



American Patriot Oil & Gas Ltd

Corporate Governance Charter

Definitions

Act or Corporations Act	Corporations Act 2001 (Cth)
Annual General Meeting	an annual general meeting of the Company
ASX	ASX Limited (ACN 008 624 691)
ASX Recommendations	the ASX Corporate Governance Council "Corporate Governance Principles and Recommendations" (as amended from time to time)
Board	board of Directors
Board Policy	policy of corporate governance in relation to the Board contained in section 2 of this Charter
CFO or Chief Financial Officer	chief financial officer or equivalent officer of the Company
Chairman	chairman of the Board
Charter	this Corporate Governance charter
Code	the Company's code of conduct as set out in section 4 of this Charter
Company	American Patriot Oil & Gas Limited (ACN 154 049 144)
Company Secretary	secretary of the Company
Constitution	constitution of the Company
Continuous Disclosure Policy	the Company's continuous disclosure policy as set out in section 4 of this Charter
Director	director of the Company
Diversity Policy	the Company's diversity policy as set out in section 3 of this Charter
Employee	an employee of the Company
Executive	an executive officer (whether or not a Director) involved in the strategic and operational management of the Group and including the Company Secretary
Group	The Company and its controlled entities.
Insider Trading Policy	the Group's insider trading policy as set out in section 7 of this Charter
Listing Rules	the ASX Listing rules as amended from time to time
Management	the Group's management team comprising the Executives
Managing Director	the managing director of the Company as appointed from time to time
Shareholder	holder of shares in the Company
Share Trading Policy	the Company's share trading policy as set out in section 6 of this Charter

American Patriot Oil & Gas Ltd (ACN 154 049 144)

1. Introduction

Corporate governance is a set of systems, policies and procedures which define the way in which a company is governed. It establishes the objectives of a company ensuring that the administration and management of a company is undertaken in a manner which is consistent with the interests of the company's shareholders. Additionally, it establishes a system for monitoring and evaluating the achievement of those objectives.

The ASX Recommendations define corporate governance as "the framework of rules, relationships, systems and processes within and by which authority is exercised and controlled in corporations".

Corporate governance policies will vary from company to company as there is no single system of corporate governance that is applicable to all companies. A company must establish systems, processes and policies that help it achieve its objectives in light of the nature and size of that company.

As a result, the Group has adopted a number of policies to ensure that it has high-quality and transparent systems of corporate governance in place. These policies are incorporated in this Charter and are prepared in line with the ASX Recommendations which the Board recognises as best practice guidelines.

The Charter incorporates the following:

- (a) Board Policy – see section 2;
- (b) Diversity Policy – see section 3;
- (c) Continuous Disclosure Policy - see section 4;
- (d) Code of Conduct – see section 5;
- (e) Share Trading Policy – see section 6; and
- (f) Insider Trading Policy – see section 7.

2. Board Policy

2.1. Introduction

Directors will be appointed and removed in accordance with the Corporations Act and the Constitution.

The conduct of the Board is governed primarily by the Company's Constitution. This policy aims to set out the practices that the Group has established and to which the Board and each Director is committed. This policy is simply an aid to the Board and the Directors. In the course of undertaking its responsibilities, the Board at all times must act in a manner that is consistent with its duties and obligations as imposed by the Company's Constitution, the ASX Listing Rules and by the law. Should there be any inconsistency between this policy and the Constitution, the Constitution shall prevail.

2.2. Responsibilities

The Board is responsible for the overall operation, strategic direction, leadership and integrity of the Company and in particular, is responsible for the Group's growth and profitability. In meeting its responsibilities the Board shall undertake the following functions:

Strategic Direction

- (a) Providing and implementing the Group's strategic direction.
- (b) Directing and monitoring the Group's performance against strategies and business plans.
- (c) Approving and monitoring capital management and major expenditure and investments and divestitures.
- (d) Approving Management's development of the Group's strategy and performance objectives.

Risk management and reporting

- (a) Reviewing and overseeing the operation of systems of risk management ensuring that the significant risks facing the Group are identified, that appropriate control, monitoring and reporting mechanisms are in place and that risk is appropriately dealt with.
- (b) Monitoring and appraising financial performance including the approval of annual and half year financial reports and liaising with the Group's auditors.
- (c) Preparing the declaration pursuant to section 295A of the Corporations Act.

Management

- (a) Monitoring and assessing Management's performance and ensuring that their actions are consistent with corporate strategy.
- (b) Ensuring that appropriate and effective remuneration packages and policies are implemented by the Group.
- (c) Ensuring that Management has appropriate resources to enable them to implement the Group's corporate strategy.
- (d) Monitoring and reviewing business results, outsourced service providers and the Board itself.
- (e) Ensuring the Board is comprised of individuals who are best able to discharge the responsibilities of Directors having regard to the law and the best standards of governance.

Remuneration

- (a) The Company recognises ASX's recommendation with respect to distinguishing the structure of non-executive directors' remuneration from that of executive directors and senior executives. However, as the Company's Board comprises of all non-executive directors, this recommendation does not apply to the Company.
- (b) The allocation and amount of remuneration for non-executive directors will be reviewed periodically every six months and will reflect market rates.

Performance

- (a) Formation and monitoring of corporate governance policies and codes of conduct.
- (b) Undertaking an annual performance evaluation of the Board and Management in light of this Charter.
- (c) Reviewing and overseeing internal compliance and legal regulatory compliance.

