



Resource Generation Limited ACN 059 950 337

Code of Conduct

1. Application

This Code of Conduct describes the standards by which Resource Generation Limited and its related entities (**Resource Generation or the Company**) conduct their business. It applies to all representatives of the Company, including directors, officers, employees and contractors.

All employees are responsible for ensuring that the Company consistently achieves the highest standards of business conduct possible and are required to work at all times in compliance with this Code of Conduct. Resource Generation may take action in relation to any failure to follow the standards in this Code of Conduct, which may include dismissal or termination of contract. Any employee who has any questions or concerns about this Code of Conduct should consult the supervisor, manager or officer to whom they report.

Waivers from the Code of Conduct may only be granted by the Board of Directors.

This Code of Conduct is underpinned by an Ethical Behaviour Policy (LCL-HR-Pol-001 Ethical Behaviour Policy) which has been approved for the Group's core operating subsidiary, Ledjadja Coal (Pty) Ltd.

2. Introduction

Resource Generation is committed to operating in accordance with applicable rules and regulations and to the highest standards of ethical behaviour and honesty and with full regard for the safety and health of its employees and contractors, the local community and the environment. All Officers, Employees and Contractors must act with integrity and honesty in the day to day performance of their jobs and in any situation where their conduct and behaviour could influence respect for the Company.

3. Expectations

All directors, officers, employees and contractors are expected to comply with the policy and conduct their activities on behalf of the Company accordingly. Management must positively promote the policy by personal example, by giving clear and unambiguous guidance and assistance on its operation, and by ensuring it is communicated and understood by all

employees and third parties who need to be aware of it.

4. Key requirements

All directors, officers, employees and contractors should:

- comply with the laws and regulations that apply to the Company and its operations;
- act in the best interest of the Company having a duty of care and diligence in fulfilling their role;
- not knowingly participate in any illegal or unethical activity;
- comply with the Company's Policies;
- act honestly and with integrity, and strive to earn and maintain the respect and trust of co-employees, customers and the community;
- deal with others in a way that is fair and must not engage in deceptive practices;
- work safely and with due regard for the safety and well-being of fellow employees, contractors, suppliers, customers and local communities;
- avoid situations which involve or may involve a conflict between their personal interests and the interests of the Company;
- show respect for local cultures;
- have due regard for cultural diversity in the workplace;
- not take advantage of the property or information of the Company or its customers for personal gain or to cause detriment to the Company or its customers;
- not take advantage of their position or the opportunities arising therefrom for personal gain; and
- respect the environment and ensure that work activities are managed in an acceptable manner so as to give benefit to all stakeholders.

5. Principles and Policies

5.1 Guiding Principles

The guiding principles associated with the ethical and professional behaviour required by the Company, as well the framework to ensure reliable and fair corrective action in the case of non-conformance is set out below:

- Directors, officers, employees and contractors are expected to treat one another with mutual respect;
- All rules regulating professional and ethical behaviour will be clearly defined and readily available to all employees and stakeholders;
- All directors, officers, employees and contractors must refrain from giving, accepting or requesting improper gifts or favours from companies or individuals doing business, or seeking to do business, with Resource Generation;
- All corrective actions associated with non-compliance are to be clearly defined and readily available to all directors, officers, employees and contractors and stakeholders;
- All allegations in terms of non-performance and/ or misconduct will remain as such until the director, officer, employee or contractor is found guilty;
- All allegations, disciplinary actions and grievances will be dealt with in terms of the applicable procedure supporting this policy in order to ensure procedural fairness and consistency;

- A workplace climate will be created and maintained, in which victims of sexual harassment will not feel that their grievances are ignored, belittled, or that they fear reprisals;
- Any perceived transgression within the Company in terms of fraud, corruption, theft or any unethical behaviour that has not been dealt with can be addressed through a Whistle Blowing escalation process;
- No Director, officer, employee or contractor will be victimised, harassed or disciplined as a result of a Whistle Blowing complaint being lodged by them;
- Whistle Blowing will always be conducted in good faith, with no personal gain for the complainant; and
- All Whistle Blowing complaints must be dealt with equally and in a fair and unbiased manner.

