



Relentless Resources Limited (ACN 160 863 892)

Code of Conduct

(As approved by the Board of Directors 22 August 2018)

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Code of Conduct

1. General

This code of conduct sets out the standard which the Board, Management and Employees of, and contractors to, the Company are encouraged to comply with when dealing with each other, shareholders and the broader community.

The Board and Management encourage all Employees and contractors to consider the principles of the code of conduct and use them as a guide to determine how to respond when acting on behalf of the Company.

2. Responsibilities to community generally

The Company aims:

- (a) to increase shareholder value within an appropriate framework which safeguards the rights and interests of the Company's shareholders and the financial community;
- (b) to comply with systems of control and accountability which the Company has implemented; and
- (c) to act with honesty, integrity, respect and fairness.

3. Respect for persons

Directors, officers, employees and contractors should approach dealings with other persons equitably and with respect. This involves:

- (a) courtesy and responsiveness in dealing with others;
- (b) fairness in supervision and dealing with other staff by valuing colleagues and their personal commitment to meet shared objectives;
- (c) encouraging cooperation and engaging rational debate to accomplish alternative points of view; and
- (d) avoiding behaviour that might reasonably be perceived as harassment, bullying or intimidation.

4. Employment practices

The Company will seek to employ the best available staff from diverse backgrounds.

The Company respects and values the competitive advantage of diversity (which includes but is not limited to gender, age, ethnicity and cultural background), and the benefit of its integration throughout the Company in order to enrich the Company's perspective and improve corporate performance and shareholder value.

The Company is committed to the ideal of equal employment opportunity and to providing a workplace that is free of harassment and discrimination and to respecting the rights of its Employees and contractors. The Company will ensure a safe workplace and maintain proper occupational health and safety practices commensurate with the nature of the Company's business and activities.

5. Responsibility to the individual

The Company recognises and respects the rights of individuals and, to the best of its ability, will comply with the applicable legal rules regarding privacy, privileges and confidential information.

The Company and the Board will maintain the confidentiality of information of the Company and its shareholders, customers and suppliers unless that information is required to be disclosed by law.

6. Obligations relative to fair trading and dealing

The Company is committed to complying with the laws and regulations of the countries in which its business operates and acting in an ethical manner, consistent with the principles of honesty, integrity, fairness and respect. The Company believes that a fraudulent or corrupt act could significantly impact on the confidence of the Company's stakeholders (including its shareholders) and significantly diminish the Company's reputation. Accordingly, the Company has a zero tolerance policy to fraud and corruption and will thoroughly investigate and apply the full force of the law where sufficient evidence is obtained.

All Directors, Management and Employees of the Company and Group Members must exercise reasonable care and diligence in the prevention of fraud and corruption by or against the Company.

In addition to generally complying with their obligations at law, all Directors and Employees of the Company or group members must:

- (a) understand and comply with this Code of Conduct;
- (b) not give, offer, accept or request bribes, facilitation payments, secret commissions or other prohibited payments or engage in money laundering or cause any of them to be given, offered, accepted or requested;
- (c) not approve any offers, or make, accept or request an irregular payment or other thing of value, to win business or influence a business decision in favour of the Company or the group members;
- (d) comply with any reporting and approval processes for gifts, entertainment or hospitality implemented by the Board from time to time;
- (e) not offer or receive any gifts, entertainment or hospitality to or from the public or government officials or politicians, without approval from the Chairperson or the Board;
- (f) obtain required approvals for donations and sponsorship; and
- (g) immediately report to the Chairperson or the Managing Director if they uncover or suspect an incidence of fraud or corruption.

7. Conflicts of interest

The Board, Management and Employees of the Company must not involve themselves in situations where there is a real or apparent conflict of interest between them as individuals and the interest of the Company (excluding those matters which may be subject to legal professional privilege). Where a real or apparent conflict of interest arises the matter should be brought to the attention of the Managing Director in the case of the Chairperson, the Chairperson in the case of a Director or the Managing Director in the case of a member of Management and a supervisor in the case of an Employee, so that it may be considered and dealt with in an appropriate manner for all concerned. The disclosure must detail the nature and extent of the interest and be recorded in the minutes of the directors' meetings.

8. Compliance and periodic review of code of conduct

Any breach of compliance with this code of conduct is to be reported directly to the Managing Director or Chairperson, as appropriate. Non-compliance with this code of conduct may result in disciplinary action being taken which may (if applicable) include dismissal from employment with the Company.

The Company will monitor compliance with this code of conduct periodically by liaising with the Board, Management and staff in relation to any areas of difficulty which arise from the code of conduct and any other ideas or suggestions for improvement of the code of conduct. Suggestions for improvements or amendments to the code of conduct can be made at any time.

9. Code of conduct for Directors, Employees and contractors

The Company will endeavour to ensure that the above principles in this code of conduct are implemented and adopted by Directors, Employees and contractors of the Company.