



## Anti-Bribery and Corruption Policy



**SYRAH RESOURCES**

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## 1. OVERVIEW

### 1.1. Introduction

This Policy of Syrah Resources Limited (“**Syrah**”) and its subsidiary companies (the “**Company**”) describes the Company’s mandatory compliance requirements in relation to anti-bribery and corruption (“**ABC**”). This policy is derived from, and compliant with all relevant legislation and guidance including all ABC laws applicable to the Company and its activities, as defined below.

This Policy applies equally to all of the Company’s directors, officers, employees (“**Employees**”) as well as to employees of each Contractor or Consultant engaged by the Company, and it is the responsibility of each Employee, Contractor and Consultant to be aware of and compliant with this Policy.

### 1.2. Policy statement

- 1.2.1. It is the policy of the Company to conduct its business fairly, with integrity and in compliance with the law in all jurisdictions where it operates, including all applicable ABC laws.
- 1.2.2. The purpose of this Policy is to set forth the Company’s committed opposition to bribery and corruption and to ensure all Employees, Contractors and Consultants who are required to read this Policy, understand their individual responsibilities for compliance. This commitment flows from our core values of good health and working safely at all times; being accountable for our decisions and actions; partnering with the community and stakeholders for sustainability; challenging and supporting our people to achieve their potential; and integrity and fairness in all our business dealing. This creates a robust and transparent culture of integrity and compliance, which is critical to the long term success of our business. This Policy forms part of the Company’s governance framework and should be read in conjunction with the Corporate Code of Conduct Policy, Executive Code of Conduct Policy and the Gifts, Hospitality and Benefits Policy.
- 1.2.3. The basic tenets of the Company’s ABC Policy are:
  - a) The Company will not pay bribes to government officials, private company executives or to any other individual or entity to obtain or maintain business, induce improper performance or to gain an unfair advantage;
  - b) The Company does not pay bribes directly or indirectly through brokers, agents, consultants or other associated persons or third parties;
  - c) The Company avoids the appearance of paying bribes through other means such as inappropriate meals and entertaining, excessive gift giving or making facilitating payments;

- d) The Company maintains detailed and accurate books and records and internal controls. The Company does not conceal bribes or other improper payments by “off books” arrangements or by falsifying its books and records.
- 1.2.4. All Employees of the Company are charged with the responsibility of knowing what their brokers, agents, consultants and other third party representatives are doing and ensuring that such entities are not paying bribes on the Company’s behalf. Wilful ignorance is no excuse and all Employees are expected to follow both the spirit and letter of this Policy. A copy of this Policy document will be provided to all Employees of the Company as part of the Company’s recruitment process.
- 1.2.5. Employees who knowingly violate this policy will be subject to appropriate disciplinary action, up to and including termination of employment as described in the Disciplinary Policy and Procedures. Contractors or Consultants who fail to comply with this Policy will be in breach of contract which will provide grounds for the termination of their Contract or Consulting Agreement as the case may be.
- 1.2.6. Strict compliance with this Policy is especially important because all of the Company’s directors, officers, employees and contractors worldwide are potentially criminally liable for violating criminal ABC laws<sup>(1)</sup>. Criminal violations could result in fines for individuals and imprisonment for each violation. Individuals could also be subject to additional criminal fines and penalties under local laws. The Company could face numerous sanctions, including criminal indictment and fines, confiscation of any unlawful gain, the prohibition to do business with government entities, the appointment of a compliance monitor to oversee its business operations; and suffer significant reputational damage and/or loss of standing in the community.
- 1.2.7. This ABC Policy was approved for use by the Board of Directors of Syrah Resources Limited in March 2015, amended in May 2019 and January 2020, and will be reviewed for accuracy and relevance on an annual basis by the Audit and Risk Committee. From January 2020 this ABC Policy, as amended from time to time, shall be published on the Company’s Corporate Polices and Governance webpage.
- 1.2.8. All Employees are required to read and if agreed, sign the acknowledgement appended to this document as Attachment 1.

