

CODE OF CONDUCT

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Revision	Prepared	Reviewed	Approved	Date	Comments
01/2010	TF	Board	18/11/2010	18/11/2010	
02/2019	TF	Board	06/02/2019	06/02/2019	
03/2020	TF	Board	05/06/2020	05/06/2020	
03/2021	TF	Board	14/06/2021	14/06/2021	

**JINDALEE RESOURCES LIMITED
CODE OF CONDUCT**

INTRODUCTION

The purpose of the Code of Conduct (**Code**) is to guide and enhance the conduct and behaviour of Jindalee Resources Limited (**Jindalee** or **Company**) Directors, Officers, Employees and Contractors (collectively called the **Employees** of the Company for the purposes of this policy) in performing their everyday roles. The code encourages and fosters a culture of honesty, integrity and responsibility with the focus of augmenting our reputation as a valued employer, business partner and corporate citizen, in all our relationships.

Accountability

Employees are expected to act with honesty, integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.

Jindalee places a high importance on taking responsibility and delivering on its commitments and has a low tolerance for reckless behaviour.

Employees are accountable for their own conduct and are expected to be familiar with the content of this Code and their respective duties and responsibilities, and the associated policies, standards and procedures that directly relate to their job. Employees who are unclear should seek assistance from the Managing Director or the Company Secretary.

Leading by example is critical and senior managers and executives have additional responsibilities to demonstrate through their actions the importance of compliance and not turning a blind eye towards unethical conduct.

General Principles of Conduct

All Employees are expected to follow the following principles;

- Act in accordance with the Company's stated values and in the best interests of the Company as a whole.
- Act honestly and with high standards of personal integrity.
- Use due care and diligence in fulfilling the functions of your position and exercising the powers attached to your employment.
- Uphold the applicable laws impacting on the Company and abide by relevant regulations.
- Seek to understand laws and regulations relevant to your role and where this is unclear, seek further advice from the Managing Director, Company Secretary or Whistleblower Protection Officer.
- Refrain from conduct or action, which detracts from the reputation of Jindalee.
- At all times act ethically and responsibly and safeguard the interests of the Company.

- Not enter into any agreement or undertake any activity which may be in conflict with the interests of the Company or which would prejudice the performance of your professional duties.
- Approach dealings with other persons equitably and with respect, ensuring courtesy and fairness by valuing colleagues and their personal commitment to meet shared objectives.
- Avoid behaviour that might reasonably be perceived as harassment, bullying or intimidation.
- Not use confidential information gained in the performance of their duties for any personal gain or the gain of their associates, nor in a manner which would be detrimental to the Company.
- Ensure confidential information received in the course of your duties remains the property of the Company. Confidential information can only be released or used with specific permission from the Company.
- Comply with Company policies, procedures and guidelines.
- Obey any lawful instruction given by an Officer of the Company authorised to give such instructions.
- Acknowledge that this Code is to be adhered to both in spirit and to the letter, so that your conduct is governed by the highest standards of professionalism and ethical behaviour.

An Employee who becomes aware of a breach or a potential breach of law, regulation or policy, should report this immediately to their manager or supervisor, so corrective or preventative action can be taken as appropriate. Jindalee personnel should feel comfortable to report such breaches without fear of retaliation or punishment. Protections are available in accordance with the Company’s Whistleblower Protection Policy and the provisions of the Corporations Act 2001.

Vision and Core Values

Jindalee’s vision is to become a sustainably self-funded exploration company, using the Jindalee Model to maintain its capital requirements while minimizing the dilution of existing shareholders.

The core values that underpin the way we do things at Jindalee are:

Credibility & Reliability	Acting honesty, transparently and ethically, being a trusted partner, thinking long term with respect to the relationships we cultivate and nurture.
Discipline	Managing risk while leveraged to the commodity cycle and exploration success.
Innovation & Speed	Seeing opportunities where others do not, identifying trends and paradigm shifts.
Efficiency	Being efficient and effective, where necessary ‘fail’ quickly and cheaply.
Resilience	Building a robust and sustainable business focused on long term success, putting health and safety first and acting in an environmentally responsible manner.
People Power	A motivated, energetic, cohesive team can achieve anything.

Additional requirements for Directors

The following additional requirements apply to Directors of the Company and aim to ensure Directors have a clear understanding of the Company's expectations of their conduct.

Duties of Directors

All Directors have a fiduciary relationship with the shareholders of the Company. A Director occupies a unique position of trust with shareholders, which makes it unlawful for Directors to improperly use their position to gain advantage for themselves.

Each Director must endeavour to ensure that the Company is properly managed so as to protect and enhance the interests of all shareholders. To this end, Directors need to devote sufficient time and effort to understand the Company's operations.

Directors should ensure that shareholders and the ASX are informed of all material matters which require disclosure and avoid or fully disclose conflicts of interest.

Conflict of interest

At all times a Director must be able to act in the interests of the Company. Where the interests of associates, the personal interest of a Director or a Director's family may conflict with those of the Company, then the Director must immediately disclose such conflict and either:

- (a) eliminate the conflict, or
- (b) abstain from participation in any discussion or decision-making process in relation to the subject matter of the conflict.

Executive Directors must always be alert to the potential for a conflict of interest between their roles as executive managers and their fiduciary duty as Directors.

Interests of other stakeholders

The Board recognises that the primary stakeholders in the Company are its shareholders. Other legitimate stakeholders in the Company include employees, contractors and the general community.

The Company is committed to conducting all its operations in a manner which:

- protects the health and safety of all employees, contractors and community members;
- recognises, values and rewards the individual contribution of each employee;
- achieves a balance between economic development, maintenance of the environment and social responsibility;
- maintains good relationships with suppliers and the local community; and
- is honest, lawful and moral.

All Employees (including directors) are expected to act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.

If there is any doubt as to the application of this Policy or in the case of suspected violation of this Policy, the matter should be referred to the Company Secretary. Senior Executives and Directors should contact the Chairman.

Policy Review

This policy will be reviewed **annually**.