Anti Bribery and Corruption Policy

Deterra Royalties Limited

ACN 641 743 348

Adopted by the Board on 14 February 2025

1 Purpose of this Policy

At Deterra Royalties Limited (**Company**), we are committed to complying with the laws and regulations of the countries within which we operate, and ensuring that all business is conducted ethically. We have zero tolerance for Bribery or Corruption. In accordance with these commitments, and to support the above behaviours, the Company has developed this Policy for countering Bribery or Corruption.

2 Who this Policy applies to

This Policy applies to:

- the Company and all subsidiary and affiliate companies over which it exercises control (**Group**); and
- all officers and employees of the Group (which for these purposes includes temporary or contract staff and consultants) as well as directors when acting in a formal capacity for the Company or carrying out Company business (**Personnel**).

Individuals and corporate entities associated with the Company, which act for or on behalf of the Company, or who perform functions in relation to or on behalf of the Company, are expected to have and comply with policies managing Bribery or Corruption risk. This includes, but is not limited to, contractors, consultants, third party agents, third party introducers, referrers, persons acting in a fiduciary capacity, service providers and joint venture partners in any of the Company's operations (collectively, **Business Partners**). The Chief Financial Officer (**CFO**) may request copies of a Business Partner's anti-bribery and corruption policy and related materials. Where the CFO identifies that a Business Partner does not have policies managing Bribery or Corruption risks, or identifies that these policies are inadequate, the Company expects its Business Partners to comply with this Policy.

It is the responsibility of all Personnel to counter Bribery or Corruption by adhering to this Policy.

Every manager must communicate this Policy and ensure that all Personnel reporting to them, and Business Partners within their area of responsibility, understand and comply with the prohibitions in this Policy.

3 What this Policy applies to

This Policy applies to all the Company's business and transactions, regardless of where they occur and whether or not any particular conduct may be regarded as common or customary in a particular place or location.

4 Summary of prohibited conduct

All Personnel and Business Partners of the Company must not:

- pay, offer, promise or accept, directly or indirectly, any Bribe, kickback, secret commission, Facilitation Payment, or other form of improper payment (however small), or otherwise breach relevant anti-corruption laws (see section 5.1 below);
- make political donations on behalf of the Company (see section 5.2 below);
- make any charitable or community donations or sponsorships which are or could be perceived as Bribes, or otherwise in a manner contrary to this Policy (see section 5.3 below);
- offer, provide or accept Gifts, Hospitality or Travel in a manner contrary to this Policy (see section 5.4 below);
- engage or deal with a Business Partner in a manner contrary to this Policy (see section 5.5 below);
- enter new business ventures or invest in new companies or countries in a manner contrary to this Policy (see section 5.6 below);
- falsify or mis-describe any book, record or account relating to the Company's business. All receipts and expenditures must be supported by documents that describe them accurately and properly; or
- cause or authorise any of the above conduct or any other conduct which is inconsistent with this Policy or any anti-corruption laws.

Personnel and Business Partners must not do any of the above in their 'personal capacity' in an attempt to evade the requirements of this Policy.

No Personnel or Business Partner will be penalised, or be subject to other adverse consequences, for refusing to pay Bribes, or engage in any other conduct which would be a breach of this Policy, even if that refusal may affect the Company's business.

5 Guidance on prohibited conduct

5.1 Bribery and facilitation payments

The Company, its Personnel and its Business Partners must not:

- commit, be a party to, or be in any way involved in any Bribery or Corruption, or otherwise breach relevant anti-corruption laws; or
- promise, offer, provide (or cause to be provided) any Bribe, Facilitation Payment, kickback, secret commission or other form of improper payment (however small) in order to obtain any business or an advantage for the Company, for themselves, or for others.

Particular care must be taken in dealings with Public Officials. All payments or benefits offered or provided to a Public Official must be consistent with this Policy.

No Personnel will be penalised for providing a payment or benefit in circumstances where they fear imminent physical injury to themselves or another person if the payment or benefit is not provided. If any payment or benefit is provided in these circumstances, you must immediately report it to the CFO or enact the Whistleblower Policy. The Whistleblower Policy contains information on who you can speak to and how to contact them, as well as protections that you are entitled to under that Policy and under the law. Please promptly record, including the amount of the payment or identification of the benefit provided, the identity of to whom it was made and the circumstances in which it was made.