(1) FCPA, Australian Criminal Code

## 2. DEFINITIONS

Reference	Definition
ABC	ABC means Anti-Bribery and Corruption.
ABC Laws	ABC Laws includes: <ul style="list-style-type: none"> <li>• Australian Criminal Code;</li> <li>• FCPA;</li> <li>• Mozambique Anti-Corruption Law (6/2004, June 17) and Law of Revision of Mozambique Criminal Code (35/2014, December 31);</li> </ul> ; and

	<ul style="list-style-type: none"> <li>the applicable ABC laws of a country which applies to Syrah, its business partners or third parties operating on Syrah's behalf, including, without limitation, Articles 234-239 of the Federal Law 3/1987 of the United Arab Emirates.</li> </ul>
Associate	<p>Associate includes:</p> <ul style="list-style-type: none"> <li>a person or entity with whom personal business is conducted;</li> <li>a close friend;</li> <li>a relative;</li> <li>a person who is a trustee of a trust in relation to which the employee or contractor may benefit; or</li> <li>a director or officer of a company or other entity over which the employee or contractor has substantial control.</li> </ul>
Australian Criminal Code	Australian Criminal Code Act 1995
Bribery	Bribery means the offering, promising, giving, accepting or soliciting of an advantage as an inducement for an action which is illegal or a breach of trust.
Charitable Donations	Charitable donations means small or large amount of financial resources provided voluntarily to a charitable organisation to support a cause of initiative with no expectation of commercial gain in return.
Contractor	Contractor means contractors, consultants and other service providers.
Corruption	Corruption means the abuse of entrusted power for private gain.
Employee	Employee includes directors, officers and staff (whether permanent or casual, full-time or part-time) and temporary hires employed directly by the Company but do not include contractors.
Facilitation Payments	Facilitating payments are defined as payments to government officials for routine government action.
FCPA	The Foreign Corrupt Practices Act 1977. United States based legislation making it unlawful for a firm or person working within the United States to make a corrupt payment to a foreign official for the purpose of obtaining or retaining business for or with, or directing business to, any person.
Government Officials	<p>Government official includes:</p> <ul style="list-style-type: none"> <li>an official or employee of a government or government owned enterprise;</li> <li>an official or employee of a government agency or regulatory authority;</li> <li>an official or employee of a political party or a political candidate;</li> <li>any official or employee of an international public organisation such as the United Nations, World Bank or International Monetary Fund;</li> <li>a member of the judiciary or magistracy;</li> </ul>

	<ul style="list-style-type: none"> <li>• an individual who holds or performs the duties of an appointment, office or position created by custom or convention, including some members or royal families and some tribal leaders;</li> <li>• a person who is, or holds themselves out to be, an authorised intermediary of a government official;</li> <li>• a relative or associate of such government official; and Police</li> <li>• officers, customers and tax officials, employees of state owned enterprises, political party officials as well as children or other relatives of a government or political party official.</li> </ul>
Senior Executive	A Senior Executive is one of the Managing Director, the Chief Financial Officer (CFO), the Chief Operating Officer (COO), or the Company Secretary.
Sponsorship	Sponsorship refers to support for an event, initiative or organisation, by providing financial, property and / or other resources, in return for certain rights, benefits or associations that may be exploited. Sponsorships are intended to be mutually beneficial.
Third party representatives, agents and intermediaries	These are persons or entities retained to perform services for and on behalf of the Company to, for example solicit new business, retain existing business or supply services to fulfil a legal, regulatory or practical requirement. Examples of agents and intermediaries may include, but are not limited to, consultants, agents, brokers, vendors, joint venture partners, lobbyists, lawyers and freight forwarders.
Relative	Relative means an immediate family member and includes a spouse, partner, parent, child and sibling whether by blood, marriage or adoption (including in-laws) and includes anyone residing in a person’s home (other than tenant or domestic employee).

### 3. BRIBERY AND CORRUPTION

3.1 Bribery means the offering, promising, giving, accepting or soliciting of an advantage as an inducement for an action which is illegal, improper or a breach of trust. The Company’s attitude to bribery and corruption applies everywhere we do business. The Company expressly forbids:

- a) making, offering or promising to make a payment or transfer anything of value, including the provision of any service, gift, meal or entertainment, to government personnel and other officials for the purpose of improperly obtaining or retaining business, or for any other improper purpose or business advantage;
- b) making improper payments as described above, through third parties;
- c) offering or giving facilitation payments, even if the conduct is customary;
- d) payment of cash or cash equivalents to a government official.

