

# Code of Conduct Policy

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## Introduction

Gold Corporation's Code of Conduct (the "**Code**") provides guidelines on the standards of behaviour required while working for Gold Corporation and its subsidiaries (the "**Corporation**").

We aim to encourage each other to uphold the requirements of the Code which will help us create respect and trust among our fellow employees, contractors, customers, suppliers and the broader community.

The categories contained within the Code comply with the accountability framework established by legislation and by government.

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# Code of Conduct Policy

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## 1. Application of Code

*To whom does the Code apply?*

This Code applies to all Corporation employees, including permanent, temporary, full-time, part-time, casual employees, persons employed under contract, and Board members, (referred to throughout the Code as “**you**”, “**your**” and “**employees**”).

## 2. Legislative and Compliance Framework

*Legislation, regulations, industrial instruments and codes*

The Code is based on relevant *legislation* and specific requirements unique to the bullion industry. The Corporation is also subject to common law and a range of acts of State and Federal parliament which deal with registration for particular accreditations, associations and professional bodies. The Code draws on requirements contained in the following key external legislation that has the most direct impact on the Corporation's activities:

- *Anti-Money Laundering and Counter Terrorism Financing Act 2006* (Commonwealth)
- *Corruption and Crime Commission Act 2003* (WA)
- *The Criminal Code (WA); Chapter XIII - Corruption and abuse of office*
- *Disability Services Act 1993* (WA)
- *Equal Opportunity Act 1984* (WA)
- *Financial Management Act 2006* (WA)
- *Freedom of Information Act 1992* (Commonwealth)
- *Gold Corporation Act 1987* (WA)
- *Work Health and Safety Act 2020* (WA)
- *Environmental Protection Act 1986* (WA)
- *Fair Work Act 2009* (Commonwealth)
- *Public Interest Disclosure Act 2003* (WA)
- *Privacy Act 1988* (Commonwealth)
- *State Records Act 2000* (WA)

- *Procurement Act 2020* (WA)
- *WA Treasurer's Instructions as applicable*

The acts listed above are current at the time of publication but are subject to change. This list should not be taken as a comprehensive set of all relevant statutes which affect the Corporation and its employees. New legislation or updates to State and Commonwealth legislation shall be added and incorporated into Corporation policies and procedures as required.

*Corporation policies and procedures*

Throughout this Code, reference is made to a number of the Corporation's policies and procedures. These references are only intended to provide a high-level overview of your employment obligations, and are not a substitute for the complete versions of these documents.

As an employee, it is your responsibility to obtain up to date copies of the policies, standards and procedures which are relevant to your work. Talk to your supervisor or manager if you are ever unsure about what may not be appropriate behaviour.

## 3. Personal Behaviour

The Corporation has articulated a clear set of values which are intended to guide employees in achieving the expected standards of personal behaviour. These values are as follows:

- Responsible;
- Integrity;
- Safety; and
- Excellence.

To accompany these values, the Corporation has identified behaviours (known as **Above and Below the Line Behaviours**) which clearly demonstrate the standards of behaviour all employees must agree to hold themselves and others to at the Corporation.

The Above and Below the Line Behaviours are set out in the below image:



Breaches of the Above and Below the Line Behaviours may result in disciplinary action being taken, up to and including termination of employment.

Employees are directed to PO-0003 Equal Opportunity Policy for information pertaining to harassment, bullying or discrimination against colleagues or members of the public in the workplace.

Employees are also reminded that:

- any instances of harassment, bullying or discrimination, or any unethical or inappropriate behaviour of which you become aware must be reported immediately to management;
- personal behaviour and work habits are to be conducted in accordance with the Above and Below the Line Behaviours, and employees must not act in any way that brings the Corporation's reputation into disrepute;
- all service providers, clients, colleagues and members of the public are to be treated with respect, courtesy, honesty, fairness and with proper regard for their welfare; and
- the different values, beliefs, cultures and religions of others are to be respected and you must be prepared to adapt your behaviour in recognition that actions or behaviour acceptable in one culture may not be acceptable in another.

