



OPTIMA
MINES & MINERALS LIMITED

ANTI-CORRUPTION POLICY

Signed:

Managing Director

AUBREY BLOKA

Signed:

Board Chairperson

ARON ANJURA

Suite 246 Serena Conference Centre,
Kampala Uganda
Email: info@optimamines.com

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ZERO TOLERANCE TOWARDS CORRUPTION

Established in 2015, OPTIMA MINES & MINERALS LTD is one of the leading mineral consultants and producers of commercially viable industrial and base metals in UGANDA and the whole of East Africa.

Optima Mines and Minerals is a full-service mineral consulting and engineering company. Since 2015 we continue basing our expertise in preparing a wide range of studies and consultancies for industrial minerals industry, cement and lime, gold and metallurgical processes; for institutions, private investors and government agencies. The satisfaction of our clients is proof of our solid history of dedication, knowledge, and high quality of services backed up by a very skilled workforce of specialists.

At Optima Mines and Minerals Limited, we are determined to maintain the highest standards of integrity and work ethics among our staff and across all areas of activity. We therefore maintain a policy of zero tolerance towards corruption in all its forms.

This Anti-Corruption Policy and its Code of Conduct are applicable to all staff working at Optima Mines and Minerals Limited both within and outside the organisation's premises. Its purpose is to ensure and support behaviour and work ethics characterised by the highest standards of personal and organisational integrity, both internally and externally with our different partners.

This Anti-Corruption Policy provides guidance to staff on their required conduct when confronted with corruption, corrupt practices or corrupt propositions, and when working to prevent corruption.

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DEFINING CORRUPTION

In line with the Anti-Corruption Act 2009, a staff member of Optima Mines and Minerals commits the offense of corruption if he or she does any of the following acts;

- (a) solicits or accepts, directly or indirectly, any goods of monetary value, or benefits, such as a gift, favour, promise, advantage or any other form of gratification for himself or herself or for another person or entity, in exchange for any act or omission in the performance of his or her functions;
- (b) offers or grants, directly or indirectly, any goods of monetary value, or other benefit, such as a gift, favour, promise or advantage or any other form of gratification for himself or herself or for another person or entity, in exchange for any act or omission in the performance of his or her functions;
- (c) diverts or uses, for purposes unrelated to those for which they were intended, for his or her own benefit or that of a third party, any movable or immovable property, monies or securities belonging to the company, received by virtue of his or her position for purposes of administration, custody or for other reasons;
- (d) offers, gives, solicits or accepts directly or indirectly, or promises any undue advantage to or by any person who asserts or confirms that he or she is able to exert any improper influence over the decision making of any person performing functions in the public or private sector in consideration of the undue advantage, whether the undue advantage is for himself or herself or for any other person, as well as the request, receipt or the acceptance of the offer or the promise of the advantage, in consideration of that influence, whether or not the supposed influence leads to the intended result;
- (e) fraudulently acquires, uses or conceals property derived from any of the acts referred to in this section;
- (f) participates as a principal, co-principal, agent, instigator, accomplice or accessory after the fact, or in any other manner in the commission or attempted commission of, or in any collaboration or conspiracy to commit, any of the acts referred to in this section;
- (g) acts or omits in the discharge of his or her duties for the purpose of illicitly obtaining benefits for himself or herself or for a third party; or
- (h) neglects duty.

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ANTI-CORRUPTION CODE OF CONDUCT

All staff of Optima Mines and Minerals Limited will respect and promote the principles of the Code of Conduct presented below;

i. Conflict of interest

We will avoid any conflict – real or potential – between our personal interests and the interests of Optima Mines and Minerals Limited.

Conflicts of interest arise from situations in which a member of staff has a private interest that could potentially influence, or appear to influence, the impartial and objective performance of his or her official duties. Private interests include any advantage to oneself or one's family, close relatives, friends and persons or organisations with which one has or has had business or political relations. When faced with a potential or actual conflict of interest, staff are required to promptly inform their superiors.

ii. Bribery

We will not give or accept bribery in any form

Bribery is the act of offering, giving (active bribery), receiving, soliciting or accepting (passive bribery) something of value with the purpose of influencing the action of an official in the performance of his or her public or legal duties. Bribery is a criminal offence in Uganda.

iii. Extortion

We will not, for private purposes, seek to influence any person or body by using our official position or by using force or threats.

Extortion occurs when a public official unlawfully demands or receives money or property through intimidation. Extortion may include threats of harm to a person or his/her property, threats to accuse him/her of a crime/illegal act, or threats to reveal embarrassing information. Some forms of threat are occasionally singled out for separate statutory treatment under the designation "blackmail."

iv. Fraud

We will not use deception, trickery or breach of confidence to gain an unfair or dishonest advantage.

Fraud is the use of deception with the intention of obtaining an advantage (financial or otherwise), avoiding an obligation or causing loss to others. This involves being deliberately dishonest, misleading, engaging in deceitful behavior, practicing trickery or acting under false pretense.

v. Embezzlement

We will not misappropriate or otherwise divert property or funds entrusted to us

Embezzlement is the misappropriation or other diversion of property or funds legally entrusted to someone by virtue of his or her position. Embezzlement is a criminal offence in Uganda.

vi. Gifts

We will not give, solicit or receive directly or indirectly any gift or other favour that **may be seen to influence the exercise of our function, performance of duty or judgment.** This does not include conventional hospitality or minor gifts.

In the context of corruption, a gift is a financial or other benefit, offered, given, solicited or received in the expectation of receiving a benefit in return. Gifts and hospitality may be in themselves a manifestation of corrupt behaviour.

They may be used to facilitate corruption, or may give the appearance of corruption. Gifts may include cash or assets given as presents, and political or charitable donations. Hospitality may include meals, hotels, flights, entertainment or sporting events. As a general rule, staff should not receive gifts or other advantages. However, in observing and respecting local hospitality conventions, small gifts may be accepted.

vii. Nepotism and favouritism

We will not favour friends, family or other close personal relations in recruitment, procurement, aid delivery or other situations.

Nepotism is favouritism shown to relatives or friends without regard to merit. Relatives or friends are treated favourably based on the close personal relationship alone rather than on a professional and objective assessment of their skills and qualifications.

viii. Reporting corruption cases

We will report any evidence or suspicion of breach of this Code of Conduct.

All staff are obliged to familiarise themselves with the Code of Conduct and respect its principles. They are obliged to report any evidence or suspicion of breach of the Code to Management.

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Where and how to report corruption

Zero tolerance to corruption entails that all staff upon suspicion or awareness of specific cases of corruption involving other staff members, business partners, partners in programmes and projects, and others with whom staff members cooperate, are obliged to immediately notify the Management, or in the event that the case involves management, any member of the Board they feel comfortable reporting to.

Upon suspicion or knowledge of specific cases of corruption, such as bribery, the decision to notify authorities, including possibly reporting to the police, is taken by OPTIMA Mines and Minerals Limited on the basis of available information.

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Implementation of the Code of Conduct

ALL staff will regularly take part in relevant anti-corruption trainings. The Code of Conduct is supplemented by existing and, as and when relevant, new guidelines and instructions targeted at specific policy areas.