Corporate governance

- (a) Ensuring compliance with the Constitution and the continuous disclosure requirements of the ASX Listing Rules and the Corporations Act.
- (b) Communicating with, and protecting the rights and interests of, all Shareholders.

Company Secretary

- (a) The Company Secretary is directly accountable to the Board through the chair on all matters to do with the proper functioning of the Board.

2.3. Board Composition

The composition of the Board is determined as follows:

- (a) The Board shall comprise of a minimum of (3) directors, two of which will be Australian residents.
- (b) The Board must be comprised of members with expertise, experience and skill relevant to the business of the Group.
- (c) The Board will determine the number of independent directors (if any) it considers appropriate based on the size, nature and complexity of the business at any given time.

2.4. Diversity

The Company is committed to building a diverse workplace and developing policies to promote diversity to the extent appropriate for the size, nature and complexity of the Group at any given time.

The Diversity Policy is provided in section 3 of this Charter.

2.5. Independence

The ASX Recommendations establish a number of factors that may be considered when assessing the independence of directors. The factors are whether a director:

- (a) is a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company;

- (b) is employed, or has previously been employed in an executive capacity by the Group or another group member, and there has not been a period of at least 3 years between ceasing such employment and serving on the Board;
- (c) has within the last 3 years been a principle of a material professional advisor or a material consultant to the Group or another group member, or an employee materially associated with the service provider;
- (d) is a material supplier or customer of the Group or other group member, or an officer or otherwise associated directly or indirectly with a material supplier or customer;
- (e) has a material contractual relationship with the Group or another group member other than as a director.

These factors are only indicators of matters in which to assess the independence of a Director. The Board will assess the independence of each Director in light of the interests disclosed by them. The Board's assessment of the independence of Directors will be disclosed in the Company's future annual reports (to the extent deemed necessary).

2.6. Committees

The Company recognises the important of establishing audit, risk management, remuneration and nomination committees as good corporate governance in circumstances where appropriate for the size, nature and complexity of the Group.

However, considering the size of the Group, the functions that would be performed by these committees are best undertaken by the Board. This is also in line with the ASX Recommendations which recognise that "the ultimate responsibility of the integrity of a company's financial reporting rests with the full board".

The Board will review its view on these committees in line with the ASX Recommendations and in light of any changes to the size or nature of the Group and if required may establish committees to assist it in carrying out its functions. At that time the Board will adopt a policy or charter for such committees in accordance with the ASX Recommendations and industry best practices.

Audit and risk management

Items that are usually considered by an audit and risk management committee are marked as separate agenda items at Board meetings and the Board will separately convene as the audit and risk management committee. Refer Appendix A to the Corporate Governance Charter.

Remuneration and nomination

Items that are usually considered by a nomination and remuneration committee are marked as separate agenda items at Board meetings and the Board will separately convene as the nomination and remuneration committee to consider those items. When the Board convenes as the nomination and remuneration committee it will operate under the Company's Nomination and Remuneration Policy. Refer Appendix B to the Corporate Governance Charter.

2.7. Appointment and Retirement

Appointment

The Board will consider the appointment of a Director as and when a vacancy arises in accordance with the following considerations:

- (a) the skills, expertise and experience of any proposed Director;
- (b) the relevant and appropriateness of these skills, expertise and experience when compared to those of the current Board;

- (c) the terms of appointment must be recorded in a letter of appointment taking into consideration the ASX Recommendations; and
- (d) the terms of appointment must be in accordance with the Constitution, Corporations Act and Listing Rules.

Prior to making any formal offer, a potential Director must be given sufficient information about the Company to allow the potential Director to conduct his / her personal due diligence. The information will extend to non-public information and care must be taken to ensure confidentiality.

Retirement

A Director must retire in accordance with the Corporations Act, the Listing Rules and the Constitution. A Director may be re-elected if the Constitution permits.

2.8. Induction and Information

Induction Program

The Company Secretary is responsible for arranging for the new Director to undertake an induction program to enable them to gain an understanding of:

- (a) Company's assets;
- (b) the Company's financial, strategic, operational and risk management position;
- (c) their rights, duties and responsibilities; and
- (d) any other relevant information.

As part of this induction program, a new Director will meet with all incumbent Directors (if this has not already taken place).

Ongoing Information

The Chairman, Directors, the Executives, Company Secretary and any other key members of Management must be conscious to ensure that updated information is provided to the Board in a timely fashion to enable them to effectively discharge their duties as Directors.

Directors are entitled to request and receive such additional information as they consider necessary to support informed decision-making. Any Director has the authority to seek any information he/she requires from any Executive, Employee or contractor of the Group.

2.9. Advice, Share Trading and Performance

Independent Advice

In the performance of their duties as Directors, the Directors have a right to seek independent legal or other professional advice at the Company's expense.

Director Share Trading

The Share Trading Policy imposes restrictions on the trading of the Company's shares by people, including Directors with undisclosed price sensitive information. All Directors, Executives and Management must follow the Share Trading Policy.

Performance

Due to the current size of the Company and its level of activity, the Board is responsible for the evaluation of its performance and the performance of individual Directors and the Executives. This internal review is to be conducted on an annual basis and if deemed necessary this internal review

will be facilitated by an independent third party. To determine whether it is functioning effectively, the Board shall:

- (a) review the Share Trading Policy annually; and
- (b) perform an evaluation of the Board's and Management's performance at intervals considered appropriate.

