



## CORPORATE GOVERNANCE POLICIES

### CODE OF CONDUCT

This code of conduct aims to encourage the appropriate standards of conduct and behaviour of the directors, officers, employees and contractors (collectively called the employees) and documents the ethical standards by which the Company will undertake its business dealings.

#### Values

##### *(a) Identity and objectives*

Catalyst Metals is an Australian based mineral exploration company which is listed on the Australian Securities Exchange.

Our primary objective is to maximise shareholder returns through the exploration and development of minerals whilst acting lawfully, ethically and responsibly and through:

- developing assets with strong upside potential;
- enhancing value via professional exploration;
- aiming to make a major gold discovery;
- becoming a dominant participant in a world class gold province; and
- aiming for gold production using a local processing plant.

##### *(b) Purpose*

- Our values and expected behaviours guide the way we work with our employees, business partners, suppliers, the communities in which we operate, shareholders and with each other.
- Our values are:
  - Safety: the health, safety and welfare of our employees and the community is of paramount importance;
  - Balance: achieving a balance between economic development, maintenance of the environment and social responsibility;
  - Recognition: recognising, valuing and rewarding the individual contribution of each employee;
  - Respect: acting fairly and with respect, maintaining good relationships; and
  - Integrity: acting honestly, lawfully and ethically.
- We believe that our pursuit of these values will maintain a positive reputation for the Company in the community as a reliable, responsible and ethical organisation.

##### *(c) Commitment to values*

The Company and its subsidiary companies are committed to conducting all of its business activities in accordance with the above values. The Board ensures that all employees are given appropriate induction and training on the Company's values and senior executives are expected to continually demonstrate and reinforce these values in all interactions with staff.

Employees are expected to act in accordance with the Company's values, with integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.

## **GENERAL PRINCIPLES**

1. Employees shall comply with all laws and regulations for the conduct of the Company's business. Employees should seek advice from the Managing Director (when appointed) if they are unclear about laws or regulations relating to their work. Employees have an obligation, to comply with the spirit as well as the letter of the law and with the principles of this code.
2. The Company acknowledges that the health, safety and welfare of its employees and the community is of paramount importance and the Company is committed to pursue its goals through safe work practices. The highest standards of health, safety and welfare are to be maintained in accordance with occupational health and safety regulations and codes of practice.
3. The Company shall prevent or otherwise minimise, mitigate and remediate, any harmful effects of the Company's operations on the environment. Compliance with all environmental laws and regulations is the foundation on which the Company builds its environmental performance.
4. The Company is committed to developing a work environment in which all employees are treated fairly and with respect. Employment with the Company must be offered and provided based on availability and merit. All employees and applicants for employment should be treated and evaluated according to their job-related skills, qualifications, abilities and aptitudes only. Bullying, harassment or discrimination is not tolerated.
5. Employees of the Company must act honestly, in good faith and in the best interests of the Company as a whole.
6. Employees must act ethically and responsibly.
7. Employees must deal with suppliers and any customers of the Company fairly.
8. Employees have a duty to use due care and diligence in fulfilling the functions of their position and exercising the powers attached to their employment.
9. Employees must recognise that their primary responsibility is to the Company's shareholders as a whole.
10. Employees must disclose and deal appropriately with any conflicts between their personal interests and their duties as an employee.
11. Employees must not make improper use of information acquired as an employee and must not take improper advantage of their position for personal gain or the gain of their associates.
12. Confidential information received by employees in the course of the exercise of their duties remains the property of the Company. Confidential information can only be released or used with specific prior permission from the Company.
13. Employees should not engage in conduct likely to bring discredit upon the Company.

The Company views breaches of this code as serious misconduct. Employees who have become aware of any breaches of this code must report the matter immediately to the Managing Director (when appointed) or the Company Secretary. The Managing Director, Chairman, Technical Director or Company Secretary have the responsibility to report the breach to the Board and to advise the employee of the outcome and actions implemented.

Any employee who in good faith, reports a breach or a suspected breach will not be subject to any retaliation or recrimination for making that report.

Employees who breach the policies outlined in the code may be subject to disciplinary action, including in the case of serious breaches, dismissal, at the discretion of the Board.

## **DIRECTORS**

The following additional principles apply to directors of the Company and aim to ensure directors have a clear understanding of the Company's expectations of their conduct.

***Fiduciary duties***

All directors have a fiduciary relationship with the shareholders of the Company. A director occupies a unique position of trust with shareholders, which makes it unlawful for directors to improperly use their position to gain advantage for themselves.

***Duties of directors***

Each director must endeavour to ensure that the Company is properly managed so as to protect and enhance the interests of all shareholders. To meet this obligation, directors need to devote sufficient time and effort to understand the Company's operations.

***Conflict of interest***

At all times a director must be able to act in the interests of the Company. Where the interests of associates, the personal interest of a director or a director's family may conflict with those of the Company, then the director must immediately disclose such conflict and either:

- eliminate the conflict, or
- abstain from participation in any discussion or decision-making process in relation to the subject matter of the conflict, or
- in exceptional circumstances they may need to consider resignation.

***Insider trading***

Information concerning the activities or proposed activities of the Company, which is not public and which could materially affect the Company's share price, must not be used for any purpose other than valid Company requirements.

***Share trading***

All employees and contractors 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 "closed" periods when directors, key management personnel and certain other nominated employees are not permitted to buy and sell the Company's securities.

**STAKEHOLDERS**

The Board recognises that the primary stakeholders in the Company are its shareholders. Other legitimate stakeholders in the Company include employees, contractors and the general community.

The Company is committed to conducting all its operations in a manner which:

- protects the health and safety of all employees, contractors and community members;
- recognises, values and rewards the individual contribution of each employee;
- achieves a balance between economic development, maintenance of the environment and social responsibility;
- maintains good relationships with suppliers and the local community; and
- is honest, lawful and moral.