

Code of Conduct Policy

Bougainville Copper Limited's (BCL or company) Code of Conduct reflects what it stands for as a company. It makes clear how the BCL team (directors, employees and contractors) behave according to its values of respect, integrity, teamwork and accountability.

The Board and Management is tasked with ensuring that they and the rest of the team live by company values of acting with integrity and honesty, continuously pursuing high performance and working effectively together in addressing and managing business risks in a sustainable and proper way and caring about people.

BCL values are encapsulated in its Code of Conduct which acts as a road map for the way it and the team do business as a company and individuals.

1. Commitment to the Code

- (a) BCL is committed to conducting business in an honest and fair manner and to a high ethical standard and aims to deal with all stakeholders in an open and transparent manner. The quality of its employees and its professional reputation and market image developed from their work is something that BCL prides itself on.
- (b) The code of conduct represents the high standard of professional conduct and ethics that BCL requires of its team when dealing with stakeholders and demonstrates commitment to observing all applicable Provincial and National Government and international laws. The Code applies to all directors, employees as well as BCL consultants, agents, contractors and suppliers (together referred as the team). Conduct that conflicts with this Code will be treated as serious.
- (c) BCL stakeholders are directors, employees, security holders, shareholders, investors, creditors, suppliers, contractors, consultants, governmental and non-governmental organisations, the communities where BCL operates and other parties that have an interest in or are influenced by BCL.

2. Responsibilities

- (a) When dealing with shareholders, governments and the financial community, the BCL team will conduct itself in accordance with this Code, the provisions of the Corporations Acts, the Companies Act, the Securities Act, BCL constitution, ASX Listing Rules and all other applicable legislation, regulations and rules.
- (b) BCL will keep shareholders informed of its activities, BCL financial status and strategy. BCL is committed to delivering value for shareholders and treating shareholders equally.
- (c) BCL is firmly committed to encouraging and facilitating communication with its shareholders, stakeholders and the community and will endeavour to ensure this is made as simple and effective as possible and will disclose relevant information to shareholders and the ASX in a timely, full and fair manner.

3. Employment practices

(a) Employment and inclusion

Version approved by Board	21/02/2017
Due for Review by Board	November 2017

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- (i) BCL aims to be an employer of choice. It recognises the importance of attracting, developing and retaining people with diverse backgrounds and talents in its business and realise the benefits of developing the skills of others. As reflected in its Diversity Policy, BCL is committed to ensuring a diverse mix of talent and skills amongst directors, officers and employees to enhance its financial performance.
- (ii) BCL is committed to providing an environment in which employees have equal access to opportunities available at work, are treated with fairness and respect, have a sense of value and belonging and are not judged by reference to unlawful or irrelevant attributes and have genuine feelings of belonging across integrated workplace activities. Discrimination, bullying and harassment are not acceptable and allegations of an intimidating nature are taken extremely seriously.
- (iii) Safe and respectful working relationships are a necessity. Executives and senior management are expected to display the highest standards of behaviour.

(b) Health, Safety and Environment

- (i) Through compliance with relevant laws and regulations and development and implementation of policies and standards, BCL aims to:
 - (A) protect the physical and psychological health and wellbeing of employees;
 - (B) provide a safe and hazard-free workplace;
 - (C) respect the environment and where possible prevent or otherwise minimise, mitigate and remediate harmful effects that operations may have.
- (ii) This is a shared responsibility and all employees are responsible for achieving these aims, working safely and adhering to BCL policies and standards. This includes being fit for work, which encompasses not possessing, consuming or being under the influence of alcohol or other drugs while working on Company business or on a Company worksite.
- (iii) Health, Safety and Environment policies have been adopted that assist in complying with applicable laws and regulations to achieve these aims.

(c) Use of Company funds and resources

- (i) Employees have a responsibility to approach everything they do for the Company with integrity. Cash and other assets of BCL must be applied sensibly and effectively and not misused. Company funds, property, equipment or other resources are not to be used for personal gain.
- (ii) Expenditure must be reported accurately and in a timely manner. The Company will treat submission of a fraudulent expense report as serious misconduct.

(d) Confidentiality

- (i) BCL through its team will protect shareholders and employees by responsibly managing BCL and third parties' confidential information. Confidential information may not be used for personal advantage shared or with those with no right to such information.

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(ii) Employees are required to maintain the confidentiality of all commercial, proprietary and other information that is confidential information to the Company.

(iii) Information concerning business activities, results or plans that are not publicly available must only be used for authorised purposes.

(e) Insider trading

(i) Inside information shall not be shared with anyone including family and friends, nor used by employees to trade in BCL or other relevant securities.

(ii) Employees who have information that is not in the public domain and is considered material in terms of the market value of BCL securities must not share that information with others or advise, procure or encourage others to deal in Company securities. Information is considered material if a person could use that information to make a decision to trade in the shares of the Company when the information is not in the public domain.

(f) Conflicts of interest

(i) While conflicts of interest should be avoided wherever possible, conflicts will sometimes happen and will need to be managed.

(iii) Directors and employees must recognise the importance of avoiding conflicts between the interests of the Company and their own personal, professional or financial interests.

(iv) In order to avoid conflicts of interest, Directors and employees must comply with the following obligations:

(A) exercise their powers and discharge their duties to the Company with care and due diligence;

(B) in good faith;

(C) in the best interests of the Company;

(D) for a proper purpose;

(E) avoiding material personal interests.