2.10. Ethical standards and Share Trading

The Directors must perform their duties in line with the Company's objectives and with the utmost integrity. Furthermore, the Directors must comply with the Group's Code of Conduct, Share Trading Policy and Insider Trading Policy as set out in sections 5, 6 and 7 of this Charter.

2.11. Compliance with Laws

The Company must comply with the Corporations Act, the Listing Rules as well as all other applicable laws, statutes and policies. Examples of applicable areas of regulation include:

- (a) Regulatory Guides and Practice Notes issued from time-to-time by the Australian Securities & Investments Commission;
- (b) occupational health & safety legislation;
- (c) employment related legislation;
- (d) anti-discrimination legislation; and
- (e) taxation legislation.

2.12. Constitution

The Constitution is a key governance document. The Board must ensure that it complies at all times with the provisions of the Constitution.

3. Diversity Policy

3.1. Introduction

The Company recognises that a diverse workforce is a competitive advantage and that the Company's success is the result of the quality and skills of its people. This Diversity Policy is designed to support the Company's commitment to diversity.

3.2. Objectives

The Diversity Policy provides a framework for the Group to achieve the following objectives (**Objectives**):

- (a) a diverse and skilled workforce;
- (b) a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff;
- (c) a work environment that values and utilises the contributions of Employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity;
- (d) awareness in all staff of their rights and responsibilities with regards to fairness, and
- (e) equity and respect for all aspects of diversity.

3.3. Benefits of diversity

Diversity encompasses, among a range of matters, differences in gender, age, ethnicity, race, disability and cultural background. Embracing diversity contributes to the Company achieving its corporate objectives and enhances its reputation and enables the Company to:

- (a) recruit the right people from a diverse pool of talented candidates;
- (b) create a culture that embraces diversity and that rewards people to act in accordance with this Diversity Policy; and
- (c) better represent the diversity of all of the Company's stakeholders.

3.4. Responsibilities

The Board's Commitment

The Board is committed to workplace diversity and is responsible for developing measurable objectives and strategies to meet the Objectives of this Diversity Policy (**Measurable Objectives**) and monitoring the progress of the Measurable Objectives through the monitoring, evaluation and reporting mechanisms listed below.

Strategies

The Group's diversity strategies include:

- (a) recruiting from a diverse pool of candidates for all positions, including Management and the Board;
- (b) reviewing succession plans to ensure an appropriate focus on diversity;
- (c) identifying specific factors to take account of in recruitment and selection processes to encourage diversity;

- (d) developing programs to develop a broader pool of skilled and experienced senior management and Board candidates, including workplace development programs,
- (e) mentoring programs and targeted training and development; and
- (f) any other strategies the Board develops from time to time.

3.5. Monitoring and Evaluation

Measurable Objectives set by the Board will be included in the annual key performance indicators for the Managing Director and senior executives. In addition, the Board will review progress against the Objectives as a key performance indicator in its annual performance assessment.

3.6. Reporting

The Board will include the Measurable Objectives (if any) set by the Board and progress against the Objectives in the Annual Report each year.

4. Continuous Disclosure Policy

4.1. Introduction

The objective of the Continuous Disclosure Policy is to ensure that the Company complies with its continuous disclosure obligations under the Corporations Act and the Listing Rules. Additionally, this policy aims to:

- (a) ensure that information issued by the Company is issued to Shareholders and the market in a timely manner;
- (b) to promote investor confidence in the integrity of the Group and its securities; and
- (c) to generally promote investor protection and protection of the market.

4.2. Continuous Disclosure

An ASX listed company is subject to the continuous disclosure requirements under the Corporations Act and the Listing Rules, in addition to the periodic and specific disclosure requirements in the Listing Rules.

The continuous disclosure obligation is contained in Listing Rule 3.1 and states that the continuous disclosure obligation will be breached by an issuer who intentionally, recklessly or negligently fails to notify ASX of information that:

- (a) is not generally available; and
- (b) a reasonable person would expect, if it were generally available, to have a material effect on the price or value of its securities.

Contravention of continuous disclosure obligations can extend to a person (director or executive) who is involved in a contravention of the continuous disclosure regime by a disclosing entity.

4.3. Disclosure exception

The continuous disclosure obligation is not applicable where:

- (a) a reasonable person would not expect the information to be disclosed;
- (b) the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
- (c) one or more of the following applies:
 - (i) it would be a breach of a law to disclose the information;
 - (ii) the information concerns an incomplete proposal or negotiation;
 - (iii) the information comprises matter of supposition or is insufficiently definite to warrant disclosure;
 - (iv) the information is generated for internal management purposes of the Company;
 - (v) the information is a trade secret.

To rely on the exception, the above 3 requirements must be satisfied. Should one of the exceptions no longer be applicable then the Company can no longer rely on these exceptions and must disclose the information immediately to the market.

4.4. Compliance

The Company will ensure compliance with this Charter and will:

- (a) disclose price sensitive information to ASX as soon as it becomes aware of that information;
- (b) ensure that the information is not false, misleading or deceptive so as to avoid creating what would constitute a false market; and
- (c) ensure that the information is disclosed clearly (expressed objectively), accurately and is complete.

