



Code of Conduct

Approved by the Board with effect from 4 December 2020

1. Introduction

- 1.1 OreCorp Limited (the **Company**, and with its controlled entities, the **Group**) instils and reinforces a culture across the Company and the Group of acting lawfully, ethically and responsibly.
- 1.2 This document sets out the Company's policy regarding the conduct of its directors, senior executives and employees (irrespective of location).

2. Scope

- 2.1 This Policy applies to all directors, senior executives and employees of the Company and the Group (**Employees**). This Policy sets out the minimum standards to which all Employees of the Group must adhere to at all times.

3. Purpose

- 3.1 The purpose of this Code of Conduct is to provide a framework for decisions and actions in relation to ethical conduct in employment. It underpins the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders. The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees, directors and senior executives.
- 3.2 This Code of Conduct further reinforces the Company's core values and commitments as set out in the Statement of Vision, Mission and Values.

4. Accountabilities

4.1 Senior Executives and Directors

Senior executives and Directors are responsible and accountable for:

- (a) the effective implementation, promotion and support of the Code of Conduct in their areas of responsibility; and

- (b) ensuring employees that report to them understand and follow the provisions outlined in the Code of Conduct.

4.2 All Employees

All Employees are responsible for:

- (a) undertaking their duties in a manner that is consistent with the provisions of the Code of Conduct;
- (b) reporting suspected corrupt conduct; and
- (c) reporting any departure from the Code of Conduct by themselves or others.

5. Personal and professional behaviour

5.1 Employees are required to:

- (a) act in accordance with the Company's values;
- (b) behave honestly and with personal integrity, treating other employees and all stakeholders with respect;
- (c) use their authority in a fair and equitable manner;
- (d) act ethically and responsibly;
- (e) carry out their work with diligence and to a high standard;
- (f) comply with all laws and regulations that apply to the Company and Group and its operations;
- (g) comply with the spirit as well as the letter of the codes of conduct (if any) that apply to their profession;
- (h) abide by all of the policies of the Company and follow procedures, instructions and lawful directions that relate to their employment and duties; and
- (i) promote the interests of the Company and act in a manner that does not reflect negatively on the Company or harm its reputation.

6. Conflict of interest

6.1 Potential for conflict of interest arises when it is likely that an Employee could be influenced, or it could be perceived that an Employee is influenced by a personal interest when carrying out their duties. Conflicts of interest that lead to biased decision making may constitute corrupt conduct.

- 6.2 Some situations that may give rise to a conflict of interest include situations where an Employee has:
- (a) financial interests in a matter the Company deals with or the Employee is aware that their friends or relatives have a financial interest in the matter;
 - (b) directorships/management of outside organisations;
 - (c) membership of boards of outside organisations;
 - (d) personal relationships with people the Company is dealing with which go beyond the level of a professional working relationship;
 - (e) secondary employment, business, commercial, or other activities outside of the workplace which impacts on their duty and obligations to the Company;
 - (f) access to information that can be used for personal gain; and
 - (g) offer of an inducement.
- 6.3 An Employee may often be the only person aware of the potential for conflict. It is an Employee's responsibility to avoid any conflict from arising that could compromise their ability to perform their duties impartially. An Employee must report any potential or actual conflicts of interest to their manager.
- 6.4 If an Employee is uncertain whether a conflict exists, they should discuss that matter with their manager and attempt to resolve any conflicts that may exist.
- 6.5 An Employee must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported to an Employee's manager.

7. Public and media comment

- 7.1 Employees must not make official comment on matters relating to the Company unless they are:
- (a) authorised to do so by the CEO; or
 - (b) giving evidence in court; or
 - (c) otherwise authorised or required to by law.
- 7.2 Employees must not release unpublished or privileged information unless they have the authority to do so from the CEO.
- 7.3 The above restrictions apply except where prohibited by law, for example in relation to "whistleblowing".

8. Use of Company resources

- 8.1 Requests to use Company resources outside core business time should be referred to senior executives for approval.
- 8.2 If Employees are authorised to use Company resources outside core business times they must take responsibility for maintaining, replacing, and safeguarding the property and following any special directions or conditions that apply.
- 8.3 Employees using Company resources without obtaining prior approval could face disciplinary and/or criminal action. Company resources are not to be used for any private commercial purposes.

