
CORPORATE CODE OF CONDUCT

1. PURPOSE

The board of directors (**the Board**) of Redstone Resources Limited (**Redstone**) and its subsidiaries (**the Company or Group**) acknowledges the need for continued maintenance of a professional standard of corporate practice and ethical conduct by all Directors, Officers, employees, contractors and consultants of the Company.

The purpose of this Corporate Code of Conduct (**the Code**) is to provide a framework for decisions and actions in relation to ethical conduct in employment and to build an ethical culture within the organisation.

The key principles underpinning our Code are that:

- actions be governed by the highest standards of integrity and fairness;
- decisions be made in accordance with the spirit and letter of applicable laws; and
- business be conducted in an honest and ethical manner using best skills and judgment to ensure responsible decision making for the benefit of all employees, clients and stakeholders.

This document sets out the principles covering appropriate conduct in a variety of contexts and outlines the expected minimum standard of behavior of all Personnel.

2. APPLICATION OF THE CODE

This Code applies to Directors, Officers, employees, contractors and consultants of the Company.

3. PERSONAL AND PROFESSIONAL BEHAVIOUR

When carrying out duties, Directors, Officers, employees, contractors and consultants of the Company should:

- (a) behave honestly and with integrity and report other Personnel who are behaving dishonestly;
- (b) operate within the law at all times;
- (c) follow the policies of the Company; and
- (d) act in an appropriate business-like manner when representing the Company in public forums.

4. CONFLICT OF INTEREST

Directors, Officers, employees, contractors and consultants of the Company should ensure that they:

- Avoid conflicts of interest, where possible; and
 - Declare and manage conflicts of interest that cannot be avoided.
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Potential for conflict of interest arises when it is likely Directors, Officers, employees, contractors and consultants of the Company could be influenced, or it could be perceived that you are influenced by a personal interest when carrying out their duties. Conflicts of interest that lead to biased decision making may constitute corrupt conduct.

A conflict of interest exists even if no unethical or improper act results and can create an appearance of impropriety that can undermine confidence, credibility or reputation.

Some situations that may give rise to a conflict of interest include situations where people have:

- i. financial interests in a matter the Company deals with or are aware that friends or relatives have a financial interest in the matter;
- ii. directorships/management of outside organisations;
- iii. membership of boards of outside organisations;
- iv. personal relationships with people the Company is dealing with which go beyond the level of a professional working relationship;
- v. secondary employment, business, commercial, or other activities outside of the workplace which impacts on their duty and obligations to the Company;
- vi. access to information that can be used for personal gain; and
- vii. offer of an inducement.

Assessing and Disclosing Conflicts of Interest

- (a) The Director, Offices, employee, contractor or consultant (the **Person**) may often be the only person aware of the potential for conflict. It is that person's responsibility to avoid any conflict from arising that could compromise their ability to perform their duties impartially. The person must report any potential or actual conflicts of interest to their manager.
- (b) If the Person is uncertain whether a conflict exists, they should discuss that matter with their manager and attempt to resolve any conflicts that may exist.
- (c) The Person must not submit or accept any bribe, or other improper inducement. The Person must report any such inducements to their manager.

The manager is responsible for maintaining the confidentiality of a disclosed conflict of interest. A manager may disclose matters relating to a reported conflict of interest to others only:

- in order to assess where a conflict of interest exists;
- where that disclosure is necessary or appropriate to manage the conflict of interest; or
- to comply with a lawful obligation to disclose those matters.

The Person's manager is responsible for assessing the reported conflict of interest to determine whether it represents a conflict as defined by this Code.

The manager must advise the Person of the outcome of their assessment, providing reasons for their determination. Third part specialist advice may be sought in assessing the outcome.

5. CONFIDENTIALITY AND SECURITY OF INFORMATION

Personnel are to make sure that confidential and sensitive information cannot be accessed by unauthorised persons.

Personnel must ensure that confidential information is only disclosed or discussed with people who are authorised to have access to it. It is considered a serious act of misconduct to deliberately release confidential documents or information to unauthorised persons, and may incur disciplinary action.

6. INTELLECTUAL PROPERTY/COPYRIGHT

Intellectual property includes the rights relating to scientific discoveries, industrial designs, trademarks, service marks, commercial names and designations, and inventions and is valuable to the Company.

The Company is the owner of intellectual property created by employees in the course of their employment unless a specific prior agreement has been made. Employees must obtain written permission to use any such intellectual property from the Company Secretary before making any use of that property for purposes other than as required in their role as employee.

7. EMPLOYMENT PRACTICES

Anti-Discrimination, Equal Opportunity and Harassment

Personnel must not harass, discriminate, or support others who harass and discriminate against colleagues or members of the public on the grounds of sex, pregnancy, marital status, age, race (including their colour, nationality, descent, ethnic or religious background), physical or intellectual impairment, homosexuality or transgender.

Such harassment or discrimination may constitute an offence under legislation.

Managers should understand and apply the principles of Equal Employment Opportunity.

Occupational Health and Safety

Redstone is committed to maintaining a healthy and safe working environment for its Directors, Officers, employees, contractors and consultants. All appropriate laws and internal regulations (including occupational health and safety laws) must be fully complied with.

It is the responsibility of all Directors, Officers, employees, contractors and consultants to act in accordance with occupational health and safety legislation, regulations and policies applicable to their respective organisations and to use security and safety equipment provided.