- 3.2 Employees who refuse to participate in bribery or corrupt activity will be fully supported and protected by the Company to the best of its ability.

#### 4. FACILITATION PAYMENTS

- 4.1. Facilitation payments are defined as payments to government officials for routine government action. Such payments are generally for small amounts and often occur in dealings with customs, immigration or tax officials, when obtaining permits, licenses or other government papers. Such payments are difficult to monitor and sometimes there is ambiguity as to whether such payments are legal or constitute bribes. Accordingly, the making of facilitation payments is prohibited under this
- 4.2. Policy If a payment has been made as a result of a direct or associated imminent threat to health or safety of any Employee, employee of a Contractor or any accompanying person, the individual must immediately verbally report the payment to a Senior Executive and must document the event accurately and in reasonable detail and forward the report to the Senior Executive.
- 4.3. In making payment on behalf of the Company, all Associated Persons of the Company and Company Personnel should be mindful of what the payment is for and whether the amount requested is proportionate to the services provided. A receipt must always be requested which details the reasons for the payment. Any suspicions or concerns regarding a payment should be raised with the Board

#### 5. GIFTS, MEALS, TRAVEL, ENTERTAINMENT OR ANYTHING ELSE OF VALUE

- 5.1. The Company does not pay bribes, and avoids the appearance of paying bribes, through means such as meals and entertaining or gift giving. The giving or receiving of all gifts, meals, travel, entertainment or anything else of value must be appropriate and consistent with the Code of Conduct, the Corporate Travel Policy and the Gifts, Hospitality and Benefits Policy. The following general principles apply:
- a) **No Quid Pro Quo** – There must be a legitimate business purpose that justifies the expense. Under no circumstances should customary gifts, meals, entertainment, travel or lodging be given as a quid pro quo to improperly influence or obtain unfair advantage;
  - b) **No Cash Gifts** – Gifts should never be given in cash or cash equivalents (e.g. gift cards or certificates);
  - c) **Fully and Accurately Documented** – All expenses must be fully and accurately documented in accordance with our Policy;
  - d) **Appropriate and Approved** – All gifts, meals and entertainment must be appropriate and entered into the gift register. If greater than AUD250, the gift will be subject to review by the Audit Committee;
  - e) **Transparency in Gifts, Meals, Travel, Entertainment or anything else of value** – Customary gifts, meals, travel, entertainment or anything else of value should be transparent to avoid appearance of impropriety. Openness is achieved through thorough documentation and consultation and advance approval wherever

possible. A sample Gift Requisition Form is included in the Gifts, Hospitality and Benefits Policy;

- f) **Local Laws or Regulations** – The gift, meal, travel, entertainment or anything else of value must be legal under the laws and regulations of the country of the recipient;
- g) **Gifts, meals, travel, entertainment or anything else of value should be recorded and monitored** – Gifts, meals, travel, entertainment or anything else of value that has been given or received should be recorded in the gift register as included in the Gifts, Hospitality and Benefits Policy and maintained by the Chief Financial Officer. Items with a monetary value greater than AUD 250 will be subject to review by the Audit Committee. Management are required to monitor the Gift Register to ensure that any gift is appropriate, is never provided in cash and multiple gifts, meals and entertainment are not forthcoming from only a single source.

5.2. Refer to Attachment 2 for Quick Reference Examples related to gifts and entertainment. Employees should seek guidance in advance for special situations.

## 6. POLITICAL INVOLVEMENT

### 6.1 Corporate political involvement

The Company's approach to corporate political participation applies everywhere we do business. In summary, the Company will not:

- a) Participate directly in any party political activity;
- b) Make political contributions, or contribute to a political party or individuals involved in politics, whether in cash or in kind, anywhere in the world;
- c) Pay admissions to an event organised by political parties or individual politicians, for example a conference or dinner;
- d) Make contribution to organisations which are used as channels to provide funding to political parties or individual politicians.

### 6.2 Personal political involvement

The Company recognises Employee's rights to participate as individuals in the political process, in ways that are appropriate to each country. However, in such instances Employees should be made aware that they do not represent the Company when participating in any political process and on all relevant occasions should expressly state that any views that they express are their own views and not those of the Company.

