

BARTON GOLD HOLDINGS LIMITED

CODE OF CONDUCT

INTRODUCTION

The Company is an organisation which strives to act with honesty and integrity in its business interactions and to be a respected in the industry and the communities in which it operates.

The Company places the utmost importance on maintaining our reputation as an organisation which operates legally and ethically.

The aim of this Code of Conduct is to:

- a) provide guidance on the standard of behaviour expected of the Company employees;
- b) ensure the highest ethical standards are maintained within the Company; and
- c) ensure the reasonable expectations of the Company's stakeholders are met.

The Code of Conduct has been approved by the board of the Company.

The Code of Conduct will be reviewed annually to ensure that it is operating effectively and if there are any changes that are required to the Code.

WHO THE CODE OF CONDUCT APPLIES TO

The Company Code of Conduct applies to employees, directors, and other officers of the Company. The Company Code of Conduct also applies to all others who work for, act on behalf of, or represent the Company, including contractors and consultants.

The term "employee" is used throughout the Code of Conduct to refer to all those who are expected to follow the Code of Conduct.

As someone engaged to perform work at the Company, you have an obligation to not only adhere to the Code of Conduct but also to report any breaches to your direct report.

OUR OBJECTIVE

The Company's aim is to deliver outstanding and sustained value to our shareholders, customers, employees and other key stakeholders by focusing on the following objectives:

- a) act with honesty, integrity and fairness;
- b) meet the needs of customers on a reliable, competitive and professional basis;
- c) provide a safe and rewarding workplace for all employees where people make a real and worthwhile contribution to the achievement of our business objectives; and
- d) reward good performance and provide opportunities for career advancement.

OUR VALUES

The Company's core values are those values approved by the Board and communicated to staff from time to time.

PROFESSIONAL BEHAVIOUR

Employees are expected to maintain the highest level of professional conduct in their interactions with each other and in representing the Company.

Employees must ensure they:

- a) act in the best interests of the Company;
- b) do not bring the Company into disrepute;
- c) do not knowingly participate in any illegal or unethical activity;
- d) devote their whole time, attention and ability to the business of the Company while at work;
- e) do not enter into any arrangement or participate in any activity that would conflict with the Company's best interests or that would be likely to negatively affect the Company's reputation;
- f) do not take advantage of the property or information of the Company or its customers for personal gain or to cause detriment to the Company or its customers;
- g) comply with all of the Company's policies, procedures and practices as varied from time to time;
- h) disclose and deal appropriately with any conflicts between their personal interests and their duties as a director, senior executive or employee;
- i) report breaches of the code to the appropriate person or body within the Company;
- j) act with honesty and integrity; and
- k) treat everyone with respect and dignity and not engage in bullying, harassment or discrimination.

ANTI-BRIBERY AND CORRUPTION

The Company is committed to acting professionally, fairly and with integrity in all our business dealings and relationships. Accordingly, the Company applies a zero-tolerance approach to bribery and corruption.

This part of the Code of Conduct applies to all the activities of all lines of business of the Company and applies to employees (including interns and secondees), officeholders (including directors) and contractors (including consultants, service providers, suppliers and business partners).

Bribery and Corruption

Bribery means the giving, offering, promising, requesting, agreeing to receive or, receipt or acceptance of any advantage, which need not be financial, including any payment, gift, loan, fee, or reward, to or from any person in order to influence them corruptly or improperly in the exercise of their duty.

Corruption means an act or omission for an improper or unlawful purpose, which involves the misuse or abuse of public or private office or power for personal gain.

The Company seeks to ensure that none of its employees, officers or contractors make or accept, or agree to make or accept, payments which may constitute bribery as described above, or engage in conduct that is, or may reasonably be considered, as being corrupt. All employees and directors are

also expressly prohibited from paying any secret commissions to those acting in an agency or fiduciary capacity.

Bribery and corruption are very serious offences. Breach of this policy by a person:

- a) could expose the person to severe criminal (a fine or imprisonment or both) and civil penalties (a fine); and
- b) will be regarded by the Company as serious misconduct which will lead to disciplinary action, including termination of employment, office or contract, as the case may be.

Gifts and entertainment

All gifts and entertainment provided to or accepted from third parties will be approved by the CEO and Managing Director.

Escalation and whistleblowing

Any potential incident involving bribery or corruption should be dealt with immediately.

Whistleblower protections may be made available to those that speak up about behaviour that involves bribery or corruption. Our Whistleblowing Policy outlines the process by which such matters can be raised.

Compliance monitoring and review

The Board or senior executives with the appropriate delegations of the Board will undertake monitoring of adherence to the Company's compliance with anti-bribery and corruption policies. The Board will periodically review the policy to check that it is operating effectively and whether any changes are required to the policy.

COMPLIANCE WITH THE LAW

Employees of the Company must respect and attempt to observe all laws and regulations that apply to the Company and its operations. This requirement means employees should understand the laws and regulations relevant to them, as an ordinary person, in relation to their specific job and the country in which they are working.

Employees of the Company are expected to comply not only with their legal obligations but also to act ethically and responsibly in their interactions with each other and in representing the Company.