5.2 Political donations

The Company, its Personnel and its Business Partners must not grant financial or other support to political parties, political campaigns, or individual politicians on behalf of the Company, as this could be perceived as an attempt to gain business or an advantage. Personnel and Business Partners may exercise their personal right to participate in political and democratic processes.

5.3 Charitable or community donations or sponsorships

Charitable and community donations or sponsorships can in some circumstances be used as a disguise for Bribery, for example where a donation is provided to a 'charity' which is controlled by a person who is in a position to make decisions affecting the Company. Personnel must ensure through due diligence and transparency that charitable and community donations do not constitute Bribery.

Personnel or Business Partners who wish to make charitable or community donations on their own behalf must make it clear that they are not doing so on behalf of the Company.

All charitable or community donations made on behalf of the Company must:

- be approved according to the Company's approval processes; and
- be documented, with all records kept.

5.4 Gifts, Hospitality and Travel

The Company, its Personnel and its Business Partners must not offer, provide or receive any Gift, Hospitality or Travel that may be perceived to improperly influence a relationship or decision affecting the Company or its business.

The following guidelines apply at all times, and do not change during traditional gift-giving seasons. Gifts, Hospitality and Travel must:

- never consist of cash or cash equivalents;
- be reasonable and of modest value, both in isolation and when considered in the context of other Gifts and Hospitality offered to the same recipient;
- be appropriate and consistent with reasonable business practice;
- be provided only for the purpose of building or maintaining business relationships or normal courtesy, and never be offered for something in return; and
- be provided in an open and transparent manner, and never be offered if full transparency and disclosure would be embarrassing to the Company or the recipient.

Particular caution should be exercised if the recipient of any Gift, Hospitality or Travel is a Public Official. In addition to the guidelines above, where Gifts, Hospitality or Travel are provided to a Public Official, Personnel must ensure that they are:

- permissible under all applicable laws, rules and regulations; and
- within any monetary limits, and comply with any disclosure obligations, imposed by the recipient's organisation or local laws. Personnel and Business Partners should check whether the recipient's organisation or local laws impose any such limits or disclosure requirements.

All Personnel and Business Partners must obtain approval in advance (in accordance with the Company's approval processes) for:

- all Gifts and Hospitality (except to Public Officials) over $200;

- Hospitality to Public Officials over $50; and
- all Travel for individuals who are not Personnel or Business Partners of the Company.

All Gifts, Hospitality and Travel which require approval, whether provided by you or received by you, must be documented and recorded in the Company's Gifts and Entertainment Register. The record in the Gifts and Entertainment Register must expressly state the nature and purpose of the Gift, Hospitality or Travel, including the value and the identities of the giver and receiver, and details of any approvals given.

The Gifts and Entertainment Register will be reviewed and monitored by the CFO and a report on the register will be provided annually to the Audit & Risk Committee.

5.5 Engaging and dealing with Business Partners

The Company is committed to promoting anti-corruption practices amongst any Business Partners it engages.

Personnel and Business Partners of the Company must not engage or make a payment to a Business Partner knowing or suspecting the Business Partner may use or offer all or a portion of the payment directly or indirectly as a Bribe, kickback, secret commission or other form of improper payment.

To minimise the risk of Business Partners engaging in inappropriate conduct, Personnel must:

- always act with due care in selecting Business Partners and in monitoring their activity;
- ensure that Business Partners are aware of and respect this Policy;
- ensure that all fees and expenses paid to Business Partners (including any commissions and success fees) represent appropriate and justifiable remuneration, which is transparent, commercially reasonable under the circumstances, and for legitimate services rendered;
- ensure that all fees and expenses are paid to the Business Partner themselves (and to an account in their name in their principal place of business);
- record the relationship in a written agreement, which contract must be authorised in accordance with the Company's contract approval processes;
- reserve the right to terminate the relationship in the event that the Business Partner violates the Policy; and
- keep accurate financial records of all payments including accurate descriptions of the purpose of the payment.

