MERIDIAN MINING PLC

ANTI-CORRUPTION AND BRIBERY POLICY

Adopted by the Board of Meridian Mining plc on 24 April 2026

1 POLICY STATEMENT

1.1 We conduct all our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery and corruption.

1.2 We take our legal responsibilities very seriously. We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate, including Brazil where our principal mining and exploration operations are located. However, we remain bound by UK laws, including the Bribery Act 2010, in respect of our conduct both at home and abroad. In Brazil, bribery and facilitation payments are generally illegal and may constitute criminal offences punishable by imprisonment and fines.

2 ABOUT THIS POLICY

2.1 The purpose of this policy is to:

(a) set out our responsibilities, and of those working for and on our behalf, in observing and upholding our position on bribery and corruption; and

(b) provide information and guidance to those working for and on our behalf on how to recognise and deal with bribery and corruption issues.

2.2 This policy does not form part of any contract of employment or other contract to provide services, and we may amend it at any time following consultation with the Board of Directors ("**Board**").

3 WHO DOES THIS POLICY APPLY TO?

This policy applies to all persons working for us or any group company or on our behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners, sponsors, or any other person associated with us, wherever located (together, our "**Representatives**").

4 WHO IS RESPONSIBLE FOR THE POLICY?

4.1 The Board has overall responsibility for the effective operation of this policy and has delegated responsibility for overseeing its implementation to the Chief Executive Officer ("**CEO**"), supported by the Audit and Risk Committee. The Chair of the Audit and Risk Committee is responsible for ensuring this Code is consistently monitored. Suggestions for changes should be reported to the CEO or the Chair of the Audit and Risk Committee.

4.2 Line managers have day-to-day responsibility for this policy and you should refer any questions about this policy to them in the first instance. They will involve the CEO or the Chair of the Audit and Risk Committee where appropriate.

4.3 This policy is reviewed continually by the CEO, in consultation with the Board of Directors and the Audit and Risk Committee.

5 DEFINITIONS

5.1 **Bribery** is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage.

(a) An **advantage** includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value. In accordance with the Company's Code of Business Conduct and Ethics, "anything of value" means something that has value to the person to whom the advantage is offered or given, including gifts, favours, payments, job offers, travel and entertainment.

(b) A person acts **improperly** where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind.

5.2 It is a criminal offence to offer, promise, give, request, or accept a bribe. Individuals found guilty can be punished by up to ten years' imprisonment and/or a fine and employers that fail to prevent bribery can face an unlimited fine, exclusion from tendering for public contracts, and damage to its reputation.

5.3 **Corruption** is the abuse of entrusted power or position for private gain. This includes offering or paying bribes, direct or indirect, or anything of value to public officials to obtain an unfair advantage, retain business, divert funds, property or business opportunities, or improperly using company assets.

Examples:

Offering a bribe: You offer a potential client tickets to a major sporting event, but only if they agree to do business with us.

This would be an offence as you are making the offer to gain a commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer.

Receiving a bribe: A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them.

It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

Bribing a foreign official: You arrange for the business to pay an additional "facilitation" payment to a foreign official to speed up an administrative process, such as clearing our goods through customs.

The offence of bribing a foreign public official is committed as soon as the offer is made. This is because it is made to gain a business advantage for us. We may also be found to have committed an offence.

5.4 **Facilitation payments**, also known as "back-handers" or "grease payments", are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example, by a government official). They are not common in the UK, but are common in some other jurisdictions in which we operate, including Brazil and other South American countries. In Brazil, facilitation payments are generally illegal and may constitute a criminal offence. The Company prohibits such payments unless there is prior written permission of the Board or the Audit and Risk Committee. All Representatives must inform and consult the Audit and Risk Committee before making any such payment, even if it appears to be a normal payment or of no major consequence.

5.5 **Kickbacks** are typically payments made in return for a business favour or advantage.

5.6 **Third party** means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

6 IDENTIFYING RISKS OF BRIBERY AND CORRUPTION

6.1 We have identified that the following are particular risks for our business:

(a) our operations in Brazil and potential future operations in other South American jurisdictions, where there may be higher risks of corruption in dealings with government officials, licensing authorities and customs;

(b) interactions with government officials in connection with mining licences, exploration permits, environmental approvals and customs clearances;

(c) the use of third-party agents, consultants, contractors and intermediaries who may interact with government officials on our behalf;

(d) gifts, hospitality and entertainment provided to or received from government officials, suppliers and business partners; and

(e) charitable donations and sponsorship activities.

6.2 To address those risks, we have implemented this policy together with the Company's Code of Business Conduct and Ethics, anti-corruption training for all Representatives, due diligence procedures for third-party intermediaries, and a confidential reporting mechanism for suspected violations.

7 WHAT YOU MUST NOT DO

7.1 It is not acceptable for you (or someone on your behalf) to:

(a) give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;

(b) give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;

(c) accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that it will provide a business advantage for them or anyone else in return;

(d) offer or accept a gift to or from government officials or representatives, or politicians or political parties, without the prior approval of the CEO or the Chair of the Audit and Risk Committee;

(e) threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this policy; or

(f) engage in any other activity that might lead to a breach of this policy.

8 FACILITATION PAYMENTS AND KICKBACKS

8.1 We do not make, and will not accept, facilitation payments or "kickbacks" of any kind. See clause 5 for definitions of these terms.

