



ANTI-CORRUPTION AND BRIBERY POLICY

Purpose

NewRange Copper Nickel LLC (referred to herein as “NewRange,” “we,” “us” or “our”) is committed to conducting our business in accordance with all applicable laws and the highest standards of moral and ethical conduct. Throughout our operations, we expect our employees, contractors, directors, officers and third parties, such as customers, suppliers, or other stakeholders (hereinafter referred to as “you” or “your”), to avoid even the appearance of impropriety in the wide range of business that you may conduct on behalf of NewRange.

The purpose of this policy is to establish requirements and controls intended to prevent corruption and bribery from occurring in the operations of NewRange, both in private and government business dealings. This policy explains the specific requirements and prohibitions for NewRange operations under applicable anti-corruption and anti-bribery laws, including, but not limited to, the US Foreign Corrupt Practices Act (hereinafter referred to as the "FCPA"). This policy supplements our Code of Ethics.

Scope

This policy applies to our employees, contractors, directors, officers and third parties, such as customers, suppliers, or other stakeholders.

Policy Statement

NewRange strictly prohibits all forms of corruption and bribery. Bribes, promise of a bribe, or acts that create the appearance of a bribe will not be tolerated. You must never request, accept, offer, provide, or authorize bribes of any kind, including facilitation payments. You must never provide gifts, entertainment, or donations with the intent of influencing the recipient’s decision making or gaining an improper business advantage. Likewise, you must never allow your decision making to be influenced by the offer of gifts or entertainment. You are expected to strictly adhere to this policy and all laws applicable to business activities that you may conduct on behalf of NewRange. Failure to comply with this policy and applicable laws will result in disciplinary action which may include termination of employment. NewRange also, wherever possible, reserves the right to terminate contractual relationships with any third party who works with or for NewRange if they breach this policy, any applicable laws or applicable contract provisions. In addition, individuals who violate the FCPA or similar applicable law may also be subject to imprisonment and fines.

Facilitation Payments

You must not make any payments to public officials, including low-level government employees, to expedite or secure performance of a routine or necessary governmental action. These facilitation payments are a form of bribery. If you are asked to make a facilitation payment, you must not pay and you must inform the Compliance Officer immediately. The only exception is when your health, safety, freedom, or property is threatened unless the payment is made, in which case you must promptly report the incident to the Compliance Officer.

Gifts and Hospitality

You must never offer, give, or promise any kind of gift or hospitality to anyone with the intent to improperly obtain, advance or retain any business or any other advantage. You must never receive a gift or hospitality from any third party as a reward for something given in return or to do anything that is unlawful or improper.

You must only give or accept gifts and hospitality that are:

- in good faith, occasional, reasonable, and appropriate
- a normal business courtesy, and
- transparent.

NewRange may pay for the reasonable cost of an individual's meals, lodging, or travel if, and only if, the expenses are bona fide, reasonable, and directly related to the promotion, demonstration, or explanation of NewRange's products, or the execution of a contract. Promotional gifts of nominal value may be given as a courtesy in recognition of services rendered or to promote goodwill. These gifts must be nominal in value and should generally bear the trademark of NewRange or one of its products.

Dealing with public officials brings a higher risk of corruption or the perception of corruption. You must be especially careful when communicating with public officials, exchanging gifts and hospitality with public officials, or providing assistance to public officials. You must gain written approval from the Compliance Officer prior to paying for any business hospitality or giving any gifts to public officials.

Political Contributions

We do not seek to influence the political process by improper or corrupt means. To mitigate this risk, we do not contribute any funds or resources towards any political campaign, political party, political candidate, or any politically affiliated organization.

You must not make contributions or donations to political parties, other political organizations or election candidates, or incur any other political expenditure on behalf of NewRange or using NewRange's financial resources. NewRange does not make use of corporate resources, including funds, goods, property, and/or services, for the purpose of contributing to: a political party, a campaign for elected office, a nomination process for a political party, a local political constituency and/or any individual candidate seeking election at any level of government. This includes a prohibition on providing sponsorships, prize donations or purchasing tickets for events such as dinners, speaking engagements or golf tournaments where such funds constitute in full, or part, a political donation.