#### 4. Health, Safety and the Environment

The Corporation is committed to a safe work environment. Health, safety and environment (HSE) are governed by legislation, policies, procedures and industry standards that apply to all employees.

As an employee you must:

- Comply with the Corporation's HSE policies, procedures and industry standards.
- Identify hazards and assess the risks associated with a new task, or a task you are unfamiliar with, and review an existing or develop a risk control plan prior to commencing a task.
- Not engage in any work that appears to be unsafe.
- Use appropriate personal protective equipment required for the task you are undertaking.
- Handle and dispose of all hazardous materials properly and safely.
- Ensure you are aware of what to do if an emergency occurs at your workplace.
- Immediately report any unsafe practices you see, or become aware of, to your manager or Health and Safety representative.
- On no account perform tasks unless you are trained and competent to do so.
- Access help and advice from your manager or supervisor when required.

- Ensure your personal choices, including use of alcohol and other substances, do not affect your work performance or endanger the health and safety of others. Refer to PO-0624 Fitness for Work Policy for more information.

Further details are set out in the Corporation's PO-0554 Health and Safety Policy and PO-0498 Environmental Policy.

## 5. Fraudulent and Corrupt Behaviour

For the purposes of the Code, fraud is defined as dishonestly obtaining a benefit, or causing a loss, by deception or other means. This includes theft of money or property by employees or persons external to the Corporation, and where deception is used at the time, immediately before or immediately after the activity. Fraud also includes the deliberate falsification, concealment, destruction or use of falsified documentation, or the improper use of information or position for personal financial benefit.

For the purposes of the Code, corruption is defined as dishonest activity in which an employee:

- (a) acts contrary to the interests of the Corporation; and
- (b) abuses his or her position of trust or power,

for personal gain or advantage for themselves, or for another person or entity, even if they themselves are not enriched.

As an employee you must:

- Ensure all expenditure is accounted for and recorded appropriately.
- Never authorise or engage in activity that would result in an improper personal benefit, kick-back or secret commission to anyone.
- Refrain from knowingly associating with any organisation or industry participants who use unethical, improper or illegitimate methods of obtaining business.
- Report any detected or suspected fraudulent or corrupt behaviour immediately to your direct manager or the General Counsel and Company Secretary so the matter can be expediently investigated and resolved by the relevant authorities.

Refer to PO-0584 Anti-Bribery and Corruption Policy for more information.

The Corporation is also committed to the aims and objectives of the *Public Interest Disclosure Act 2003 WA* (Whistle-blower Protection). The Corporation recognises the value and importance of contributions of employees to enhance administration and management practices. It strongly supports employee disclosure of any corrupt or other improper conduct. Several processes are available to enable anonymous and/or confidential disclosures. Details are contained in PO-0572 Gold Corporation Whistleblowing Policy and PO-0573 Whistleblower Policy – What constitutes a Public Interest Disclosure, which are available on the Corporation's Intranet under Governance and Legal.

A breach of anti-corruption laws is a serious offence which can result in fines for the Corporation and employees, and the imprisonment of employees, in addition to any disciplinary action taken.

The Corporation has built a reputation for integrity and the Board has approved and endorsed policies and procedures built on a strong code of ethics which outline appropriate standards of behaviour. The Corporation does not tolerate corrupt or improper conduct that could lead to reputational damage or loss.

## 6. Use of Corporation Resources

Regarding the appropriate use of the Corporation's resources, as an employee you must:

- Be accountable for all expenditure. This includes the use of the Corporation's money for hospitality, travel and engaging contractors and suppliers. The use of the Corporation's money for any private purposes is unacceptable and is forbidden.
- Be diligent in the efficient use of the Corporation's resources, including office facilities and equipment, vehicles, cab vouchers, corporate credit cards and the purchase of goods and services.
- Refrain from inappropriate use of office time or resources for party political work, for personal matters or for personal financial purposes or gain.
- Take all reasonable precautions to prevent loss, damage, misuse, theft or misappropriation of the Corporation's assets.

