

CONFLICT OF INTEREST POLICY

1. Introduction

- (a) Undeclared or mismanaged conflicts of interest can lead to: reputational damage; loss of trust and confidence in our internal controls; a perceived or actual risk of corruption or bribery; loss of our stakeholders' confidence in the integrity of our decision making; and substandard services and products at inflated prices. It can also lead to investigations, fines and/or other penalties for Consolidated Copper Corp (and its subsidiaries) (“**CCC**”) and/or individuals.
- (b) We always act in CCC’s best interests, try to avoid actual, potential or perceived conflicts of interest and implement procedures to ensure we manage conflicts of interest appropriately.
- (c) This Conflict of Interest Policy (“this **Policy**”) sets out CCC’s approach to:
 - (i) recognising and avoiding conflicts of interest; and
 - (ii) declaring conflicts of interest.

2. Scope

This Policy applies to all employees, directors and officers, as well as contractors under CCC’s direct supervision, working for a CCC office or asset directly or indirectly controlled or operated by CCC worldwide.

3. Commitment

- (a) Even if we believe that we are acting in the best interests of CCC, the mere appearance of a conflict can undermine confidence in both CCC and us as individuals, as well as undermine CCC’s internal controls.
- (b) We must try to avoid conflicts where possible. If we are unsure about whether a situation presents a conflict, we consult the Chief Legal Officer.
- (c) Types of conflicts we must declare are:
 - (i) having an ownership, a shareholding and/or a directorship in a third party;
 - (ii) having a personal or business relationship with a third party;
 - (iii) acting as a consultant, employee, director, officer or manager for another company or organisation where the outside activity or employment will conflict with the performance of our job at CCC, or could affect our objectivity;
 - (iv) working with or considering hiring a relative or close personal relation (e.g. considering a job application from one of our relatives or close personal relations or being in a position to influence factors surrounding the application such as direct and indirect reporting relationships, remuneration and promotion);
 - (v) offering, providing or accepting gifts or entertainment, to or from a third party while we are evaluating whether to enter into an agreement or transaction with such third party; and
 - (v) managing, directly or indirectly, a close personal relation.

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4. Making a Declaration

- (a) All employees, directors and officers, as well as contractors under CCC's direct supervision, working for an office or an asset directly or indirectly controlled or operated by CCC worldwide must declare conflicts.
- (b) Depending on the nature of job responsibilities, we may be especially susceptible to the risk of conflicts. If we are involved in any of the following activities, we take extra caution:
 - (i) procurement and supply chain activities;
 - (ii) community investment projects;
 - (iii) recruitment;
 - (iv) promotions, salary, bonus, or performance evaluations;
 - (v) payments to third parties;
 - (vi) defining technical specifications and participating in technical evaluations; and
 - (vii) requesting and approving work budgets.

4.1 When to Declare

CCC recognises that it is not always possible to avoid conflicts. However, in order to properly manage a conflict, we are required to declare a conflict as soon as we become aware of it.

4.2 How to Declare

We must declare any conflict via the conflict of interest declaration form (in the manner attached to this Policy) and submit the completed form to ccs@ccopper.com.

4.3 Changes to a previously Declare Conflict

If you have previously declared a conflict, you must update any changes to the declaration using the same method as outlined above, as well as complete a conflict of declaration form once every calendar year whether you believe you have any conflicts or not. This can be done by stating that there are no conflicts on the form, and signing it.

4.4 What happens once we declare

Once you have declared a conflict, steps will be taken to ensure that the conflict is managed appropriately. We may be required to relinquish a position or have work activities restricted (e.g. prevention from taking part in decisions, joining meetings on the conflicting subject matter or receiving certain information).

5. Speaking openly

- (a) We are each responsible for ensuring that we meet our commitments. We expect our employees and contractors to speak openly and raise concerns about possible breaches of the Code of Conduct and this Policy with their manager, supervisor or via other available reporting channels. CCC takes concerns seriously and handles them promptly.
- (b) CCC has **zero tolerance** for retaliation against anyone who speaks openly about conduct they believe is unethical, illegal or not in line with our Code of Conduct and policies, even if

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the concern isn't substantiated, as long as they have not knowingly made a false report and it is made in good faith.