In doing so the Company will ensure compliance with Listing Rule 15.7 that requires an entity not to release information anyone until it has given the information to ASX and has received an acknowledgement from ASX that the information has been released to the market.

4.5. Price Sensitive Information

The Company will ensure that all price sensitive information is released to the market in accordance with the Listing Rules and in accordance with the Announcements Procedure in section 4.9 of this Policy.

Price sensitive information is information that:

- (a) a reasonable person would expect will have "*a material effect on the value or price*" of securities; and
- (b) if the information were publicly available "*would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of those securities*".

Price sensitive information includes information relating to a takeover bid or a merger, proposed acquisition or disposal of a material asset, material variations in earnings or profits from previously published forecasts, a material change to the business plan, loss of a material contract and major litigation.

4.6. Loss of Confidentiality

Where confidentiality is lost as a result of a specific rumour or media comment then the Company will respond to media speculations to the extent that such responses are required to correct or prevent a false market. In determining whether confidentiality is lost the Company will look at previous announcements it had made and will consider any likely reaction of the market or particular investors to such speculation.

4.7. Administering Corporate Governance Compliance

This policy will be administered by the Board and key personnel as follows:

- (a) the Board will be involved in reviewing significant ASX announcements and ensuring and monitoring compliance with this policy;
- (b) the Company Secretary will be responsible for the overall administration of the Continuous Disclosure Policy and all communications with ASX;
- (c) other Employees will report any material price sensitive information to the Company Secretary and they will observe the Company's no comments policy as set out below.

4.8. Company Secretary

The Company Secretary is responsible for the overall administration of this Continuous Disclosure Policy particularly:

- (a) ensuring that the Company is compliant with its disclosure obligations;
- (b) all communications with ASX;
- (c) reviewing proposed announcements and consulting with the Board and other advisors as necessary;
- (d) implementing reporting processes for materiality of information;
- (e) reporting on continuous disclosure issues regularly to the Board;
- (f) keeping a record of ASX announcements;
- (g) monitoring and reporting to the Board on the effectiveness of this policy in light of the ASX Recommendations; and
- (h) regularly reviewing the Continuous Disclosure Policy in light of legislative changes or other developments.

4.9. Announcements Procedure

The Company's announcements to ASX will be managed in accordance with the following procedure:

- (a) as soon as an Employee becomes aware of any price sensitive information the Board or the Company Secretary is to be notified;
- (b) the Company Secretary will review and assess that information and determine whether it needs to be disclosed or whether it needs to be further discussed with the Board;
- (c) if an announcement of price sensitive information is required the Company Secretary will prepare a draft announcement;
- (d) the Company Secretary will provide the draft announcement to the Board for approval;
- (e) following the approval of an announcement of price sensitive information by the Board, the Company Secretary will then lodge the announcement with ASX electronically; and
- (f) after receiving acknowledgement from ASX that the announcement has been released the Company Secretary will ensure the announcement is accessible from the Company's website. This will be done within 24 hours of receiving that acknowledgement.

4.10. No Comments Policy

The Group has adopted a "*no comments*" policy in relation to any market speculation or rumours which must be observed by all Executives and Employees at all times. In light of this, the Company may issue an announcement in response to a market speculation or rumour where it is necessary to do so to eliminate the possibility of a false market or contravention of the Listing Rules.

Where an Executive or Employee is approached by the media or any analysts or other external parties with respect to providing any information about the Group the general policy to be observed is a "*no comments*" policy and that Employee will notify the Company Secretary as soon as possible.

As part of the Company's management of investor relations it may conduct briefings with analysts or investors from time to time. However, the Group's policy for conducting these briefings will be to ensure that no material price sensitive information is announced prior to it being announced to the market. No briefing will be held during the pre-results periods. In addition, a procedure will be in place for the conduct of the briefings which will include that at any briefing 2 Employees must be present, notes of the briefing must be kept by an Employee attending and any information to be used at briefings must be signed off by at least two Directors prior to the briefing.

Where in the course of a briefing a question is raised that refers to price sensitive information that has not been previously disclosed the Executive or Employee must decline to answer the question but take the question on notice and advise the Board and the Company Secretary of the question.

See the Insider Trading Policy in section 7 for further details.

4.11. Responding to Analyst Reports and Forecasts

If a draft report has been sent to the Group for comments the report should be forwarded directly to the Company Secretary. The Company will not endorse any reports, and will restrict any comments to factual matters and matters which have been previously disclosed to ASX. See the Insider Trading Policy in section 7 for further details.

4.12. Trading Halts

The Company in certain circumstances may need to request a trading halt from ASX. The Chairman in consultation with the Board will make decisions in relation to trading halts and the only personnel authorised to request a trading halt on behalf of the Company will be the Chairman and the Company Secretary.

4.13. Advisors

To ensure compliance with its listing obligations, the Company may from time to time require advisors to advise on its adherence to the Continuous Disclosure Policy. The Company may ask such advisors to sign a confidentiality agreement before disclosing any information to them.

4.14. Contravention of Policy

Non-compliance with the continuous disclosure obligations may constitute a breach of the Corporations Act and the Listing Rules. This may result in fines for the Company, personal liabilities for Directors and other officers and damage to the Group's reputation. The Company takes continuous disclosure very seriously and will not tolerate any deviation from the Continuous Disclosure Policy by any Employee and will take disciplinary action against any Employee where a contravention arises. Disciplinary action may include dismissal.

