

Code of Business Conduct and Ethics

INTRODUCTION

As a responsible exploration and mining company, Osino Gold Exploration and Mining (Pty) Ltd upholds high standards of governance.

This Code of Business Conduct and Ethics guides all employees, vendors, and partners to uphold integrity, transparency, and accountability. It promotes ethical leadership, prevents corruption, ensures fair labour practices, and fosters stakeholder trust while respecting environmental and social responsibilities.

The Code aligns with Namibian legislation and supports the socio-economic development conditions tied to Osino's acquisition by Shanjin International Gold. It is the foundation for ethical decision-making and building lasting trust across all business activities.

APPLICABILITY

This Code covers Osino employees, vendors (contractors, service providers and suppliers - including other third parties), and all stakeholders interacting with the company and on behalf of the company in any business capacity.

This policy applies to all documents that form part of the Osino document management system utilised across all management and operational divisions within Osino.

Osino ensures that this Code of Business Conduct and Ethics is distributed to all applicable stakeholders, who must acknowledge receipt, confirm that they have read and understood its contents, and commit to adhering to its principles and requirements in all their business engagements with Osino and otherwise.

Specific ethical obligations may also be extended to vendors through contractual agreements.

COMMITMENTS

Regarding the high standards of business conduct and ethical behaviour we hold ourselves to, our commitments are:

Corporate governance and compliance

- Ensuring that all financial and operational decisions are made responsibly and equitably according to the Companies Act (2004)
- Communicating and implementing management processes to ensure that all employees and contractors disclose any potential conflicts, preventing personal interests from interfering with business decisions and maintaining professional integrity

- Safeguarding sensitive business employee and other important stakeholder information
- Ensuring that all employees, contractors and vendors must protect proprietary information and refrain from unauthorised disclosures
- Upholding fair trade practices and avoiding anti-competitive behaviour, including fraudulent misrepresentation, unfair dealing and improper business influence through bribery, kickbacks, or collusion
- Maintaining confidential and non-retaliatory mechanisms (the Osino Whistleblowing Policy and Hotline) to report unethical behaviour, corruption, or misconduct
- Implementing processes to ensure that all employees, contractors and vendors have been informed of and acknowledge and adhere to the compliance requirements of the following corporate governance documentation:
 - Whistleblowing Policy
 - Anti-Bribery and Corruption Policy

Anti-bribery and corruption

- Prohibiting bribery, fraud and corrupt practices as defined by the Namibian Anti-Corruption Act (2003) as well as the Companies Act (2004)
- Implementing processes to ensure that all employees, contractors, and vendors have been informed of and acknowledge and adhere to the compliance requirements of the following anti-bribery and corruption governance documentation:
 - Anti-Bribery and Corruption Policy
 - Responsible Sourcing Standard
 - Whistleblowing Policy

Fair employment practices

- Ensuring compliance with the following employment practices and requirements as defined by the Namibian constitution and the Labour Act (2007):
 - Treating all stakeholders fairly, irrespective of ethnicity, race, age, gender, religion, disability status or other personal status
 - Upholding the right of employees and contractors to work in a clean, healthy and safe environment
 - Prohibiting child labour and forced labour, and supporting fair wages and decent working conditions free from discrimination and harassment
 - Ensuring that recruiting and hiring decisions are based on qualifications, skills and experience while supporting affirmative action initiatives that address historical disadvantages and promote equal opportunities for historically disadvantaged Namibians
 - Prioritising the employment of Namibian and host community job seekers
 - Recognising freedoms, including freedom of association, collective bargaining, cultural heritage and expression

- Implementing processes to ensure that all employees, contractors and vendors acknowledge and adhere to the compliance requirements, which include the following Osino fair employment governance documentation:
 - Site Labour Agreement
 - Human Resources Policy and Procedures Manual
 - Diversity, Equity and Inclusion (DEI) Policy
 - Sexual Harassment Policy
 - Bullying and Harassment Policy

Host community rights

- Respecting host communities' rights, customs and livelihoods in compliance with fundamental human rights entrenched in the Namibian Constitution (1990) and specified in the Project's ESIA-related ECC Environmental and Social Management Plan
- Ensuring that host communities are not adversely affected by excessive noise and vibration levels and that their air and water quality remain at pre-Osino's operational activity level
- Promoting community awareness of human rights, including property rights, dignity, and the right to fair engagement in socio-economic development initiatives
- Ensuring that the Project's security function respects the rights of host communities, especially regarding unjustified arrest and detention, or any other forms of intimidation
- Implementing confidential and non-retaliatory mechanisms for reporting human rights concerns through grievance mechanisms, social media and direct community engagement platforms
- Conducting due diligence on vendors and ensuring project procurement processes respect human rights obligations in host communities
- Implementing processes to ensure that all host community stakeholders are recognised and, where appropriate, engaged in decisions regarding social and economic benefits, as defined in the following governance documents:
 - Security Policy
 - Human Rights Policy
 - Local Content Policy
 - Social Economic Development Policy
 - Stakeholder Engagement Policy

Environmental responsibility and stewardship

- Upholding the right of employees, contractors and host communities to a clean, healthy and sustainable environment in compliance with the Namibian Environmental Management Act (2007)
- Prioritising the responsible use of natural resources, including water, energy and land, to minimise environmental degradation and support long-term ecological balance

- Ensuring that environmental management decisions are based on scientific data, regulatory requirements, and risk-based assessments to mitigate impacts on air, water and biodiversity
- Recognising environmental rights, including access to clean air and water, preservation of biodiversity and sustainable land-use planning
- Supporting climate resilience and adaptation initiatives that address environmental risks, reduce greenhouse gas emissions and enhance energy efficiency
- Implementing processes to ensure that all employees, contractors, and vendors are informed of and adhere to the compliance requirements of Osino's Environmental Policy Framework, Water Stewardship Policy Framework and the Construction and Operational Environmental Management Plans, and other supporting documents

Supply Chain procurement practices

- Ensuring that vendors comply with all Namibian laws related to labour, taxation and outsourcing as defined in the Companies Act
- Supporting procurement practices that prioritise goods and services from Namibian suppliers, showing preference to Osino's host communities, provided that they meet quality standards, are competitively priced and can be delivered within the specified timeframe.
- Implementing processes to ensure that all employees, contractors, and vendors are informed of and adhere to the compliance requirements of the following environmental, social and governance documents relating to procurement:
 - Procurement Policy
 - Responsible Sourcing Standard
 - Responsible Sourcing and Local Procurement Procedure

VIOLATIONS AND REPORTING

Any violations of this Policy may result in contract termination, reporting to the authorities and legal action. Failure to report violations or environmental incidents may result in disciplinary action, contract termination or legal prosecution.

Employees, vendors, and other third parties must report concerns using one of the following:

- The Public Grievance Mechanism (see our website)
- The Whistleblower Mechanism (see our website)
- By contacting senior management

MONITORING AND REVIEWING

Progress against these commitments will be monitored and reported annually to management. This Policy will be reviewed as necessary to reflect changes in legislation, regulatory requirements or related best practices. Osino reserves the right to amend or update this Policy as required.

Osino reserves the right to conduct audits and investigations where ethical concerns arise. Where required, vendors must submit periodic reports on compliance with the focus areas specified in this Code and co-operate fully with any audits conducted by Osino.

Tianhang Zhang

Chief Executive Officer (CEO)

29 September 2025