligence, risk assessment and risk mitigation steps.

This Part C sets out the process for assessing and managing the risks posed by third parties engaged by Rox. In this Part, '**third parties**' include agents, representatives and contractors acting on behalf of Rox. Third parties do not include employees who undergo Rox's ordinary pre-employment checks. If you are the responsible person for a purchase order, contract, proposal or tender, or for approving a new vendor, you must comply with this process.

If a bribery and corruption risk cannot be effectively managed or mitigated, Rox must not enter into or continue a relationship with that third party.

All fees and expenses paid to third parties must represent appropriate, justifiable and proportionate remuneration, which is commercially reasonable under the circumstances, for legitimate services rendered by the third party.

Any fees and expenses must only be paid to the third party directly (for example by making payment by wire transfer to an account in the name of the third party in the geographic location where the third party resides or conducts business). Payment must not be made through another party that has no contractual relationship with Rox.

9.2 Preliminary risk assessment

The risk that a third party engaged to represent or provide a service to Rox will make or receive an improper payment or otherwise engage in improper conduct in the course of their work on Rox's behalf will vary depending on several factors, principally the nature of the relationship, the country of operation and the presence of any other indicators of potential bribery and corruption.

Lower risk and higher risk countries

The terms lower risk country and higher risk country are used in this Part of the Policy.

A lower risk country is any of the following:

- Australia;
- Canada;
- A member of the European Union, Switzerland or Norway;
- New Zealand;
- United Kingdom; or
- USA.

A higher risk country is any other country.

Lower risk relationships, medium risk and higher risk relationships

The terms lower risk relationship, medium risk relationship and higher risk relationship are also used in this Part of the Policy. Whether a relationship is lower risk, medium risk or higher risk depends on:

- the country in which the counterpart is located, domiciled or regulated, or the contract is performed (i.e. services rendered, goods received, payments made); and/or
- the nature / type of the relationship, and whether there are any signs of bribery or corruption.

Whether a relationship is a lower risk relationship, medium risk relationship or a higher risk relationship affects what due diligence and risk mitigation steps you need to take. These steps are explained in clauses 9.3 to 9.7 below.

The matrix in **Attachment 4** explains when relationships will be considered lower risk, medium risk or higher risk.

If you are unsure of whether a relationship is a medium risk relationship or higher risk relationship, you should consult with Rox's CFO or assume that it is.

The fact that a relationship is a medium risk relationship or higher risk relationship does not mean that Rox cannot enter into the relationship or do business with that business partner; it just means that Rox needs to undertake different due diligence and risk mitigation steps before it does.

Equally, the fact that a relationship is a lower risk relationship does not mean that it is without any risk of bribery or corruption. You must always be alert to the risks, both before any contract is entered into and during the terms of the contract.

9.3 Lower risk relationships

Typically, it will not be necessary to undertake due diligence or special risk mitigation steps in relation to lower risk relationships.

Where possible, for lower risk relationships, Rox should contract using its standard form contracts or purchase order terms, which contain Rox's preferred anti-bribery and corruption obligations and warranties. If the third party insists on using its own form of agreement, you should discuss with Rox's legal department whether the anti-bribery and corruption provisions in the contract are adequate. Similarly, where the third party insists on departures from Rox's standard anti-bribery and corruption clause you should seek advice from Rox's legal department.

Even lower risk relationships may raise 'Red Flags' (see clause 9.7 below). If so, you must consult with Rox's legal department for consideration of what, if any, anti-bribery and corruption risk mitigation steps may be appropriate.

9.4 Medium risk relationships

Before Rox enters into a medium risk relationship, the responsible person for (as the case may be) the purchase order, contract, proposal or tender, or for approving the new vendor (**Responsible Person**), must:

- where the proposed business partner is a company, obtain a company search; and
- undertake internet research into the proposed business partner.

Once this due diligence has been undertaken, the Responsible Person must assess and document the bribery and corruption risk and take steps to mitigate those risks. Clause 9.6 describes the due diligence, risk assessment and risk mitigation steps in more detail.

9.5 Higher risk relationships

Before Rox enters into a higher risk relationship, the Responsible Person must:

- where the proposed business partner is a company, obtain a company search for the proposed business partner and any corporate shareholders or parent companies;
- undertake internet research into the proposed business partner, and any directors, shareholders, and/or parent companies; and

• request the business partner to complete the anti-bribery and corruption questionnaire (**ABC Questionnaire**) (see **Attachment 5**)

The ABC Questionnaire should be included in any tender pack provided as part of a request for tenders, or, where no competitive process is undertaken, provided to the third party prior to contractual negotiations. Where the third party is seeking to be added to Rox's list of approved suppliers, the third party should be asked to complete the ABC Questionnaire as part of the approval process.