4.15. Shareholder Communications

The Board aims to keep Shareholders informed of all major developments affecting the Group's activities and its state of affairs through announcements to ASX, releases to the media and dispatch of financial reports. All such announcements are also placed on the Company's website at **www.ap-oil.com**.

These include:

- (a) monthly net tangible asset backing announcements;
- (b) the half year report;
- (c) the full year report;
- (d) the annual report;
- (e) the notice of annual general meeting, explanatory memorandum and the Chairman's address;
- (f) occasional ASX announcements made to comply with the Company's continuous disclosure requirements; and
- (g) occasional correspondence sent to Shareholders on matters of significance to the Group.

The Board encourages full participation of Shareholders at the Annual General Meeting or any general meeting to ensure a high level of accountability and identification with the Group's strategy and goals.

The Company's Annual Report is the main vehicle for communicating with Shareholders on the activities and performance of the Group in the previous 12 months. The Annual Report will be posted on the Company's website and will be downloadable.

4.16. Ethical Standards/Business Conduct

The Group actively promotes a set of values designed to assist all personnel in their dealings with each other, competitors, customers and the community. The Group has adopted a Code of Conduct policy which is set out in this Charter.

The Group has also adopted a Share Trading Policy, which is also set out in this Charter.

5. Code of Conduct

5.1. Introduction

The Group is committed to maintaining ethical standards in the conduct of its business activities. The Group's reputation as an ethical business organisation is important to its ongoing success and it expects all its officers and Employees to be familiar and have a personal commitment to meeting these standards.

5.2. Purpose of the Code

The Board has adopted this Code of Conduct (**Code**) to define basic principles of business conduct. This Code requires officers and Employees to abide by the policies of the Group and to the law. The Code is a set of principles giving direction and reflecting the Group's approach to business conduct and is not a prescriptive list of rules for business behaviour.

5.3. Business Ethics

Openness, honesty, fairness and integrity

Executives and Employees will conduct themselves with openness, honesty, fairness and integrity in business transactions and in dealings with others.

Mutual respect

Executives and Employees are expected to treat everyone else with whom they interact in their work with courtesy and respect.

Ethical Conduct

Executives and Employees will act ethically in their approach to business decisions.

Compliance with Laws

Executives and Employees are expected to comply with all laws that govern the Group's business and the policies that the Group adopts from time to time.

5.4. Business Conduct

Executives and Employees will observe appropriate principles of behaviour when conducting Group business and interacting with others.

Compliance with laws and regulations

Directors, Management, Executives and Employees will act in compliance with all laws that apply to the Group's business. Directors, Executives and Employees should discuss with their manager and if necessary obtain the consent of the Company Secretary or Chairman to seek advice from one of the Company's legal advisors if they are unclear about any laws relating to their work.

Trading in Shares

Any trading of the Company's shares must be done in accordance with the Share Trading Policy.

Privacy and Intellectual property

Each Executive and Employee is responsible for protecting the Group's intellectual property rights. All intellectual property that an Employee or contractor generates in relation to the Group is the property of the Company.

5.5. Personal and Professional Conduct

Financial Integrity

The Group has stringent financial accounting procedures that are overseen by Management, the Board, acting as the audit committee, and the external auditor. The use of Group funds or assets for any unethical purpose is prohibited.

Giving Gifts

The Group does not allow the making of payments or payments in kind (gifts, favours etc) to induce individuals to award business opportunities to the Group or to make a decision in the Group's favour. This activity is prohibited by the Criminal Code Act 1995.

The Group recognises that it is accepted business practice that entertainment and small gifts may be extended to third parties with whom the Group has a relationship. However, any such gifts must be made for a proper purpose.

Accepting Gifts

Executives and Employees should not accept personal gifts or extraordinary hospitality, accommodation or travel which may influence, or appear to influence, a business decision.

Business agreements and contracts

The Group expects to compete fairly and ethically for all business opportunities. Executives and Employees involved in the negotiation of agreements and contracts must ensure that they act in accordance with the law.

All appropriate approvals must be obtained before contracts are executed. The Group is committed to meeting its contractual obligations.

Confidentiality

Executives and Employees may not at any time, directly or indirectly, profit from confidential information obtained during the course of duties they perform on behalf of the Group.

Each Employee must safeguard confidential information of the Group by not transferring, publishing, using or disclosing it other than when necessary in the ordinary course of business, or as specifically directed or authorised. All confidential or proprietary information that has been entrusted to the Group by a third party must be treated as if it was the Group's confidential information.

Public Statements

Public statements have the potential to breach the Group's obligations in respect to confidential information, share trading and continuous disclosure.

Executives and Employees should not make public statements unless authorized by the Chairman or Company Secretary.

Smoking and the use of drugs and alcohol

A safe and healthy work environment is the responsibility of every Employee. This obligation includes responsible behaviour with respect to the use of alcohol, drugs and tobacco when conducting Group business and at Group sponsored activities.

Smoking and the use of recreational or non-prescription drugs is not permitted on Group premises.

Gathering information on the Group's competitors

Information should not be gained through unlawful or deceitful means.

Conflict of Interest

All Executives and Employees have an obligation to seek to avoid financial, business or other relationships which might be opposed to the interests of the Group or which may conflict with the performance of their duties.