## 7. Business Travel

When conducting business travel, as an employee you must:

- Ensure all journeys are authorised in accordance with PO-0583 Corporate Travel Policy before you depart.
- Ensure all travel and accommodation is authorised by the CEO prior to the travel taking place:
- Ensure all bookings for travel and accommodation are undertaken by the CEO's EA, who must use the Corporation's travel providers for all such bookings.
- Ensure all expenses claimed are for legitimate business expenses.
- Never authorise your own expenses.
- Ensure that when travelling or working in another country you familiarise yourself with local behaviours, practices and customs and show respect for these in your business dealings.
- Ensure that whilst you are travelling on behalf of the Corporation, you do not engage in behaviour that is contrary to the Corporation's code of conduct or has the potential to bring the Corporation into disrepute. This includes the engaging in improper close personal relationships (refer Relationships in the Workplace).

As an employee travelling for business purposes, always be mindful that you are representing the Corporation and act accordingly.

Refer to PO-0583 Corporate Travel Policy for more information prior to arranging or undertaking business travel.

## 8. Suppliers

Suppliers have a direct influence on the profitability of the Corporation. Therefore, as an employee you must:

- Ensure you have undertaken due diligence testing before entering into a contract with a supplier.
- Make sure you have followed prudential policies and procedures in relation to obtaining quotations, contract reviews, sign off and delegated authority limits.
- Ensure contracts articulate the service to be provided, the standards required and the fee structure.
- Conduct regular reviews of the services/goods provided to ensure compliance to the contract.
- Verify the receipt of goods or services before authorising payment.

Refer to PO-0015 Purchasing Policy and MN-0011 Procurement Procedure Manual for detailed guidance.

## 9. Conflicts of Interest

The Corporation expects all employees to be sensitive to actual, potential and perceived conflicts of interest.

- For the purposes of the Code, a conflict of interest occurs where your individual interests are different to, and conflict with, the interests of the Corporation, such that an independent observer might question whether your professional decisions or actions are influenced or motivated by your own interests or for your own benefit. A conflict of interest can be actual or perceived.

As an employee you must:

- ensure your financial or personal interests do not conflict with, or be perceived to conflict with, the interests of the Corporation or your ability to perform your role in an impartial manner,
- use FM-0434 Disclosure of Interests and Relationships to declare any private interest that could improperly influence, or be seen to influence, your decisions at work. This obligation is ongoing and extends throughout your employment. If your circumstances change, you must consider whether the change may give rise to a requirement to declare in accordance with the Code, and
- if you are uncertain as to whether an actual or perceived conflict of interest exists, declare the potential conflict by using FM-0434 Disclosure of Interests and Relationships. This will enable the Corporation to consider the situation and, if required, take steps to manage any actual or perceived conflict of interest.

*Relationships in the Workplace*

- In this section, close personal relationship means a married or de facto couple, sexual partners, relatives, and/or a close friendship. It does not include normal professional acquaintances between employees, contractors, directors, suppliers or customers of the Corporation.
- Where close personal relationships between employees and/or people the Corporation does business with, including contractors, service providers and clients go beyond the level of a professional working relationship, as an employee you must inform your manager of the relationship and, if required, disclose the relationship via Form FM-0434 Disclosure of Interests and Relationships.