Specifically all Personnel are responsible for safety in their work area by:

- (a) following the safety and security directives of management as outlined in the Company's *Health and Safety Policy*,
 - (b) advising management of areas where there is potential problem in safety and reporting suspicious occurrences; and
 - (c) minimising risks in the workplace.
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8. FAIR TRADING AND DEALING

The Company aims to succeed through fair and honest competition, and not through unethical or illegal business practices, in all dealings with clients, shareholders, government, employees, suppliers and the community.

When dealing with others Directors, Officers, employees, contractors and consultants must:

- perform their duties in a professional manner;
- act with the utmost integrity and objectivity; and
- strive at all times to enhance the Company's reputation.

9. CORRUPT CONDUCT

The Company is committed to conducting all of its business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations. Its Board, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards. Accordingly, the Company has in place an Anti-Bribery and Anti-Corruption Policy (**ABC Policy**) which supplements this Code.

The purpose of the ABC Policy is to:

- a) set out the responsibilities of the Company and its management and Personnel in upholding the Company's commitment to preventing any form of Bribery or Corruption; and
- b) provide information and guidance to Personnel on how to recognise and deal with any potential Bribery and Corruption issues.

The ABC Policy applies to all Personnel which includes all persons acting (whether authorised or unauthorised) on behalf of the Company at all levels, including officers, directors, temporary staff, contractors, consultants and employees of the Company.

In accordance with the ABC Policy the Company's Personnel must:

- i. not engage in Bribery or any other form of Corruption or improper conduct;
- ii. not make Facilitation Payments;
- iii. not offer, pay, solicit or accept Secret Commissions;
- iv. not engage in Money-laundering;
- v. not give or accept Items of Value where to do so might influence, or be perceived to influence, objective business judgement or otherwise be perceived as improper in the circumstances.
- vi. obtain required approvals for political contributions and charitable donations;
- vii. maintain accurate records of dealings with Third Parties; and
- viii. (be vigilant and report any breaches of, or suspicious behaviour related to, this ABC Policy.

Bribery and the related improper conduct addressed by the ABC Policy are very serious offences that will be taken seriously, reviewed and thoroughly investigated by the Company. Depending on the circumstances, the incident may be referred to regulatory and law enforcement agencies.

Breach of the ABC Policy by Personnel will be regarded as serious misconduct, leading to disciplinary action which may include termination of employment.

Any requests to Personnel to engage in conduct in breach of the ABC Policy must be immediately reported to the Chairman and/or Company Secretary.

If a member of Personnel is not comfortable, for any reason, with speaking to the Chairman or Company Secretary, the Company has a Whistleblower Policy which affords certain protections against reprisal, harassment or demotion for making the report of the breach of the ABC Policy.

10. LEGISLATION

It is essential that all Directors, Officers, employees, contractors and consultants comply with the laws and regulations of the countries in which they operate. Violations of such laws may have serious consequences for the Company and any individuals concerned. Any known violation must be reported immediately to management.

11. INSIDER TRADING

All Directors, Officers, employees, contractors and consultants must observe and abide by the Company's *Securities Trading Policy*.

In conjunction with the legal prohibition on dealing in the Company's securities when in possession of unpublished price sensitive information, the Company has established specific time periods when Persons are permitted to buy and sell the Company's securities.

12. PUBLIC AND MEDIA COMMENT

Directors, Officers and employees, should familiarise themselves with the Company's *Continuous Disclosure and Communication Policy* and act in accordance with it in relation to official public and media comments relating to the Company.

Directors, Officers and employees must not:

- (a) make official comment on matters relating to the Company unless they are authorised to do so by the Chair, Managing Director (or equivalent) or Company Secretary of the Company; or
 - (i) giving evidence in court; or
 - (ii) otherwise authorised or required to by law.

- (b) release unpublished or privileged information unless they have the authority to do so from the Chair, Managing Director (or equivalent) or Company Secretary of the Company.

The above restrictions apply except where prohibited by law, for example in relation to "whistleblowing" and/or as per the Company's Whistleblower Policy.

In accordance with its *Continuous Disclosure and Communication Policy* the Company strives for full, fair and accurate disclosure of financial and other information on a timely basis for its investors and the investing community.

13. USE OF COMPANY RESOURCES

Requests to use Company resources outside core business time should be referred to management for approval.

If employees are authorised to use Company resources outside core business times they must take responsibility for maintaining, replacing, and safeguarding the property and following any special directions or conditions that apply.

Employees using Company resources without obtaining prior approval could face disciplinary and/or criminal action. Company resources are not to be used for any private commercial purposes.

14. BREACHES OF THE CODE OF CONDUCT

Although it is expected that a breach of the Code may be inadvertent or without intent, depending on the nature of the breach, it may lead to disciplinary action and in extreme circumstances dismissal or termination of the contract of engagement.

Directors, Officers and employees, contractors and consultants should note that breaches of certain sections of this Code may be punishable under legislation.

15. REPORTING MATTERS OF CONCERN

Directors, Officers and employees, contractors and consultants required to abide by this Code are encouraged to raise any matters of concern in good faith with the Chairman or Company Secretary, without fear of retribution.

16. QUESTIONS

If a person has any questions regarding the Code at any time, they should contact the Company Secretary.
