

DIVERSITY AND EQUAL OPPORTUNITY

POLICY

1. INTRODUCTION

- 1.1. Perseus Mining Limited and its subsidiaries (“the Company”) recognise the value contributed to the organisation by employing people with varying skills, gender, cultural backgrounds, ethnicity and experience. A diverse workforce is an important element of the Company’s continued growth, improved productivity and performance.
- 1.2. The Company is committed to the principle of equal employment opportunity to all directors and employees (“Employees”) and to all applicants for employment regardless of race, colour, gender, religion, age, nationality, disability, marital status, sexual orientation, political conviction or any other grounds and to provide a workplace where differences are respected and accepted and anti-discriminatory behaviour of any kind is strictly prohibited. This commitment is enacted through:
 - 1.2.1. Encouraging diversity generally in our workforce where ever possible in the course of our business while complying with local laws and regulations;
 - 1.2.2. Encouraging gender diversity specifically by interviewing suitably qualified men and women when recruiting new Employees;
 - 1.2.3. Having an employee development policy under which the Company is committed to providing all Employees, irrespective of gender, with support and opportunities to improve their skills, knowledge and qualifications required for the performance of their existing role and for improving their prospects of promotion to other roles within the Company;
 - 1.2.4. Having a remuneration framework to ensure pay equity across roles and grades of Employees based on individual performance, experience, location of role and job nature;
 - 1.2.5. Providing flexible work arrangements, to the extent practically possible, taking into account the nature of the work performed by Employees;
 - 1.2.6. Avoiding discrimination in our recruitment practices to the extent that this does not conflict with “local employment” rules and quotas that apply in some of the jurisdictions in which we operate;
 - 1.2.7. Educating Employees on issues of diversity, tolerance and respect for differences;
 - 1.2.8. Proactively discouraging behaviour involving harassment, bullying or disrespectful conduct by Employees towards other Employees of different race, colour, gender, religion, age, nationality, disability, marital status, sexual orientation, political conviction or any other grounds;
 - 1.2.9. Establishing and enforcing disciplinary procedures which include sanctions against discriminatory behaviour.
- 1.3. This Diversity, Equal Opportunity and Anti-Discrimination Policy applies equally to all Employees.
- 1.4. A copy of this document will be provided to all Employees as part of the Company’s induction process. All Employees will be required to certify that they have read and understand the contents of this Policy and that they accept that their compliance with this Policy is an explicit condition of their continued employment by the Company. A copy of the document will also be posted on the Company’s website for viewing by Employees

and all other stakeholders in the Company.

- 1.5. This Policy was approved for use by the Board of Directors of Perseus Mining Limited on 4 June 2015 and will be reviewed regularly.

2. DEFINITIONS

- 2.1. *Discriminatory Behaviour* within the context of the Company means prejudicial or unfavourable treatment of another person based on the individual's:

- race including skin colour, national or ethnic origin or nationality; or
- gender; or
- marital status; or
- sexual preference; or
- gender history (transsexuality); or
- pregnancy (including breastfeeding); or
- parental status / family responsibility; or
- age; or
- political convictions; or
- religion; or
- disability or impairment; or
- Workplace status.

- 2.2. *Harassment* includes but is not limited to offending, bullying, coercion, intimidation, threats, vilification or humiliation of another person.

All forms of harassment represent unacceptable behaviour in the workplace and certain forms of harassment in addition represent unlawful discrimination. They include:

- sexual harassment;
- racial harassment; and
- disability harassment.

- 2.3. *Sexual harassment* takes many forms of unwelcome behaviour which result in a person feeling offended, humiliated or intimidated. Such behaviour includes:

- Offensive comments, jokes and gestures e.g. staring or leering;
- Unwelcome or uncalled for acts of physical intimacy;
- Displaying of offensive or inappropriate material or pictures;
- Intrusive inquiries into a person's private life;
- Unwelcome references to a person's physical appearance;
- Repeated requests for dates which have been previously rejected;
- Unwelcome and uninvited requests for sexual favours; and
- Sexually offensive telephone calls, emails, texts or other social media.

