



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.

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. Employees 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. Policies

Directors, officers, employees and contractors are expected to meet certain responsibilities in areas where ethical or legal issues arise as follows:

(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 must 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 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) Harassment

Unlawful discrimination and harassment are prohibited by Resource Generation and will not be tolerated. Appropriate disciplinary sanctions will be taken if discrimination or harassment is found to have occurred.

(f) Safety and health

The Company is committed to managing its activities with concern for the safety and health of its employees and contractors. Employees and contractors will comply with Resource Generation's safety and health policies.

(g) Business practices - gifts and favours

No employee will, for themselves or their immediate family, accept any gift or favour from anyone with whom the Company does business and which could be construed as being likely to influence improperly the business conduct of the employee or the Company.

(h) Business practices – financial inducements

No director, officer, employee or contractor will make or offer to make any illegal payment to achieve any business objective nor will they offer or accept a bribe, facilitation payment or secret commission. Agents or other non-employees cannot be used to circumvent the Code of Conduct or the Bribery and Corruption Policy.

(i) Dealing with fraud

Resource Generation is committed to maintaining a secure working environment that protects people, company assets and company information from deliberate harm, damage or loss. In appropriate cases, and after proper investigation, the Company reserves the right to summarily dismiss employees found to be defrauding the Company and, where appropriate, will press for criminal prosecution and seek financial recovery through civil proceedings.

(j) 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.

(k) Electronic information

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

(l) 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.

(m) 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.

(n) 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.

(o) 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.

6. Breaches

In any situation where there is concern that a breach has occurred, employees should discuss it with their manager or supervisor. If an employee or contractor is concerned with the actions of their manager or supervisor, he/she should raise their concern directly with the Company Secretary.

The Company recognises that resolving report problems or concerns will advance the overall interests of the Company 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.

Reviewed and approved by the Board: 6 October 2016