Anti-Bribery, Fraud and Corruption Policy

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Anti-Bribery, Fraud and Corruption Policy

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1. POLICY STATEMENT

1.1. Policy Purpose

The Company is committed to responsible corporate governance, including ensuring that appropriate processes are in place to promote compliance with anti-bribery and corruption laws in countries where Liontown operates.

The purpose of this Policy is to:

a) outline the Company's position on bribery and other corrupt behaviour;

b) outline the responsibilities of the Board, officers, senior executives, employees, consultants, contractors (Liontown Personnel) in observing and upholding our position on bribery and corruption;

c) promote the use of legitimate business practices in presenting Liontown's position on issues to government authorities and in the marketplace; and

d) provide information on guidance on how to recognise and deal with instances of bribery and corruption.

1.2. Policy Scope

All Liontown Personnel, any parties acting as representatives or agents of the Company, and others who may provide services on the Company's behalf (Liontown Group Representatives).

This Policy applies to the Company's majority-owned operations in countries in which the Company or its subsidiaries operate. Where Liontown has a minority interest, compliance with the requirements outlined in this Policy is required where it is reasonable and appropriate for Liontown to ascertain, recognising that the manner in which other parties meet these requirements may vary.

2. OUR COMMITMENT

The Company does not tolerate any form of bribery or corruption. Bribery and corruption involve the misuse of position and influence, in return for improper advantage, undermining the integrity and fairness of the marketplace. The Company aims to comply with all applicable anti-bribery and corruption laws in countries where we operate. Breaching these laws may result in serious criminal and civil penalties in addition to the reputational damage that may be done if the Company is involved in bribery or corruption.

3. DEFINITIONS

Bribery means the offering, promising, giving, accepting or soliciting of any value (including a financial or other advantage) to improperly influence actions. Improper influence involves the intent to induce an action that is illegal, unethical or a breach of trust (a misuse of someone's position).

Corruption means dishonest activity involving the abuse of position and/or trust to get an advantage or gain not legitimately due (whether a personal advantage or an advantage for Liontown).

Bribery can often be difficult to identify, and it is important to remember that:

a) Bribery can take many forms, is often disguised and may be difficult to trace or detect. Some examples of common types of bribes, and things often used to hide bribes, include:

- money (or cash equivalent such as shares, gift cards, etc);
- discounts;
- unreasonable or extravagant gifts, entertainment or hospitality (including free or discounted upgrades, free or heavily discounted flights, accommodation or other product);
- benefits and 'perks' to relatives, including employment, education, training, etc;
- inflated or false invoices (or enhanced fees/commissions);
- unwarranted allowances or expenses;
- kickbacks;
- "facilitation payments" also known as "grease payments" (see below);
- political/charitable contributions;
- uncompensated use of company services or facilities;
- information;

- anything else of value; or
- another advantage not legitimately due (whether financial or not).

b) Bribery may be direct, or it may be indirect, for example, involving an intermediary or agent of the person giving or accepting the bribe.

c) Bribes need not involve large sums of money, and in fact, a bribe can occur even if no money is exchanged at all.

d) The offence of bribery can occur even if the bribe is 'unsuccessful' (e.g., the conduct sought to be induced does not occur).

A **facilitation payment** is a payment or other inducement provided to a government official to secure or expedite a routine function the official is already obliged to perform (such as the grant of a license or customs approval).

Fraud means dishonest activity causing actual or potential financial loss to any person or entity, including theft of money or other property by employees or third parties, and where deception is used at the time, immediately before or immediately after the activity. This includes deliberate falsification, concealment, destruction or use of falsified documentation; improper use of information or position for personal financial benefit; misappropriation of assets; and any activity involving deception that results in actual or potential loss to Liontown or a third party. Fraud may be committed by individuals or in collusion with others inside or outside Liontown. Facilitation payments are prohibited under this Policy as they constitute bribes under Australian law (Criminal Code Act 1995 (Cth), Division 70).

A **secret commission** is an undisclosed payment (or something of value) that is offered or provided to a representative of a person for the purpose of influencing that person in the conduct of their business.

Extortion is an improper demand for payment from an employee or representative.

The definition of "government official" is relatively broad and extends beyond the common understanding of the term. **Government Official** includes:

a) any official or employee of a government (whether national, state/provincial or local) or agency, department or instrumentality of any government;

b) any official or employee of a government-owned or controlled entity (including state-owned or controlled enterprises);

c) any official or employee of any public international organisation (for example, the UN, the World Bank, etc);

d) any person acting in an official function or capacity for such government, agency, instrumentality, entity or organisation;

e) 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);

f) any political party, party official or candidate for political office;

g) any person who holds themselves out to be an authorised intermediary of a government official.

