


BENDIGO MINING LIMITED - CORPORATE GOVERNANCE POLICY

VALUES AND CODE OF CONDUCT

1.0 Purpose

The purpose of this document is to ensure that all team members fully understand and commit to the Company's Value Statement and Code of Conduct.

2.0 VALUE STATEMENT



Our primary aim is to build a great gold mining business for the benefit of everyone involved

To do this we will:

- **Strive for excellence in the management of health and safety**
- **Treat people with respect and dignity**
- **Conduct ourselves honestly and ethically**

We are committed to:

- **A rigorous risk based approach to safety**
- **Being accountable for our actions and decisions**
- **Delivering quality work**

We value:

- **A culture that holds safety at its core**
- **The community and environment in which we operate**
- **Innovation and reliability from all team members**

The values expressed in this statement drive the relationships within the Company, among its team members and with the communities in which we operate. Our aim of "building a great gold mining business for the benefit of everyone involved" will only be achieved if we have the best people working to reach the Company's goals.

As a Bendigo Mining employee, you are expected to maintain the highest ethical standards and to ensure that everything you do in all circumstances is beyond reproach. You are expected to abide by the Company's policies, procedures, standards, rules and practices and must at all times act in the Company's best interest.

3.0 CODE OF CONDUCT

The Company's Code of Conduct applies to all team members and compliance with the Code is mandatory. You need to ensure that you understand the Company's expectations and your obligations as an employee.

If you become aware of or suspect a contravention of the Code, you must promptly advise your supervisor or a manager so that the matter can be investigated and dealt with. Any doubt as to the application of the Code should be discussed with a member of the management team.

HEALTH, SAFETY AND ENVIRONMENT

At Bendigo Mining we care about safety. Everyone is expected to take responsibility for their own safety and to look out for their workmates. We want everyone to return home safely after every shift.

We are a proud member of the Bendigo community, and we aim to maximise the benefits of the mine for our community. We are committed to minimising the impact of our operations on the environment.

You can be proud to be in the team that is developing Bendigo's mine for the benefit of everyone involved.

We will:

- Work together to control and minimise risk associated with unsafe conditions and acts from the workplace
- Identify, assess and manage risks to ourselves, the local community and the environment
- Seek continual improvement in our health, safety and environment knowledge, skills and behaviours
- Comply with and, where practical, exceed the requirements of applicable laws, regulations, standards and codes
- Ensure that we all have the knowledge and skills to carry out our work in a safe and environmentally responsible manner
- Actively involve and communicate with each other about health, safety, and environment matters
- Communicate regularly, openly and honestly with people affected by our operations and take their views and concerns into account in our decision making
- Eliminate waste and promote the efficient use of natural resources

CONFLICT OF INTEREST

The Company expects you to perform your duties honestly, conscientiously and in accordance with the best interest of the Company.

You must not use your position in the Company, or confidential information you have obtained through your association with the Company, for personal advantage or in such a manner that a conflict arises between the interests of the Company and your personal interests. A conflict could arise where a team member, team member's family or a business with which the team member or family is associated, gains an advantage by virtue of the team member's position with the Company or knowledge gained through that position.

If you have a concern that you may be involved in or could potentially be involved in a conflict of interest, you should make all the facts known to your supervisor.

OUTSIDE ACTIVITIES AND EMPLOYMENT

The Company encourages team members to be active in the local community. Conflicts of interests which could affect your ability to exercise independent judgement in the best interests of the Company should be avoided. You should avoid situations where a perception of conflict of interests may arise.

Employees may not take up outside employment without the written approval of their relevant manager.

RELATIONSHIPS WITH SUPPLIERS

Relationships with suppliers or contractors may give rise to situations where real or perceived conflicts of interest may arise. You should ensure that your relationship with any supplier or contractor providing goods or services to the Company is seen to be independent. You must declare any direct or indirect financial interest in any organisation that we deal with.