Once this due diligence has been undertaken, the Responsible Person must assess and document the bribery and corruption risk and take steps to mitigate those risks. Clause 9.6 describes the due diligence, risk assessment and risk mitigation steps in more detail.

9.6 Due diligence, risk assessment and risk mitigation

Bribery and corruption due diligence is no different to any other due diligence: it is intended to identify risks, so that those risks can be avoided or managed. You should be asking yourself "What is the risk that this third party may offer, pay or receive a bribe on behalf of Rox, or to or from a Rox Representative?"

The existence of bribery and corruption risks does not mean that Rox cannot enter into a business relationship. In many cases, it will be possible to manage bribery and corruption risks, through contractual controls, training, and other measures. However, where the risks cannot be effectively managed, Rox must not deal with the third party.

Effective due diligence requires thorough research and careful evaluation of the results of that research.

The Responsible Person should use their judgment when undertaking research. It is not necessary in all cases to explore every possible 'lead', but potential risks that present themselves should be bottomed out. Higher risk relationships naturally require more extensive research than medium risk relationships.

When undertaking internet research, the Responsible Person should do more than just search for the third party in Google. Internet research can involve some or all of the following (depending on the level of risk):

- targeted searches in Google (e.g. "company name" and "bribe or corrupt or fraud or terrorism or crime");
- searches of news aggregators (e.g. Google News);
- reviewing the company website;
- reviewing company announcements and filings;
- searches in Google of people or entities connected with the third party (e.g. directors, shareholders, etc).

The results of the ABC Questionnaire and the company searches can be used to inform the internet research.

When evaluating the results of the due diligence, you should be aware of whether any 'Red Flags' are raised. 'Red Flags' are dealt with in clause 9.7. In general, you should also be alive to anything that raises suspicions of misconduct or impropriety. Ask yourself "Does this smell right?". Risk factors that may warrant further investigation include:

- The third party is a company without any web presence (no website or other obvious internet profile).
- The third party's web presence is obviously 'artificial' (a template or holding website) or very out of date.
- The third party has failed to lodge necessary documents.
- The third party has been investigated for, or accused of (either by authorities, non-government organisations or journalists) misconduct, such as bribery, corruption, fraud, tax evasion or false accounting.
- The third party is mentioned in reports about suspected misconduct by others.
- The third party has been involved in projects that have been investigated.
- The third party appears to have an inexplicably close connection with a foreign government or Public Official.
- The third party appears to be owned by shell companies.
- The third party appears to operate extensively in higher risk countries.

Again, it is important that you use your skill and judgment when assessing the risks. If you are unsure whether the due diligence has raised a 'Red Flag' or other concern, you should speak to Rox's CFO. If you do not feel capable of properly undertaking due diligence yourself, you must seek support from Rox's legal team.

9.7 'Red Flags': warning signs for corrupt conduct by third parties

There are certain types of activities, factors and situations that may arouse suspicion about a person with whom Rox has, or proposes to enter into, a business relationship or transaction. These are called 'Red Flags' and some of these are described in **Attachment 1**. 'Red Flags' can arise in relation to both lower risk relationships and higher risk relationships. They can arise before or after a business relationship is entered into. The 'Red Flags' are not exhaustive. As noted in clause 9.6, other risk factors may present themselves.

Prior to entering into a business relationship, the Responsible Person is responsible for assessing the risk of any 'Red Flags'. The extent of due diligence and risk assessment required is described in sections 9.3 and 9.4.

Any 'Red Flag' situation must be resolved before entering into or continuing with the related business relationship or transaction. If you encounter any 'Red Flag' situation (whether as a result of due diligence or otherwise), you must report this to Rox's CFO as soon as possible and before entering into or continuing with the relevant business relationship or transaction. Rox's CFO may advise you that it is necessary to take additional steps, such as:

- undertaking more detailed due diligence, including through a third party risk advisory firm;
- including additional anti-bribery and corruption controls in any contract, including audit rights and compliance certification requirements;
- engaging external legal counsel to advise on the bribery and corruption risks and any specific controls to mitigate those risks;
- providing suitable anti-bribery and corruption training to the third party or monitoring the activities of the third party; and/or
- require the potential business partner to provide independent business references and/or a reference from their bank.