If you are unsure whether an individual is a Government Official, please contact your immediate manager.

4. ROLES AND RESPONSIBILITIES

This section related to the role of individuals and Liontown Group Representatives. The Company expects, where reasonable and appropriate, those covered by this Policy to:

a) understand and comply with this Policy;

b) report any instances where improper payments (including facilitation payments) are requested as soon as possible after the request is made;

c) be alert to warning signs of corrupt conduct and, if in good faith, considers the conduct is or may be a breach of this Policy must immediately report or seek guidance about suspected or actual violation of this Policy. Reporting may be through management, to the relevant legal counsel, or other authority, depending on what is most comfortable or appropriate in the circumstances to the individual(s);

d) reward individuals for actively seeking to comply with and enforce this Policy, including those who refuse to engage in bribery or other corrupt conduct;

e) conduct appropriate due diligence into potential counterparties, agents, joint venturers and other business partners and ensure that they comply with this Policy or that their own anti-bribery and corruption policies are consistent with this Policy and are being followed in accordance;

f) use appropriate contractual requirements in agreements with third parties to ensure that Liontown has adequate protections (including, for example, warranties and guarantees) and rights (including, for example, notification, indemnification, audit, and termination); and

g) discipline individuals who violate the Policy in accordance with section 13.

If any Liontown Group Representative is unsure whether a particular act constitutes bribery, a facilitation payment, a secret commission or money laundering, or has any other queries, they should ask their immediate manager.

5. IMPROPER EXCHANGES – OFFERING AND RECEIVING

Liontown Group Representatives must not offer, promise, accept, receive or request – or engage another party to offer, promise, accept, receive or request anything of value (cash, loan, gift, hospitality, personal/family/social/sporting/ cultural favour or other financial or non-financial advantage) for the purpose of inducing or rewarding a discretionary favourable action or the exercise of influence, regardless of the country, public or private sector or person concerned. The payment or receipt of secret or undisclosed commissions is strictly prohibited.

Company and Liontown Group Representatives must not consent to, or connive in, aid or abet, counsel or procure the commission of any of the conduct outlined in this Policy.

6. EXTORTION

The Company also condemns improper demands for payment from Liontown Group Representatives, referred to in many parts of the world as “extortion”. A payment may be made when a member of Liontown Group Representatives reasonably believes that his or her life or health, or that of another, is at risk unless a demand for payment is met, provided that the Liontown Group Representative immediately reports the incident to the Managing Director & CEO of Liontown.

Absent an immediate threat to life or health, where an improper demand for payment has been made under threat, confinement or serious destruction of company property, the Managing Director & CEO should be contacted immediately.

7. GIFT, DISCOUNTS AND HOSPITALITY

The giving and receiving of gifts, discounts, and hospitality in connection with Liontown’s business is governed by the Conflicts of Interest, Gifts and Entertainment Policy and the Conflicts of Interest, Gifts and Entertainment Standard. All Liontown Group Representatives must comply with those documents. Specific thresholds, approval requirements, aggregate monitoring rules and register obligations are set out in the Standard. Gifts and entertainment involving Government Officials are prohibited unless the Managing Director approves an exception under section 6.5 of the Standard. Any proposed interaction involving gifts or hospitality with a Government Official must be referred to the Company Secretary before proceeding.

8. INTERMEDIARIES, AGENTS, BUSINESS PARTNERS AND OTHER THIRD PARTIES

In situations where a third party/intermediary is engaged, for example, to:

a) represent Liontown’s interest, for example, to current and potential private or government

b) business partners (such as a sales agent, a customs clearing agent or a lobbyist) (an intermediary);

c) conduct work on behalf of Liontown (a contractor); or

d) work with Liontown on a particular project or matter (such as a JV partner or business partner), the Liontown Personnel responsible for the engagement must, if considered reasonable and appropriate in each circumstance:

e) ensure that Liontown undertakes appropriate and documented due diligence regarding the integrity, reputation, credentials and qualifications of the third party;

f) ensure that the fees payable to the third party are reasonable for the services being rendered. Ad valorem or percentage-based fees may not be agreed without prior approval of the Managing Director & CEO or a designated person;

g) ensure that Liontown’s position with respect to anti-bribery and corruption as set out in this Policy is communicated to the third party;

h) ensure that the third party either agrees in writing to comply with this Policy or has similar values and similar appropriate anti-bribery and corruption policies of its own. Where such third parties have a policy which

substantially meets the principles and requirements set out in this Policy, Liontown may accept a commitment by that entity to comply with that entity's own policy in place of requiring a commitment to comply with this Policy;

i) ensure that the agreement with the third party incorporates Liontown's standard terms in relation to anti-bribery and corruption, as appropriate based on the risk-based assessment of the third party (including clauses relating to matters such as warranty, guarantee, reporting, audit, termination and indemnification); and

j) undertake regular reviews (as appropriate) of the third party's performance to monitor relevant performance and prevent misconduct.

