

# Australian Mines Limited ABN 68 073 914 191

## Code of Conduct

### 1 Introduction

- 1.1 Australian Mines Limited (**Company**) strives to conduct its business in a way that reflects positively on the Company, maintains a high standard of integrity and investor confidence and ensures the Company is regarded as a reputable company.
- 1.2 The Company recognises this can only be achieved and maintained if Directors, Senior Executives and all personnel of the Company and each of its subsidiaries, any contractor, consultant and secondees of the Company and subsidiaries (**Personnel**), wherever they are located, adhere to this Code of Conduct and the Company's Policies.
- 1.3 This Code of Conduct is a guide to all Personnel about the need to obey the laws within which the Company and its subsidiaries operate and how to do "the right thing" ethically and responsibly when conducting themselves in the workplace in accordance with the Company's core values.

### 2 Scope

- 2.1 This Policy applies to all Personnel, wherever they are located.
- 2.2 A reference to the Company, is a reference also to its subsidiaries.

### 3 Responsibility

- 3.1 It is a condition of each Personnel's employment or engagement with the Company:
  - (1) to have read, understood and agreed to comply with this Code of Conduct; and
  - (2) accept that they may face disciplinary action, which could result in termination of their employment or engagement with the Company, for a breach of this Code of Conduct.
- 3.2 All Personnel who are involved in leadership and/or mentoring of Personnel, are expected to:
  - (1) lead by example by conducting themselves consistently with this Code of Conduct;
  - (2) ensure that the Personnel whom they lead and/or mentor conduct themselves consistently with this Code of Conduct; and
  - (3) promote open and honest communication, and support, to any Personnel who come forward with a concern about any possible breach of this Code of Conduct or any other Company Policy.
- 3.3 All Personnel must avoid any activity that might lead to or suggest a breach of this Code of Conduct.
- 3.4 Any Personnel with concerns about any unethical conduct or breach of this Code of Conduct by their own conduct or the conduct of another, should refer to the section below, headed "Reporting unethical and possible breaches".

## **4 Avoiding conflicts of interest**

- 4.1 All Personnel will act in the best interests of the Company and act with high standards of personal integrity.
- 4.2 Personnel should not engage in activities that:
- (1) give rise to a conflict between the personal interests of any Personnel and the best interests of the Company without appropriate disclosure and approval; or
  - (2) damage the reputation of the Company.
- 4.3 Where Personnel have outside employment or involvement in other businesses, those personal commercial or business interests must be separate from the Personnel's employment with the Company and must not interfere with their judgement or performance with the Company.
- 4.4 If the Company intends to or does business with any other business in which Personnel is employed or has a substantial interest in (i.e. 20% or more), the relevant Personnel must disclose that interest in writing to the Managing Director (or in the case of the Managing Director to the Board).
- 4.5 Where Personnel are directors of boards of not-for-profit organisations, no such prior consent is required unless there is an actual or potential conflict of interest with the Company.
- 4.6 Personnel are appointed on their merits with diverse skills, values, backgrounds and experience that will benefit the Company. Relatives or close friend of any Personnel with merits and skill sets will be considered for existing vacancies within the Company.
- 4.7 Personnel will not take advantage of the property, assets or information of the Company or its customers for personal gain or to cause detriment to the Company or its customers.

## **5 Obeying the law**

- 5.1 The Company respects and obeys applicable laws, rules and regulations in the jurisdictions in which it operates and conducts its business. Its business is mineral exploration and with time, mineral extraction, processing and the sale of minerals.
- 5.2 The Company is a publicly listed company on the ASX. The Company is therefore subject to Australian law and each of the State laws and local government laws in the jurisdictions within Australia in which it operates. The Company may also operate in foreign jurisdictions and those operations are subject to foreign laws. The Company might also be subject to the laws of other countries because it also does business in those other countries.
- 5.3 All Personnel are required to comply with the laws of the jurisdictions in which the Company operates and does business, and work within the spirit of those laws. If any Personnel are concerned or are uncertain about the lawfulness of their actions in carrying out the business of the Company in any jurisdiction, they should contact their manager, the [Managing Director], the Company Secretary, the Chair of the Audit and Risk Committee or the Chair of the Board.
- 5.4 Personnel should not knowingly participate in any illegal or unethical behaviours.

## **6 Human rights**

- 6.1 The Company respects the human rights of its Personnel and is committed to the communities in which the Company operates and conducts business.
- 7.5 If an employee, manager or director is aware of such practices they are required to bring it to the attention of the [Managing Director] or their nominee so that the Company is fully aware of the issues and can take the appropriate actions.

