



Celamin Holdings N.L

ACN 139 255 771 ABN 82 139 255 771
Suite 304, 22 St Kilda Road, St Kilda, VIC 3182

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Email generaladmin@victoriangoldmines.com.au

Celamin Holdings NL Code of Conduct

1. Context and Scope

Celamin Holdings NL (Celamin or the Company) is committed to establishing an organisational culture based on professionalism and integrity and which is grounded in ethical and responsible decision making.

Celamin 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.

This Code of Conduct establishes the core values which Celamin operates its business and interacts with its stakeholders. The Company expects that each of its directors, officers, employees, contractors and agents will comply with this Code of Conduct.

2. Business Dealings

Celamin is committed to conducting all of its business dealings with the highest level of honesty and integrity while seeking at all times to create and grow shareholder value.

3. Compliance with Laws

Celamin will comply with the laws, regulations and practices of each country in which it conducts its business.

4. Conflicts of Interest

Celamin's directors, officers, employees, contractors and agents will immediately disclose to their appropriate manager or the Director 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.

5. Corruption and Bribery

Under no circumstances will any director, officer, employee, contractor or agent of Celamin engage in 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.



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6. Use of Company Property

No director, officer, employee, contractor or agent 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 Celamin Holdings Ltd shares) is strictly prohibited and is the subject of the Company's Share Trading Policy.

DEALINGS WITH INDIVIDUALS

7. Employment

Celamin strives at all times to be an employer of choice. Celamin will continuously develop its policies and procedures and engender an organisational culture supportive of a workplace free from harassment, discrimination or intimidation of any kind. Celamin is committed to providing equal employment opportunities and to making decisions regarding hiring, remuneration, benefit and promotion solely on the basis of merit.

8. Occupational Health and Safety

Celamin will at all times conduct its business having regard to the highest standards of health, safety and welfare for its directors, officers, employees, contractors, agents and external stakeholders. Celamin aims to be an incident-free workplace, and supports this goal with appropriate workplace training and health and safety policies and procedures.

9. Whistleblowers

Celamin is also committed to ensuring that all directors, officers, employees, contractors and agents feel able to raise any concerns they may have regarding illegal, inappropriate or unethical 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, officers, employees, contractors and agents are encouraged to raise such concerns with the Director or Company Secretary in the knowledge that they will be dealt with fully and confidentially.



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10. Privacy and Confidential Information

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

ENVIRONMENT AND COMMUNITY

11. Environment Protection

Celamin undertakes to minimise the impact of its business on the environments in which it operates and will at all times seek to improve waste management processes and the efficient use of resources. Celamin is committed to informing its shareholders, government and community about its operations and their impact. The Company encourages its stakeholders to communicate their concerns or suggestions to the relevant operational personnel.

12. Community

Celamin will seek to contribute to the communities in which it operates by supporting the needs and interests of those communities.

13. Compliance with this Code

The spirit and intent of this Code of Conduct is to support and publicise Celamin's fundamental values and obligations. People are responsible for their actions and accountable for the consequences of them, and compliance with this Code of Conduct is the responsibility of each individual associated with the Company. It is the responsibility of the board, Company executives and senior managers to ensure all employees, contractors, agents 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 Director or Company Secretary for investigation and management.

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.