## 7. CHARITABLE DONATIONS AND SPONSORSHIPS

- 7.1. Charitable donations refer to any small or large amount of financial resources provided voluntarily to a charitable organisation to support a cause of initiative with no expectation of commercial gain in return. Donations differ to sponsorships which provide commercial benefits.
- 7.2. Sponsorship refers to support for an event, initiative or organisation, by providing financial, property and / or other resources, in return for certain rights, benefits or associations that may be exploited. Sponsorships are intended to be mutually beneficial.
- 7.3. The Company's approach to charitable donations and sponsorship is as follows. They must not be:
- a) made to gain an unfair business advantage
  - b) made to individuals
  - c) politically connected.
- 7.4. Prior to a charitable donation or sponsorship being made, the Employee who is proposing the donation or sponsorship must ensure that:
- a) A proposal for the use of funds submitted by the charitable organisation or internal justification document for the use of funds is prepared by an Employee;
  - b) The charity is a legitimate organization;
  - c) Appropriate pre-approval has been obtained from the Managing Director.
  - d) The donated amount is used legitimately. It is encouraged that donations only be made for items which cannot be misappropriated;
  - e) Confirmation from the charitable organisation that they will abide by Syrah Resources' terms and conditions. A signed contract is preferred, where possible;
  - f) Copies of all documentation is kept in a hard copy file and / or on the shared network drive;
  - g) A register is maintained, recording all charitable donations and sponsorship in which the Company is involved. This register will identify the recipient, the purpose, the justification for the funding, the approver and the funds paid by the Company.
- 7.5. Post the charitable organisation receiving the donation or sponsorship, the Employee must ensure that:
- a) Regular progress updates are provided by the charitable organisation and or the Employee, these progress payments can be a combination of written reports and / or photos;
  - b) The work being completed is in accordance with the charitable organisations proposal / internal justification document and the agreed terms and conditions.

## 8. DUE DILIGENCE

### 8.1 Identification of government and other high risk relationships

It is imperative that the Company identify and monitor its relationships or changes to relationships which result in greater risk. It is the responsibility of the Company to identify and monitor its highest risk relationships with government- owned or affiliated business partners, government regulators and large commercial accounts. Special care must be exercised in these relationships, particularly as they relate to the hiring of intermediaries and the providing of gifts, entertainment or other business courtesies.

### 8.2 Hiring and contracting with brokers, agents, consultants and other Representatives dealing with government entities and high risk accounts

- a) Bribes are often paid through intermediaries and often bribes schemes are initiated by intermediaries who may have their own incentives for bribe paying. Accordingly, special care must be exercised around the retaining of brokers, agents, consultants and other third party representatives who assists the Company in high risk relationships, such as dealings with government entities and significant commercial accounts.
- b) Employees engaged in the hiring of consultants, brokers, agents and other third party representatives have special responsibility to know who they are hiring and to ensure such vendor is trustworthy, reputable and will not engage in corrupt activity.
- c) There may be signs and occurrences that will appear as “red flags” that indicate a relationship should be further investigated, and a Senior Executive of Syrah Resources Limited should be consulted. Refer top Attachment 3 for examples of “red flags”.
- d) Written contracts are required for all consultants, brokers, agents and other third party representatives who assist the Company with dealings with government entities. Such contracts must contain specific language, approved by the Managing Director including provisions that the representative agrees to annually certify compliance with ABC laws.

### 8.3 ABC due diligence for joint venture and proposed merger & acquisitions

- a) ABC due diligence must be carried out on proposed business relationships involving joint venture (JV) partners and merger and acquisition (M&A) targets. Due diligence should be conducted prior to any contract or agreement being signed.

### 8.4 Required due diligence – high risk countries

In certain countries, contracting with suppliers, consultants, brokers, agents and other third party representatives can create an elevated level of risk. In these countries,

additional procedures are required to be undertaken related to the hiring of such third parties. These procedures include:

- a) All such third parties are required to complete a Questionnaire and Certificate of Compliance and may be subject to a background investigation to be performed by the Company or a firm hired by the Company. See Attachment 4, Questionnaire For Proposed Third Party Representatives (High Risk Accounts);
- b) A review of the Questionnaire must be completed by an appropriately senior employee independent to the transaction to determine on a case by case basis whether circumstances warrant conducting a further background investigation and/or if additional inquiries should be made;
- c) Following completion of the above, the request to retain the third party will either be approved or rejected by management. Upon acceptance, the third party may be retained subject to agreeing to the terms of a written contract that includes approved ABC language;
- d) Written contracts are required in all cases and must contain language prohibiting the representative from bribery or other corrupt activity on behalf of the Company and requiring that the representative annually certify compliance with the Company's ABC policy;
- e) The relevant manager will retain a file documenting the due diligence and approval process for such representatives in high risk countries.

