

CODE OF CONDUCT

1. Purpose

The purpose of this Code of Conduct is to provide a framework for decisions and actions in relation to ethical conduct in employment and in engagement with the Company. 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 and consultants.

2. Accountabilities

2.1 Directors

Managers and supervisors are responsible and accountable for:

- (a) undertaking their duties and behaving in a manner that is consistent with the provisions of the Code of Conduct;
- (b) ensuring that executives understand and follow the provisions outlined in the Code of Conduct.

2.2 Executives, Managers and Supervisors

Managers and supervisors are responsible and accountable for:

- (a) undertaking their duties and behaving in a manner that is consistent with the provisions of the Code of Conduct;
- (b) the effective implementation, promotion and support of the Code of Conduct in their areas of responsibility; and
- (c) ensuring employees and consultants under their control understand and follow the provisions outlined in the Code of Conduct.

2.3 Employees and Consultants

All employees and consultants 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.
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3. Personal and Professional Behaviour

When carrying out your duties, you should:

- (a) behave honestly and with integrity and report other employees and consultants who are behaving dishonestly;

- (b) carry out your work with integrity and to a high standard and in particular, commit to the Company's policy of producing quality goods and services;
- (c) operate within the law at all times;
- (d) follow the policies of the Company; and
- (e) act in an appropriate business-like manner when representing the Company in public forums.

4. Conflicts of Interest

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

The Board, Senior Executives, employees and consultants should not involve themselves in situations where there is a real or apparent conflict of interest between them as individuals and the interest of the Company. Where a real or apparent conflict of interest arises, the matter should be brought to the attention of the Board in the case of the Chairman, the Chairman in the case of a Board member or a Senior Executive, or the Senior Executive in the case of any other employee or Contractor, so that it may be considered and dealt with in an appropriate manner for all concerned.

- (a) Some situations that may give rise to a conflict of interest include, but are not limited to, situations where you have:
 - (i) financial interests in a matter the Company deals with or you are aware that your friends or relatives have a financial interest in the matter;
 - (ii) directorships/management of outside organisations;
 - (iii) membership of boards of outside organisations;
 - (iv) personal relationships with people the Company is dealing with which go beyond the level of a professional working relationship;
 - (v) secondary employment, business, commercial, or other activities outside of the workplace which impacts on your duty and obligations to the Company;
 - (vi) access to information that can be used for personal gain; and
 - (vii) offer of an inducement.
- (b) You may often be the only person aware of the potential for conflict. It is your responsibility to avoid any conflict from arising that could compromise your ability to perform your duties impartially. You must report any potential or actual conflicts of interest to your manager.
- (c) If you are uncertain whether a conflict exists, you should discuss that matter with your manager and attempt to resolve any conflicts that may exist.

You must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported to your Manager.

5. Public and Media Comment

- (a) Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.
- (b) Employees and consultants must not make official comment on matters relating to the Company unless they are:
 - (i) authorised to do so by the Chair; or
 - (ii) giving evidence in court; or
 - (iii) otherwise authorised or required to by law.
- (c) Employees and consultants must not release unpublished or privileged information unless they have the authority to do so from the Chair.
- (d) The above restrictions apply except where prohibited by law, for example in relation to "whistleblowing".

6. Use of Company Resources

Requests to use Company resources outside core business time should be referred to management for approval.

If employees and consultants 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.

Employees and consultants 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.

7. Confidentiality

Employees and consultants 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 and consultants 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. The obligation to continue confidentiality continues after your employment at the Company ends.

8. Intellectual Property/Copyright

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.

The Company is the owner of intellectual property created by employees and consultants in the course of their employment unless a specific prior agreement has been made. Employees and

consultants must obtain written permission to use any such intellectual property from the Company Secretary before making any use of that property for purposes other than as required in their role as employee or consultant.

9. Discrimination and Harassment

Employees and consultants must not harass, discriminate, or support others who 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, homosexuality or transgender.

Such harassment or discrimination may constitute an offence under legislation. Managers should understand and apply the principles of Equal Employment Opportunity.

10. Corrupt Conduct

Corrupt conduct involves the dishonest or improper 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.

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 or consultant participating in corrupt conduct.

11. Gifts and Entertainment

Gifts and entertainment must comply with the Company's Anti-Bribery and Corruption Policy. Generally, acceptance of inexpensive non-cash gifts is permissible. In addition, infrequent and moderate business meals and entertainment (including local sporting events) with suppliers or contract partners can be appropriate. However, be aware of the potential for a conflict of interest (whether real or apparent). If any gift or courtesy is accepted, **it must be reported to the Company Secretary as soon as practicable** and recorded on the Company's Gift Register. The Company Secretary is responsible for the management of the Company's Gift Register.

12. Occupational Health and Safety

It is the responsibility of all employees and consultants 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.

Specifically, all employees and consultants are responsible for safety in their work area by:

- (a) following the safety and security directives of management;
- (b) advising management of areas where there is potential problem in safety and reporting suspicious occurrences; and
- (c) minimising risks in the workplace.

13. Legislation

It is essential that all employees and consultants 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 management.

14. Fair Dealing

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

15. Insider Trading

All employees and consultants 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, management, employees and consultants are permitted to buy and sell the Company's securities.

16. Responsibilities to Investors

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

17. Privacy

The Board, Senior Executives and employees must comply strictly with the privacy principles of the Privacy Act 1988.

Private information about a co-worker, supplier, contract partner, investor or any other person dealing with the Company must not be discussed or disclosed to any third party without prior written consent of the individual to which the information relates.

18. Breaches of the Code of Conduct

Employees and consultants should note that breaches of certain sections of this Code of Conduct may be punishable under legislation.

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.

19. Reporting and Compliance with the Code

Employees and consultants 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. Initial contact via email at smckenzie@wiagold.com.au is recommended.

20. Periodic Review

The Company shall monitor compliance with the Code periodically by liaising with the Board, Senior Executives and employees especially in relation to any areas of difficulty which arise from the Code of Conduct and any other ideas or suggestions for improvement of the Code. Suggestions for improvements or amendments to the Code of Conduct can be made at any time by providing a written note to the Company Secretary at smckenzie@wiagold.com.au.

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