

MARVEL GOLD LIMITED: ANTI-BRIBERY AND CORRUPTION POLICY

1. Purpose

Marvel Gold Limited (**Marvel** or **the Company**) is committed to conducting its business and activities in accordance with all applicable laws, rules and regulations and with the highest integrity.

Marvel is committed to a zero tolerance approach to bribery and corruption, in any form, whether direct or indirect, whether in the public or private sector, anywhere in the world. Marvel, and our employees, share a collective commitment to act professionally, fairly and with integrity, accountability and transparency at all times.

Bribery and corruption can take many forms, including the provision or acceptance of:

- cash payments;
- phony jobs or “consulting” relationships;
- kickbacks;
- political contributions;
- charitable contributions;
- social benefits; or
- gifts, travel, hospitality, and reimbursement of expenses.

This Policy has been established to support the governance model as follows:

- Corporate Code of Conduct
- Risk Management Policy
- Treasury Policy

2. Objectives / Principles

Marvel will act with integrity by:

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

3. Responsibility and Scope

All Marvel employees including senior executives and members of the Marvel Board, suppliers, contractors, consultants and other business partners are expected to read, understand and adhere to this policy and any related standards, guidelines and procedures.

4. Definitions

For the purpose of this policy, the following definitions apply:

Anti-Bribery and Corruption Laws include:

- the Criminal Code Amendment (Bribery of Foreign Officials) Act 1999 (Cth);
- the Foreign Corrupt Practices Act 1977 (US);
- The Corruption of Foreign Public Officials Act (Canada);
- any other anti-corruption laws of the Commonwealth of Australia or the State of Western Australia (including any applicable common law, law of equity, any written law, statute, regulation or other instrument made under statute or by any government agency), and
- any anti-corruption law of a country other than Australia which applies to Marvel, its business partners or third parties operating on Marvel's behalf.

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

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

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

Government Official means:

- any political party, party official or candidate of political office;
- any official or employee of a government (whether national, state/provincial or local) or agency, department or instrumentality of any government or any government-owned or controlled entity (including state owned enterprises);
- any official or employee of any public international organisation;
- any person acting in an official function or capacity for such government, agency, instrumentality, entity or organisation;
- any person who holds or performs the duties of any appointment created by custom or convention or who otherwise acts in an official capacity (including, some indigenous or tribal leaders who are authorised and empowered to act on behalf of the relevant group of indigenous peoples and members of royal families);
- any person who holds themselves out to be an authorised intermediary of a government official.

The definition of “government official” is relatively broad and extends beyond the common understanding of government official or employees. If you have any concerns as to whether an individual is a government official, please contact the Company Secretary.

Reporting Threshold is defined in section 5.5.

5. Key Policy Requirements

5.1 Reporting a Breach or Suspected Breach of this Policy

If any person becomes aware of, or suspects, bribery or corruption practices they should immediately report to the Company Secretary or Executive Chair, or follow the guidelines in the Company’s Whistle-Blower Policy.

If the matter may cause significant financial loss to Marvel, materially damage Marvel’s reputation or interests or involves a senior manager or director (**Material Report**), the matter **must be** reported to the Executive Chair as soon as possible, unless it relates to Executive Chair, in which case it must be reported to either a Non-Executive Director or the External Auditor.

5.2 Payments to Governments or Political Parties

Discretionary payments to Governments (i.e. those not based on a published schedule of rates for a service) or political parties greater than the Reporting Threshold (refer to section 5.5) shall be captured on a register and disclosed to the Board of Directors at the next meeting.

5.3 Donations and Sponsorship

Donations and sponsorship payments greater than the Reporting Threshold (refer to section 5.5) shall be captured on a register and disclosed to the Board of Directors at the next meeting.

5.4 Gifts and Entertainment

All gifts and entertainment given or received greater than the Reporting Threshold (refer to section 5.5) shall be captured on a register and disclosed to the Board of Directors at the next meeting. In principle, gifts and entertainment should not be given or received during any business negotiation especially during the tender process for a project or contract. Always consider the intention behind the gift, and the frequency, when deciding whether or not it would be appropriate to accept in compliance with this policy.

5.5 Reporting Threshold

Amounts individually or in combination where provided as a package exceeding:

- Discretionary payments made by Marvel to Government or Political Parties >\$500
- Donations and sponsorship made by Marvel >\$500
- Gifts and entertainment received from a third party >\$100

The threshold for reporting has been set on the basis that amounts in excess of this value may have the ability to influence people’s behaviour.

6. Breaches

Any breach of this policy is a serious matter which will be investigated and addressed by Marvel. Disciplinary action may be taken against anyone who breaches this policy. Disciplinary action will depend on the severity of the breach but may include

- reprimands

- formal warnings
- demotions
- termination of contracts of employment.

Matters may also, depending on the circumstances, be referred to law enforcement agencies.

7. Recordkeeping

Record keeping consists of maintaining the following registers:

- Discretionary payments made by Marvel to Government or Political Parties >\$500
- Donations and sponsorship made by Marvel >\$500
- Gifts and entertainment received from a third party >\$100

The registers shall be maintained by the Company Secretary or their delegate.

8. Policy Review

This Policy is to be reviewed on an annual basis by the Company Secretary in consultation with the Executive Chair and presented to the Board for review.

Rev	Description	Prepared By	Reviewed By	Approved By	Date
A	Issued for Use	Company Secretary	Managing Director and Board	Board	30 May 2016