- These relationships, even if consensual, may ultimately result in an actual or perceived conflict of interest where one individual has influence or control over the other (or is perceived to), including in relation to:
  - direct supervision
  - selection, recruitment and appointment
  - determination of salary
  - promotion decisions
  - disciplinary processes
  - staff development opportunities
  - performance achievement review
  - dealing with clients and customers
  - dealing with suppliers, including assessing and awarding contracts or tenders
- If a relationship is disclosed or you fail to disclose a relationship and it is determined that one of the parties to the relationship has influence or control over the other in the workplace (or may be perceived to do so), your Manager will consult with People & Culture to determine the appropriate course of action. Possible actions to manage such a situation may include, but are not limited to, a transfer to a new role, a change in roster pattern, a change in reporting line or the employee may be subject to disciplinary action, up to and including termination of employment.
- Possible actions to manage such a situation may include, but are not limited to: a transfer to a new role, a change in roster pattern and/or a change in reporting line.
- If an employee fails to declare a close personal relationship in accordance with this policy, the employee may be subject to disciplinary action, up to and including termination of employment.
- If an employee, whether or not involved in the relationship, believes they have been, or are being, adversely affected by a close personal relationship in the workplace, they are encouraged to contact their Manager or People and Culture to report and address their concerns.
- If a relationship develops into a situation that may be viewed as harassment, sexual harassment, bullying or discrimination, employees should refer to PO-0003 Equal Opportunity Policy and follow the Complaints Procedure (Section 9).

#### *Other Potential Conflicts*

- Financial interests in a matter the Corporation is dealing with or being aware of friends or relatives with such an interest.
- The receipt of gifts or benefits in your capacity as a representative of the Corporation whilst at work, on leave or on business travel.
- PO 597 Acceptance of Gifts Policy provides guidance on the appropriate acceptance and reporting of gifts.

In summary, it states:

- Small gifts (defined as gifts of less than \$50 in value) may be accepted and should be listed and disclosed to your manager.
- All gifts and benefits must be recorded in the Gift Register maintained by Risk Services and reported to State Government.
- Outside roles, including voluntary/honorary appointments, memberships or directorships, whether remunerated or not may represent a potential conflict. Where a paid or unpaid position is held prior to employment it must be declared on commencement, and where an intended position is to be taken up, approval must be obtained from the employee's manager and/or member of the Corporation's Leadership team.

## **10. Privacy**

The Corporation is committed to protecting the privacy of all personal information it collects and receives in accordance with the Australian Privacy Principles (APPs) in the Privacy Act 1988 (Commonwealth).

As an employee you must:

- Comply with all legal requirements that apply to the collection, use and retention of personal information.
- Collect, use and retain only personal information that is necessary.
- Use personal information only for the purpose for which it was collected.
- Protect personal information against risks such as loss, destruction, unauthorised access or use, modification or disclosure.
- Maintain confidentiality about any personal or other information that becomes available to you in the course of your duties. Use the information only in connection with Corporation business and/or with proper authorisation.



For more information refer to the Corporation's PO-0579 Privacy Policy, PO-0023 Privacy Management Framework and PO-0586 Privacy Statement – Recruitment and Selection.

## 11. Communication, Use and Disclosure of Information

The Corporation expects all employees to adhere to the following appropriate behaviour:

- The disclosure to any person of any information or documents either acquired or seen in the course of employment is not authorised, unless required by law or where proper authorisation is given.
- The misuse or disclosure of information to any person, either within or outside of the Corporation, for personal or commercial gain, either by the employee or anyone else, is forbidden. Employees are reminded that such improper use of their position or of inside information is a crime per section 72 of the Gold Corporation Act 1987 (WA). Potential penalties for breaches include fines of \$20,000 and five-year's imprisonment.
- The use of inside information obtained by any employee of the Corporation to trade in financial products (including shares and options) of listed companies that have a business relationship with the Corporation, including passing that inside information to another person to trade or passing that inside information to someone whom you ought reasonably to know would likely use that information to trade ("insider trading") may be subject to serious criminal penalties, including imprisonment, under section 1043A Corporations Act 2001 (Cth) and/or the Criminal Code. As an employee of the Corporation you are prohibited from trading financial products (including shares and options) of companies that have a business relationship (including but not limited to gold mining companies and banks) with the Corporation unless you first obtain permission from the General Counsel and Company Secretary as set out further below. This prohibition extends to include, for example, financial products (including shares or options) either bought or sold via another "person", "company" or "trust" and includes through superannuation in circumstances where you issue the instructions to trade in the relevant financial products, for example, to a financial adviser to

trade for a superannuation fund or procure others to deal or tip off others who might deal about the information. However, the prohibition from trading financial products (including shares and options) of companies does not extend, for example, to an "Industry Super Fund" or those superannuation funds managed by third party at arms-length from staff of the Corporation such as a corporate trustee provided staff of the Corporation do not exert control, nor influence or pass information onto those third parties managing that superannuation fund.

