



# BELLEVUE

## GOLD

Code of Conduct

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## **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. It underpins Bellevue'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 Directors.

Bellevue's core values and commitments are detailed on the Bellevue website and relate to:

- (a) Employees;
- (b) Advisers and other significant third parties;
- (c) Shareholders;
- (d) Government; and
- (e) Communities and environment.

## **2. ACCOUNTABILITIES**

### **2.1 Managers and supervisors**

Managers and supervisors are responsible and accountable for:

- (a) the effective implementation, promotion and support of this Code of Conduct in their areas of responsibility; and
- (b) ensuring employees under their control understand and follow the provisions outlined in this Code of Conduct.

### **2.2 Employees and Directors**

All employees and Directors are responsible for:

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

## **3. PERSONAL AND PROFESSIONAL BEHAVIOUR**

When carrying out your duties, you should:

- (a) behave honestly and with integrity and report other employees who are behaving dishonestly;
- (b) act in accordance with Bellevue's values;

- (c) act ethically and responsibly;
- (d) carry out your work with integrity and to a high standard;
- (e) operate within the law at all times;
- (f) comply with Bellevue's policies and procedures; and
- (g) act in an appropriate business-like and professional manner when representing Bellevue in public forums.

You must not consume more alcohol than any alcohol limit imposed by Bellevue at any work event that is sanctioned by Bellevue. Failure to comply with this will be a breach of this Code of Conduct and may result in disciplinary action in accordance with section 18 of this Code of Conduct.

## **4. APPLICATION OF CODE OF CONDUCT OUTSIDE THE WORKPLACE**

This Code of Conduct and other Bellevue policies apply at all work events that are sanctioned by Bellevue.

Failure to comply with this Code of Conduct and/or any other Bellevue policy at a work event sanctioned by Bellevue will constitute a breach of this Code of Conduct or the relevant Bellevue policy and may result in disciplinary action in accordance with section 18 of this Code of Conduct.

## **5. CONFLICT OF INTEREST**

The duty to avoid, disclose and manage conflicts of interests in accordance with this Code of Conduct does not prohibit all conflicts of interests – rather it requires that conflicts are adequately disclosed and managed when they arise.

### **5.1 What is a conflict 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. An interest does not need to be pecuniary in nature for a conflict to arise.

- (a) Some situations that may give rise to a conflict of interest include situations where you have:
  - (i) financial interests in a Bellevue matter or you are aware that your friends or relatives have a financial interest in the matter;
  - (ii) directorship/management of an outside organisation;
  - (iii) a material shareholding in an outside organisation;
  - (iv) personal relationships with people Bellevue 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 Bellevue;
- (vi) access to information that can be used for personal gain; and
- (vii) offer of an inducement.

## 5.2 Directors

Disclosure of conflicts of interest by Directors and the management of conflicts of interest involving a Director are governed by the Board Charter.

## 5.3 Employees

### (a) Disclosure of conflicts of interest by employees

- (i) 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.
- (ii) If you have:
  - (A) an interest in a matter that is, has the potential to be, or may be perceived to be, in conflict with the interests of Bellevue; or
  - (B) reason to believe that any employee or Director has an interest in a matter or is engaged in conduct that is, has the potential to be, or may be perceived to be in conflict with the interests of Bellevue,

you must disclose that interest to the Company Secretary as soon as possible after you become aware of it by completing a Conflict of Interest Declaration Form which is available on the CDMS.
- (iii) If you are uncertain whether a conflict exists, you should discuss that matter with the Company Secretary and attempt to resolve any conflicts that may exist.
- (iv) You must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported in accordance with Bellevue's Anti-Bribery and Anti-Corruption Policy.

### (b) Managing conflicts of interests of employees

If your conflict of interest cannot be avoided, you must manage that conflict in accordance with the directions provided by the Company Secretary which will follow the guidelines set out below:

- (i) A person who has a conflict of interest will restrict their involvement, or have it restricted, in a particular activity, including:
  - (A) abstaining from voting on, making or influencing decisions or proposals;
  - (B) withdrawing from discussion of affected proposals;

- (C) having their access denied to information relating to the conflict of interest; and
  - (D) having their access denied to sensitive documents or confidential information relating to the conflict of interest.
- (ii) Where the affected person abstains from voting or leaves the room to avoid being placed in a conflict of interest situation, the abstention or absence of that person from the proceedings of a meeting shall be recorded in the minutes of the meeting.
  - (iii) In cases of ongoing serious conflicts of interest, it may be in the interests of all parties for the affected person to be removed from involvement in the area of activity as long as the conflict persists.
  - (iv) In certain circumstances, resignation from a position held with Bellevue may be necessary.

