

Corporate Code of Conduct

1. Definitions

Defined terms in this Code of Conduct appear in italics have the meanings set out in Attachment 1.

2. Standards

- 2.1 The Company (which includes Directors, senior executives, employees, officers, contractors, sub-contractors, and agents) is committed to the following principles:
- To complying with the laws and regulations of each country in which the Company operates.
 - To increasing shareholder value and to ensure shareholders are fully informed as to the true position and performance of the Company through timely and accurate disclosure of information.
 - To the disclosure and management of any direct, indirect, actual, potential, or perceived conflict of interest.
 - To ensuring that no Designated Person or their associated parties unlawfully derives a benefit through the abuse or misuse of their position or by using for personal gain confidential information obtained through their association with the Company.
 - To not divulge any confidential information about the Company, its employees or its counterparties without appropriate authorization.
 - To providing a healthy and safe workplace free of any form of discrimination or harassment.
 - To not directly, or indirectly offer, pay, solicit, or accept bribes, secret commissions or other similar payments or benefits while conducting business; and
 - To act as a responsible corporate citizen and actively support the communities in which the Company operates and to contribute to the needs of those communities.
- 2.2 To achieve the standards of business conduct embodied in this Code of Conduct, the Company will:
- Establish and maintain policies and procedures, which all Designated Persons will be required to read and understand and with which they will be required to comply.
 - Require the same high standards of business conduct from its contractors, suppliers, and business partners.

3. Shareholders

- 3.1 The Company acknowledges and endorses the expectation that funds of shareholders will be used in a manner that results in the best possible return. In achieving this aim, the directors, officers, and employees will undertake their duties with honesty, integrity, care, skill, and diligence.
- 3.2 The Company is committed to transparency in its business conduct with open and timely disclosure.

4. Compliance with the law

- 4.1 All Designated Persons must comply with the laws and regulations that apply wherever the Company conducts its business. If any person is unclear on the impact that the law may have on their role, they are directed to seek advice from their line manager.
- 4.2 Complying with the law includes, but is not limited to doing the following:
- Establishing and maintaining management systems, policies and procedures that comply with the law; and
 - Promoting and conducting training in the Company's policies and procedures.

5. Safety First

Safety in the workplace is the Company's highest priority. The Company will:

- Meet or exceed all workplace health and safety laws to ensure that all people in its workplaces are protected from harm.
- Provide sufficient resources to establish and maintain safe systems of work.
- Promptly report and thoroughly address hazards and incidents that endanger people's safety.
- Use and promote safe work practices, including a drug and alcohol-free workplace.
- Continuously look for ways to identify and reduce risks to the health and safety of our employees.
- Promote a positive health and safety culture that is based on the principle that all accidents and incidents can be prevented.
- Measure our success and that of our contractors by how safely we conduct our business; and
- Maintain regular reporting of the Company's health and safety performance, through senior management, to the Board.

6. Responsibility for the environment

All the Company's business activities will be carried out with proper regard to the protection of the environment. The Company will use its best endeavours to conduct its operations in a manner that is environmentally responsible and sustainable.

The objectives of the Company in protecting the environment are to:

- Meet or exceed all legal and regulatory requirements for environmental management and protection applying to each of its operations and consistently apply, throughout all its operations, uniformly high standards of environmental management to ensure that the environment is protected.
- Maintain an awareness within the Company of the need to protect the environment.
- Continuously review the Company's operations to identify and assess the environmental impact associated with those operations.
- Produce and maintain management systems, policies, and procedures to ensure the environment is protected, including the control of discharges and other waste emissions that may harm the environment; and
- Maintain regular reporting of the Company's environmental performance, through senior management, to the Board.

7. Employment

The Company is committed to the following employment practices:

- Equal employment opportunity and decisions on hiring, salary, benefits, advancement, termination, or retirement will be based solely on the employee's ability to do the job.
- There will be no unfair or unlawful discrimination.
- Each employee will work in an environment free of harassing behaviour.
- The Company will comply with all labour awards, collective agreements, and individual employment contracts.
- The Company will remunerate all employees fairly.