## 8.5 Bribery and corruption risks

Bribery and corruption risks must always be considered when the Company is evaluating new projects and new countries. The Company must, before it commences any new activity or commences an activity in a new nominated country, undertake a bribery and corruption risk analysis. This analysis will focus on business integrity and other matters covered in this Policy and will be fully documented.

## 9. REPORTING AND INVESTIGATIONS OF BRIBERY, AND CORRUPTION VIOLATIONS

### 9.1 Reporting of suspected violations of this policy

- a) All Employees of the Company are responsible for reporting violations of this Policy, or any other conduct involving bribery and / or corruption which is not stipulated in this Policy.
- b) Employees must be alert to red flags in relation to bribery and corruption and raise such red flags with a Senior Executive. The person receiving the report must report the matter to the Managing Director.
- c) The reporting of any red flags as described above will be treated in a manner to safe guard confidentiality and provide ongoing support and protection of the Company provided for in that Policy will apply in such circumstances.

## 9.2 Investigation of suspected violations of this policy

- a) All reported incidents will be recorded and investigated in a timely manner. Investigations will be conducted by an appropriately qualified Senior Executive.
- b) Where deemed necessary, Senior Executives may engage external consultants, such as forensic accountants / investigators to conduct an investigation into the suspected violation.

## 9.3 Enforcement and discipline

Any Employee who knowingly violates this policy will be subject to appropriate disciplinary action, up to and including termination of employment as described in the Disciplinary Policy and Procedures.

Contractors or Consultants who fail to comply with this Policy will be in breach of contract which will provide grounds for the termination of their Contract or Consulting Agreement as the case may be.

# 10. SYRAH RESOURCES RECORDS AND INTERNAL CONTROLS

## 10.1 Accurate books and records

Employees must always record payments correctly and transparently. It is the Company's Policy to have effective systems of internal controls, including financial, accounting, and tax accounting systems, to ensure accurate books and records are kept and a true and fair reflection of the Company's business affairs to prevent:

- a) Incidents of bribery and corruption
- b) Unrecorded, unidentified or misidentified accounts
- c) Creation of false records

Group management, through the Managing Director, is responsible for designing, implementing and reporting on the adequacy of the Group's risk management and internal control system

In countries where the Transparency International corruption score<sup>(2)</sup> is less than 40 (the lower the score, the more corrupt the country is perceived to be), management is responsible for implementing increased controls around payments to freight forwarders, including enhanced scrutiny in the way of line-by-line review of invoices for suspicious or high risk charges.

## 10.2 Monitoring of internal controls

The Audit and Risk Committee (“**Committee**”) have primary responsibility for oversight of the internal controls in place to detect and deter any activity contrary to this policy.

### 10.3 Annual compliance requirements

Each Employee is required to sign a certificate of compliance stating that they acknowledge and understand the terms and conditions of this policy.

A comprehensive bribery and corruption risk assessment should be conducted at least every 24 months, and refreshed annually, to ensure that the Company’s controls and Policies are evolving to meet new risks posed by the changing business and external environment.

Bribery and corruption risk assessments may be conducted at more regular intervals where the Company is considering commencing activities or operations in new jurisdictions or acquiring a new entity that may have a different bribery and corruption risk profile (i.e. proposed JV and M&A’s).

- (2) To be determined by reference to the most recently released results of Transparency International’s Corruption Perceptions Index, <http://www.transparency.org/>

## 11. EDUCATION AND TRAINING

11.1 Employees who are identified as having a high risk of exposure to bribery and corruption practices must attend classroom format ABC training that provides:

- a) Information on the Company’s ABC program;
- b) The definition of bribery and corruption;
- c) Examples of bribery and corruption;
- d) Bribery and corruption red flags;
- e) Specific case studies relevant to the employees position, department and location;
- f) Procedures to follow if offered or asked for a bribe or if there is suspicion that bribery or corruption has occurred.