## **6. PUBLIC AND MEDIA COMMENT**

Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.

Employees must not make official comment on matters relating to Bellevue unless they are:

- (a) authorised to do so by the Managing Director & CEO; or
- (b) giving evidence in court; or
- (c) otherwise authorised or required to by law.

Employees must not release unpublished or privileged information unless they have authority to do so from the Managing Director & CEO.

The above restrictions apply except where prohibited by law, for example in relation to 'whistleblowing'.

See Bellevue's Social Media Policy for further information.

## **7. USE OF BELLEVUE RESOURCES**

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

If employees are authorised to use Bellevue 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 using Bellevue resources without obtaining prior approval could face disciplinary and/or criminal action. Bellevue resources are not to be used for any private commercial purposes.

## **8. CONFIDENTIAL INFORMATION**

Confidential information includes information relating to the past, present or future operations of Bellevue including (but not limited to) financial information, operating procedures, technical information and geological information.

Employees must make sure that confidential information of Bellevue, or third parties that is held by Bellevue, cannot be accessed by unauthorised persons. Confidential information 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 result in disciplinary action.

## **9. 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 Bellevue.

Bellevue 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 Company Secretary to use any such intellectual property before making any use of that property for purposes other than as required in their role as employee.

## **10. DISCRIMINATION AND HARASSMENT**

Employees 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.

Employees must complete training on discrimination and harassment as directed by Bellevue.

## **11. CORRUPT CONDUCT**

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.

Corrupt conduct will not be tolerated by Bellevue. Disciplinary action up to and including dismissal will be taken in the event of any employee participating in corrupt conduct. Refer to Bellevue's Anti-Bribery and Anti-Corruption Policy for further information.

## **12. OCCUPATIONAL HEALTH AND SAFETY**

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.

Specifically all employees 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. DISCLOSURE REQUIREMENTS**

Employees are required to disclose to Bellevue as soon as possible if the employee has been charged or convicted with an offence during their employment relating to:

- (a) fraud;
- (b) sexual harassment, sexual assault or any other sexual conduct;
- (c) stalking;
- (d) theft;
- (e) violence; and/or
- (f) any other offence that may:
  - (i) create a work health and safety risk;
  - (ii) impact an employee's ability to perform their role; or
  - (iii) create reputational damage for the Company.

If an employee fails to disclose as required, or if Bellevue reasonably considers the offence the employee has been charged or convicted with may:

- (a) create a work health and safety risk;
- (b) impact the employee's ability to perform their role; or
- (c) create a risk of reputational damage for the Company,

Bellevue may take disciplinary action in accordance with section 18 of this Code of Conduct.

## **14. LEGISLATION**

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 Bellevue and any individuals concerned. Any known violation must be reported immediately to the Company Secretary.

## **15. FAIR DEALING**

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

## **16. INSIDER TRADING**

All employees must observe Bellevue's Trading Policy. In conjunction with the legal prohibition on dealing in BGL's securities when in possession of unpublished price sensitive information, Bellevue has established specific time periods when Directors and employees are permitted to buy and sell BGL's securities.

## **17. RESPONSIBILITIES TO INVESTORS**

Bellevue strives for full, fair and accurate disclosure of financial and other information on a timely basis. Refer to Bellevue's Continuous Disclosure and Communications Policy.

## **18. BREACHES OF THIS CODE OF CONDUCT**

Employees 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, up to and including summary termination of employment. The process for disciplinary action is outlined in Bellevue policies and procedures, relevant industrial awards and agreements.

Any material breaches of this Code of Conduct will be reported by the Company Secretary to the Board.

## **19. REPORTING MATTERS OF CONCERN**

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**

This Code of Conduct will be reviewed by the Board annually to ensure that it continues to reflect the letter and spirit of all applicable laws and regulations and Bellevue's commitment to its staff and the community.

## 21. DEFINITIONS

In this Policy:

**Bellevue** means BGL and its wholly owned subsidiaries.

**BGL** or **Company** means Bellevue Gold Limited.

**Board** means the board of directors of the Company.

**CDMS** means Bellevue's Controlled Document Management System.

**Director** means a director of the Company.

## 22. ASSOCIATED DOCUMENTS

Anti-Bribery and Anti-Corruption Policy

Board Charter

Conflict of Interest Declaration Form

Continuous Disclosure and Communications Policy

Discrimination, Harassment & Bullying Policy

Social Media Policy

Trading Policy

## Review History

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