

Code of Conduct

Approved by the Board with effect from 20 April 2023

1. Purpose

- 1.1 OreCorp Limited (**Company**) instils and reinforces a culture across the Company and each of its subsidiaries, including Sotta Mining Corporation Limited (collectively, the **Group**) of acting lawfully, ethically and responsibly.
- 1.2 This document sets out the Group's expectations regarding the conduct of its directors (**Directors**), officers and key management personnel engaged in executive roles (**Executive Management**) other employees (irrespective of location), contractors and supply chain partners (together, the **Relevant Persons**).
- 1.3 The purpose of this Code of Conduct (**Code**) is to provide a framework for decisions and actions in relation to ethical conduct. It underpins the Group's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, contractors, supply chain partners and other stakeholders.
- 1.4 This Code further reinforces the Company's core values and commitments as set out in its Statement of Vision, Mission and Values.

2. Accountabilities

- 2.1 The Board and Executive Management are responsible and accountable for:
 - (a) The effective implementation, promotion and support of the Code in their areas of responsibility; and
 - (b) Ensuring employees that report to them understand and follow the provisions outlined in the Code.
- 2.2 All Relevant Persons are responsible for:
 - (a) Undertaking their duties and behaving in a manner that is consistent with the provisions of the Code;
 - (b) Reporting suspected corrupt conduct; and
 - (c) Reporting any breach of the Code by themselves or others in accordance with section 16.

3. Personal and Professional Behaviour

3.1 All Relevant Persons are required to:

- (a) Act in accordance with the Company's values and in the best interests of the Group;
- (b) Behave honestly and with personal integrity, treating 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) Operate within the law at all times;
- (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 Group and follow procedures, instructions and lawful directions that relate to their duties;
- (i) Not take advantage of their position or the opportunities arising therefrom for personal gain; and
- (j) Promote the interests of the Group and act in a manner that does not reflect negatively on the Group or harm its reputation.

4. Conflict of Interest

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

4.2 Some situations that may give rise to a conflict of interest include situations where a Relevant Person has:

- (a) Financial interests in a matter the Group deals with or the Relevant Person 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 Group 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 Group;
 - (f) Access to information that can be used for personal gain; and
 - (g) Offer of an inducement.
- 4.3 A Relevant Person may often be the only person aware of the potential for conflict. It is a Relevant Person's responsibility to avoid any conflict from arising that could compromise their ability to perform their duties impartially. A Relevant Person must report any potential or actual conflicts of interest to a member of Executive Management (and in the case of a Director, to the Chair).
- 4.4 If a Relevant Person is uncertain whether a conflict exists, they should discuss that matter with a member of Executive Management and attempt to resolve any conflicts that may exist.
- 4.5 A Relevant Person must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported in accordance with the Company's Anti- Bribery and Anti-Corruption Policy.

5. Public and Media Comment

- 5.1 Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.
- 5.2 Relevant Persons must not make official comment on matters relating to the Group unless they are:
- (a) Authorised to do so by the Chief Executive Officer & Managing Director (**CEO & MD**) or the Chair; or
 - (b) Giving evidence in court; or
 - (c) Otherwise authorised or required to by law.
- 5.3 Relevant Persons must not release unpublished or privileged information unless they have the authority to do so from the CEO & MD or the Chair.
- 5.4 The above restrictions apply except where prohibited by law, for example in relation to "whistleblowing" (refer the Company's Whistleblower Policy for further information).

6. Use of Group Resources

- 6.1 Requests to use Group resources outside core business time should be referred to Executive Management for approval.

- 6.2 If Relevant Persons are authorised to use Group 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.
- 6.3 Relevant Persons using Group resources without obtaining prior approval could face disciplinary and/or criminal action. Group resources are not to be used for any private purposes.

7. Security of Information

- 7.1 Relevant Persons 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.
- 7.2 Relevant Persons must ensure that confidential information is only disclosed or discussed with people who are authorised to have access to it.
- 7.3 It is considered a serious act of misconduct to deliberately release confidential documents or information to unauthorised persons, and such activity may incur disciplinary action.

8. Intellectual Property/Copyright

- 8.1 Intellectual property includes the rights relating to scientific discoveries, industrial designs, trademarks, service marks, commercial names and designations, and inventions that are of value to the Group.
- 8.2 The Company (or another relevant member of the Group) will be the owner of intellectual property created by Relevant Persons in the course of their employment unless a specific prior agreement has been made. Relevant Persons 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 with the Group.

9. Discrimination and Harassment

- 9.1 Relevant Persons must not bully, harass, discriminate, or support others who bully, harass and discriminate against colleagues or members of the public on the grounds of gender, pregnancy, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, political beliefs, religious beliefs, cultural beliefs, socio-economic background, perspective and experience, or any other area of potential difference.
- 9.2 Such harassment or discrimination may constitute an offence under legislation. Refer to the Company's Harassment, Bullying and Mental Health Policy for further information.

10. Corrupt Conduct

- 10.1 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.
- 10.2 Corrupt conduct will not be tolerated by the Company. Disciplinary action up to and including dismissal or termination of contract will be taken in the event of any Relevant Person participating in corrupt conduct. Refer to the Company's Anti-Bribery and Anti-Corruption Policy for further information.

11. Workplace Health and Safety

- 11.1 It is the responsibility of all Relevant Persons to act in accordance with workplace health and safety legislation, regulations and policies applicable to their respective organisations and to use security and safety equipment provided.
- 11.2 Specifically, all Relevant Persons are responsible for safety in their work area by:
- (a) Following the safety and security directives of Executive Management;
 - (b) Advising Executive Management of areas where there is a potential problem with safety and reporting suspicious occurrences; and
 - (c) Minimising risks in the workplace.

12. Legislation

- 12.1 It is essential that all Relevant Persons comply with the laws and regulations of the countries in which the Group operates. Violations of such laws may have serious consequences for the Group and any individuals concerned. Any known violation must be reported immediately to Executive Management.

13. Fair Dealing

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

14. Insider Trading

- 14.1 All Relevant Persons are expected to be familiar with, and 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 protocols around Relevant Persons buying and selling the Company's securities.

15. Responsibilities to Investors

- 15.1 The Company strives for full, fair and accurate disclosure of financial and other information on a timely basis. Refer to the Company's Continuous Disclosure Policy and Shareholder Communications Policy for further information.

16. Breaches of the Code of Conduct

- 16.1 Relevant Persons should note that breaches of certain sections of this Code may be punishable under legislation. Some breaches may fall within the terms of the Company's Whistleblower Policy.
- 16.2 Breaches of this Code may lead to disciplinary action. The process for disciplinary action is outlined in Company policies and guidelines, relevant industrial awards and agreements.
- 16.3 All Relevant Persons are responsible for reporting any breach of the Code to the Company Secretary. Any material breaches will be reported by the Company Secretary to the Board.

17. Reporting Matters of Concern

- 17.1 Employees are encouraged to raise any matters of concern in good faith with a member of Executive Management or with the Company Secretary, without fear of retribution.

18. Review

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