The Company reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or a breach of the law.

CONFLICTS OF INTEREST

The Company supports the involvement of its employees in community activities and professional organisations. However, outside employment or activity must not conflict with an employee's ability to properly perform their work for the Company, nor create a conflict (or the appearance of a conflict) of interest. A conflict of interest arises when there are competing interests which cannot be met at the same time.

Employees owe their first business loyalty to the Company. Any employee who wishes to take up any form of employment outside of their employment with the Company which relates to an organisation that has, or is seeking, a business relationship with the Company or competes with services provided by the Company must seek the approval of the CEO and Managing Director.

Employees will not be permitted to take up any position as an employee, director, partner, agent, contractor or consultant which compromises, or is in conflict with, the performance of, and responsibilities of, their employment with the Company.

Professional members should be careful to avoid acting in conflict with the Company when representing their profession.

CORPORATE OPPORTUNITIES

Employees must not take advantage of property, information, or other opportunities arising from their position with the Company.

THE COMPANY'S RESOURCES AND ASSETS

Employees must use the Company's resources (including computer facilities, information systems and electronic resources such as Internet and email) and premises appropriately, responsibly and in the best interests of the Company.

Employees must take all necessary steps to ensure that:

- a) the Company's resources and assets, including funds, equipment and information, are protected; and
- b) the Company's resources and assets, including funds, equipment and information, are used only for the purpose for which they were intended to be used and are used in accordance the Company policies and procedures.

USE OF ELECTRONIC RESOURCES

All employees must use the Company's computer facilities, information systems and other electronic resources appropriately, responsibly and in the best interests of the Company.

Unauthorised access to confidential information is prohibited.

HEALTH AND SAFETY

The Company's top priority is maintaining a healthy and safe working environment for all of its employees.

All appropriate laws and internal regulations (including occupational health and safety laws) should be fully complied with. All employees have obligations to assist in ensuring that this situation is maintained at all times.

ALCOHOL, DRUG AND TOBACCO USE

Employees must not be impaired by alcohol or legal or illegal drugs while at work or when performing their duties and they must respect all restrictions applying to cigarette smoking.

EQUAL EMPLOYMENT OPPORTUNITY

The Company will strive to create an environment in which employees are able to realise their full potential.

The Company is an equal opportunity employer. Equal employment opportunity refers to employment practices that are designed to enable existing and potential employees to compete on their merits for employment, promotions and opportunities for progression, without reference to irrelevant personal characteristics.

ANTI-DISCRIMINATION, BULLYING AND HARASSMENT

The Company's commitment to diversity and equal employment opportunity means that it is committed to providing a workplace free of all forms of unlawful discrimination and harassment.

The Company will not tolerate any form of discrimination, harassment, bullying or victimisation or other behaviour where the purpose or effect, even if unintended, is to create an offensive, hostile or intimidating work environment or which disrupts another person's ability to work.

The Company considers discrimination, harassment and bullying to be serious workplace issues. The Company seeks to promote a working environment free of these behaviours.

CONFIDENTIAL INFORMATION

Confidential information is a valuable business asset and includes all information concerning any past, present or future business, operations or affairs of the Company that has not been disclosed to the public.

Employees must not use, disclose or copy confidential information unless appropriately authorised or required by law. Employees must also use their best endeavours to ensure that third parties do not use, disclose or copy confidential information, except to the extent necessary for the employee to perform their duties.

An employee's obligation to maintain the confidentiality of the Company's confidential information continues after their employment ends.

INTELLECTUAL PROPERTY

Employees who participate in the development of processes or products that will be used by the Company, or who have access to the results of that type of work, must treat the intellectual property associated with those processes or products as the property of the Company both during and after their period of employment or involvement with the Company.

PRIVACY

The Company is committed to recognising and respecting the privacy of our customers and employees. We are also aware of our obligations under applicable privacy legislation governing the handling of personal information.

We will only use personal information for the purposes for which it has been disclosed to us. The Company will only collect personal information from our employees ethically and lawfully and in a manner which is not unreasonably intrusive. However, we may use or disclose an employee's personal information where this is necessary to prevent a serious threat to health or safety, or is required by law, or to enforce the law.

BREACHES OF THIS CODE OF CONDUCT

The Company recognises that breaches of the Code of Conduct may occur from time to time. However, it should be clearly understood that the Company takes its commitment to the Code of Conduct seriously and any breach may result in disciplinary action or other penalties including dismissal or termination of the contract or engagement. In determining an appropriate sanction, the Company will act objectively and in accordance with any applicable provisions or requirements in an employment contract.

Employees in supervisory and managerial roles must not approve or allow conduct which is in breach of this Code of Conduct. In these circumstances, disciplinary action may also be taken against the supervisor or manager.

If any employee, irrespective of the position they hold, becomes aware of conduct which breaches or is suspected to have breached this Code of Conduct, they must immediately report the conduct to the Company. Disciplinary action may be taken against an employee who fails to report an actual or suspected breach of this Code of Conduct.

Adopted by the Board on 12 February 2021