

# APPENDIX A3

## TERRAMIN POLICIES

# BIRD IN HAND GOLD PROJECT

## MINING LEASE PROPOSAL MC 4473



ABN | 66 122 765 708

Unit 7 / 202-208 Glen Osmond Road | Fullarton SA 5063

# TERRAMIN AUSTRALIA

## CODE OF CONDUCT

### PURPOSE AND SCOPE

Terramin Australia is committed to establishing an organisational culture based on professionalism and integrity and one which is grounded in ethical and responsible behaviour and decision-making.

Terramin is committed to achieving best practice in its operations, having reference to its obligations under various laws and regulations, and as recommended by the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

The Code of Conduct applies standards for appropriate ethical and professional behaviour based on Terramin's core values of Safety & Environment; Teamwork; Recognition; Integrity; Vision and Excellence, whenever and wherever relevant to our work and responsibilities. It is applicable to each director, employee, contractor and consultant of the Company (except to the extent that this Code of Conduct conflicts with a professional code of conduct otherwise applicable to that person). Each of us is responsible for our own actions and for understanding our obligations under the Code.

The Code of Conduct is not exhaustive and cannot anticipate every ethical challenge that we may face, however the principles of the Code are provided to assist each of us to understand our obligations to act ethically and professionally.

In accordance with our values, Terramin is committed to conducting all of its business dealings with the highest level of honesty and integrity, creating and maintaining a culture of transparency, while seeking at all times to create and grow shareholder value.

Terramin will not tolerate unethical, unlawful or dishonest conduct.

### ACCEPTABLE BEHAVIOUR AND RESPONSIBILITIES

Terramin directors, employees, contractors and consultants are expected to comply at all times with the behaviours outlined in this Code of Conduct. Each individual is expected to adhere to the following general principles;

- Put safety first in everything we do
- Always act in the best interest of the Company
- Maintain and promote high levels of acceptable behaviour
- Help to build and maintain a culture that is just, fair and equitable to all.

#### **Employees, Contractors, Consultants**

As a director, employee, contractor or consultant of Terramin you are responsible for the way you behave and your actions. All your decisions must be ethical and comply with legislation, enterprise agreements, awards, policies, procedures, rules and job requirements. In your work at Terramin you must:



- Carry out your duties carefully, safely, honestly, courteously and fairly;
- Use your authority and delegation/s and unbiased way for the intended work related purposes
- Use Terramin's resources and property efficiently and economically
- Work cooperatively with colleagues in a spirit of support and respect of others
- Share information, knowledge and expertise with colleagues
- Be honest and accurate in timekeeping and in meeting attendance requirements

## COMPLIANCE WITH LAWS

Terramin will comply with the laws, regulations and practices of each country in which it conducts its business. Where the standards of compliance required in another country are lower than those applying to the Company's operations within Australia, and where appropriate, the Company will seek to comply with those higher standards at all times.

Terramin's directors, employees, contractors and consultants will disclose to their appropriate manager or the Chief Executive Officer any direct or indirect, actual or perceived conflict of interest between their personal or private interests and those of the Company's business and operations.

## CORRUPTION AND BRIBERY

Under no circumstances will any director, employee, contractor or consultant of Terramin engage in any conduct which may constitute, or may be perceived to constitute (whether directly or indirectly), the giving or receipt of bribes, facilitation payments, inducements, commissions or other improper benefits, whether or not such conduct in fact has the purpose of furthering a person's own, or the Company's, interests.

## DISCRIMINATION, HARASSMENT AND BULLYING-FREE WORKPLACE

Terramin is committed to providing a work environment that is free from harassment, discrimination, victimisation and bullying.

Directors, employees, contractors and consultants must not discriminate, victimise intimidate or harass any other directors, employees, contractors, consultants or members of the public for any reason as defined in the Terramin's Harassment & Bullying Policy and Diversity & Equal Opportunity Policy.

Managers and supervisors will be offered training and other active measures to ensure they know how to deal with harassment, discrimination, victimisation and bullying in their work area.



## DIVERSITY AND EQUAL OPPORTUNITY

Terramin strives to value and recognise each individual's contribution and strengths regardless of gender, ethnicity, colour, age, race, religious belief, national origin, sexual orientation, marital status, disability, trade union activity or any other status protected by law or regulation. Terramin is committed to maintaining a talented and diverse workforce as described in Terramin's Diversity and Equal Opportunity Policy.

## HEALTH, SAFETY AND WELFARE

Ensure safety and environmental policies are integrated into work practices and that areas of responsibility are compliant with applicable legislation and statutory requirements as a minimum.

Terramin is committed to providing a safe and healthy workplace for employees, contactors, consultants and visitors.