- (c) Anyone who becomes aware of a potential violation of this Policy is expected to report it through the Tipoffs anonymous hotline or to management by using any one of the following mediums of communications:
 - (i) free call: **0800 767 687**;
 - (ii) e-mail: responsiblecopper@tip-offs.com; or
 - (iii) independent service provider website: www.tip-offs.com.

6. Key terms

Close Personal Relations

Individuals sufficiently close to create a conflict of interest. Close personal relations include:

- (a) partners;
- (b) boyfriends/girlfriends;
- (c) ex-spouses; and
- (d) any other person with whom you have or had a social or business relationship within or outside of CCC.

Conflict of Interest (Conflict)

A situation where a personal interest or activity interferes with CCC's interests or our ability to do our job effectively and objectively. There are three types of conflicts:

- (a) actual conflict – a real, existing conflict;
- (b) potential conflict – a situation that may result in a conflict;
- (c) apparent conflict – a situation that may appear to be a conflict, even if this is not the case.

Relatives

Family members such as:

- (a) spouse;
- (b) siblings;
- (c) parents and step-parents;
- (d) children and stepchildren;
- (e) stepbrothers and stepsisters;
- (f) nephews and nieces;
- (g) aunts and uncles;

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- (h) grandparents and grandchildren;
- (i) relatives by marriage; and
- (j) all other relatives, by blood or by law.

Third Parties

Parties that have, or seek to have, a commercial relationship with CCC, including:

- (a) competitors;
- (b) customers;
- (c) service providers;
- (d) suppliers of goods;
- (e) consultants; and
- (f) contractors/sub-contractors.

7. Additional resources

- (a) Code of Conduct.
- (b) Whistleblowing Policy.

8. Policy Review

This Policy will be reviewed periodically and amended as appropriate.

Version	Document Category	Date	Status	Document Owner	Reviewer	Approver	Approval Date
1.0	Board	07.07.23	Approved and Adopted	Chief Legal Officer	Board of Directors	Board of Directors	07.07.23

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ANNEXURE 1

Declaration of Interest Form

CONSOLIDATED COPPER CORP (as per Conflict of Interest Policy)				
To				
From				
Mine				
Department				
DECLARATION OF BUSINESS INTEREST, OUTSIDE EMPLOYMENT, GIFT/ENTERTAINMENT				
I....., hereby, on(date):				
<input type="checkbox"/> <i>Declare that I have the following interest in a business;</i>				
<input type="checkbox"/> <i>Declare that I have an immediate family member or relative with an interest in the following Business that is engaged in or seeking business with CCC;</i>				
<input type="checkbox"/> <i>Declare that I have an immediate family member or relative seeking employment with CCC;</i>				
<input type="checkbox"/> <i>Declare that I have outside employment and obtain additional remuneration from it;</i>				
<input type="checkbox"/> <i>Request to receive a gift/entertainment offered by a supplier/contractor/customer.</i>				
Name of Institution				
Type of product/service/business				
Business dealings with (state which mine/department or none,if no dealings with CCC)				
Duration of dealings with CCC				
Interest in business (Please tick as required)	<input type="checkbox"/> Owner	<input type="checkbox"/> Shareholder	<input type="checkbox"/> Director	<input type="checkbox"/> Partner
Interest held by	Please insert nature of relationship			
Nature of outside employment				
Disclosure of immediate family member or relative seeking employment with CCC				
Monthly value of outside employment				

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Nature of the gift/entertainment				
Value of the gift/entertainment				
Signature			Date	
FOR OFFICIAL USE ONLY				
<i>We have considered the above declaration of the employee and hereby with for the record wish to show our APPROVAL / NON-APPROVAL *for his/her declaration (*Delete whichever is not applicable)</i>				
Remarks				
Chief Financial Officer (Signature)			Date	
Distribution list				
Original to Company Secretary		Copy to HR Manager (for personal file)		
Copy to employee		Copy to Group Security Manager		
DOCUMENT NO.	REVISION	REF. DOCUMENT	ISSUE DATE	PAGE