



CODE OF CONDUCT

As reviewed by the Board of Directors September 2018

This Corporate Code of Conduct (**Code**) sets out the standards with which the directors, officers, managers, employees and consultants (together **Personnel**) of Exore Resources Limited and its subsidiaries (**Company**) are expected to comply in relation to the affairs of the Company's business and when dealing with each other, shareholders and the broader community.

The Board of Directors approves and endorses the Code.

The Company undertakes to make the Code known and accessible to all Personnel. Its management will strive to ensure that the Code is observed in word and in spirit by all who represent the Company.

Compliance

All Personnel must, comply with all applicable laws, rules and regulations.

Where necessary, Personnel must, after consultation with the Managing Director, seek appropriate legal advice.

Conflicts

Conflicts of interest are to be avoided and any actual or potential conflict is to be reported to the Managing Director. Personnel must not exploit their position with the Company for personal gain. Personnel must declare to the Managing Director a significant ownership interest in any enterprise which may compromise loyalty to the Company.

Personnel have a duty to bring business opportunities identified through the use of Company property, information or position to the attention of the Company.

Fair dealing

All dealings with customers, suppliers, competitors, employees and other stakeholders of the Company are to be conducted with honesty, integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.

Company assets and property

All assets of the Company are to be properly used in the interests of the Company and must be safeguarded from loss and misuse.

Knowledge and information

The accuracy, use and handling of information is critical to the Company's integrity and reputation.

Personnel must ensure that information is recorded by them honestly and accurately and is made known to their relevant supervisor so as to enable the Company to meet its obligation to keep the market fully informed about its activities.

Personnel must never make improper use of knowledge, information, documents or other company resources obtained in the course of employment with the Company. Personnel must respect the confidentiality and observe the privacy of information about the Company, its customers and fellow Personnel. The security and proper use of Company information is mandatory.

Personnel must use computer facilities appropriately. Unauthorised use, manipulation or other interference will be treated seriously. For example, private passwords to computer files should be kept confidential, and unauthorised access to confidential information is prohibited.

**Confidential information**

Confidential or commercially sensitive information must not be disclosed without proper authorisation.

Disclosure and securities trading

Continuous disclosure obligations are to be met in accordance with the Company's Continuous Disclosure Policy. All Personnel should familiarise themselves with the Company's Continuous Disclosure Policy.

Securities trading must be conducted in compliance with the Company's Securities Trading Policy. All Personnel should familiarise themselves with the Company's Securities Trading Policy.

Health, safety and environment

The Company is committed to protecting the health and safety of its Personnel.

The Company is committed to protecting the environment in the conduct of its operations.

All health, safety and environmental obligations and good practices are to be recognised, respected and adhered to.

Employment practices

The Company subscribes to good employment practices, specifically:

- (a) all employment practices are to be fair and non-discriminatory;
- (b) a safe system of work is to be maintained;
- (c) all forms of discrimination and harassment are prohibited; and
- (d) the privacy rights of all individuals associated with the Company are to be respected.

Gifts and entertainment

All business entertainment received or provided is to be reasonable and properly authorised. Only gifts that are not in cash or equivalent, are of small value and are appropriate to the business relationship may be accepted. Personnel must not under any circumstances make offers of, or receive, bribes or other improper payments.

Reporting

Any matter which Personnel believe to be a breach of a law or this Code, should be brought to the attention of the Managing Director or the Company Secretary for guidance.

Any person reporting such breaches will be protected from retribution.