Employees, contractors and consultants are expected to:

- Comply with Terramin's Occupational Health, Safety & Welfare Policy and Procedures, Alcohol & Other Drugs Policy and Procedures;
- Comply with Terramin's Smoking & Smoke Free Workplace Policy;
- Identify, assess and control hazards in the work area before commencing any work;
- Report hazards, damage and injuries immediately;
- Follow the safety procedures, rules and guidelines or instructions that apply to your workplace;
- Exercise appropriate behavioural choices and present fit for work as described in Terramin's Fitness for Work Policy;
- Participate in consultative processes to improve and enhance safety;
- Use safety equipment, uniforms and protective clothing as provided;
- Keep the workplace clean and tidy;
- Report any interference, obstruction, or misuse of anything provided for the safety of people in the workplace; and
- Inform their supervisor, manager, Health and Safety Committee or senior management if they are concerned about a safety issue.

## PRIVACY AND CONFIDENTIAL INFORMATION

Terramin respects the privacy of its directors, employees, contractors, consultants and external stakeholders through the continuous development and review of its privacy policies and use of confidential information.



## SUSTAINABILITY AND THE ENVIRONMENT AND THE COMMUNITY

### **Environment Protection**

Terramin acknowledges the potential impact of its business on the natural environments in which it operates. Terramin undertakes to minimise, wherever possible, the impact of its business operations on the environment, and will at all times seek to improve its production processes and methodology to improve waste management and the efficient use of resources.

Terramin is committed to communicating with shareholders, government and community about its operations and their impact on both the natural and man-made environments. The Company encourages its stakeholders to communicate their concerns or suggestions for improvement for the consideration and, if appropriate, action of the relevant operational personnel.

### **Community**

Terramin will seek to make a meaningful contribution to the communities in which it operates by supporting when appropriate, whether financially or otherwise, the needs and interests of those communities.

## UNLAWFUL, DISHONEST OR UNETHICAL BEHAVIOUR

Terramin is committed to ensuring that all directors, officers, employees, contractors and consultants feel able to raise any concerns they may have regarding unlawful, dishonest, fraudulent or unethical behaviour or conduct within the Company without fear of victimisation, harassment or discrimination, and in the knowledge that such concerns will be properly received and investigated. Directors, employees, contractors and consultants are encouraged to raise such concerns with the Chief Executive Officer or Human Resources Manager in the knowledge that they will be dealt with fully and confidentially in accordance with Company procedure.

## USE OF COMPANY PROPERTY

No director, officer, employee, contractor or consultant will make improper use of knowledge, information or documentation to which they have access as a result of their position, or of other Company resources, whether or not such information is confidential or not. The misuse of confidential information or information which is not publicly available (for example to gain a personal financial benefit from the sale or purchase of Terramin shares) is strictly prohibited and is the subject of the Company's Share Trading Policy.

## COMPLIANCE WITH THIS CODE

Each person is responsible for his or her actions and accountable for the consequences of them, and compliance with this Code of Conduct is the concern of each individual associated with the Company.

It is the responsibility of the board, Company executives and senior managers to ensure all employees, contractors, consultants and other interested parties are aware of the



existence and content of this Code of Conduct, and to lead by example in compliance with it.

Actual or suspected breaches of this Code of Conduct should be reported to the Chief Executive Officer or Human Resources Manager for investigation and management.

Terramin will take action in relation to any breach of the Code. Any investigations that may result from breaches of this Code of Conduct will be fair and objective. For employees such action may range from performance counselling to disciplinary action (including dismissal).

The adequacy of this Code of Conduct will be periodically reviewed, having reference to the Company's legal and corporate governance obligations, its size and composition and the changing needs of the financial and social environments in which it operates.

**Approved by the board on 25<sup>th</sup> January 2012**



**Richard Taylor**  
*Chief Executive Officer*

June 2018





# TERRAMIN AUSTRALIA

## ENVIRONMENT POLICY

### PURPOSE AND SCOPE

Terramin recognises that strong environmental performance, including formal compliance with all regulatory requirements, is an integral component of an efficient and sustainable business.

Terramin is committed to meeting all applicable laws and regulatory requirements, and to respect and reflect the concerns of the broader community.