Charitable Donations

We believe in contributing to the communities in which we do business through our social investment program. We must never make a sponsorship, charitable donation, or community investment to disguise a bribe, or to gain an improper business advantage. We carefully manage our social investments and monitor the appropriate use of our funds or resources.

You may make reasonable donations to charities on behalf of NewRange if:

- they are legal under applicable local laws
- there is no risk that the donation may be perceived as improper
- reasonable legal due diligence is conducted and documented that verifies the donation will not benefit a public official or the public sector
- they are managed and approved in accordance with the Social Performance Policy and procedures.

Recordkeeping

We maintain internal accounting controls and ensure all transactions are accurately recorded in NewRange's books and records. All transactions involving a public official are recorded and tracked in a register that includes a description of the transaction, the names and positions of the requester and public official involved in the transaction, the Compliance Officer pre-approval and supporting documentation.

You must make accurate, complete, and timely entries in our books and records and include reasonable detail to fairly reflect transactions. False or misleading entries are strictly prohibited. We periodically review accounting entries and the supporting documentation to identify and correct discrepancies, errors, and omissions.

Duty to Cooperate

We may at times undertake a more detailed review of certain transactions. As part of these reviews, we require you to cooperate with us, outside legal counsel, outside auditors, or other similar parties. We view the failure to cooperate in an internal review as a breach of your obligations to NewRange and will deal with this in an appropriate manner in accordance with laws and regulations.

Consequences

Our policies support our Values and Code of Ethics and reflect what is important to us. We take breaches of our policies seriously. Depending on the severity of the breach, consequences may range from a warning to termination of employment or termination of contractual relationships.

To report potential violations of this policy, immediately notify your supervisor, Human Resources, and/or the Compliance Officer. Alternatively, you can use our anonymous whistleblower hotline or website to report potential violations as outlined in our Whistleblower Policy.

Any employee who, in good faith, reports suspected legal, ethical, or policy violations will not suffer any adverse consequence for doing so. When in doubt about the appropriateness of any conduct, we require that you seek additional guidance.

Definitions

Bribe means any direct or indirect payment, promise, offer, gift, acceptance or, authorization of any of the foregoing, of Prohibited Payments to any individual, or at the request of any individual, for the purpose of influencing, inducing or rewarding any act, omission or decision to secure an improper business advantage, including payments to third parties where you know, or have reason to know, that the third party will use any part of the payment for bribes. A bribe can take the form of gifts, entertainment, travel, signing bonuses, job offers, rebates or “kickbacks,” loans, fees, services, donations, or favors.

Prohibited Payments means cash or anything of value as a bribe, including, without limitation, gift cards, travel expenses, entertainment, loans, forgiveness of loans, non-arm’s length transactions, political donations, offers of employment or other business, employment or investment opportunities.

Facilitation Payments are any payment to a public official, however small, to speed up or to secure the performance of a routine governmental action such as issuing permits, licenses, or other official documents, processing government papers such as visas, providing customs clearances, police protection, or utility services, or handling cargo. This does not include expedition payments that are offered as part of official government processes and permitted under written laws (e.g. express post, expedited passport service).

Public Official also commonly referred to as a government official, is any officer, employee, or representative of a state-controlled or owned entity, even partially state-owned, which includes any person holding a legislative, administrative, judicial, military, municipal position in addition to candidates and members of political parties.

Ownership and/or Approval

This policy is owned and administrated by our Compliance Officer with support from other nominated representatives. The Policy and Standards Committee is responsible for the review and governance of NewRange’s Compliance Program and policies, inclusive of this policy.

We will regularly review and update this Anti-Corruption and Bribery Policy to ensure its effectiveness and alignment with applicable laws, local regulations, and international standards.

Questions

If you have any questions relating to this policy, please contact our Compliance Officer.

References

Refer to our Code of Ethics, Whistleblower Policy and Social Performance Policy for additional information.

“PROVIDING THE MINERALS FOR A NEW, BETTER FUTURE”

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This policy has been approved by the NewRange Copper Nickel, LLC Board of Managers

NewRange Copper Nickel, LLC

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