Before entering into any contract with a third party where 'Red Flags' have been raised, formal sign off must be obtained from Rox's CFO.

If the risk cannot be mitigated, Rox must not deal with the third party.

9.8 No 'Red Flags'

If no 'Red Flags' or other concerns are raised, you may proceed to enter Rox into a business relationship with the third party (or add the vendor to Rox's list of approved suppliers) using Rox's standard form purchase orders or contracts.

For medium risk relationships and higher risk relationships, unless Rox's CFO approves otherwise, Rox must contract using its standard form purchase orders or contracts, which contain Rox's preferred anti-bribery and corruption obligations and warranties. If the third party insists on using its own form of agreement, you must consult with Rox's legal department, who will advise you how to proceed. Similarly, if the third party insists on departures from Rox's standard anti-bribery and corruption clause you must seek advice from Rox's legal department.

9.9 Record keeping

The Responsible Person must keep printed records of all due diligence undertaken. For higher risk relationships (or any relationships where 'Red Flags' are raised), this should include a file note (or notes) explaining the due diligence and risk assessment undertaken, and how any risks were managed. The Responsible Person should provide these records to Rox's legal department for safe keeping.

PART D – MANAGING COMPLIANCE

10. KEEPING OF BOOKS AND RECORDS

Golden Rule

Never make false, misleading or inaccurate records or entries in Rox's books and records.

Accurate and proper books, records and financial reporting must be maintained across Rox. Rox's books, records and overall financial reporting must be transparent and must completely and accurately reflect each of the underlying transactions. They must also be prepared according to applicable accounting standards.

All expenditure must be supported by documents that completely, accurately and properly describe such expenditure and the reason for the expenditure must be specifically recorded.

All expenses claims must be submitted in accordance with applicable processes that include managerial review and approval.

All accounts, invoices, memoranda, books, records, and other documents relating to dealings with third parties must be prepared and maintained with strict accuracy and completeness. No accounts must be kept 'off-book' to facilitate or conceal payments.

The unauthorised destruction or the falsification of any book, record or account of Rox or the submission of any false personal expense statement or claim for reimbursement of a non-business personal expense is prohibited and may lead to disciplinary action, including termination of employment.

You must never seek to avoid any requirement under this Policy in respect of any gift, hospitality or other promotional expense by paying personally for it.

This Policy requires Rox's CFO to establish, maintain and monitor registers of certain matters, including:

a) pre-approvals of gifts and hospitality given to or received from Public Officials (clause 5.3); and
b) gifts and hospitality given or received (clause 5.5).

You must provide sufficient information and documentation to enable the registers to contain full and accurate information.

11. MONITORING AND REVIEW

Rox's CFO will monitor and review the implementation of, and compliance with, this Policy and the associated anti-bribery and corruption procedures. Reviews will be undertaken on an annual basis.

Rox will periodically undertake appropriate external appraisals and audits of this Policy and the associated anti-bribery and corruption procedures.

12. REPORTING AND EMPLOYEE PROTECTION

Golden Rule

If you see something, say something.

12.1 Reporting

a) You must report actual or suspected breaches of this Policy to your manager or Rox's CFO either orally or in writing. Alternatively, you can make a report to Rox in accordance with the Rox Whistleblower policy. Reports to the whistleblower service can be made anonymously. Information about how to raise a concern is contained in Rox's Whistleblowing Policy.

b) All reports will be received and treated sensitively and seriously, and in accordance with Rox's Whistleblowing Policy.

c) Any person who receives a report of an actual or suspected breach of this Policy must make a record of the report. The record should contain the following details (if known):

(1) date of the report;

(2) summary of the complaint made / suspected breach;

(3) details of participants (team member (unless anonymous) making the report and any implicated parties); and

(4) any relevant documents or other evidence.

d) All records of reports must be provided to Rox's CFO, except where the report implicates Rox's CFO or Company Secretary, in which case it should be provided to the Managing Director and Chief Executive Officer.