11.2 Employees are required to acknowledge that they understand their obligations. A record will be kept of each employee who has completed and acknowledged the ABC training.

11.3 The ABC training will be regularly updated following the periodic bribery and corruption risk assessment taking into account lessons learnt pertaining to bribery and corruption practices and will be tailored to the specific requirements of the audience (i.e. by taking into account seniority, function and duties).

## 12. RESPONSIBILITIES AND OVERSIGHT

1. All of the Company's business units have primary responsibility for internally reporting bribe solicitations or other requests in violations of the law to a Senior Executive and for appropriately responding to such requests.
2. The Committee will receive annual reports on the Company's compliance with this ABC Policy. Significant or urgent matters will be escalated to the Committee on an expedited basis, as determined by the Managing Director in the first instance.

Attachment 1

**EMPLOYEE ACKNOWLEDGEMENT**

I hereby acknowledge that I have been provided with a complete copy of “Anti-Bribery and Corruption Policy” and have been requested to review the document and where required, seek clarification of any matter contained therein about which I was uncertain or did not understand.

I confirm that I have undertaken the review referred to above and that I understand the contents of the Anti- Bribery and Corruption Policy and hereby agree that I will comply with all of the requirements of that document.

.....

(Signature of Employee)

.....

(Name of Employee)

.....

(Date)

Attachment 2

**QUICK REFERENCE EXAMPLES**

**Entertainment**

	Types	Occasions	Individuals
Appropriate	<ul style="list-style-type: none"> <li>• Business meals</li> <li>• Non-meal refreshments as part of hospitality</li> <li>• Cultural or sporting events</li> </ul>	<ul style="list-style-type: none"> <li>• Where business is conducted during or immediately after/before the entertainment</li> </ul>	<ul style="list-style-type: none"> <li>• Representatives of government departments or organisation with whom no bid or deal is pending</li> </ul>
Inappropriate	<ul style="list-style-type: none"> <li>• Massage parlours</li> <li>• Adult entertainment and adult movies</li> <li>• Illegal activities</li> <li>• Recreational events where a Company employee does not attend with the customer</li> </ul>	<ul style="list-style-type: none"> <li>• Before/during submission of bids</li> <li>• Before contract signing</li> <li>• Frequent entertaining of one individual</li> <li>• When overall situation gives an appearance of impropriety</li> <li>• Receipt of entertainment is prohibited by the law or recipient's employer</li> </ul>	<ul style="list-style-type: none"> <li>• Representatives of government departments or organisation with whom a bid or deal is pending</li> <li>• Receipt of entertainment is prohibited by the law or recipient's employer</li> </ul>

**Gifts**

	Types	Occasions	Individuals
Appropriate	<ul style="list-style-type: none"> <li>• Company logo items</li> <li>• Items with no market value</li> <li>• Token gifts</li> <li>• Courtesy gifts</li> </ul>	<ul style="list-style-type: none"> <li>• When culturally appropriate (i.e. during Spring Festival or Mid-Autumn Festival)</li> <li>• In exchange for hospitality</li> </ul>	<ul style="list-style-type: none"> <li>• Representatives with whom no bid (contract/s) or deal is pending</li> </ul>
Inappropriate	<ul style="list-style-type: none"> <li>• Cash, stocks, other negotiable instruments</li> <li>• Any other instruments of value, such as gift coupons</li> <li>• Jewellery</li> <li>• Cigarettes or cigars</li> <li>• Reimbursement of expenses</li> <li>• Forgiveness of debt</li> <li>• Promise of employment or personal favours</li> </ul>	<ul style="list-style-type: none"> <li>• Before/during submission of bids</li> <li>• Before contract signing</li> <li>• Frequent giving to one individual</li> <li>• When overall situation gives an appearance of impropriety</li> <li>• Receipt of gifts is prohibited by the law or recipient's employer</li> </ul>	<ul style="list-style-type: none"> <li>• Representatives of government departments or organisation with whom a bid or deal is pending</li> <li>• Receipt of gifts is prohibited by the law or recipient's employer</li> </ul>

## Attachment 3

### LIST OF RED FLAGS

#### Retaining Consultants, Brokers, Agents and other Representatives

Listed below are some common “red flags” that call for the exercise of extreme caution and the utmost due diligence when considering hiring a consultant, broker, agent or other third party representatives (hereafter described as “representative”) that will interact with government officials.

