

## TODD RIVER RESOURCES POLICY

<b>Document Title</b>	Code of Conduct Policy
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### 2.01 OBJECTIVES

This code of conduct sets out the standards which the Board, management and employees of the Company are encouraged to comply with when dealing with each other, shareholders, customers and the broader community.

### 2.02 APPLICATION

This policy applies to the Company and its Employees (as defined in this policy). It may also apply to representatives of independent contractors who perform work for the Company, depending on the terms of their particular contractual arrangements.

In this policy:

- “Company” means Todd River Resources, as well as each other company within the Todd River Resources Group, i.e.: all companies defined as “related bodies corporate” of Todd River Resources under the Corporations Act 2001, as amended; and
- “Employee” means:
  - Directors of the Company;
  - Anyone employed directly by the Company, i.e.: Employees engaged to do work directly for the Company;
  - Volunteers, i.e. Persons who do work directly for the Company or on Company premises but who are not employees and are not independent contractors (or representatives of independent contractors); and
  - Independent contractors and their representatives or agents.

### 2.03 EMPLOYEE OBLIGATIONS

Employees have a number of core obligations to the Company. These are to:

#### **a.) Comply with the Law**

All Employees are required to comply with the law in the performance of their duties for the Company and whenever their conduct relates to their work. Failure to comply with the law may result in disciplinary action, up to and including termination. It may also result in civil or criminal prosecution of the Employee.

#### **b.) Comply with the Company's Policies and Procedures**

The Company has implemented a number of policies and procedures to guide Employees conduct in connection with their work. Company policies and procedures provide a framework for standards of behaviour and are to be complied with at all times. If any Employee is uncertain of the content or application of a particular policy or procedure, he/she should speak to the Managing Director. Employees must ensure that they have read and understood the policies, including any updated policies.

The policies and procedures are also available for reference.

### **c.) Comply with the Terms of the Employee's Contract**

There are a number of obligations which arise because of the contract between the Employee and the Company. In the first instance, Employees should refer to their written contract documents to confirm their obligations.

Some of the obligations which apply to Employees (whether or not specified in their written contract) include requirements to:

- Act honestly;
- Serve the Company faithfully and diligently;
- Act in the Company's best interests;
- Protect and promote the Company's reputation;
- Perform their duties to the best of their abilities;
- Comply with the Company's lawful and reasonable directions;
- Report to their nominated manager and take instructions from them;
- Act safely and cooperate with the Company's OH&S directives (including by reporting risks);
- Take care of the Company's assets, equipment, facilities and services and ensure they are used efficiently, carefully and honestly;
- Protect the confidential information of the Company, the Employees, and customers;
- Ensure that, at all times, all Company records are kept at the Company's place of business or removed only to the extent and for the time necessary to perform the work required to fulfil the duties of their position;
- Attend work in accordance with agreed hours or directions given by their manager or Company management;
- Not speak or make any public comment on behalf of the Company unless properly authorised to do so in writing; and
- Ensure that their conduct does not cause the Company or its clients public embarrassment or bring the image of the Company into disrepute.

## **2.04 SPECIFIC POLICIES**

This section provides Employees with a summary of some of the Company's conduct related policies.

- 1.0 Corporate Governance Policy
- 2.0 Code of Conduct (this policy)
- 3.0 Trading in Company Securities Policy
- 4.0 Conflict of Interest Policy
- 5.0 Delegated Authority Policy
- 6.0 Corporate Credit Card Policy
- 7.0 Occupational Health and Safety Policy
- 8.0 Environmental Policy
- 9.0 Workplace Diversity Policy
- 10.0 Drug and Alcohol Policy
- 11.0 Internet, Email, Phone and Computer Policy
- 12.0 Leave Policy
- 13.0 Time Off in Lieu Policy
- 14.0 Travel Policy
- 15.0 Complaints and Grievance Policy
- 16.0 Office Protocol Policy
- 17.0 Board Charter
- 18.0 Audit Committee Charter
- 19.0 Remuneration Committee Charter
- 20.0 Loan Funded Share Sale Policy
- 21.0 Social Media Policy

## **2.05 COMMITMENT OF THE BOARD AND MANAGEMENT TO CORPORATE CODE OF CONDUCT**

The Board and management approve and endorse this code of conduct and support the code and all it strives to achieve.