It is the responsibility of the employee engaging the third party to ensure that these requirements are met. Entities Liontown seeks to acquire must also be subject to appropriate and documented anti-bribery and corruption due diligence.

9. CHARITABLE DONATIONS

Liontown may at certain times support charitable causes in countries where Liontown operates, by making charitable donations, without expectation or acceptance of favourable action or the exercise of influence. In limited circumstances, a charitable donation may pose a risk of corruption, for example, by being made to an artificial charitable organisation or ultimately benefiting a third party such as a government official.

To address this risk, charitable donations on behalf of Liontown must:

a) be made only to approved not-for-profit organisations whose goals reflect Liontown's values;

b) be approved in accordance with Liontown's approved Delegation of Authority;

c) be accurately recorded in the business records of the Company;

d) not be made to individuals or for-profit organisations;

e) not be made in cash or to private accounts; and

f) be consistent with this Policy.

Before a charitable donation is approved, Liontown must carry out due diligence on the recipient that is proportionate to the amount of the donation and the risk it presents.

10. SPONSORSHIPS AND GRANTS

Sponsorships differ from charitable donations in that, apart from providing a benefit to the organisation, event or activity being sponsored, they are also aimed at obtaining a marketing benefit for Liontown. Sponsorships and grants can create problems where they are seen to improperly induce or reward a discretionary favourable action or the exercise of influence.

The Company will not sponsor or provide grants for events or activities that are:

a) inconsistent with Liontown's values or this Policy; or

b) linked to any organisation or individuals that could bring Liontown into disrepute.

Authorisation of sponsorship and grant arrangements must only be made within relevant authority limits in accordance with Liontown's approved Delegation of Authority.

Before a sponsorship is approved, Liontown must carry out due diligence on the sponsored party that is proportionate to the amount and the risk it presents.

11. MAINTAINING BUSINESS RECORDS

Liontown Group Representatives must keep complete and accurate business records, including financial, human resources, payroll and environmental records, and not create false, misleading or artificial entries to conceal improper payments or corrupt activity. Retention of said records must be in line with good business practice. All applicable control and approval procedures must be followed.

All expenses relating to gifts and hospitality provided by Liontown or Liontown Group Representatives must be accurately recorded, with reasonable detail, in the business records of the Company in accordance with the relevant Liontown policy (if any).

12. TRAINING AND COMMUNICATION

The Company will communicate this Policy to all Liontown Group Representatives through its established communication channels and provide training appropriate to the risk profile of each role. Training will be provided to all new employees as part of induction, annually as part of the compliance training program, especially for personnel in roles with elevated bribery, fraud or corruption risk exposure.

The Company encourages open communication regarding this Policy and any matters that may arise under it. As noted in section 4, Liontown Group Representatives are required to report any suspected breach of the Policy.

As no Policy such as this can address every possible situation that may arise to which it may apply, this Policy is intended to serve as a source of guiding principles and to encourage open dialogue and communication.

13. POLITICAL DONATIONS AND ACTIVITIES

Liontown does not make political donations or contributions to political parties, political campaigns or candidates for political office. This prohibition extends to any donation, contribution or payment of any kind, whether monetary or in-kind. Liontown Group Representatives must not make political donations on behalf of, or purportedly on behalf of, Liontown or using Company resources.

Liontown engages with political parties and participates in public policy discussions in jurisdictions in which it operates. Where appropriate and approved in accordance with Liontown's Delegation of Authority, we may pay to attend political party business engagement events as part of our participation in public policy debate. Such payments are recorded on a register of payments to political parties, and where required, disclosed publicly in accordance with donation rules.

14. REPORTING SUSPECTED BREACHES

Liontown Group Representatives who suspect or become aware of a breach or potential breach of this Policy must report it immediately. Reports may be made through any of the following channels: the individual's line manager (where appropriate); the Company Secretary; Principal Risk & Compliance; or YourCall, the Company's independent, confidential reporting service (available 24/7 via phone on 1300 790 228 or online at www.yourcall.com.au/report).

