

DGO Gold Limited

Code of Conduct

May 2021

Introduction

The Board of DGO Gold Limited (“DGO Gold” or “the Company”) has approved and adopted the Code of Conduct (“the Code”), which represents the corporate values of the Company and sets out the standards for behavior, which the Directors, management personnel and employees of the Company are, encouraged to comply with when dealing with each other, transactions in securities, shareholders and its other stakeholders.

Our Code of Conduct is to be read in conjunction with the Company’s Securities Dealing Policy, Continuous Disclosure Policy, Whistleblower Policy and other associated risk and compliance policies, which provides direction as to how Directors and employees of the Company are required to conduct themselves.

Purpose of the Code

The purpose of the Code is to set out ethical standards and direction for how we operate at DGO Gold.

Who must comply with the Code?

The Code applies to all employees, management personnel, Board of Directors, contractors, consultants and associates of the Company.

Any breach of compliance with this Code is to be reported directly to the Managing Director (if appointed) or the Executive Chairman.

Our Values and Commitments

- **DGO Gold’s Commitment to Internal and External Community, generally**

The Company is committed to provide our workforce with a fair, safe work environment and maintain appropriate occupational health and safety practices commensurate with the nature of the Company’s business and activities. DGO Gold also recognises and respects the rights of individuals and to the best of its ability will comply with the applicable legal rules regarding privacy, privileges and confidential information.

The Company recognises, considers and respects legislative and common law requirements influencing its operations and is committed to comply with all applicable requirements. In addition, the Company also considers the interests of the broader community.

- **Employee’s responsibilities**

Each DGO Gold employee is encouraged to comply with this Code both in detail and in spirit.

Everyone must:

- actively promote the highest standards of ethics and integrity in carrying out their duties for the Company;

- disclose any actual or perceived conflicts of interest of a direct or indirect nature of which they become aware and which they believe could compromise in any way the reputation or performance of the Company;
- respect confidentiality of all information of a confidential nature which is acquired in the course of the Company's business and not disclose or make improper use of such confidential information to any person unless specific authorisation is given for disclosure or disclosure is legally mandated;
- deal with the Company's customers, suppliers, competitors and each other with the highest level of honesty, fairness and integrity and to observe the rule and spirit of the legal and regulatory environment in which the Company operates;
- protect the assets of the Company to ensure availability for legitimate business purposes and ensure all corporate opportunities are enjoyed by the Company and that no property, information or position belonging to the Company or opportunity arising from these are used for personal gain or to compete with the Company; and
- report any breach of this Code to Management, who will treat reports made in good faith of such violations with respect and in confidence.

- **Care and Diligence**

All employees are encouraged to exercise powers and discharge respective duties and obligations as set out in the Code to demonstrate high standards of professionalism, care and diligence.

- **Avoid Conflicts of Interests**

DGO Gold supports involvement of its employees in community activities and professional organisations. However, the Directors, management personnel and employees must not involve themselves in situations where there is a real or apparent conflict of interest between them as individuals and the interest of the Company (excluding those matters which may be subject to legal professional privilege).

Where a real or apparent conflict of interest arises the matter should be brought to the attention of the Chairperson in the case of a Board Member or the Managing Director, Chief Executive Officer or Executive Director in the case of a member of management and a supervisor in the case of an employee, so that it may be considered and dealt with in an appropriate manner for all concerned.

- **Confidentiality**

Confidential Information is any information, which relates to the business affairs of the Company including but not limited to information pertaining to business strategies, marketing and sales plans, competitive analysis, financial plans and forecasts, supplier and drilling information and pricing.

DGO Gold and all employees must ensure that they do not disclose any confidential information to any third party or other employees who do not have a valid business reason for receiving that information, unless;

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

In cases where confidential information is required to be provided to third parties or other employees for a valid business purpose, DGO Gold and its employees must;

- (a) take adequate precautions to seek to ensure that information is only used for those purposes for which it is provided and not misused or disseminated to DGO Gold's detriment;
- (b) take steps to ensure that where the recipient is not an employee of DGO Gold, the recipient has agreed in writing to keep the information confidential;
- (c) take steps to ensure that the information is returned or destroyed when the purpose is complete.

As a listed public company, compliance with these confidentiality obligations is also important to avoid breaches of insider trading rules in the Corporations Act and the DGO Gold Securities Dealing Policy. The misuse of confidential information in connection with trading in shares in DGO Gold or other companies, has serious consequences for the Company and individuals. Employees should ensure they are familiar with, and comply with, the DGO Gold Securities Dealing Policy.

Any questions regarding confidential information should, prior to accessing or disclosing, be directed to your immediate manager, the Managing Director (if appointed), or the Executive Chairman.

These obligations continue to apply to all employees after cessation of their employment.

- **Fair Dealing and Transactions involving DGO Gold's Securities**

Key Management Personnel ("KMP's") including all employees are required to comply with the Company's Securities Dealing Policy, which is available on DGO Gold's website www.dgogold.com.au.

- **Whistleblower Protection**

DGO Gold is committed to maintain an open working environment, in which the Directors, management personnel, employees, contractors are able to report instances of undesirable, unlawful or unethical conduct without fear of intimidation or reprisal.

For further information, please refer the Whistleblower Policy disclosed in the Company's website www.dgogold.com.au.

- **Gifts, gratuities and entertainment**

DGO Gold does not tolerate giving or taking bribes or gratuities or any other payments for favorable treatment or as an inducement for doing business. However, DGO Gold allows the acceptance of token gifts and entertainment provided they are appropriate to the intended business purpose.

Employees should not seek to gain advantage for DGO Gold or themselves through the use of business gifts, favours or entertainment, if it creates even the appearance of impropriety. Gifts and entertainment should not be offered to a customer or supplier whose organisation does not allow this.

Any doubts about whether token gift or entertainment complies with this Code should be directed to your immediate manager, the Managing Director (if appointed), or the Executive Chairman.

- **Other Policies and Regulating Employee Behavior**

All employees are required to read and comply with all related Policies located on the Company's website www.dgogold.com.au, and, as amended from time to time.

Review of the Policy

The Board will review the Code of Conduct annually to ensure it remains consistent with the regulations.

A copy of the Code is available on the Company's website at www.dgogold.com.au.