12.2 Investigating Reports

a) Upon being informed of a report, Rox's CFO will undertake an investigation, or direct that an investigation be undertaken, for the purposes of providing legal advice to Rox.

b) All investigations must be kept confidential to the extent possible while in progress and completed in a timely way.

c) External lawyers must be involved in any investigation if the report implicates the Board of Directors or senior management.

d) Investigations may require the review of relevant documents or the interview of relevant people. Unless otherwise directed by the Board, any such activity must involve Rox's CFO or external lawyers.

e) Any team member being investigated should be provided with details of the complaint against them and given an opportunity to respond, unless it is inappropriate to do so.

12.3 Outcomes

a) Any person being investigated must, if previously advised of the investigation, be advised of the conclusion of the investigation and any action (if any) to be taken in relation to them, including, as appropriate, notifying appropriate authorities. If appropriate, the person who reported the concern may also be advised of the outcome of the investigation in accordance with Rox's Whistleblowing Policy.

b) At the conclusion of an investigation, an investigation report must be completed to reflect the conclusion of the investigation and provided to the Company Secretary. The Company Secretary will periodically report to the Board regarding any investigations and adverse findings.

c) Appropriate remedial measures should be recommended and taken at the conclusion of an investigation.

12.4 Retaliation or victimisation

a) As set out in Rox's Whistleblowing Policy, Rox does not permit retaliation or victimisation of any kind against any person for making reports about an actual or suspected breach of the Policy. Any actual or attempted retaliation or victimisation is a serious matter and is a breach of the Policy and the Whistleblowing Policy.

b) Any person who has made a report and is concerned that they may have been victimised or suffered some other retaliation should immediately raise this with Rox's CFO or local Human Resources Manager.

13. COMMUNICATION AND TRAINING

13.1 Training our people

All directors, officers and employees will either receive or have ready access to this Policy and associated anti-bribery and corruption procedures.

All directors, officers and employees will receive induction training on the requirements and obligations imposed by this Policy and associated anti-bribery and corruption procedures, and Rox will, from time to time, provide refresher training for all Rox directors, officers and employees.

Rox will maintain training attendance records, which will be monitored and evaluated.

13.2 Training third parties

Rox's anti-bribery and corruption commitments must be communicated to Rox's third party business partners at the outset of the business relationship with them and as appropriate thereafter. Appropriate training on how to implement and comply with this Policy may, as necessary, be provided to relevant employees of third parties.

14. WHO IS RESPONSIBLE FOR THIS POLICY?

Rox's CFO has primary responsibility for the implementation of this Policy. As noted above, queries should be directed to Rox's CFO.

Ultimate responsibility for the Policy rests with Rox's board.

Approved by Rox Resources Limited Board

ATTACHMENT 1 – POTENTIAL RISK SCENARIOS: 'RED FLAGS'

The following is a non-exhaustive list of possible 'Red Flags' that may arise during the course of you working for us and which may raise bribery and corruption concerns:

a) you learn that a third party engages in, has engaged in, or has been accused of engaging in, improper conduct (such as bribery or fraud) or has a reputation for paying bribes or requiring that bribes are paid to them;
b) a person lacks apparent qualifications, experience or resources;
c) a person demands gifts or hospitality before commencing or continuing contractual negotiations or the provision of services or offers you an unusually generous gift or lavish hospitality;
d) a person refuses to provide (or provides insufficient, false, or inconsistent) information in response to due diligence questions;
e) a person requests the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to Rox, or a shell company serves as a middleman;
f) there are signs that a person is not acting on his own behalf, but is trying to conceal the true beneficial owner's identity;
g) a person is a Public Official, or is controlled by, has (or has a reputation for having) a close or familial relationship with a government, political party or other Public Official, or has been specifically requested by a Public Official;
h) money or property is passed through a third party (such as a consultant or representative) to a Public Official;
i) a person requests that a transaction is structured to evade normal book-keeping or record-keeping or reporting requirements;
j) a person refuses to sign a commission or fee agreement or insists on the use of a side-letter relating to payment of funds;
k) a person requests an unusually large or disproportionate commission, retainer, bonus or other fee or an unexpected additional fee or commission to 'facilitate' a service, or that any commission be paid in cash;
l) a person requests payment in cash (or cash equivalent such as a money order);
m) you learn that a colleague has been taking out a particular supplier for very expensive and/or frequent meals;
n) a person refuses to provide an invoice or receipt for a payment, or you receive an invoice or receipt that appears to be non-standard or customised;
o) a person refuses to abide by this Policy, does not demonstrate that it has adequate internal anti-bribery and corruption policies and procedures in place, or appears unwilling or reluctant to agree to Rox's standard anti-bribery and corruption clause; or
p) a person you deal with at a third party appears to have a conflict of interest in their role.