Liontown is committed to protecting whistleblowers in line with its Whistleblower Protection Policy. No person will be subject to retaliation, adverse treatment or detriment for reporting a suspected breach in good faith.

15. CONSEQUENCES OF BREACH

The Company considers any breach of this Policy to be serious misconduct. The Board is to be informed of any material incidents of bribery or corruption.

Disciplinary action will be taken against anyone who breaches this Policy; the nature of such action will depend on the severity of the breach but may include a reprimand, formal warning, demotion, and/or termination of employment.

If a third-party providing services to or on behalf of Liontown does not comply with this Policy, Liontown will review, and may terminate, the engagement of that third party.

Any breach of this Policy is a serious matter that will be investigated and addressed by Liontown. Depending on the circumstances, Liontown may also refer matters to regulatory and law enforcement agencies.

As noted at the outset of this Policy, in most countries, including Australia, bribery and many other forms of corruption are crimes, which can have very serious consequences for Liontown and individuals involved in the conduct, including criminal and civil penalties or fines, criminal convictions and imprisonment. Business consequences can also be very serious, and include potential liabilities, loss of business, damage to relationships, exclusion from bids, and other such outcomes.

16. SOURCES OF LEGAL OBLIGATIONS

The sources of legal obligations behind this Policy are the anti-corruption laws of countries in which the Company and its subsidiaries operate, under the United Nations Anti-Corruptions Convention as well as the OECD Convention on the Combating Bribery of Foreign Public Officials in the International Business Transactions, including:

a) Criminal Code Act 1995 (Cth), Criminal Code Amendment (Bribery of Foreign Officials) Act 1999 (Cth) and Corporations Act 2001 (Cth)(Australia);

b) Bribery Act 2010 (UK);

c) Foreign Corrupt Practices Act 1977 (US) and the US Code, sec 666 – theft or bribery concerning programs receiving Federal funds (United States);

d) any anti-corruption law of a country which applies to the Company, its business partners, or third parties operating on its behalf. A number of the above laws, such as the Australian Criminal Code, the US Foreign Corrupt Practices Act and the UK Bribery Act 2010, have extra territorial reach. This means that, for example, under Australian law an Australian citizen may be prosecuted in Australia even where the relevant activity occurred overseas. These laws apply to Liontown as well as Company personnel.

e) Criminal Code (WA) — Chapter XIII (Corruption and abuse of office, s 82) and Chapter LV (Corruption of agents, trustees and others, ss 529–533);

f) Proceeds of Crime Act 2002 (Cth);

17. RELATED DOCUMENTS

The following documents are related to this Policy and should be read in conjunction where relevant. Personnel are encouraged to consult these documents for detailed requirements in specific areas.

Document Type	Document Number	Document Name	Relevance to this Policy
Policy	POL-HR-C.000-0002	Code of Conduct	Establishes the overarching ethical standards and behavioural expectations for all Liontown Personnel. The Code of Conduct sets the foundation upon which this Policy operates, including obligations relating to honesty, integrity, and lawful conduct. Breaches of this Policy may also constitute breaches of the Code of Conduct.
Policy	POL-GE-C.000-0102	Conflicts of Interest, Gifts and Entertainment Policy	Governs Liontown's approach to conflicts of interest and gifts and entertainment. This Policy and the Conflicts of Interest, Gifts and Entertainment Policy must be read together. Specific thresholds, approval requirements, aggregate monitoring rules, register obligations and Government Official treatment are set out in the Conflicts of Interest, Gifts and Entertainment Standard.
Policy	POL-GE-C.000-0103	Related Party Transactions Policy	Establishes the framework for identifying, disclosing and approving related party transactions under Chapter 2E of the Corporations Act 2001 (Cth) and ASX Listing Rules Chapter 10. Where a related party transaction involves a Government Official or government-connected entity, that transaction must also be assessed against this Policy before Board referral.
Standard	STD-GE-C.000-0002	Conflicts of Interest, Gifts and Entertainment Standard	Sets out the tiered G&E thresholds, approval matrix, aggregate monitoring rules and register requirements. Section 6.5 governs G&E involving Government Officials, treating it as prohibited subject to a narrow Managing Director-approval exception. The operative document for G&E compliance under section 7 of this Policy.
Policy	POL-GE-C.000-0007	Securities Trading Policy	Addresses insider trading prohibitions under Part 7.10 of the Corporations Act 2001 (Cth). Insider trading may intersect with corrupt conduct where inside information is exchanged as a form of bribery or reward. The Securities Trading Policy also requires disclosure of conflicts that may affect trading decisions.
Policy	POL-GE-C.000-0018	Whistleblower Protection Policy	Provides the reporting channels and protections for persons who report suspected breaches of this Policy in good faith, including the YourCall independent reporting service. Section 15 of this Policy directs personnel to the Whistleblower Protection Policy for

