



GINDALBIE
METALS LTD

ATTACHMENT F

CODE OF CONDUCT

Introduction

The purpose of the Code of Conduct is to guide and enhance the conduct and behaviour of Gindalbie Metals Limited (“**GBG**”) Directors, Officers, Employees and Contractors in performing their everyday roles. The code encourages and fosters a culture of integrity and responsibility with the focus of augmenting our reputation as a valued employer, business partner and corporate citizen, in all our relationships. The Code’s purpose is to assist in aligning the behaviour of the Board, Management and Employees with the Code of Conduct by maintaining core Company values and objectives.

The GBG Code of Conduct underpins the way our Company wishes to operate and it should be understood and abided by all concerned.

The Code

Respect for Persons

Directors, Officers, Employees and Contractors should approach dealings with other persons equitably and with respect. This involves:

- ♦ Courtesy and responsiveness in dealing with others.
- ♦ Fairness in supervision and dealing with other staff by valuing colleagues and their personal commitment to meet shared objectives.
- ♦ Encouraging cooperation and engaging rational debate to accomplish alternative points of view.
- ♦ Avoiding behaviour that might reasonably be perceived as harassment, bullying or intimidation.
- ♦ Understanding and responding to the needs of our business partners and other stakeholders.
- ♦ No discrimination on the grounds of people’s race, religion, gender, marital status or disability.

Respect for the Law

Directors, Officers, Employees and Contractors should respect the law and act accordingly by observing and respecting Australian and other countries laws, customs and business methods to the extent that we adhere to the underlying principles of our Code of Conduct.

Confidentiality of Information and Privacy

Directors, Officers, Employees and Contractors will take all reasonable measures to protect the confidentiality of non public information obtained or created in connection with their activities and to prevent the unauthorised disclosure of such information unless required by applicable law or regulation or legal or regulatory process or with the consent of GBG.

Directors, Officers, Employees and Contractors will not use information obtained by them in connection with the association with GBG for personal financial gain, nor will that information be used to obtain financial benefit for any other person or business.

Directors, Officers, Employees and Contractors shall produce true, fair, accurate, understandable and timely disclosure in reports and documents that GBG and its subsidiaries are requested to make.

Directors, Officers, Employees and Contractors shall respect the privacy of others.

Integrity

Directors, Officers, Employees and Contractors should consistently maintain their integrity whilst carrying out their duties by avoiding conflicts between their private interests and responsibilities with respect to:

- ♦ Use of confidential information obtained in the course of your duties.
- ♦ Personal and financial relationships.
- ♦ Receipt of gifts and other benefits that may create an obligation.
- ♦ External activities and public comment.

Diligence

Directors, Officers, Employees and Contractors should carry out their roles in a professional and conscientious manner. This involves:

- ♦ Endeavouring to achieve highest standards of performance and adhering to professional codes of conduct where applicable.
- ♦ Fulfilling responsibilities to shareholders by continual delivery of shareholder value.
- ♦ Exercising care for others in employment-related activities.
- ♦ Taking responsibility for all issues for which we have control.
- ♦ Reporting fraudulent, corrupt and unethical activities.

Economy and Efficiency

Directors, Officers, Employees and Contractors should carry out their roles in a cost effective and responsible manner. This includes:

- ♦ Using GBG property and equipment only for authorised Company business.
- ♦ Avoiding waste of GBG resources.

- ♦ Maintaining adequate security over GBG's property and resources and proper use of the Company's assets.

Respect for the Environment

Environmental management is an integral component of all field programs.

The consequences of each field activity must be considered and planned for. If the consequences do not meet the Company's standards, then changes to technique and practice are to be adopted to ensure that they do.

High environmental management standards and quality of work will be maintained in conjunction with effective field activities, regardless of the location of operations.

All relevant government laws and regulations for the protection of the environment will be complied with in the spirit of the law as much as with the letter.

All Contractors and Employees must be fully informed of the Company's Environmental Policy and Environmental Code of Practice, and are required to maintain these standards.

In accordance with its policy of best management practice, the Company has adopted the following principles of good environmental practice and effective exploration and will adhere to them in all its field activities. Environmental management is an integral component of all field programs.

The consequences of each field activity must be considered and planned for. If the consequences do not meet the Company's standards, then changes to technique and practice are to be adopted to ensure that they do.

High environmental management standards and quality of work will be maintained in conjunction with effective field activities, regardless of the location of operations.

All relevant government laws and regulations for the protection of the environment will be complied with in the spirit of the law as much as with the letter.

The Company accepts responsibility for ensuring that all contractors and employees are fully informed of the Company's Environmental Policy and Environmental Code of Practice and that the standards that have been set are maintained.

Effective communication and close liaison with relevant landholders and regulatory authorities is an integral part of good exploration and environmental practice. Associated with this is the desire to foster good relations within the community.

Exploration activities should always be conducted with due regard to the protection of wildlife, flora and sites of natural, cultural and historical significance.

Mineral exploration is a minimal impact land use and, as such, should not result in any material long term disturbance to soil, water and land surface. In this respect, pollution of the environment during exploration, either through inappropriate waste disposal or waste management shall be avoided.

Any damage to vegetation, land surface or man-made improvements that may occur as a result of the Company's activities will be minimised and rehabilitated without undue delay.

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Respect for Heritage

GBG is committed to working in an effective and collaborative manner with indigenous communities that co-exist with our operations.

To achieve this GBG has, and will continue to:

- ♦ carry out surveys at proposed exploration and operational areas to assess cultural heritage and develop strategies to minimise or avoid impact on significant indigenous sites and cultural places;
- ♦ establish and maintain positive and meaningful communication with all affected groups;
- ♦ consult with the people whose country may be affected by our activities;
- ♦ engage with relevant indigenous groups on various community projects; and
- ♦ develop and implement indigenous awareness programs for staff and contractors.

Participation in the Community

The Company aims to be actively involved at all levels of the community within which it operates. Directors, Officers, Employees and Contractors should strive to establish and maintain a high level of understanding and co-operation with local communities, stakeholders and government departments.

Wherever possible and financially responsible, the Company will utilise the services of local suppliers at its operating sites.

Occupational Health and Safety

The health and safety of employees is of paramount importance to the Company. Directors, Officers, Employees and Contractors shall give priority to creating a risk free environment by continuously improving and following the Company's safety systems and its overall safety culture.

Directors, Officers, Employees and Contractors shall immediately report identified hazards and any safety breaches by completing an incident report that is to be given to the relevant department head who will arrange for appropriate remedial action to be taken and/or investigation to be undertaken.