Where an Employee or Executive has any doubt about conflicts of interest, the Employee or Executive should contact the Company Secretary.

Use of Group resources

Employees must use all Group assets for proper purposes during their employment with the Group.

No property of the Group may be sold, loaned, given away, otherwise disposed of, without proper authorisation.

E-mail and Internet

The Group's email and internet systems have been developed to assist communication with customers, suppliers and between staff. These facilities may not be used for personal gain or in a manner which may breach the law or is inappropriate for an officer or Employee of the Group.

5.6. Respect for Others*The Group and its Employees*

The Group actively supports the principle of equal employment opportunity and expects its Executives and Employees to practise and support this principle. The Group's policy is to ensure that it does not engage in discriminatory practices and to make employment and career decisions on the basis of individual ability, performance, experience, and Group requirements.

The Group regards personal, physical or sexual harassment as unacceptable. The Group expects and requires its officers and Employees to comply with Occupational Health and Safety laws and Group policies.

The Group and partners, customers and suppliers

The Group's partners, customers and suppliers will be treated fairly and with professionalism and respect. The Group strives to be a good corporate citizen and to maintain open and frank business dealings and to develop mutually advantageous relationships.

5.7. Improper Behaviour

Employees and Executives are encouraged to contact the Company Secretary where the Employee or Executive has a reason to suspect that any fraudulent or unethical behaviour has occurred.

5.8. More information

An Employee or Executive requiring further information regarding any aspect of the Code must contact the Company Secretary.

6. Share Trading Policy

General Trading Policy

6.1. Policy

The Board has established the following policy to apply to trading in the Company's shares on ASX. The Share Trading Policy applies to those persons defined below as "*Restricted Persons*" of the Company. Restricted Persons to whom the Share Trading Policy applies must restrict their buying and selling of Company's shares within the Company trading window established by the Share Trading Policy. Any breach of this Share Trading Policy will be regarded as serious and will be subject to appropriate sanctions.

In addition to the requirements of this General Trading Policy, all Restricted Persons (as defined below) must also comply with the Insider Trading Policy in section 7 below.

6.2. Executive restrictions on trading

This General Trading Policy and the restrictions on trading in the Company's shares set out below applies to the following representatives of the Company (**Restricted Persons**):

- (a) the Board;
- (b) directors and company secretary of any subsidiary of the Company;
- (c) any person who is entitled to receive equity performance rights and/or options as part of any equity incentive based scheme of the Company;
- (d) any Executives; and
- (e) the Company Secretary.

The Restricted Persons are to be subject to restrictions on trading in the Company's shares at certain times of the year. Restrictions also apply where any Restricted Person is exposed to inside information in the course of their duties in accordance with the Insider Trading Policy (see section 7 below).

6.3. Associated Parties

Each Restricted Person has a personal responsibility to ensure that his or her "associated parties" (being immediate family (including a spouse (or equivalent) or dependent), family company or trust) complies with the same respective restrictions as apply to Restricted Person.

6.4. Prohibition on Restricted Persons dealing in Shares

In addition to the overriding prohibition on dealing when a person is in possession of inside information in accordance with the Insider Trading Policy, Restricted Persons and their associated parties are prohibited (unless otherwise agreed to by the Board) from dealing in shares during:

- (a) each period of 60 days immediately prior to the intended date upon which the Company releases its annual financial statements to ASX;
- (b) each period of 60 days immediately prior to the intended date upon which the Company releases its half-yearly financial statements to ASX;
- (c) each period of 30 days immediately prior to the intended date upon which the Company holds a Shareholders meeting;
- (d) each period of 15 days immediately after the date of the Company's Annual General Meeting;

- (e) each period of 15 days , prior to release of the Company's quarterly results announcement to ASX; and
- (f) each period 48 hours immediately after the date upon which the Company issues an ASX announcement of the Company's financial results or the holding of a Shareholders' meeting,

unless otherwise agreed by the Board.

For the avoidance of doubt, it is emphasised that Restricted Persons may not deal whilst in the possession of "Inside Information" (see section 7).

6.5. Board of Directors' discretion

The Board has an absolute discretion to place an embargo on Restricted Persons and/or Employees and /or their respective associated parties trading in the Company's shares at any time.

6.6. Notification rules in relation to dealing in shares

Restricted Persons are required to notify the Company of intended dealings in shares, by themselves or their associated parties, prior to such intended dealings. This should be done by written notice to the Company Secretary outlining:

- (a) name of Shareholder;
- (b) type of proposed transaction (purchase, sale, etc.); and
- (c) number of shares involved.

The Company Secretary will confer with the Chairman in relation to any proposed dealing.

The Chairman and the Company Secretary must keep a written record of any information received from an Employee (including a Restricted Person) in connection with the Share Trading Policy and any clearance or refusal to grant clearance given under this Share Trading Policy.

6.7. Directors to notify ASX of shareholding

The Directors are required to complete, or request that the Company Secretary complete, necessary forms to be filed with ASX in respect of their shareholding in the Company for the purposes of section 205G of the Corporations Act and the Listing Rules.

All Directors have, and new Directors will, enter into a Director disclosure agreement with the Company (as set out in Guidance Note 22 of the Listing Rules)). The Company Secretary will maintain records of signed copies of these Directors disclosure agreements.