Document Type	Document Number	Document Name	Relevance to this Policy
			available reporting channels and legal protections under Part 9.4AAA of the Corporations Act 2001 (Cth).
Policy	POL-GE-C.000-0101	Compliance Management Policy	Establishes the overarching compliance management framework within which this Policy operates. Defines the roles and responsibilities for compliance monitoring, breach management, and reporting to the Audit and Risk Committee. Anti-bribery, fraud and corruption obligations form a key component of the compliance framework.
Policy	POL-RC-C.000-0006	Risk Management Policy	Provides the enterprise risk management framework under which fraud and corruption risks are identified, assessed and treated. Section 12 of this Policy requires fraud and corruption risk assessments to be integrated into the enterprise risk management framework consistent with AS 8001:2021.
Policy	POL-GE-C.000-0024	Delegation of Authority Policy	Defines the approval limits and authorisations for expenditure, including charitable donations, sponsorships and third-party engagements referenced in this Policy. Approval thresholds in this Policy must align with the Delegation of Authority to avoid conflicting or parallel approval regimes.
Policy	POL-CP-C.000-0025	Procurement Policy	Establishes the principles governing procurement activities. Section 8 of this Policy requires due diligence on intermediaries, agents and third parties, which is operationalised through procurement processes governed by the Procurement Policy and the Procurement and Contracts Standard.
Policy	POL-IT-C.000-0016	Privacy Policy	Governs the handling of personal information collected during investigations into suspected breaches of this Policy, including whistleblower reports and due diligence on third parties. Investigation processes must comply with the Australian Privacy Principles.
Policy	POL-ES-C.000-0029	Human Rights Policy	Addresses modern slavery, forced labour and human rights due diligence in the supply chain. Bribery and corruption are closely linked to human rights abuses, particularly in supply chains. Third-party due diligence requirements under this Policy support compliance with the Human Rights Policy and the Modern Slavery Act 2018 (Cth).
Policy	POL-GE-C.000-0019	Continuous Disclosure Policy	Governs the Company's obligations under ASX Listing Rule 3.1 to disclose material information. A material bribery, fraud or corruption incident may trigger continuous disclosure obligations. Personnel must be aware that reporting a suspected breach internally does not discharge the Company's market disclosure obligations.
Standard	STD-CP-C.000-0025	Procurement and Contracts Standard	Operationalises the procurement controls, sole source approval thresholds, competitive bidding requirements, and third-party due diligence procedures that support compliance with sections 8 and 11 of this Policy. Includes segregation of duties requirements across the procure-to-pay cycle that mitigate fraud risk.
Standard	STD-RC-C.000-0002	Risk Management Standard	Provides the risk assessment methodology, risk matrix and treatment criteria used for fraud and corruption risk assessments required by section 12 of this Policy.

Document Type	Document Number	Document Name	Relevance to this Policy
Standard	STD-IT-C.000-0002	SAP Governance Standard	Defines the access controls, segregation of duties requirements and transaction monitoring within SAP that support the fraud prevention controls referenced in section 12 of this Policy, including prevention of unauthorised payments, ghost vendors and procurement fraud.
Charter	CHA-GE-C.000-0101	Audit and Risk Committee Charter	Defines the ARC's oversight responsibilities for the effectiveness of fraud and corruption controls, review of material incidents, and monitoring of the compliance framework. Section 4 of this Policy assigns specific reporting obligations to the ARC.

18. REVIEW OF THIS POLICY

The Managing Director & CEO is responsible for monitoring and applying this Policy in addition to keeping this Policy current.

This Policy will be reviewed triennially, or more frequently where there is a change in applicable legislation, a material incident, or a significant change in the Company's anti-bribery, fraud and corruption landscape. Outcomes from audits (including any special audits and/or investigations) will also be taken into account in updating the Policy.

This policy must be approved by the Board.

19. WHO TO CONTACT

Any questions relating to the interpretation of this Policy should be forwarded to the Company Secretary by phone at +61 8 6186 4600 or email (company.secretary@liontown.com).

Policy Ref.	Policy Name	Ver	Author	Approving Authority	Approved Date
POL-GE-C.000-0013 (Previously P-13)	Anti-Bribery, Fraud and Corruption Policy	2	Company Secretary	Board of Directors	30 June 2021
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