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

## **2.06 RESPONSIBILITIES TO SHAREHOLDERS AND THE FINANCIAL COMMUNITY GENERALLY**

The Company aims:

- To increase shareholder value within an appropriate framework which safeguards the

rights and interests of the Company's shareholders and the financial community; and

- Comply with systems of control and accountability which the Company has in place as part of its corporate governance with openness and integrity.

## **2.07 RESPONSIBILITIES TO CLIENTS, CUSTOMERS AND CONSUMERS**

The Company is to comply with all legislative and common law requirements of the jurisdiction in which TNG is operating (which affect its business), including but not limited to those in respect of occupational health and safety, the environment, native title and cultural heritage.

Any transgression from the applicable legal rules is to be reported to the Managing Director as soon as a person becomes aware of such a transgression.

## **2.08 EMPLOYMENT PRACTICES**

The Company will employ the best available staff and consultants with skills required to carry out vacant positions.

The Company will ensure a safe work place and maintain proper occupational health and safety practices commensurate with the nature of the Company's business and activities.

## **2.09 RESPONSIBILITY TO THE COMMUNITY**

The Company will recognise, consider and respect environmental issues which arise in relation to the Company's activities and comply with all applicable legal requirements.

## **2.10 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, private and confidential information.

## **2.11 OBLIGATION TO PRESENT PROFESSIONALLY AT ALL TIMES**

The Company requires all Employees to project a professional image of the Company at all times and present themselves in appropriate workplace attire. Employees who are engaged in site operations are to meet occupational health and safety requirements.

## **2.12 OBLIGATIONS RELATIVE TO FAIR TRADING AND DEALING**

The Company will deal with others in a way that is fair and will not engage in deceptive practices.

## **2.13 CONFLICTS OF INTEREST**

The Board, management and employees must not involve themselves in situations where there is a real or apparent conflict of interest between their personal interests and the interests of the Company. To avoid and deal with these situations, Employees and Executives should comply with the Company's Conflict of Interest Policy and Directors should comply with the Company's Director Conflict of Interest Protocol.

## 2.14 COMPLIANCE WITH THE CODE

Any breach or non-compliance with this code is to be reported directly to the Managing Director or Chairperson, as appropriate.

Employees should note as follows:

- Employees have a duty to observe the code and ensure that no breaches occur. Breaches require immediate attention and Employees have a duty to report known or suspected breaches of the code.
- A complaint or disclosure about an alleged breach of the code should be in writing and contain details about the date, time and nature of the alleged breach and include any available support material. All reports are treated as confidential.
- The Company will protect any “whistleblower” who reports a violation in good faith and on reasonable grounds and will comply with laws relating to “whistleblower protection”.
- The allegation should be made to the Employee’s immediate supervisor, or if the Employee believes the immediate supervisor may be implicated, to a senior executive or to the Managing Director.
- The Employee will be informed of the outcome of the investigation.
- If unsatisfied with the outcome of the investigation, the Employee may refer the matter to a senior executive, the Managing Director or the Chairperson, as appropriate.
- Employees may at any time discuss a matter, or seek advice on how to proceed with a matter from the Company Secretary, the Managing Director or any other senior executive.

## 2.15 PERIODIC REVIEW OF THE CODE

The Company will monitor compliance with the code periodically by liaising with the Board, management and staff especially in relation to any areas of difficulty which arise from the code and any other ideas or suggestions for improvement of the code.

Suggestions for improvements or amendments to the code can be made at any time by providing a written note to the Managing Director.

## 2.16 CODE OF CONDUCT FOR EXECUTIVES

An Executives must:

- actively promote the highest standards of ethics and integrity in carrying out their duties for the Company;
- comply with the Company’s Conflict of Interest Policy and disclose any actual or perceived conflicts of interest of a direct or indirect nature of which they become aware and which they believe could compromise in any way the reputation or performance of the Company;

- respect that confidential information received in the course of their employment remains the property of the Company (or the person who disclosed it) and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the Company (or the person who disclosed it) or is required by law;
- deal with the Company's customers, suppliers, competitors and each other with the highest level of honesty, fairness and integrity and to observe the rule and spirit of the legal and regulatory environment in which the Company operates;
- protect the assets of the Company to ensure their availability for legitimate business purposes and ensure all corporate opportunities are enjoyed by the Company and that no property, information or position belonging to the Company or opportunity arising from these are used for personal gain or to compete with the Company; and
- report any breach of this code of conduct to the chairperson, who will treat reports of such violations in good faith and in confidence.
- not engage in conduct likely to bring discredit upon the Company; and
- at all times comply with the spirit, as well as the letter, of the law and the principles of this code.