GIFTS, HOSPITALITY AND FAVOURS

You may not accept gifts, hospitality or other favours which may influence, or reasonably appear to influence your judgement, or which may place you under obligation.

In line with common commercial practice and to the extent that sound relationships should be developed between the Company and its suppliers and contractors, occasional business entertainment such as lunches, cocktail parties and dinners, and occasional personal hospitality such as tickets to local sporting events or theatres are acceptable, provided that no cost is incurred by the company. Small gifts of advertising matter of limited commercial value may be accepted. If any doubt exists, the matter should be discussed with your supervisor.

You are required to declare all gifts, hospitality and other favours with a value in excess of \$100 to your supervisor.

PERSONAL INVESTMENTS

You have the right to make personal investment decisions as you see fit, provided they do not contravene the conflict of interest provisions of this code or the Company's policy on dealing in the securities of the Company.

EQUAL OPPORTUNITY

The Company is an equal opportunity employer. Harassment, discrimination or victimisation of employees, contractors or visitors will not be tolerated. Employees and contractors must comply with the Company's **Equal Opportunity Policy** POL-45-51-01.

POLITICAL SUPPORT

No Company contributions will be made to political parties or candidates. The Company recognises your right to personal participation in the political process and will not influence such activity provided there is no disruption to workplace activities. Individuals must take care that their views are not identified as those of the Company.

COMPANY FUNDS AND PROPERTY

You must at all times ensure that the Company's funds and property are used only for legitimate Company business purposes.

Where your duties require Company funds to be spent, it is your responsibility to exercise good judgement and to ensure that the Company receives appropriate value for the expenditure. **Theft or fraud will lead to instant dismissal.** If you become aware of any evidence that the Company's funds or property may have been used in a fraudulent or improper manner, you should immediately and confidentially advise your supervisor, a member of the Executive Team or the Managing Director.

Bendigo Mining reserves the right to conduct personal searches or searches of employees' lockers, belongings and vehicles whilst on site or leaving site.

COMPANY RECORDS

Accurate and reliable records are required to meet the Company's goals and to manage the Company's business affairs.

You must ensure that every step is taken to keep Company information in an orderly manner to ensure confidentiality, ease of access, accuracy and reliability and to protect Company information from loss or destruction. To this end team members must keep their work area neat and tidy and comply with the **Document Control Standard** STD-33-01-01

COMMUNICATIONS

The Company strives to achieve complete, accurate and timely communications with all parties with whom it conducts business, including government authorities, the public and employees.

The Company's policy and procedures regarding media communications must be followed in every respect. Unless authorised by the Managing Director, you are not permitted to represent the Company in any dealings with the media.

PRIVACY AND CONFIDENTIALITY

Information obtained during the course of the Company's business must be safeguarded with due regard to confidentiality. Personnel information should only be retained for as long as it is needed or required by law. Refer to the Company's **Privacy Policy** POL-40-01-01.

HEALTH ASSESSMENTS, DRUGS & ALCOHOL

You will be required to undertake periodic and exiting medical assessments as per the **Health Management Standard** (STD-33-03-01). You are also required to attend work free from the influence of drugs and alcohol and will be required to participate in drug and alcohol testing as a condition of entry to any Company site, in accordance with PRO-33-02-02 **Drug & Alcohol Testing Procedure**.

PERFORMANCE

Your behaviour is expected to be consistent with Company values and Code of Conduct. Any misconduct may be a matter that requires the implementation of the **Discipline & Intervention Procedure** PRO-47-72-01.

4.0 Related Documents

- PRO-42-20-01 Employment Process Procedure
- STD-33-01-01 Document Control Standard
- PRO-47-72-01 Discipline & Intervention Procedure
- PRO-33-02-02 Drug & Alcohol Testing Procedure
- POL-44-51-01 Equal Opportunity Policy
- STD-33-03-01 Health Management Standard
- PRO-40-01-01 Privacy Policy
- PRO-28-03-01 Search Policy