

POLICY



www.rscmme.com



RSC ANTI-CORRUPTION AND ANTI-BRIBERY POLICY

March 2014

SCOPE

This Policy is applicable to all RSC Mining and Minerals (“RSC”) group entities and operations, whether operated by RSC, an affiliate, or a subsidiary, and to all RSC employees and third party contractors.

CONTENTS

1	PURPOSE	2
2	SCOPE	2
3	DEFINITION	3
4	POLICY	3
5	AUDITS	4
6	WAIVER	4
7	DISCIPLINE	4
8	EFFECTIVE DATE AND ADMINISTRATION OF POLICY	4
9	CURRENT VERSION	4
10	REFERENCES AND APPENDICES	4

Version	Revised by	Authorised by	Date
Draft	E. Werner	C. Wright	16/04/14
1.0	E. Werner	C. Wright	23/04/14

Master location	Custodian
RSC Server /09 Policies and Procedures	M. Hanson

Distribution List	Number of Copies
Client exploration sites	
All RSC staff, contractors and agents	

1 PURPOSE

RSC Mining & Mineral Exploration and its subsidiaries (collectively referred to as “RSC” or the “Company”) are committed to conducting our business in accordance with all applicable laws, rules and regulations and the highest ethical standards.

The purpose of this Anti-Corruption and Anti-Bribery Policy is to reiterate RSC’s commitment to full compliance by the Company, its subsidiaries and affiliates, and its officers, directors, employees and agents with the following:

- Australia’s Criminal Code Act, Chapter 4, Division 70 “Bribery of foreign public officials” and part 7.6 “Bribery and related offences” Divisions 140-142;
- the N.Z. Crimes Act 1961, Part 6, bribery and corruption, section 99 to 106;
- Australia’s and New Zealand’s undertakings with respect to the Convention on Combating Bribery of Foreign Public Officials in International Business Transactions; and
- any local anti-bribery or anti-corruption laws that may be applicable.

For the purposes of this Policy, a “contractor” or “third party service provider” is defined as an entity or individual who provides, and receives payment for, services or goods related to any aspect of a RSC operation, and includes subcontractors.

2 SCOPE

This Policy applies to every RSC employee, including senior executive and financial officers, and to members of our Board of Directors and agents (collectively referred to as “RSC personnel”) and reflects the standards to which RSC expects its business associates, partners, agents, contractors, and consultants to adhere when acting on RSC’s behalf.

This Policy is intended to supplement all applicable laws, rules, and other corporate policies. It is not intended to supplant any local laws.

3 DEFINITION

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

4 POLICY

RSC personnel and agents are strictly prohibited from offering, paying, promising, or authorizing any payment or other thing of value, to any person whether directly or indirectly through or to a third party, for the purpose of (i.e., in exchange for):

- causing the person to act or fail to act in violation of a legal duty;
- causing the person to abuse or misuse their position; or
- securing an improper advantage, contract or concession

("Improper Payment Activity") for RSC or any other party.

To promote compliance with anti-corruption laws in Australia, New Zealand, and other applicable jurisdictions, no RSC personnel shall undertake any Improper Payment Activity in respect of a foreign official, a domestic official, or a person doing business in the private sector.

In addition, RSC's books and records must correctly record both the amount and a written description of any transaction. RSC personnel must ensure that there is a reasonable relationship between the substance of a transaction and how it is described in the Company's books and records.

5 AUDITS

Audits of RSC sites, operating units, and contractors may be conducted periodically to ensure that the requirements of this Policy and applicable procedures and guidelines are being met. Audits may be conducted internally by RSC, or externally by retained third parties.

6 WAIVER

There is no permitted deviation or waiver from this Policy.

7 DISCIPLINE

Any employee who violates the terms of this Policy will be subject to disciplinary action. Any employee who has direct knowledge of possible violations of this Policy but fails to report such possible violations to Company management will be subject to disciplinary action. Any employee who misleads or hinders investigators inquiring into possible violations of this Policy will be subject to disciplinary action. In all cases, disciplinary action may include termination of employment. Any third party agent who violates the terms of this Policy, who knows of and fails to report to RSC management possible violations of this Policy, or who misleads investigators making inquiries into possible violations of this Policy, may have their contracts re-evaluated or terminated.

8 EFFECTIVE DATE AND ADMINISTRATION OF POLICY

The Policy is effective April 23rd, 2014.

Requests for additional guidance or interpretation regarding this Policy can be directed to the Chief Operating Officer.

9 CURRENT VERSION

The current and effective version of this policy can be located on the RSC website, www.rscmme.com.

10 REFERENCES AND APPENDICES

For reference:

- The Australia's Criminal Code Act 1995 can be found at: <http://www.comlaw.gov.au/Details/C2013C00006>
- The N.Z. Crimes Act 1961 can be found at: <http://www.legislation.govt.nz/act/public/1961/0043/latest/DLM327382.html>