To be regarded as sexual harassment, this behaviour does not need to be intentional or deliberate, but where a reasonable person, having regard to all the circumstances, would have anticipated that the person harassed would be offended, humiliated or intimidated this is regarded as sexual harassment for legal purposes.

- 2.4. *Bullying* is a form of harassment and covers many types of unwelcome behaviour. It generally involves a pattern of abuse towards an Employee(s) which can range from very subtle behaviour to overt, blatant

behaviour.

Some examples of bullying include:

- Yelling, abuse, offensive language, insults;
- Persecuting or oppressing behaviour;
- Belittling opinions or constant criticism;
- Isolating workers from normal work interaction, training and development or career opportunities;
- Undermining work performance, deliberately withholding work-related information or resources; and
- Teasing or regularly being made the brunt of pranks/ practical jokes.

2.5. The *Workplace* is the site where the Employee undertakes the activities that he is employed to perform and includes offices, as well as site and field locations. For the avoidance of doubt, activities including but not limited to social functions, end of year celebrations, and attendance at conferences, training courses, business travel and accommodation that are sponsored by the Company but do not necessarily occur on the Company's premises, are sufficiently work-related to be covered by this Policy and the law.

3. PROCEDURE FOR REPORTING CONCERNS ABOUT DISCRIMINATORY BEHAVIOUR

- 3.1 Any employee wishing to raise concerns under this policy should contact a senior executive (i.e. One of the executive directors, the cfo or the general counsel & company secretary) or in the case of site-based staff, the general manager or exploration manager, as the case may be (the "*relevant executive*"). The employee may be asked to document details of their concern in writing, including expressing a view as to how he or she would like the matter handled. If the employee does not wish to be identified, he or she should say so at the first possible opportunity so that appropriate arrangements can be made for the matter to be investigated in confidence.
- 3.2 In the event that the employee elects to speak to a relevant executive, then it will be the responsibility of that executive to deal with the matter confidentially within the limits of their delegated authority or based on their judgement, refer the matter to a higher authority.
- 3.3 In the event that the relevant executive is unable to guarantee that the matter will be dealt with confidentially, then the employee will at his or her sole discretion have the right to withdraw the complaint, and no further enquiry or action will take place.
- 3.4 The relevant executive will decide on the appropriate course of action. This may include initiating an internal informal or formal investigation (as the case may be) or, alternatively, initiating a formal external investigation after consulting with the company's chief executive officer. The relevant executive will personally inform the employee who raised the concern about the action to be taken prior to its initiation. The employee can request that this information be provided in writing.
- 3.5 If a formal or an informal investigation is undertaken, the relevant executive will keep the employee informed about what is happening, to the extent that this is practical and appropriate. Again, if requested, these reports will be made in writing. In some cases, it may not be possible to report to the employee the precise action taken as doing so might, for example, infringe on another employee's right to privacy or confidentiality.
- 3.6 Specific anti-bullying policies may be implemented for the various jurisdictions in which the company operates.

4. DISCIPLINARY ACTION

- 4.1 The company does not tolerate the harassment or victimisation of any employee by any other employee, contractor, consultant or supplier and will expeditiously deal with all complaints raised under the terms of this policy and if appropriate will invoke the company's disciplinary policy to deal with the offender.
- 4.2 If as a result of an investigation prompted by the reporting of alleged discriminatory behaviour, an employee is shown to have acted maliciously or in bad faith by making an allegation that he or she demonstrably knew to be untrue at the time that the allegation was made, then this will be regarded as misconduct on the part of the employee and will also be dealt with through the company's disciplinary policy.

5. QUESTIONS

Any questions, concerns or comments in relation to this Policy should be directed to the General Counsel & Company Secretary or the relevant site Human Resources Manager.

APPROVAL AND REVIEW

This Policy is to be reviewed periodically and updated as required.

REV. NO.	PREPARED/ UPDATED BY	REVIEWED	APPROVED	DATE	DESCRIPTION/ CHANGE EFFECTED
0	General Counsel & Company Secretary	Managing Director & CEO	Perseus Board	04/06/2015	Document Created