

Anti-bribery and Corruption Policy

1. Scope

Greenland Minerals Limited and its related entities (“the Company”) are committed to maintaining a high standard of integrity and ethical business practices at all times. The Company has a zero tolerance to bribery and corruption and will comply with all applicable anti-bribery and corruption laws in each of the jurisdiction that it operates in. This Anti-bribery and Corruption Policy (“Policy”) applies to all directors, employees, contractors and consultants (together “Staff”) of the Company and its related entities.

2. Objective

The Policy augments the Company’s Code of Conduct, Risk Management Policies and other relevant codes and policies. The policy aims to:

- ensure all Staff comply with applicable laws in each of the jurisdiction that the Company operates in relating to bribery and corruption;
- provide guidelines for the handing of gifts, hospitality and sponsored travel;
- protect the Company from any perception of or actual misconduct and to ensure the Company maintains the highest standards of ethical and legitimate business practices.

3. What is bribery and corruption

Bribery is the offering, promise, giving accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. A bribe is an undisclosed or secret inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage. A bribe can take the form of gifts, loans fees, rewards or other advantages.

Corruption is the abuse of entrusted power for undisclosed private gain.

4. Prohibition on bribery, kickbacks and secret commissions

4.1 Staff at all times must not:

- (a) offer, promise, give or authorise any bribe, kickback or secret commission directly or indirectly in order to obtain any business or other advantage for the Company, yourself or any other person in the Company;
- (b) solicit, accept or receive any bribe, kickback or secret commission, personally or on the behalf of the Company from any person or organisation in return for providing any other advantage;
- (c) act as an intermediary for the solicitation, acceptance, payment or offer of a bribe, kickback or secret commission; or
- (d) use any other improper or illegal means to influence the actions or decisions of other persons or organisations.

4.2 Staff must not do anything or participate in any action prohibited by this Policy in an attempt to circumvent or avoid the requirements of this Policy.

5. Gifts and benefits

5.1 Receiving gifts or benefits

Staff must declare all gifts and benefits, valued at \$100 or more, in the Gift and Benefits Register. Staff are also expected to decline (or avoid accepting) gifts and benefits which are valued at \$400 or more, with the exceptions being:

- (a) work related conference;
- (b) invitations to speak at a professional association (including flights and accommodation);
- (c) working lunches;
- (d) where it is part of a Company sponsorship deal.

5.2 Staff should, where possible, discuss with their manager or the Company Secretary the fact that they have been offered a gift or benefit before accepting it, in order to determine the appropriate action.

All gifts or benefits received must be reported to the Company Secretary within 5 working days of being received. If gifts or benefits are received in instalments over a period of time, the total value of the instalments must be used when determining the value and should be reported within 5 working days of receiving the first instalment. If Staff have any doubt or uncertainty about the need to report a gift or benefit, then the gift or benefit should be reported.

5.3 Acceptable gift and benefits expenditure

It is acceptable for Staff on behalf of the Company to offer gifts or benefits to suppliers, organisations and individuals where the gift or benefit is reasonable and complies with the following:

- (a) it is given for the right reasons, such as normal business practice applicable to the jurisdiction that the Company operates in, an act of appreciation or common courtesy;
- (b) there should be no obligations attached to the gift or benefit or expectation receiving a benefit either personally or for the Company in return;
- (c) the gift or benefit should be appropriate in size and nature;
- (d) the transaction should be at arms-length;
- (e) it must be legal and not breach any laws.

All gifts and benefits must be approved by management prior to being offered or any expense being incurred. All gifts and benefits over \$100 must be entered into the Gifts and Benefits Register within 5 days of being made.

5.4 The Company Secretary will be responsible for maintaining the Gifts and Benefits Register.

6. Facilitation payments

Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action, e.g. Processing papers, issuing permits and other actions of an official in order to expedite performance of duties of a non-discretionary nature (i.e. which they are already bound to perform). The payment or other inducement is not intended to influence the outcome of the official's action, only its timing.

Facilitation payments, whether legal or not in a country, are prohibited under this Policy.

7. Political donations

Staff must not grant financial or other support to political parties, political campaigns or individual politicians on behalf or as a representative of the Company. Support of any nature of any political party, political campaign or individual politician can only be authorised by the Board and any such decision will only be made after consideration is given to all factors including the legal requirements of the relevant jurisdiction and approved by the Managing Director or the Chairman of the Board.

Nothing in this policy should be taken as a restriction on Staff exercising their personal right to participate in a political and democratic process.

8. Charitable contributions

The Company may at times make donations or provide other financial or non-financial support to charitable, community and other organisations. All donations and assistance must be approved by the Managing Director.

Consideration to legal and ethical implications will be applied to any decision making process in deciding if a proposed donation or provision of support is appropriate. Donations or support will not be given if there is any suspicion it is being provided to circumvent a scheme or to hide bribery or corruption.

9. Policy breaches

The Company has a zero tolerance for any conduct that breaches this Policy.

Breaches of the Policy:

- (a) will be considered a serious misconduct and may lead to disciplinary action, including termination of employment;
- (b) may result in a breach of applicable anti-bribery and corruption laws that may result in civil or criminal penalties, including fines and imprisonment.

10. Concerns or suspicions of a breach

If any Staff become aware of an actual breach of this Policy or suspect a breach may have occurred, then the Staff member is obligated to report their concerns in accordance with the Company's Whistle-blower Policy.

11. Review of this Policy

This policy will be reviewed regularly by the Company's directors in consideration of changing Company circumstances, legal requirements and Listing Rules. Any changes to this policy will be notified to affected persons in writing. If Staff have any comments or views concerning the operation or effectiveness of this Policy, they should be communicated to the Company Secretary.

12. Policy Compliance

Strict compliance with this policy is mandatory for all persons covered under this policy and breaches of this policy may damage the Company's reputation. Accordingly, breaches will be subject to disciplinary action, including possible termination of a person's employment or appointment.

13. Question?

If you have any questions regarding this policy you should contact the Company Secretary.