To achieve this, Terramin will:

- Engage in practices that help protect, preserve and enhance the environment in which the Company operates;
- Apply standards that meet all relevant legislation and regulatory requirements;
- Communicate in a transparent manner with statutory bodies, the community and all stakeholders;
- Integrate environmental issues into the decision making process of the Company's operations, including exploration, mine planning, development & closure, logistics chain and purchase of mine supplies and consumables (including such public utilities as water and power);
- Establish and maintain operational and management systems that lead to the achievement of a high level of environmental performance;
- Use resources and energy efficiently and minimise waste, emissions and negative external impacts;
- Implement policies for recycling, reusing and reducing consumable products, and participate in initiatives to achieve environmentally beneficial outcomes, minimise energy use and reduce carbon emissions from all operations;
- Give due consideration to environmentally advantageous alternatives when sourcing and using consumable products; and
- Establish and implement processes, practices and procedures for corrective and preventative actions to minimise the environmental risk and impact of the Company's activities.

All levels of management will lead by example to ensure that this policy, for the attainment of environmentally sound and sustainable practices, is implemented and maintained.

### VISION

"For Terramin to be recognised as holding a strong corporate commitment to achieving full regulatory compliance with the prevailing standards of environmental performance in all facets of the company's operations and activities".

A handwritten signature in black ink, appearing to read 'Richard Taylor'.

**Richard Taylor**  
Chief Executive Officer

June 2018

# TERRAMIN AUSTRALIA

## COMMUNITIES POLICY

At Terramin we recognise that achieving positive relationships within the communities in which we operate is imperative in conducting responsible business. We also recognise that it is vital to inform, consult, involve and collaborate with the local communities to work towards beneficial outcomes and continually strive to secure our social license to operate.

To achieve this, Terramin will apply the following principles:

- Be open and transparent and engage in all dealings with communities;
- Ensuring employees and agents of the Company engage with stakeholders in a way which fosters mutual respect and trust between the company and the local communities in line with leading industry practice;
- Commit to developing long term partnerships that are suitably beneficial for both parties;
- Ensure the communities obtain a fair share in the benefits generated by a development through employment and business development opportunities; and
- Adhere to the laws and regulations applicable to its projects.

These principles are included in the standards, policies and procedures used by Terramin to operate its projects.



**Richard Taylor**  
*Chief Executive Officer*

June 2018



# TERRAMIN AUSTRALIA

## COMMUNITY SERVICE POLICY

### PURPOSE AND SCOPE

To allow employees to participate actively in the communities in which we live and work.

### TERRAMIN RESPONSIBILITIES

Employees of Terramin are entitled to unpaid leave to participate in voluntary emergency management activities, in accordance with the Fair Work Act 2009 (Cth.).

In addition to the provisions made in the Act, Terramin Managers may grant employees up to 10 days of paid leave to participate in an activity that involves dealing with an emergency or natural disaster (as described in the Act).

### EMPLOYEE RESPONSIBILITIES

Employees must notify their manager/supervisor as soon as possible of the date(s) they are required and complete the Company Leave Application Form. Additionally, employees must provide evidence that they were required to be absent from work to participate in a voluntary emergency management activity.



**Richard Taylor**  
*Chief Executive Officer*

June 2018



# TERRAMIN AUSTRALIA

## WORK HEALTH & SAFETY POLICY

### PURPOSE AND SCOPE

The Work Health & Safety (WHS) of everyone involved without operations is at the heart of our Company and will be addressed and monitored at the highest levels of our organisation. Terramin is committed to securing the WHS of all persons at our workplaces and to controlling risks both at work and outside of the workplace.

### RESPONSIBILITIES

To demonstrate our commitment to WHS, Terramin will:

- Target zero harm in all operations;
- Comply with, and endeavour to exceed all applicable legislation, statutory requirements and commitments;
- Safeguard the Work Health & Safety of all people at work by providing a suitable environment, equipment, information, instruction, training and supervision;
- Monitor compliance using a WHS management system;
- Ensure resources appropriate to the level of risk each hazard poses will be made available to assist in the reduction, and where possible, the elimination of the risk posed;
- Establish measurable objectives and targets within our risk management framework and continuously review and improve our WHS performance and eliminate work related injury and illness;
- Integrate the WHS policy into work practices and communicate this policy to employees, contractors and stakeholders and ensure all are aware of their WHS responsibilities and obligations; and
- Provide mechanisms for two-way communication and consultation between the Company and worker on WHS to promote and maintain a healthy and safe workplace.

Worker participation is vital to our success in meeting our WHS objectives and we are all responsible for carrying out our work in a manner that does not adversely affect our own, or our team member's health, safety or welfare. This includes:

- Complying with the systems of work provided;
- Conducting pre-task risk assessments prior to commencing work;
- Stopping work if the work is not able to be conducted safely;
- Wearing and maintaining personal protective equipment;
- Immediately reporting all incidents, injuries and hazards;
- Assisting fellow team members to work safely; and
- Presenting Fit for Work.



**Richard Taylor**  
Chief Executive Officer  
June 2018

