

CORPORATE GOVERNANCE

ANTI CORRUPTION POLICY

Policy Background / Board Commitment

Sayona Mining Limited ('Sayona' or 'the Company') is committed to the highest standards of ethical business conduct.

Compliance with legislation is viewed as a minimum standard of conduct, and that appropriate standards of conduct are expected to be higher than those prescribed in legislation.

Sayona acknowledges that bribery and corruption are universally recognised as unacceptable abuses of power, and that their impact distorts international trade flows as well as undermining the social and economic development of emerging nations.

Purpose

To set standards of behaviour expected by employees in business dealings with external parties (particularly overseas) in relation to the provision of any form of benefit in order to:

- Promote compliance with the Criminal Code Amendment (Bribery of Foreign Public Officials) Act 1999
- Ensure that Sayona protects and maintains its business reputation and integrity

References

Criminal Code Amendment (Bribery of Foreign Public Officials) Act 1999

Interpretation and Application

This policy should be considered in conjunction with applicable legislation and the Code of Conduct.

The policy applies to all Sayona directors, managers and employees.

The policy applies to any contractors, agents and other intermediaries engaged by Sayona.

Policy Statement

1. Bribery in all its forms is strictly prohibited conduct.
2. The use of Facilitation Payments is strongly discouraged, however it is recognised that payments / benefits of a small monetary value may be unavoidable in a limited number of circumstances.
3. Minor Facilitation Payments may only be made under the following conditions:
 - (a) Every effort to seek an alternative resolution of the matter has been made;
 - (b) Payment is for expediting a routine administrative action that Sayona is legally entitled to in the ordinary course of business;

- (c) Payment is not for the purpose of obtaining or retaining business or any business advantage that is not legitimately due to Sayona;
 - (d) Prior approval from a senior manager has been obtained;
 - (e) Written documentation of the payment, including details of efforts to seek an alternative resolution, the circumstances of the routine administrative action, the value of the benefit, the date of the conduct and the identity of the recipient of the benefit; and
 - (f) Prompt notification and forwarding of copies of the documentation to the Company Secretary.
4. Contractors, agents and other intermediaries employed by Sayona are also required to comply with this policy and any applicable anti-bribery legislation.
 5. Any staff member who becomes aware of a possible breach of this policy or antibribery legislation is obliged to report the matter to their manager / supervisor or to the Company Secretary.
 6. With the exception of deliberate false reports, staff members who report possible breaches are not to be personally disadvantaged (such as demotion, harassment and discrimination) as a result of the making the report.

Definitions

Bribery

The provision, offer or promise of a benefit to another person where the benefit is not legitimately due to that person and with the intention of influencing them to make a decision that obtains or retains business or a business advantage for the provider of the bribe.

Minor Facilitation Payments

The payment of a benefit with a small monetary value to another person for the sole or dominant purpose of expediting or securing the performance of a routine administrative action.

Routine Administration Action

Duty or task ordinarily and commonly performed by a person that does not involve making or advising on a decision to award new business, continue an existing business or determine the terms and conditions of any existing or new business.

Examples include the following:

- Granting of visas and work permits
- Provision of police protection
- Provision of mail and telecommunication services
- Provision of power, gas and water
- Loading and unloading of cargo
- Protection of perishable goods from deterioration
- Scheduling of inspections related to the transit of goods
- Processing and granting of statutory licences, permits and orders