## **7 Workplace environment**

- 7.1 The Company creates and maintains safe workplaces that provide fair treatment, respects Personnel and does not tolerate harassment or discrimination.
- 7.2 If an employee, manager or director is aware of such practices they are required to bring it to the attention of the [Managing Director] or their nominee so that the Company is fully aware of the issues and can take the appropriate actions.

## **8 Health, Safety and Environment**

- 8.1 The Company is dedicated to protecting the health and safety of its Personnel and to conducting its operations and business in an environmentally responsible manner.
- 8.2 All Personnel are responsible for following established environment and health and safety procedures, working in a safe manner and are responsible for:
- (1) keeping information about each of the:
    - (a) Occupational Health and Safety Policy; and
    - (b) Environmental Policy,current and relevant to the Company's current work practices.
  - (2) maintaining an active involvement in health & safety training;
  - (3) complying with local environment and health & safety legal requirements;
  - (4) identification and reporting of any hazard in the workplace; and
  - (5) using protective equipment when required.
- 8.3 Management at each workplace where the Company operates, is responsible for implementing and maintaining environment, health & safety procedures in support of the Company's commitment to creating and maintaining a safe work environment in accordance with applicable laws and regulations.

## **9 Competing fairly**

- 9.1 The Company is committed to conducting its business ethically, honestly and fairly with suppliers and customers, and in compliance with competition laws.
- 9.2 Personnel are required to act consistently with the values of the Company by conducting themselves ethically, honestly and fairly in their day-to-day business dealings with customers, suppliers, shareholders and fellow employees or consultants.

- 9.3 To achieve this, Personnel when in discussion with competitors must avoid:
- (1) discussing prices, terms of sale, negotiation techniques or practices, production capacity, selling strategies, warranties, contractual terms and conditions and other information which is not publicly available;
  - (2) arrangements, agreements or understandings with competitors about prices, other terms of sale to customers or suppliers, allocation of customers or territories, bid rigging or trade boycotts;
  - (3) knowingly using a competitor's trade secret or their confidential information relating to trade; and
- 9.4 When the Company is selling its mineral products or any other product or service, Personnel must:
- (1) communicate trade requirements clearly to suppliers;
  - (2) choose suppliers based on price, usefulness, value and reputation;
  - (3) not divulge any weaknesses of any supplier to another supplier outside of the Company; and
  - (4) not purchase a product or service from a supplier dependent upon the sale of a Company product or service.
- 10.5 If an employee, manager or director is aware of such practices they are required to bring it to the attention of the [Managing Director] or their nominee so that the Company is fully aware of the issues and can take the appropriate actions.

## **10 Dealing with reputable businesses**

- 10.1 The Company acknowledges that its reputation is enhanced by doing business with other businesses who hold similar values, act ethically and adopt responsible business practices.

## **11 Protecting the Company's assets, information and opportunities.**

### **11.1 Assets**

- (1) The Company provides Personnel with the opportunity of work, and the means by which to carry out that work. In return, Personnel must respect and protect the Company's assets (**Assets**). The Assets include:
  - (a) Physical assets such as buildings, plant and equipment, tools, mineral products (ore and minerals) motor vehicles, computers, phones (of all kinds), office supplies, furniture (**Physical Assets**);
  - (b) Intangible assets such as exploration leases, mining leases, access to land rights, options over leases (**Intangible Assets**);
  - (c) Technological and information systems such as servers, software, licensing agreements, passwords, codes, email accounts, website, social media accounts (**TIS Assets**);
  - (d) Confidential information such as unpublished financial data, technical data, customer information, sales forecasts, sales contracts, supply contracts,

strategic plans, proposed mergers and acquisitions with other businesses, and business opportunities, patents (**Confidential Assets**); and

- (e) Any patents, trademarks, trade secrets, copyrights (**IP Assets**).
- (2) The Company expects its Personnel to use the Assets for the Company's business unless otherwise authorised.
- (3) When any Personnel ceases to be employed or engaged by the Company, all Assets in the possession, control and care of that Personnel must be returned to the Company. No electronic data will be transferred from the Company to any Personnel at or before cessation of employment or engagement.
- (4) It is the responsibility of all Personnel to safeguard the Assets from damage, misuse, loss or theft.