(v) not improperly use their position or information obtained from their position to gain an advantage (or to avoid a disadvantage) for themselves or another person or associated entity;

(vi) ensure that appropriate disclosure of conflicts of interest occurs so that, where required, Directors may consider the impact of any conflict of interest before making decisions;

(vii) ensure that when discharging their duties, they do not cause the Company to breach any laws;

(viii) ensure that when discharging their duties, they do not cause the Company to breach its contractual responsibilities to avoid conflicts of interest; and

(ix) ensure that when discharging their duties, they do not cause the Company to breach its Constitution.

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4. Fair trading and dealing

(a) Anticompetitive behaviour and agreements with competitors

- (i) BCL believes in free and effective competition and to compete fairly, ethically and lawfully in all of its activities. BCL respects the competition and antitrust laws that are in force in the jurisdictions in which it operates.
- (ii) Employees must not engage in anticompetitive conduct and must not illegally obtain competitive information, share confidential information or communicate false information regarding competitors or potential competitors.
- (iii) Agreements, contracts or understandings with competitors that are likely to substantially lessen competition in the market are prohibited as are discussions with competitors regarding any of these potential agreements. These include exclusive dealing, cartels, price fixing, collective bargaining and boycotts and misuse of market power.

(b) Bribes and gifts

- (i) Employees must not commit, or become involved in, bribery or corruption of any form. They must provide personal advantage to any person in order to secure business BCL.
- (ii) Employees must not use their position to demand or receive benefits from external parties and must exercise caution when giving or receiving business-related gifts or benefits. Particular caution must be had where the gift or benefit is offered when negotiations to enter an agreement are on foot, as this may influence, or be seen to influence, the outcome of a decision.

5. Responsibilities to the community

(a) Communities

The history of the Panguna mine highlights the critical importance of effective, two-way community engagement.

BCL is committed to sustainable development which means contributing to the long-term development of its host communities, the Autonomous Region of Bougainville and Papua New Guinea.

The team aims to build enduring relationships with key stakeholders, including landowners, ex-combatants, women's groups and the Autonomous Bougainville Government, that are characterised by mutual respect, active partnership and long term commitment.

Good performance requires all the BCL team to accept responsibility for effective, trust-based community relationships.

BCL respects and will integrate local community requirements in community plans, and within broader business plans.

Mutual respect depends on understanding of the issues that are important to community stakeholders, and their understanding of what is important to BCL.

BCL communities and environment work is closely coordinated and takes account of peoples' perceptions of the effects and consequences of BCL activities.

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BCL promotes active partnerships at international, national, regional and local levels. This commitment is based on mutual trust and openness.

BCL relationships with communities will involve continuous consultation

BCL will support community projects, regional development, training and employment and small business opportunities, health, education and agricultural programmes, individually and in collaboration with others.

(b) Environment

BCL is committed to protecting the environmental values of the region in which it operates. BCL will comply with all relevant environmental laws and regulations and continually work to mitigate the impacts its activities and products may have on the environment. BCL will engage with local communities and other stakeholders in the region in which it operates in order to manage and monitor its impact.

(c) Support for the community

BCL will work with governments to share the economic benefits of developing mineral resources with the communities in which it operates. This may include government requirements to support local employment.

(d) Human rights

- (i) BCL respect human rights, supports the United Nations' Universal Declaration of Human Rights and respects those rights wherever it operate.
- (ii) BCL will take measures to prevent its involvement in human rights harm through its business relationships and reject any form of slavery and child labour.
- (iii) BCL will work with public and private security providers to avoid security arrangements that cause or contribute to human rights violations.

6. Dealing with government officials

- (a) BCL has both the National Government of PNG and the Autonomous Bougainville Government as major shareholders.
- (b) BCL also has both Governments, particularly the Autonomous Bougainville Government, as its law maker and regulator.
- (c) It is critical that BCL, the National Government of PNG and the Autonomous Bougainville Government clearly understand the complex relationship and that there is no conflict of interest in discharging their respective obligations.
- (d) Employees must exercise caution in dealings with government officials and must know and understand government policies and laws that regulate this conduct in the jurisdictions in which they operate. For example, whether a government official is legally allowed to receive a personal benefit should be understood before that government official is given a gift.
- (e) BCL has meritocratic recruitment process and when considering the appointment of government officials to a company position, care is taken to avoid the perception that the appointment was made for an improper purpose, for example, to gain favours.

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7. Privacy and information collection

- (a) BCL will respect each person's privacy and comply with all laws in the collection, use and storage of personal information in connection with its business.
- (b) BCL will collect and handle the personal information of employees, shareholders, business partners, suppliers, customers and associated family or next of kin when needed for legitimate business purposes. Personal information can be reviewed and updated upon request.
- (c) Personal information is only shared on a need to know basis and other legitimate business reasons in compliance with the law.
- (d) Employees are prohibited from improper access and use of information held by BCL, contractors and competitors.

8. International compliance

BCL will operate in compliance with local laws and regulations of the jurisdictions in which it operates and other relevant jurisdictions. Employees are expected to know and follow the laws of the relevant jurisdictions where the Company operates.

9. Monitoring compliance with the Code

- (a) Each employee is responsible for promoting the Code and each has a responsibility to report violations of it to the Company.
- (b) BCL has established a system for reporting violations of any of the Company policies and the Code, as well as any suspected misconduct by any employee or representative of the Company. This may be done in writing to the Company Secretary.
- (c) BCL will take appropriate action on any reported violations and will not permit any form of retribution against any person who in good faith reports known or suspected violations of the Code or any other Company policy.

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