6.8. Exceptional Circumstances

Where, in exceptional circumstances, and it is the only reasonable course of action available to a Restricted Person (e.g. a pressing financial commitment that cannot be satisfied otherwise) clearance may be given for the Restricted Person to sell (but not to purchase) shares in the Company when that person would otherwise be prohibited from doing so. In this section 5.8, "*exceptional circumstances*" means severe financial hardship, a court order (or court enforceable undertaking), or some other overriding legal or regulatory requirement, to transfer or sell shares in the Company, or other circumstances that may be deemed exceptional by the Chairman. For example, a Restricted Person may be in severe financial hardship if he or she has a pressing financial commitment that cannot otherwise be satisfied.

The Chairman may not give clearance under the exception in section 5.8 if there is a matter about which there is inside information in relation to shares in the Company (whether or not the Restricted Person knows about the matter) when the Restricted Person requests clearance or proposes to deal in shares in the Company.

The Chairman will decide if circumstances are exceptional.

Any clearance given by the Chairman in accordance with section 5.8 must be in writing (which may be in the form of an email). The Chairman must determine, and specify in the written clearance, the maximum duration of the clearance.

6.9. Trading not subject to this Trading Policy

The following dealings are not subject to the provisions of this Share Trading Policy in respect of the Company:

- (a) undertakings or elections to take up entitlements under a rights issue or other offer (including an offer of shares in lieu of a cash dividend);
- (b) the take up of entitlements under a rights issue or other offer (including an offer of shares in lieu of a cash dividend);
- (c) allowing entitlements to lapse under a rights issue or other offer (including an offer of shares in lieu of a cash dividend);
- (d) the sale of sufficient entitlements to allow take up of the balance of the entitlements under a rights issue;
- (e) undertakings to accept, or the acceptance of, a takeover offer or pursuant to a scheme of arrangement implemented in accordance with section 411 of the Corporations Act;
- (f) transfer of shares arising out of the operation of an employee scheme into a savings scheme investing only in securities of the Company following:
 - (i) the exercise of an option under a savings related share option scheme; or
 - (ii) release of shares from a profit sharing scheme;
- (g) the cancellation or surrender of an option under an employee scheme;
- (h) the purchase of shares or the communication of information pursuant to a requirement imposed by law;
- (i) transfers of shares by an independent trustee of an employee share scheme to a beneficiary who is not a person;
- (j) bona fide gifts to a Director by a third party;
- (k) transfers of securities of the entity already held into a superannuation fund or other saving scheme in which the Restricted Person is a beneficiary;
- (l) an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in the securities of the entity) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (m) where a Restricted Person is a trustee, trading in the securities of the entity by that trust provided the Restricted Person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person; and
- (n) trading under an offer or invitation made to all or most of the security holders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue.

7. Insider Trading Policy

7.1. Policy

The Board has established the following Insider Trading Policy to apply to trading in the Company's shares on ASX.

This policy applies to all Directors, Executives and Employees. All Directors, Executives and Employees must not deal in the Company's shares while in possession of price sensitive information.

In addition, the General Share Trading Policy (see above) sets out additional restrictions which apply to Directors and Executives of the Company.

The law imposes a number of significant restrictions on employees of a company when they deal in their company's shares. As fiduciaries, these persons must not utilise their position for their own gain or for the gain of any person other than the company.

The Corporations Act imposes severe penalties (both criminal and civil) on persons who conduct insider trading activities. Any perception of improper conduct by Employees also has the potential to substantially damage the Company's reputation.

The Company has established this Insider Trading Policy in an effort to prevent the incidence of insider trading in the Company's shares. This Insider Trading Policy provides a general summary of the law in Australia in relation to insider trading, and as such operates in addition to the legal requirements. It is the personal responsibility of each Director, Executive and Employee to comply with this Insider Trading Policy.

7.2. Overview of the insider trading provisions in the Corporations Act

It is illegal for anybody to deal in any shares of a body corporate (including the Company), when in possession of information that the person knows, or ought reasonably to know:

- (a) is not generally available (including information that the Company has not disclosed to the market in accordance with the Company's Continuous Disclosure Policy); and
- (b) might have material effect on the price or value of those shares if it was generally available (**Inside Information**).

This prohibition extends to procuring another person to deal, and, in the case of shares of listed corporations, extends to communicating the inside information to another person, if the person knows, or ought reasonably to know, that the other person would, or would be likely to, deal in the shares in question or procure another person to do so. To communicate Inside Information to another person is also an offence which carries both civil and criminal penalties.

An Employee or Executive in possession of Inside Information about the Company has a duty to keep that information confidential and must not in any way disclose or communicate that information to any person.

7.3. Dealing with security analysts, institutional investors and journalists

An Employee or Executive may be exposed to others outside the Company such as security analysts, institutional investors and journalists. It is important that all Directors, Executives and Employees be aware that selective disclosure of non-public information may result in a breach of the insider trading rules.

It is important to emphasise that it is the mere fact of conveyance of the material non-public information that gives rise to liability, not the manner in which it is conveyed.

It is possible to convey information in breach of this Insider Trading Policy and the Corporations Act by expressing subjective attitudes about the Company's performance or by calling attention to

selective information not available as an aggregate to the general public. It is essential to avoid the indirect conveyance of information by any means whatsoever.