8.2 You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with the Compliance Manager.

9 GIFTS, HOSPITALITY AND EXPENSES

9.1 This policy allows reasonable and appropriate hospitality or entertainment given to or received from third parties, for the purposes of:

(a) establishing or maintaining good business relationships;

(b) improving or maintaining our image or reputation; or

(c) marketing or presenting our products and/or services effectively.

9.2 The giving and accepting of gifts is allowed if the following requirements are met:

(a) it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;

(b) it is given in our name, not in your name;

(c) it does not include cash or a cash equivalent (such as gift certificates or vouchers);

(d) it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value. For example, in the UK it is customary for small gifts to be given at Christmas;

(e) it is given openly, not secretly; and

(f) it complies with any applicable local law, including Brazilian anti-corruption legislation where relevant.

9.3 Promotional gifts of low value such as branded stationery to or from existing customers, suppliers and business partners will usually be acceptable.

9.4 In accordance with the Company's Code of Business Conduct and Ethics, gifts or favours of more than USD 100.00 (or of equivalent value) to or from contractors or suppliers are prohibited. Representatives must inform their line manager of gifts or favours received or provided within a reasonable period not exceeding one month from receipt.

9.5 Reimbursing a third party's expenses, or accepting an offer to reimburse our expenses (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.

9.6 We appreciate that practice varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered.

10 DONATIONS

10.1 We do not make contributions to political parties. In accordance with the Company's Code of Business Conduct and Ethics, we keep the political activities of our Representatives separate from our business and prohibit any illegal payments, gifts, or gratuities to any government officials or political party.

10.2 We only make charitable donations that are legal and ethical under local laws and practices. All donations must be authorised by the CEO, CFO or President, and where they find it necessary, in consultation with the Audit and Risk Committee. No donation must be offered or made:

(a) in exchange for an act or omission of the person who receives it;

(b) in exchange for personal advantage or benefit of a public official;

(c) to obtain or secure business for the Company, directly or indirectly;

(d) to obtain undue advantage; and/or

(e) to induce or reward illegal or improper conduct.

11 RECORD-KEEPING

11.1 We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

11.2 You must declare and keep a written record of all hospitality or gifts given or received, which will be subject to managerial review.

11.3 You must submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with our expenses policy and record the reason for expenditure.

11.4 All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

12 YOUR RESPONSIBILITIES

12.1 You must ensure that you read, understand and comply with this policy.

12.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.

12.3 You must notify your line manager, the CEO or the Chair of the Audit and Risk Committee as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if a client or potential client offers you something to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business. Further "red flags" that may indicate bribery or corruption are set out in clause 17.

13 HOW TO RAISE A CONCERN

13.1 You are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage.

13.2 If you are offered a bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must notify your line manager, the CEO or the Chair of the Audit and Risk Committee as soon as possible. Reports may also be made directly to the Audit and Risk Committee at auditcommitteechair@meridianmining.net.br. Any questions or violation reports will be addressed immediately and seriously, and can be made anonymously.

13.3 If you are unsure about whether a particular act constitutes bribery or corruption, raise it with your line manager, the CEO or the Chair of the Audit and Risk Committee.

14 PROTECTION

14.1 Individuals who refuse to accept or offer a bribe, or who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

14.2 We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. We will not allow any retaliation against a Representative who acts in good faith in reporting any violation. If you believe that you have suffered any such treatment, you should inform the CEO or the Chair of the Audit and Risk Committee immediately. If the matter is not remedied, and you are an employee, you should raise it formally using the Company's Grievance Procedure.

15 TRAINING AND COMMUNICATION

15.1 Training on this policy forms part of the induction process for all individuals who work for us, and regular training will be provided as necessary.

15.2 Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

16 BREACHES OF THIS POLICY

16.1 Any employee who breaches this policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct.

16.2 We may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy.

16.3 In determining what actions are appropriate in a particular case, the Board (or its designee) shall act consistently and take into account relevant information including the nature and severity of the violation, whether the violation was a single occurrence or a series of repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action, and whether or not the Representative in question had committed other violations in the past.

17 POTENTIAL RISK SCENARIOS: "RED FLAGS"

17.1 The following is a list of possible red flags that may arise during the course of you working for us and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

17.2 If you encounter any of these red flags while working for us, you must report them promptly to your line manager, the CEO, or the Chair of the Audit and Risk Committee at auditcommitteechair@meridianmining.net.br:

(a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices;

(b) you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;

(c) a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;

(d) a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;

(e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;

(f) a third party requests an unexpected additional fee or commission to "facilitate" a service;

(g) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;

(h) a third party requests that a payment is made to "overlook" potential legal violations;

(i) a third party requests that you provide employment or some other advantage to a friend or relative;

(j) you receive an invoice from a third party that appears to be non-standard or customised;

(k) a third party insists on the use of side letters or refuses to put terms agreed in writing;

(l) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;

(m) a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us;

(n) you are offered an unusually generous gift or offered lavish hospitality by a third party; or

(o) requests by government officials or their intermediaries for payments, gifts or other advantages in connection with mining licences, exploration permits, environmental approvals or customs clearances in Brazil or any other jurisdiction in which we operate.

(p) This policy should be read in conjunction with the Company's Code of Business Conduct and Ethics, which contains additional requirements relating to anti-corruption, conflicts of interest, confidentiality, and reporting of violations. In the event of any inconsistency between this policy and the Code of Business Conduct and Ethics, the more restrictive provision shall apply.