The General Counsel and Company Secretary may grant permission in writing to you to trade financial products (including shares and options) of listed companies that have a business relationship with the Corporation where you as an employee:

- positively state that you are not in possession of inside information;
- commence the trade within 15 business days of the release of the relevant financial product's quarterly, half-yearly or annual results; and
- seek written approval for portfolio purchases or sales, that are, long term buys and holds. (N.B Approval will not be given to active trading in customers shares or those companies that have a business relationship with the Corporation).

## 12. Record Keeping and Storage of Information

As an employee, the Corporation expects you to comply with the following obligations in relation to record keeping and the use of information:

- Employees who have access to the Corporation's business records must ensure that these are captured and managed in an appropriate and responsible manner. All official documentation is to be stored on the Corporation's record keeping system, HP Content Manager (HPCM).
- Employees are reminded of their obligations to maintain the secrecy and security of records of the Corporation and its subsidiaries in accordance with section 74 of the Gold Corporation Act 1987 (WA). Potential penalties for breaches include fines of \$10,000 and one year's imprisonment.

For more information refer to PO-0018 Information Governance Policy.

### 13. Information Systems, Information Security and Data Governance

Employees have access to a range of information systems to assist them perform their jobs. Unauthorised use of information and these information systems is prohibited. The use of such systems including email is monitored.

As an employee you must:

- Treat all emails and other electronic forms of information as official Corporation records.
- Not install software or hardware without authorisation.
- Never access, store, send, post or publish inappropriate material, or ignore such inappropriate behaviour by others.
- Comply with internal information security policies and procedures. You must not compromise security protocols put in place to ensure data security, data integrity and privacy law compliance.

It is essential that employees:

- Protect company information and systems from damage or loss, including ensuring viruses are not introduced and externally transmitted information is kept confidential.
- Adhere to the Corporation's password standards (ST-0001 Password Management Standard).
- Adhere to the Corporation's data classification standard (ST-0024 Data Classification Standard).

For more information refer to PO-0014 Acceptable Use Policy, PO-0567 Information Security Policy and PO-0020 Data Governance Policy.

### 14. Intellectual Property

Intellectual Property (IP) means:

- All present and future rights to intellectual property including any inventions and improvements.
- Trademarks (whether registered or common law trade-marks).
- Designs.
- Copyright.
- Any corresponding property rights under the laws of any jurisdiction.
- Any rights in respect of an invention, discovery, trade secret, secret process, know-how, concept, idea, information, process, data or formula.

The Corporation owns any Intellectual Property employees create during the course of their employment with the Corporation. Under the Corporation's Intellectual Property framework, due recognition will be granted to employees as the creator of Corporation IP.

As an employee you must:

- Inform the Corporation of any IP you create during the course of your employment, regardless of the work being done during or outside work hours.
- Protect Corporation IP in the same manner you protect other assets of the Corporation.

For more information refer to PO-0622 Intellectual Property Statement and PO-0623 Intellectual Property Policy Principles.

### 15. Complaints and Further Enquiries

If you are unsure about the meaning of any part of the Code or have concerns about how it is being applied, you should immediately raise this with your Manager.

Where this is not possible or it is inappropriate to do so, contact the Chief People and Reputation Officer or a member of the Corporation's Executive.

If it is not possible to resolve the matter or if it relates to a potential or an actual instance of fraud, contact the General Counsel and Company Secretary.

You do not need to be directly affected by an issue in order to raise it. You can report a concern about which you have become aware.

### 16. Consequences of a Breach of the Code

Failing to comply with the Code is viewed by the Company as a serious matter. If, following an investigation, the Corporation is satisfied a breach of the Code has occurred, disciplinary action may be taken, up to and including termination of employment.

I have read and understand the terms of the Code.

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Name:

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Signature:

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Date:

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