
Code of Conduct

Panoramic Resources Ltd (ABN 47 095 792 288)

Adopted by the Board on 29 June 2020

Panoramic Resources Ltd – Code of Conduct

1 Applicability

A reference to Panoramic in this Code of Conduct (“Code”) is a reference to:

- (a) Panoramic Resources Ltd (“the Company”) and each of its subsidiaries (together the “Group”); and
- (b) any joint ventures under a Group company’s operational control.

This Code applies to all directors, officers, employees, consultants and contractors of Panoramic (“Personnel”).

This Code also applies, as far as is reasonably achievable, to Panoramic’s service providers, suppliers and third-party contractors (“Third Parties”).

A reference to ‘you’ in this Code is a reference to all Personnel and any Third Parties.

The Code applies in addition to, and not to the exclusion of:

- (a) Panoramic’s other policies and procedures; and
- (b) your statutory and other legal obligations as a consequence your position with Panoramic.

All Personnel and any Third Parties will be provided with access to a copy of this Code via the Company’s website. Training or awareness sessions on this Code will be held from time to time, as required.

2 Purpose

The Company has formulated its values and these are set out in its Statement of Values.

Panoramic is committed to not only acting in compliance with its legal obligations, but also acting ethically and responsibly, which involves acting with honesty, integrity and in a manner that is consistent with the reasonable expectations of investors and the broader community. Panoramic is committed to acting in accordance with the Statement of Values, which underpin this Code.

This Code sets out what Panoramic regards as acceptable business practices for all Personnel and any Third Parties, with the aim of ensuring that Panoramic delivers on its commitment as outlined above.

This Code is not intended to, and does not create any rights in any person, including any employee, client, customer, supplier, competitor or shareholder of Panoramic.

3 Obligations

3.1 Act in Panoramic’s best interests, act honestly and with personal integrity

You must conduct yourself with integrity, honesty and fairness in all business practices and activities, and should deal with Panoramic’s employees, service providers, suppliers, contractors, customers, shareholders and competitors accordingly.

You must not take unfair advantage of anyone through conduct such as misuse or abuse of confidential information, misrepresentation or any unfair dealing or deceptive practice. Strive always to enhance Panoramic’s reputation.

You must act in the Company’s best interests and perform your duties with care and diligence, seeking to achieve excellence in your role.

3.2 Comply with laws and regulations and do not knowingly participate in any illegal or unethical activity

Panoramic must comply with all legal and regulatory requirements which affect its business wherever it operates.

You must not knowingly participate in any illegal or unethical activity.

You need to be aware of, and comply with, all laws and regulations relating to your work. You are encouraged to:

- (a) understand the laws which affect or relate to Panoramic's operations; and
- (b) attend training to maintain your knowledge of the laws and regulations, as well as to increase your awareness of relevant legal and regulatory developments.

Ignorance of the law is not an excuse for non-compliance. If you have a question as to whether a particular law or regulation applies, or how they may be applied or interpreted, please contact the Company Secretary or the Managing Director/Chief Executive Officer ("CEO").

3.3 Avoid conflicts of interest

You may have a conflict of interest if, in the course of your role with Panoramic, any of your decisions lead to an improper gain or benefit to you or someone associated with you, or your personal interests (or the interests of someone associated with you), or an obligation to someone else, conflict with your obligations to Panoramic. This may arise due to outside jobs and affiliations held by you or someone associated with you, shareholdings or other investments in an entity that has a business relationship with Panoramic or is a competitor of Panoramic.

You must not engage in any activities which conflict, or could be perceived to conflict, with your responsibilities to Panoramic or compromise, or could be perceived to compromise, the performance of your role with Panoramic. If you have a conflict or potential conflict of interest, you must disclose that interest to your manager or supervisor so that it may be considered and addressed appropriately.

The Company's directors must deal with any conflicts, or potential conflicts, in accordance with the Board Charter, the Company's constitution and the *Corporations Act 2001* (Cth).

3.4 Protect Panoramic's assets and maintain financial integrity

You must use your best efforts to protect Panoramic's assets which are under your control to ensure availability for legitimate business purposes and to ensure all corporate opportunities are enjoyed by Panoramic.

Confidential Information is information that Panoramic considers to be confidential and that is not generally available outside Panoramic and may include information of third parties to which Panoramic has access. It includes information that Panoramic owns, develops, pays to have developed or to which it has an exclusive right.

All Personnel and any Third Parties must ensure that they do not disclose any Confidential Information to any third party or other Personnel member or Third Party who does not have a valid business reason for receiving that information unless:

- (a) permitted or required under relevant laws or regulations; or
- (b) agreed by the person or organisation whose information it is.

If Confidential Information is required to be provided to third parties or other Personnel or Third Parties for valid business purposes, Panoramic and its Personnel and Third Parties must:

- (a) take adequate precautions to seek to ensure that the information is only used for those purposes for which it is provided and is not misused or disseminated to Panoramic's detriment. Such precautions include obtaining a confidentiality agreement or other undertaking (advice about these measures can be obtained from the Company Secretary or the CEO); and
- (b) take steps to ensure that the information is returned or destroyed when the purpose is complete.

These obligations continue to apply to you after your employment, engagement or other relationship with Panoramic ends.

No receipts, payments or transfers of Panoramic funds or asset shall be made which are not authorised and properly accounted for in Panoramic's books. All Panoramic's books and financial records must fully reflect all receipts and expenditures in its financial statements, and must conform to generally accepted accounting principles. If you collect, provide or analyse information for, or otherwise contribute to, the preparation of Panoramic financial statements, you should attempt to ensure reports and disclosures are fair, accurate, timely and understandable. You must cooperate fully with the accounting department, independent auditors and legal advisers to ensure that Panoramic's system for producing such reports and disclosures functions properly. Attempts to create false or misleading records are forbidden.

3.5 Do not take advantage of your position for personal gain

You must not pursue or take advantage of any business opportunity which arises as a result of your position with Panoramic, or your access to Panoramic's property or information.

You must ensure that no property or information belonging to Panoramic, or opportunity arising from these, are used for personal gain or benefit, or to compete with Panoramic.

3.6 Responsibility to employees, the community and the environment

Panoramic is committed to:

- (a) equal employment opportunity and supporting diversity;
- (b) respecting the human rights of its employees;
- (c) a safe work place and maintenance of proper occupational health and safety practices commensurate with the nature of Panoramic's business and activities; and
- (d) a workplace free from any kind of discrimination, bullying, harassment or other inappropriate behaviour.

You must understand and follow applicable laws and regulations, Panoramic's policies and any reasonable directions given to you to achieve these matters.

Panoramic is also committed to managing its activities to reduce adverse effects on the environment, and will recognise, consider and respect environmental issues and other community concerns which arise in relation to Panoramic's activities. You are expected to understand and follow applicable laws and regulations, Panoramic's policies and any reasonable directions given to you in relation to these matters.

4 Consequences of breach

The Company has also established a Whistleblower Policy to encourage you to raise any concerns or report instances of any violations (or suspected violations) of this Code (or any potential breach of law or any other legal or ethical concern) without the fear of intimidation or reprisal. Any breach of compliance with this Code is to be reported directly to the Whistleblower Officer, in accordance with the procedure set out in the Company's Whistleblower Policy. The Whistleblower Officer is currently the Company Secretary.

Anyone breaching this Code may be subject to disciplinary action, including termination.

5 Review

The Company's board of directors will review this Code at least annually and update it as required. If you have a suggestion for any improvements or amendments to this Code, these can be made in writing at any time by notice to the Company Secretary or the CEO.