If during the course of a discussion with any analyst, journalist or other outsider, material non-public information concerning the Company is disclosed, inadvertently or otherwise, the recipient of the information should be informed of its non-public nature and cautioned against its use unless and until the Company has made full public disclosure of the information. The Company Secretary should be notified of the situation immediately so that a decision can be made regarding disclosure of the information.

No public comments should be made regarding any previously undisclosed operating results or other developments unless authorised by the Company.

Appendix A

Board Responsibility in Audit & Risk Management Committee Functions

Non-establishment of a Separate Committee for Audit and Risk Management

The Board considers that the Company is not currently of a size to justify the formation of an audit and risk committee.

Should the Company's activities increase in size, scope and nature, the appointment of a nomination committee will be reviewed by the Board and implemented if appropriate.

Definition and Objectives of the Board in assessing Audit and Risk Management

The Board as a whole undertakes the process of:

Audit Related

- (i) ensuring that the quality of financial controls is appropriate for the business of the Company;
- (ii) reviewing the scope and results of external and internal audits;
- (iii) monitoring corporate conduct and business ethics, including Auditor Independence and ongoing compliance with laws and regulations;
- (iv) maintaining open lines of communication between the Board, Management and the external auditors, thus enabling information and points of view to be freely exchanged;
- (v) reviewing matters of significance affecting the financial welfare of the Company;
- (vi) ensuring that systems of accounting and reporting of financial information to shareholders, regulators and the general public are adequate;
- (vii) reviewing the Company's internal financial control system;
- (viii) considering the appointment of the external auditor and approving the remuneration and terms of engagement of the external auditor;
- (ix) monitoring and reviewing the external auditor's independence, objectivity and effectiveness, taking into consideration relevant professional and regulatory requirements; and
- (x) developing and implementing policy on the engagement of the external auditor to supply non-audit services, taking into account relevant ethical guidance regarding the provision of non-audit services by the external audit firm.

Risk Related

- (i) ensuring the establishment of an appropriate risk management policy framework that will provide guidance to Management in developing and implementing appropriate risk management practices and systems;
- (ii) periodically reviewing Management's implementation of risk management practices and systems;

- (iii) clearly communicating the Company's risk management philosophy, policies and strategies to Directors, Management, employees, contractors and appropriate stakeholders;
- (iv) ensuring that Management establishes a risk aware culture which reflects the Company's risk policies and philosophies;
- (v) reviewing methods of identifying broad areas of risk and setting parameters or guidelines for business risk reviews; and
- (vi) making informed decisions regarding business risk management, internal control systems, business policies and practices and disclosures.

Risk Management Policies

The Board will ensure that the risk management policies of the Board are implemented by:

- (b) devising a means of measuring the effectiveness of risk management and internal compliance and control systems; and
- (c) reviewing, at least annually, the effectiveness of Management's implementation of the risk management system.

Appendix B

Boards Responsibility in Nomination and Remuneration Functions

Non-establishment of a Separate Committee for Nomination and Remuneration

The Board considers that the Company is not currently of a size to justify the formation of a nomination committee.

The Board as a whole undertakes the process of reviewing the skill base and experience of existing Directors and the identification of attributes required in new Directors.

The Board as a whole also reviews Board succession plans, appointment and re-election of Directors and the process for evaluation of the performance of the Board, its Members and Senior Executives.

Where appropriate, independent consultants will be engaged to identify possible new candidates for the Board.

Should the Company's activities increase in size, scope and nature, the appointment of a nomination committee will be reviewed by the Board and implemented if appropriate.

Definition and Objectives of the Board in assessing Nomination and Remuneration

General Functions

- (i) review remuneration packages and policies related to the Directors and Management;
- (ii) ensure that the remuneration policies and practices are consistent with the Company's strategic goals and human resources objectives;
- (iii) review in relation to the composition and performance of the Board and its Committees; and
- (iv) ensure that adequate succession plans are in place (including for recruitment and appointment of Directors and Management).

The Board may seek independent advice where it considers appropriate.

Senior executive remuneration and performance review function

- (a) Policies and structures:
 - reviewing remuneration policies and procedures for Management;
 - reviewing various remuneration structures, incentive programs and performance measures for Management;
 - reviewing various recruitment, retention and termination policies and procedures; and
 - subject always to the limit approved for the time being by the shareholders, reviewing remuneration arrangements and policies applicable to the non-executive directors.

(b) Monitoring and review:

- monitoring and reviewing the remuneration and incentive programs established by the Board and assessing and desirable changes;
- monitoring the performance of Management against any applicable, performance hurdles or other performance measures; and
- no Director shall be responsible for appraising his or her own performance or solely responsible for recommending his or her own level of remuneration for Board approval.

Board nominations function

The Board also has the following responsibility in regard to Nomination and Remuneration:

- (a) developing suitable criteria (as regards experience, skills, qualifications, contacts or other qualities) for the selection and appointment of new Board members and for the selection, appointment and dismissal of the Managing Director;
- (b) identifying individuals who, by virtue of their experience, expertise, skills, qualifications, contacts or other qualities, are suitable candidates for appointment to the Board or to any relevant management position;
- (c) recommending individuals for consideration by the Board as prospective Directors;
- (d) developing and implementing a plan for identifying, assessing and enhancing Director competencies;
- (e) creating succession plans to maintain the appropriate balance of skills, expertise and experience on the Board; and
- (f) reviewing the overall performance of the Board using measureable and qualitative indicators.