ATTACHMENT 2 – GIFTS & HOSPITALITY PRE-APPROVAL AND DECLARATION FORM

Golden Rules

If you anticipate giving or receiving or are provided a gift or hospitality worth:

- *$100 or more to or from a Public Official, complete this form prior to giving or receiving the gift or hospitality and provide to the Rox CFO for pre-approval and recording;*
- *Less than $100 to or from a Public Official, complete this form and provide to the CFO for recording; or*
- *$350 or more per person to or from a Non-Public Official or Private Sector, complete this form and provide to the CFO for recording.*

Details of Employee Receiving or Providing Gift or Hospitality	
Name of employee/s:	
Company and Location:	
Date benefit received or provided:	
Signature:	
Date:	
*By signing this form you acknowledge that you have read and understood the Rox Resources Limited Anti-Bribery and Corruption Policy (**Policy**) and confirm that this benefit to be received or provided is not in breach of this Policy.*	
Description of Gift or Hospitality	
Description:	
Estimated Value:	
Name of Person and Organisation receiving or providing the benefit:	
Is the Person or Organisation receiving or providing the benefit a Public Official?	YES / NO
Reason for receiving or providing the benefit:	
Form of benefit:	Cash / Non-cash
Note: Provide any additional supporting documentation you deem necessary to support compliance with the Policy.	
Pre-Approval by CFO for Gifts or Hospitality over $100 to or from a Public Official	
Signature:	
Job Title:	
Date:	

ATTACHMENT 3 – GIFTS AND HOSPITALITY REGISTER

Date benefit given or received	Name and employer of person providing benefit	Name and employer of person receiving benefit	Nature of the benefit (e.g. cash, meal, political donation)	Approximate value of the benefit?	Why was the benefit given?	Date of Report	Pre-approval required and received	Date of approval	Date of entry in Register

ATTACHMENT 4 – PRELIMINARY RISK ASSESSMENT MATRIX

Nature of Relationship / Contract	Lower Risk Country	Higher Risk Country
Providers of goods (such as office goods or raw materials) or office utility services (such as electricity, cleaning, maintenance, catering)	LRR	LRR
Vendors on Rox's list of approved vendors	LRR	LRR
Contracts that are being renewed, extended or rolled-over	LRR	LRR
Banks and other regulated financial institutions, or professional advisers (such as lawyers and accountants) where well-known, reputable, and domiciled and regulated in a lower risk country.	LRR	LRR
Banks and other regulated financial institutions, or professional advisers (such as lawyers and accountants) (except those listed elsewhere in this matrix)	MRR	HRR
Non-executive directors and those performing similar roles	LRR	MRR
Consultants who do not interact with third parties on behalf of Rox (e.g. IT consultants, management consultants, outsourced internal audit)	LRR	MRR
Service providers, contractors or sub-contractors (except those listed elsewhere in this matrix)	MRR	HRR
Consultants or representatives of Rox who interact with third parties on behalf of Rox (except those listed elsewhere in this matrix)	MRR	HRR
Agents, distributors or service providers involved in sales and marketing	HRR	HRR
Joint venture partners	HRR	HRR
Introducers, finders or brokers which, for a fee or commission, refer, recommend, direct or introduce Rox to a customer or business opportunity	HRR	HRR
Individuals, companies or other entities which, for a fee or commission, communicate with Public Officials on behalf of Rox for the purpose of assisting Rox in relation to obtaining or retaining licences or regulatory permissions, or in connection with the execution of a transaction or the management of an investment	HRR	HRR
Any contract where 'Red Flags' are present	HRR	HRR

In this matrix:

LRR = lower risk relationship

MRR = medium risk relationship

HRR = higher risk relationship

ATTACHMENT 5 – ABC QUESTIONNAIRE

Rox Resources Limited is committed to upholding the highest standards of business integrity and honesty in all its business dealings. We ask that you complete this questionnaire to assist Rox in ensuring compliance with its policies and applicable laws, including anti-bribery and corruption laws.

Please respond to each question and if more space is required, attach a separate piece of paper with your response along with any documents requested in this questionnaire. All information provided in response to this questionnaire will be treated in confidence. Thank you for your assistance with this process.