5.2 Specific Policy Matters

Directors, officers, employees and contractors are required to comply with the following ethical or legal requirements:

(a) Conflict of interest

Directors, officers, employees and contractors should avoid any situation which involves or may involve an actual or perceived conflict between their personal interests and the interests of the Company. Any potential conflict must be disclosed to your supervisor, the CEO or the Company Secretary.

(b) Trading in Resource Generation shares

Directors, officers, employees and contractors must not, directly or indirectly, buy or sell the shares of Resource Generation when in possession of unpublished price sensitive information which could materially affect the value of those shares. Directors and employees must comply with the Company's Securities Trading Policy.

(c) Privacy Policy

Resource Generation is committed to the protection of individual privacy. The Company and its employees comply with the privacy and data protection laws applying in the country of operations, including when collecting, using, disclosing and providing access to personal information

(d) Complying with the law

All directors officers, employees and contractors who work for the Company must comply with the general laws relating to the workplace as well as the laws and regulations that specifically relate to their work.

(e) Media relations

Directors, officers, employees and contractors may not represent the Company or provide Company information to any media source unless approved by the CEO or Chairman.

(f) Electronic information

Internet and email access is provided for business purposes to all officers, employees and contractors and should not be used for inappropriate purposes including obscene and offensive material, online gambling and violating or attempting to violate any law.

(j) Property

All Company financial assets and physical property should only be used for the benefit of the Company. Officers, employees and contractors have a responsibility to protect these resources at all times and not to use those resources for personal gain or alter or destroy or dispose of those resources without prior approval and authorisation.

(k) Intellectual Property

Intellectual property can take several forms including patents, copyrights, trademarks, industrial design, specialist know-how and trade secrets. All directors, officers, employees and contractors should take the necessary steps to protect and not release this information with prior approval.

(l) Confidential Information

When working with confidential information directors, officers, employees and contractors should ensure that any papers or files are stored properly and are not readily accessible or visible to unauthorised persons. Due care should be taken when having conversations outside of the Company and never use confidential information for private purposes.

(m) Data Privacy

All information that could be described as 'personal information' about employees, suppliers, customers, current and former shareholders and directors collected for business purposes must be used for proper purposes always respecting the privacy of those that have had their information collected. The relevant laws and regulations pertaining to the protection of this personal data must be observed at all times.

(n) Sexual Harassment

A working environment that is free from physical, verbal and non-verbal forms of sexual harassment will be maintained at all times by directors, officers, employees and contractors.

6. Breaches and Whistle Blowing

To support the Group's commitment to acting with integrity and honesty an external whistle blowing initiative will be introduced once operating activities ramp up with development of the mine. In the interim, the following reporting channels are available to raise concerns, covering issues such as ethics violations, theft, fraud, bribery, corruption, discrimination, harassment and substance abuse:

- the direct line manager/supervisor;
- the Ledjadja Coal Head of Human Resources and Communities;
- the Head of Risk and Compliance; or
- the Company Secretary.

The Group recognises that resolving reported problems or concerns will advance the overall interests of the Group and will help to safeguard assets, financial integrity and reputation. Any reports will be treated confidentially. No person will be subject to retaliation because of a good faith report of a suspected violation.

7. Related Polices and Procedures

Resource Generation has adopted related policies and procedures that are aimed at promoting ethical behaviour and honesty and for managing in a fair an transparent manner issues of this nature that arise during the conduct of the Company's business. These include:

- a) Anti-bribery and Corruption Policy
- b) Resgen South Africa Ethics Charter;
- c) Ledjadja Coal - Ethical Behaviour Policy
- d) Specific Procedures:

Reference	Description
LEDJADJA COAL-HROR001-PR-01	Disciplinary Procedure
LEDJADJA COAL-HROR001-PR-02	Grievance Procedure
LEDJADJA COAL-HROR001-PR-03	Disciplinary Hearing Procedure
LEDJADJA COAL-HROR001-PR-04	Disciplinary Appeal Procedure
LEDJADJA COAL-HROR001-PR-05	Corporate Gifts and Favours Procedure
LEDJADJA COAL-HROR001-PR-06	Sexual Harassment Procedure
LEDJADJA COAL-HROR001-PR-07	Whistle Blowing Procedure

Reviewed and approved by the Board: 1 February 2018