This code of conduct for Executives applies to Executives in addition to sections 2.01 to 2.15 of this policy. The Board must take steps to ensure that this code is integrated into management processes and that standards consistent with the code are implemented and enforced appropriately by management.

## 2.17 CODE OF CONDUCT FOR DIRECTORS

A director:

- must actively promote the highest standards of ethics and integrity in carrying out their duties for the Company;
- must act honestly, in good faith and in the best interests of the Company as a whole;
- has a duty to use care and diligence in fulfilling the functions of office and exercising the powers attached to the office;
- must use the powers of office for a proper purpose, in the best interests of the Company as a whole;
- must recognise that the primary responsibility is to the Company as a whole but may, where appropriate, have regard to the interests of all stakeholders of the Company;
- must not make improper use of information acquired as a director;
- must not take improper advantage of the position of director;
- must comply with the Company's Director Conflict of Interest Protocol and disclose and properly manage any actual or perceived conflicts of interest of a direct or indirect nature of which they become aware and which they believe could compromise in any way the reputation or performance of the Company;
- has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the

Board;

- acknowledges that confidential information received in the course of the exercise of directorial duties remains the property of the Company (or the person who disclosed it) and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the Company (or the person who disclosed it) or is required by law;
- should not engage in conduct likely to bring discredit upon the Company; and
- has an obligation, at all times, to comply with the spirit, as well as the letter, of the law and the ASX Listing Rules and with the principles of this code.

This code of conduct for Directors applies to Directors in addition to section 2.01 to 2.15 of this policy. The Board must take steps to ensure that this code is integrated into board processes and that standards consistent with the code are implemented and enforced appropriately.

## 2.18 BRIBERY AND CORRUPTION

The Company prohibits bribery and corruption in all forms, whether directly or through a third party.

The Company does not permit, or condone, any form of bribery or corruption.

**"Bribery"** involves the offering, giving, granting, promise or acceptance of any payment, gift, promise, benefit, favour or anything of value, whether directly or through a third party, which is:

- To or from any person or entity (whether a government official, a private business person or an associate of any of them)
- For the purpose of improperly securing a private or business benefit or advantage, or for the improper performance of a function or activity.

**"Corruption"** involves the abuse of a position of employment, authority or trust to gain an advantage in breach of duty.

Such behaviours are illegal in most countries. A breach of anti-bribery or corruption laws is a serious offence, which can result in significant fines to the Company and its employees and/or imprisonment. Even the perception of bribery or corruption can have a serious impact on the reputation of the Company and its employees.

The Company also prohibits making "facilitation payments", even where permitted under local laws. Facilitation payments are typically payments involving small sums to an individual within government, or other public authority, or within a private entity to obtain routine services that are not related to obtaining an undue advantage.

You must never:

- Engage in any form of bribery or corruption;
- Make a facilitation payment;
- Authorise, undertake or participate in schemes to give any improper benefit, kick-back or secret commission to anyone;
- Offer, promise or give a cash or cash equivalent payment of any kind to a government official or to any other person for the purpose of obtaining improper advantage;

- Use any third party to do something that the Company is prohibited from doing itself; or
- Give anything of value to any third party when there is any suspicion that the third party, will engage in bribery, corruption or other prohibited conduct in relation to the Company.

You must:

- Be aware that gifts and hospitality, agency arrangements, political donations and charitable contributions may, in certain circumstances, constitute, or give, the appearance of bribery and as such need to be carefully considered so that this does not occur;
- Report requests for any improper payments such as bribes or facilitation payments to your supervisor without delay;
- If you have any doubt about the legitimacy of a payment or gift that you have been requested to make, immediately seek the advice of the Managing Director;
- Communicate the requirements of the Company to subcontractors, suppliers and other business partners, and where possible, impose appropriate standards on the business partners by contract and ensure that their activities are appropriately monitored over the life of the contract;
- Ensure all transactions are accurately recorded in reasonable detail in the books and records of the Company;
- Plan against circumstances where bribery or corruption may occur;
- Report any bribery or corruption concerns immediately so that appropriate action can be taken; and
- Identify and assess potential risks for bribery or corruption.