9. Security of information

- 9.1 Employees are to make sure that confidential and sensitive information cannot be accessed by unauthorised persons. Sensitive material should be securely stored overnight or when unattended. Employees must ensure that confidential information is only disclosed or discussed with people who are authorised to have access to it. It is considered a serious act of misconduct to deliberately release confidential documents or information to unauthorised persons, and may incur disciplinary action.

10. Intellectual property/copyright

- 10.1 Intellectual property includes the rights relating to scientific discoveries, industrial designs, trademarks, service marks, commercial names and designations, and inventions and is valuable to the Company.
- 10.2 The Company is the owner of intellectual property created by Employees in the course of their employment unless a specific prior agreement has been made. Employees must obtain written permission from the Board to use any such intellectual property before making any use of that property for purposes other than as required in their role as employee.

11. Discrimination and harassment

- 11.1 Employees must not bully, harass, discriminate, or support others who bully, harass and discriminate against colleagues or members of the public on the grounds of sex, pregnancy, marital status, age, race (including their colour, nationality, descent, ethnic or religious background), physical or intellectual impairment, sexuality or gender.
- 11.2 Such harassment or discrimination may constitute an offence under legislation. Directors and senior executives should understand and apply the principles of Equal Employment Opportunity.

12. Corrupt conduct

- 12.1 Corrupt conduct involves the dishonest or partial use of power or position which results in one person/group being advantaged over another. Corruption can take many forms including, but not limited to:
- (a) official misconduct;
 - (b) bribery and blackmail;
 - (c) unauthorised use of confidential information;
 - (d) fraud; and
 - (e) theft.
- 12.2 Corrupt conduct will not be tolerated by the Company. Disciplinary action up to and including dismissal will be taken in the event of any Employee participating in corrupt conduct.

13. Occupational health and safety

- 13.1 It is the responsibility of all Employees to act in accordance with occupational health and safety legislation, regulations and policies applicable to their respective organisations and to use security and safety equipment provided.
- 13.2 Specifically, all Employees are responsible for safety in their work area by:
- (a) following the safety and security directives of senior executives;
 - (b) advising senior executives of areas where there is a potential problem with safety and reporting suspicious occurrences; and
 - (c) minimising risks in the workplace.

14. Legislation

- 14.1 It is essential that all Employees comply with the laws and regulations of the countries in which we operate. Violations of such laws may have serious consequences for the Company and any individuals concerned. Any known violation must be reported immediately to senior executives.

15. Fair dealing

- 15.1 The Company aims to succeed through fair and honest competition and not through unethical or illegal business practices. Each employee should endeavour to deal fairly with the Company's suppliers, customers and other employees.

16. Insider trading

- 16.1 All Employees must observe the Company's "Securities Trading Policy". In conjunction with the legal prohibition on dealing in the Company's securities when in possession of unpublished price sensitive information, the Company has established specific time periods when Directors, senior executives and employees are permitted to buy and sell the Company's securities.

17. Responsibilities to investors

- 17.1 The Company strives for full, fair and accurate disclosure of financial and other information on a timely basis.

18. Breaches of the code of conduct

- 18.1 Employees should note that breaches of certain sections of this Code of Conduct may be punishable under legislation.
- 18.2 Breaches of this Code of Conduct may lead to disciplinary action. The process for disciplinary action is outlined in Company policies and guidelines, relevant industrial awards and agreements.
- 18.3 Any material breaches of the Code of Conduct will be reported by the Company Secretary to the Board.

19. Reporting matters of concern

- 19.1 Employees are encouraged to raise any matters of concern in good faith with the head of their business unit or with the Company Secretary, without fear of retribution.

20. Review

- 20.1 This policy shall be reviewed regularly and at least annually by the Board to ensure that it is operating effectively and ascertain whether changes are required to the code.

21. Related documents

- 21.1 Statement of Vision, Mission and Values.
- 21.2 Anti-Bribery and Anti-Corruption Policy
- 21.3 Securities Trading Policy
- 21.4 Whistleblower Policy
- 21.5 Health, Safety and Security Policy
- 21.6 Diversity Policy