## 11.2 **Physical Assets**

Protection of the Physical Assets includes:

- (1) using them appropriately, and while not in use, to store them safely;
- (2) notifying management of any missing items; and
- (3) notifying management if any Personnel suspects criminal activity or harm to the Physical Assets

## 11.3 **Intangible Assets**

Protection of Intangible Assets includes:

- (1) maintaining the value and integrity of an Intangible Assets is vital to the Company's core business; and
- (2) it is the responsibility of Personnel to protect these Intangible Assets by:
  - (a) ensuring regulatory requirements are met on time;
  - (b) lodging complete and accurate renewal applications are lodged on time with the relevant regulator; and
  - (c) being respectful and courteous to landowners who provide land access to the Company.

## 11.4 **TIS Assets**

- (1) The TIS Assets are important business resources of the Company and must be protected from theft, misuse and corruption.
- (2) To protect the TIS Assets, the Company has the right to access or monitor all of its information systems at any time without warning.
- (3) Practices required of Personnel to protect the TIS Assets include:
  - (a) ensuring that only software, and programs that the Company has purchased, installed or authorised for use, are used for its business activities;

- (b) ensuring licensing agreements are complied with and not violated;
- (c) not duplicating any software owed by the Company;
- (d) safeguarding passwords; and
- (e) complying with the computer back-up and virus protection recommendations.

#### 11.5 Confidential Assets and IP Assets

- (1) Confidential Assets are vital to the Company. The Company is required to safeguard the Confidential Assets for legal and commercial reasons. This includes employee, management and director's personal data kept by the Company which is subject to privacy laws.
- (2) IP Assets are valuable to the Company. Failure to protect the IP Assets might not only compromise the Company's ownership rights of the IP Assets but also reduce the value of such Assets.
- (3) Misuse of negligent handling of Confidential Assets and IP Assets could cause irreparable harm to the Company. Ways in which Personnel are required to safeguard the Confidential Assets and IP Assets includes:
  - (a) Controlling access to information on a "need to know" basis for the purpose of performing their duties for the Company, and as permitted by law;
  - (b) Not discussing confidential information in public, whether the foyer of a building, café, hotel, public transport, aircraft, private hire cars driven by hired driver, industry forum for example;
  - (c) Securing confidential information whilst in use, by not leaving it open for others to read and photograph, and safely store such information after use; and
  - (d) Keeping computers, laptops, smart phones, tablets etc. safe and secure.
- (4) Unauthorised use or disclosure of Confidential Information is prohibited and may even be illegal. Any Personnel who breach this requirement will face disciplinary action which could result in termination of their employment or engagement.

## 12 Business records and financial reporting

- 12.1 The Company is required to maintain accurate and complete business records to meet its public reporting, legal and financial obligations. Failure to do so, might result in damage to the Company's reputation, the reputation of relevant Personnel and may result in civil and/or criminal penalties for individual Personnel and/or the Company.
- 12.2 The Company requires all Personnel to be responsible for the accuracy and integrity of the Company's records by:
  - (1) creating and maintaining accurate business records, as they can be used for day-to-day decision making, strategic decisions, financial reports, reports to shareholders and reports to regulators including the ASX; and
  - (2) strictly complying with the Company's procedures in place for the request for:
    - (a) purchase of goods, equipment and services for the workplace; and

- (b) reimbursement for legitimate and reasonable expenses in the course of performing work for the Company, which are properly documented tax invoices.

### **13 Reporting ethical concerns or possible breaches**

- 13.1 Personnel must be encouraged and feel safe to ask questions, raise concerns or report a breach of this Code of Conduct.
- 13.2 The Board acknowledges that making ethical decisions is not always easy, clear cut or straightforward. To assist Personnel, they should ask themselves:
  - (1) is the conduct (or lack of it) legal?
  - (2) would the Company's reputation be damaged if the conduct (or lack of it) became public knowledge?
  - (3) would a reasonable and respected person approve the situation?
- 13.3 If any Personnel remains unsure, they should:
  - (1) first read this Code of Conduct in full to assist them; and
  - (2) then consult their manager, the [Managing Director], the Company Secretary, the Chair of the Audit and Risk Management Committee, or the Chair of the Board.
- 13.4 If having sought that guidance, or without having sought such guidance, any Personnel wishes to report any ethical concern or possible breaches of this Code of Conduct, the Personnel should follow the procedure laid out in the Whistleblower Protection Policy.

### **14 Availability**

The Company will make this Code of Conduct and procedure publicly available on its website in a clearly marked corporate governance section.

### **15 Changes to this Policy**

- 15.1 This Code of Conduct will be reviewed regularly by the Board.
- 15.2 The Company reserves the right, at its absolute discretion, to change this Code of Conduct from time to time, as it considers necessary.
- 15.3 Any changes will be communicated via the Company's website .

Adopted by the Board on 25 July 2018.