- Representative is suggested or referred by government official.
- Government official advises that he / she will only do business through certain representative(s).
- Representative is a relative of government official.
- Representative suggests he / she has a “personal relationship” or special connections with government official.
- Representative does not appear qualified to perform the service contracted for or main qualification appears to be personal relationship with government officials.
- Due diligence provides derogatory or limited information about the Representative.
- Representative does not have an office or established business.
- Representative has reputation for getting “things done.”
- Representative requests unusual or excessive payment arrangement.
- Representative suggests that for a certain amount of money he can fix the problem.
- Representative requests to be paid in cash or have payment wired to out-of-country account.
- Representative refuses to fully account for his time or detail activities.
- Representative presents inflated invoice or fails to provide documentation of expenses when requested.
- Representative refuses to enter into written agreement governing his / her conduct, including compliance with the FCPA, UK Bribery Act, Australian Criminal Code or anti-corruption laws of other countries.
- Representative refuses to be audited in accordance with his / her contract.

Attachment 4

**QUESTIONNAIRE**

Questionnaire for Proposed Suppliers, Agents, Consultants and Representatives and Certificate of Compliance

<b>1. Supplier, agent, consultant or representative/company name</b>		
<b>2. Country in which you will represent/supply us</b>		
<b>3. Address</b>		
	Telephone	Email
<b>4. Date &amp; Place of incorporate (if an incorporated entity)</b>		
<b>5. Management information</b>		
	Chairman/President	
	Managing Director	
	Other Directors	
<b>6 Owners/Principals</b>		
	Name	% Ownership
<b>7. Parent Company (if any)</b>		
	Subsidiary companies	
	Jointly owned companies	
	Type of ownership in jointly owned companies	
<b>8. Business references</b>		
<b>9. Banking References</b>		
	(a)	
	(b)	
<b>10. Other businesses in which managing director is engaged</b>		
<b>11. Other business in which directors are engaged</b>		
	Name of Director	Business

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**12. Historical background**

- (a) Years company has been in business
- (b) Briefly describe primary area(s) of business activity
- 

**13. Please attach financial statement (audited, if available) for the past three (3) years, including balance sheets and profit and loss statements.**

**14. Please use this space to provide any additional information which you feel may be relevant to the relationship between your company and us. Use a separate sheet if necessary.**

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**15. Does any current or former government official, political party official, candidate for political office, or relative of such a person, have an ownership interest, directly or indirectly in your company?**

- Yes       NO

(Note: Indirect ownership could include an ownership by a member of the official's family or through another entity (e.g. through a company that is itself owned by the official or their family.)

**(b) Is any current or former government official, political party official, candidate for political office, or relative of such a person an employee, officer or director of your company?**

- Yes       NO

**(c) If the answer to either (a) or (b) above is yes, please:**

- i. State the name and position of such person in the government or political party;
- 

- ii. Describe his/her official duties and responsibilities with the government, governmental office or political party and, if the foreign official is a relative of an owner, director, officer or employee of your company, the relationship of that official to your personnel;
- 

- iii. Indicate the type and extent of his/her ownership interest in your company (e.g., percentage of ownership, positions with the company, shareholder, officer, director, etc.).
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**16. Are there any matter relating to Anti-Bribery and Anti-Corruption that your company would like to disclose (see section (b) of the Certificate of Compliance)? If "Yes", please provide details.**

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The signature below authorises Syrah Resources to use any information contained in the Questionnaire for the purpose of determining whether I or my company will be retained by Syrah Resources as its supplier, agent, consultant, or representative. This signature does not authorise use of this information for any other purpose or disclosure to any third party without express written consent, unless required by law.

In completing this Questionnaire I acknowledge that I have read and agreed to Syrah Resources' Privacy policy, a copy of which can be accessed here:

<http://www.syrahresources.com.au/corporate-governance>.

Signature	Witness
Name and Title	Name and Title
Company	Date

Syrah Resources Limited			
<b>Title</b>	Whistleblower Policy		
<b>Document No.</b>	SYR-POL- Whistleblower Policy	<b>Revision</b>	0
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