5.6 New countries and business ventures

Entry into new countries and new business ventures may pose risks from an anti-bribery and corruption perspective.

In advance of undertaking new business ventures or investing in new companies or countries, the Company will include in its due diligence process consideration of Bribery or Corruption risks and its ability to address any such risks.

When the Company invests or operates in new countries with higher inherent risk of Bribery or Corruption, employees in those regions will be provided with annual training on local and international anti-corruption laws.

6 Reporting suspicious activity

If you become aware of any actual or suspected breach of this Policy, or any request or demand for any undue financial or other advantage, you must report this to the CFO or enact the Whistleblower Policy. We encourage our Personnel to report any suspicion of Bribery or Corruption without fear of reprisal. The Whistleblower Policy contains information on who you can speak to and how to contact them, as well as protections that you are entitled to under that Policy and under the law.

The Company will not permit retaliation of any kind against any Personnel who has reasonable grounds to suspect a violation of this Policy. Any actual or attempted retaliation is also a breach of this Policy.

The Board will be kept informed of any material breaches of this Policy.

7 Consequences of breaching this Policy

The Company has zero tolerance for conduct in violation of this Policy. Failure to comply with this Policy may lead to disciplinary action (up to and including dismissal) and may also breach applicable anti-corruption laws and result in criminal or civil penalties, including fines and imprisonment.

Personnel and Business Partners must cooperate fully and openly with any investigation by the Company into alleged or suspected Corrupt activity or breach of this Policy. Failure to cooperate or to provide truthful information is a breach of this Policy.

8 Questions relating to this Policy

If you have any questions about this Policy, or doubt about whether particular conduct may violate this Policy, you are encouraged to discuss the issue with a supervisor, senior manager or the CFO for guidance.

9 Communication and training

The Company will ensure that all Personnel (including new employees) are informed about and understand this Policy.

All Personnel will receive a copy of this Policy and be provided with training at least every year. A copy of this Policy will also be publicly available on the Company's website.

10 Reviewing and maintaining the Policy

The Audit and Risk Committee will review this Policy at least every two years to ensure reports or breaches are appropriately recorded, investigated and responded to, that it continues to operate effectively and confirm whether any changes are required to the Policy.

11 Definitions

In this Policy:

- **Bribe(s) / Bribery** involves improperly promising, offering or providing a benefit or something of value to a Public Official or someone in business, either directly or indirectly, in order to obtain or retain business or an advantage or to induce or reward improper conduct or an improper decision. While a Bribe may involve a monetary payment or offer, it covers anything of value such as cash or cash equivalents (e.g. gift vouchers or loans), some Gifts, Hospitality, entertainment or Travel, donations or scholarships, the provision of favours (e.g. discounted or 'free' products or use of the Company's services, facilities or property) or anything else that is of significant value to the recipient.
- **Business Partners** are any person or entity which acts for or on behalf of or performs services for the Company, including third party agents, joint venture partners, consultants, distributors or service providers.
- **Corruption** means the abuse of entrusted power for private gain.
- **Facilitation Payments** mean unofficial payments (usually of a small value) made with the purpose of expediting or facilitating the performance by a Public Official of a routine governmental action.
- **Gifts** include physical items (such as 'free' products, flowers, wine, tickets to events and the like) as well as any intangible item of value, which are given to an individual (rather than being used in a hosted business context).
- **Hospitality** includes invitations to business meals, entertainment, receptions, sports and cultural events hosted in a business context and any travel relating to such events.
- **Public Official** means any government or public official in Australia or any other country, including but not limited to:
  - a person holding a legislative, executive, administrative or judicial office (whether appointed or elected);
  - an employee, official or contractor of, or person acting in an official function or capacity for a government or public body (including a military or police force), a government-owned or government-controlled enterprise (including a state owned enterprise), or a public international organisation;
  - a political party or party official or candidate for political office;
  - a person holding an appointment, position or office created by custom or convention, such as potentially some tribal leaders or member of a royal family; or
  - an authorised intermediary or agent of a person covered by any of the paragraphs above.
- **Travel** refers to circumstances where the Company pays the travel expenses (for example, flights, accommodation, and living expenses) of individuals who are not Personnel, Business Partners or representatives.