For the purposes of this Questionnaire, 'Public Officials' are individuals who hold positions or exercise functions in the Public Sector (or government or quasi government), including, but not limited, to:

a) individuals (whether elected or appointed) who hold positions of any kind (such as legislative, administrative, military or judicial) in any government of any country or territory;
b) individuals who exercise a public function for or on behalf of any branch or public agency of any national, state, provincial, local or municipal government (such as the police, health professionals, judges, departmental heads, municipal workers, and other public servants);
c) officers, employees or representatives of any government-owned enterprise (such as a state-owned oil company, or sovereign wealth fund), public international organisation (such as the World Bank or UN), non-government organisation, regulatory agency, exchange or listing authority;
d) politicians, political candidates or employees of any political party;
e) officers, employees or representatives of any charity; and
f) leaders and people who act on behalf of indigenous communities.

1. Entity Information		
1.1 Key Information		
Name of entity / individual (Disclosing Party):		
Business address:		
Telephone(s):		
Email:		
Website:		
1.2 Is the Disclosing Party Incorporated? Yes ☐ No ☐		
If yes, please provide: Country and date of incorporation:		
Company number:		
If no, please describe how the Disclosing Party is structured:		
2. Compliance with anti-bribery and corruption laws		
2.1 Within the last 5 years, has the Disclosing Party or (to its knowledge) any of its current or former Controlling or Beneficial Shareholders, related companies, directors, officers, employees or subcontractors:		
Breached any anti-bribery and corruption laws?	Yes ☐	No ☐

Been investigated, convicted, fined, or entered into a civil settlement with regulatory authorities in any jurisdiction, for acts relating to bribery, corruption, fraud, tax evasion, or inadequate financial controls or record keeping?	Yes ☐	No ☐
Been debarred from participating in public procurement in any jurisdiction?	Yes ☐	No ☐
If yes to any of the above, please provide details of persons/entities involved, allegations or offences, and preventive measures taken:		
2.2 Does the Disclosing Party have anti-bribery and corruption compliance measures in place, including anti-bribery and corruption training for its employees and officers? Yes ☐ No ☐		
If yes, please provide a copy of your policy statement and/or any other relevant documents. If unable to provide, please explain:		
3. Contact with Public Officials		
3.1 Are you aware, based on reasonable inquiries, of any officers, directors, managers, employees or Controlling or Beneficial Shareholders in the Disclosing Party's business (or their direct family members) that are any of the following:		
Public Officials?	Yes ☐	No ☐
Involved in any business relationship, including acting as an agent or consultant for, or holding common ownership of a business enterprise or partnership with, any Public Official or close family member of any Public Official?	Yes ☐	No ☐
Close relatives of a Public Official (e.g. a spouse, parent, child, sibling, grandparent, niece/nephew, aunt/uncle, or cousin)?	Yes ☐	No ☐
In a position (formally or informally, directly or indirectly) to exercise influence over any government-owned or controlled entity?	Yes ☐	No ☐
If yes to any of the above, please provide details:		
3.2 Does the Disclosing Party intend to engage any third party to perform any obligations under the possible contract with Rox which is:		
A Public Official?	Yes ☐	No ☐
Involved in any business relationship, including acting as an agent or consultant for, or holding common ownership of a business enterprise or partnership with, any Public Official or close family member of any Public Official?	Yes ☐	No ☐
A close relative of a Public Official?	Yes ☐	No ☐
In a position (formally or informally, directly or indirectly) to exercise influence over any government-owned or controlled entity?	Yes ☐	No ☐

If yes to any of the above, please provide details:	

4. Declaration

The undersigned, being duly authorised to respond to this Questionnaire and provide this confirmation on behalf of the Disclosing Party, hereby certifies as follows:

1. To the best of our knowledge and belief, the contents of this Questionnaire and any attachments are correct and we have made complete disclosure of all relevant facts and circumstances. In completing this Questionnaire:

a) We have made all reasonable enquiries so as to satisfy ourselves that the matters being declared are correct.

b) We are not in possession of any facts or information which should have put us on notice that the matters being declared are incorrect.

2. We understand that Rox will rely on the above information in determining whether to enter into any agreement with the Disclosing Party, and consent to Rox using the information for that purpose and sharing the information with its legal advisers.

3. We agree to comply with Rox Resources Limited's Anti-Bribery and Corruption Policy and ensure the requirements of the policy are communicated to any of our staff or contractors working for Rox.

Name:	
Company and Title:	
Signature:	
Date:	