

CORPORATE GOVERNANCE – CODE OF CONDUCT FOR DIRECTORS, SENIOR EXECUTIVES AND EMPLOYEES

This Code of Conduct ('the Code') addresses matters relevant to the Company's legal and ethical obligations to its stakeholders. The Board may amend it from time to time and the amendments will be published on the Company's website.

The Code applies equally to all employees, Directors and officers of the Company.

Purpose

All stakeholders are entitled to expect the highest professional standards from employees, Directors and officers of the Company. Compliance with the Code and the Company's other policies will ensure compliance with the *Corporations Act* and contribute to the good corporate governance of the Company.

Discharge of duties

Directors and employees must discharge their duties at the highest levels of honesty and integrity, acting in good faith and in the best interests of the entire Company, having regard to their position and the organisation's goals and objectives. This entails taking personal responsibility for all issues over which they have control, and for reporting any observed breaches of laws or regulations. It also requires that they do not act in ways that would lead others to question their commitment to the Company.

As appointed officers of the Company, Directors and senior executives will undertake diligent analysis of all proposals placed before the Board, demonstrate commercial reasonableness in decision-making and act with the level of skill expected from Directors and senior executives of a publicly listed company.

Relationships

Performance-enhancing teamwork relies on a workplace in which people are treated fairly, are respected by their colleagues and encourage each other to develop on both a corporate and a personal level. All Directors and senior executives are responsible for ensuring this happens.

The Company is an equal opportunity employer and discrimination or harassment of any kind will not be tolerated.

In dealings within and outside the Company, all employees of the Company will value integrity, accuracy, conciseness and timeliness.

Compliance with laws and ethics

Directors and employees must respect the laws, customs and business practices of the countries in which the Company operates, without compromising the principles of the Code. They must also comply with the ethical and technical requirements of relevant regulatory and professional bodies, promote ethical behaviour and not engage in conduct likely to discredit the Company.

All Directors have an obligation to be independent in judgement and actions and, as Directors, will take all reasonable steps to be satisfied as to the soundness of all decisions of the Board.

In a circumstance where personal interests may conflict with those of the Company or its stakeholders, steps must be taken to eliminate or manage such conflict.

Gifts or entertainment must not be accepted where this could create an obligation on the Company to outside parties.

Confidentiality

Employees in possession of commercially sensitive information should not disseminate it to colleagues unnecessarily, and certainly not to outside parties.

The Executive Director, or his nominee, is the only officer authorised to represent the official views of the Company to outside parties, unless otherwise approved.

Individuals in possession of commercially sensitive information not released to the ASX are prohibited by law from trading in the Company's shares. The Board has adopted a Share Trading Policy, which governs when Directors, key executives and employees are permitted to buy and sell Company shares.

Use of Company assets

The Company's assets are critical to its business and future success. They include, for example, office and plant equipment. Employees cannot make personal use of assets without permission.

There will be no unreasonable expenditure on benefits such as gifts or entertainment for employees or outside parties.

Competition

The Company must compete fairly in the situations and markets in which it operates. It will not use coercive or misleading practices, or falsify or wrongly withhold information.

Environment, health and safety

The Company must take into account the impact of environmental, health and safety issues, and in particular compliance with local laws, when making business decisions, as per the Company's Health and Safety and Environmental Policy.

Review

The Board will formally review this Code every three (3) years.