8. Improper use or theft of Company property

All Designated Persons are responsible for protecting the Company's property and assets and will safeguard them from loss, theft, and unauthorized use.

9. Anti-bribery and foreign corruption practices

- 9.1 Designated Persons should not engage in, promote, facilitate, or otherwise encourage any other party to engage in conduct that is or is in the nature of a bribe, kickback, pay-off, or other payment of a similar nature subject to the exception in 9.2 for minor facilitation payments.
- 9.2 Minor facilitation payments are not included in the prohibition in 9.1, however the following must be recorded in respect of each minor facilitation payment that is made:
- Details of the value of the facilitation benefit.
 - Date on which the benefit was provided.
 - The identity of the recipient (s) of the benefit.
 - The nature of the routine government action in respect of which the payment was made.
- 9.3 If there is any doubt as to whether or not a proposed benefit would breach 9.1, the Designated Person authorizing the benefit should first contact the Managing Director or the Company Secretary.
- 9.4 The prohibition in 9.1 does not apply to gifts that come within clause 14 of this policy.

10. Political contributions

Designated Persons must not use Company property or funds to make political contributions or donations directly or indirectly to any government official, political party or associated person unless approved by the Board of Directors.

11. Confidentiality

Information that is not generally available concerning the activities, results, strategies or plans of the Company is confidential information and must be used for authorized purposes only. Confidential information must not be disclosed outside the Company without proper authority.

12. Privacy

- 12.1 The Company will only collect personal information from its employees, contractors and counterparties ethically and lawfully and will ensure that data is stored securely and for no longer than is necessary.
- 12.2 Personal information relating to individuals, including individual employees, should not be provided to other employees unless it is required to perform their jobs. Information relating to employment records, salaries, addresses etc may not be released to external parties unless required by law or unless informed consent has been obtained from the relevant employee.

13. Conflicts of interest

Designated Persons should not engage in activities or hold or trade assets that involve, or could appear to involve, a conflict between their personal interests and the interests of the Company.

14. Gifts

Designated Persons must not give, seek, or accept in connection with their activities for or on behalf of the Company, any type of compensation, fees, commissions, gifts, entertainment or other benefits or assistance which are beyond a nominal value or common commercial practice from past, present or future customers, suppliers, competitors, joint venture partners, government, any governmental or judicial body, or their respective staff.

15. Reporting Breaches of this Code of Conduct

- 15.1 Any *Designated Person* who believes there has been a breach of this Code should report the breach to the supervisor, manager, or officer to whom the person reports. Any Designated Person, who is not an employee, should consult the Company Secretary. If this is not appropriate in the circumstances the breach may be reported directly to the Company Secretary, the Managing Director or the Chairman of the Audit, Risk and Compliance Committee.
- 15.2 The Company is committed to ensuring that any Designated Person who in good faith reports an actual or suspected breach of this Code of Conduct is not disadvantaged in any way, including making all efforts to ensure that the Designated Person does not suffer any harassment, discrimination or future bias towards their career. Where a complaint concerns another Company employee, the employee who is the subject of the complaint or investigation may be informed where the Company considers it appropriate to do so, however the Company will take all reasonable steps to ensure the anonymity of the Designated Person who reported the breach

16. Breaches of Code of Conduct

Strict compliance with this policy is a condition of employment. Breaches of this policy will be subject to disciplinary action, which may include termination of employment.

17. Amendments to Code of Conduct

This Code of Conduct cannot be amended without the approval of the Board.

18. Questions / further information

If you have any questions or need further information on how to comply with this Code of Conduct, please contact the Company Secretary.

COMMERCIAL-IN-CONFIDENCE

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Attachment 1 – Definitions

“Company” means Ortus Resources Limited and its subsidiary companies. **“Company Securities”** includes:

- a. any shares in the Company;
- b. any other securities issued by the Company such as debentures and options; and
- c. derivatives and other financial products issued by third parties in relation to the Company's shares, debentures and options.

“Designated persons” means all directors, executives, employees, contractors, consultants and advisors of Ortus Resources Limited and its subsidiaries and their related persons.