If a payment, which would otherwise be in breach of this code, is requested to be made as a result of a direct, or indirect, imminent threat to the health or safety of any employee, agent contractor or officer, or any accompanying person or the family of any of them, it must be reported immediately to the Managing Director.

## 2.19 GIFTS AND HOSPITALITY

Gifts and entertainment given and received with the intention of unduly influencing business decisions are a form of bribery and are prohibited.

Legitimate and reasonable gifts and hospitality given and received in the course of business, which are for a valid business purpose or relationship, are permitted by the Company if they:

- Are occasional and are of and modest value;
- Comply with the law, local business practice and the code; and
- Are not intended or appear to be a reward or encouragement for preferential treatment.

The Company does not permit the offering or accepting of:

- Loans, cash or personal cheques;

- Product or service discounts that are not available to all employees, unless arranged by someone within the Company having the authority to do so;
- Gifts, favours or any form of hospitality or entertainment in return for, or in exchange for, business services or information; or
- Gifts or hospitality of an inappropriate nature or at inappropriate venues.

You must:

- Exercise care when offering or accepting gifts and hospitality in order to protect yourself and the Company against allegations of improper behaviour, conflict of interest or bribery;
- Consider whether accepting a gift or hospitality from a third party might be seen to adversely affect the reputation of the Company or place you under an explicit or implied obligation towards that party, even if none is intended – if there is any ambiguity, you should refuse;
- Exercise judgement in determining what is occasional, proportionate and modest – the higher the monetary value of the gift or hospitality, the greater the level of transparency that is required;
- If uncertain of the appropriateness of a gift or hospitality disclose it to your supervisor or the Managing Director; and
- Never request a gift or hospitality of any kind from a business partner.

## **2.20 WORKING WITH SUBCONTRACTORS AND OTHER THIRD PARTIES**

Subcontractors and other third parties with whom the Company works can make a significant contribution to the success of the Company. We aim to have effective business relationships with subcontractors and other third parties, and to encourage them to adopt similar business practices and procedures to those of the Company.

Through their actions, subcontractors and other third parties can directly impact the financial performance and profitability of the Company, as well as adding to, or detracting from, its reputation.

Wherever possible, the Company seeks to establish a collaborative relationship with subcontractors and other third parties. In general terms, the Company seeks subcontractors and other third parties who share our commitment to:

- Lawful business practices conducted according to a high standard of ethical behaviour and conduct;
- Providing a safe and healthy workplace;
- Minimising the impact on the environment; and
- Management practices that respect the rights of all employees and the local community.

You must:

- Carry out enquiries before selecting and engaging a subcontractor or other third parties such as agents and representatives to determine they do not present unacceptable reputational risks, and to ensure the party is reputable, competent and qualified to perform the work for which it is being hired and that compensation sought is reasonable.

- If you are aware of, or suspect, improper behaviour by a subcontractor or other third party, take action to investigate and rectify the situation;
- Only engage subcontractors or other third parties through a formal contract, which must be approved in accordance with the relevant delegated authorities; and
- Confirm that the subcontractor or other third party understands Company's expectations and this code and is contractually bound to meet standards consistent with this code, where possible.

Wherever a member of the Company has a controlling position in a joint venture or other similar arrangement, then we require that the standards of behaviour contained in this code be adopted. In all other circumstances, we will seek to influence other members included in the joint venture to adopt such standards.

The standards of behaviour contained in this code must never be waived. If local conditions make it difficult to find third parties who meet our criteria, or you have any doubt about the use or behaviour of third parties, you must discuss the matter with the Managing Director.

## **2.21 HOW THE COMPANY COMPLIES WITH LEGISLATION AFFECTING ITS OPERATIONS**

Within Australia, the Company strives to comply with the letter and the spirit of all legislation affecting its operations.

The Company will abide by local laws in all countries in which it operates. However, the Company recognises that the laws in some countries may not be as stringent as the Company's operating policies, particularly in relation to the environment, intellectual property and the giving of "gifts". Consequently, where Company policy is more stringent than local laws, Company policy will prevail.

## **2.22 QUESTIONS**

If an Employee has doubts about any aspect of this code, they must seek clarification from their manager or the Company Secretary.