

Code of Conduct

Carnaby Resources Limited (the “**Company**”) is committed to conducting its business ethically and in accordance with the highest standards of corporate governance. In determining these standards, the ASX Corporate Governance Council’s Corporate Governance Principals and Recommendations (as amended from time to time) (the “**ASX Corporate Governance Principles**”) have been referred to.

The purpose of this Code of Conduct (the “**Code**”) is to outline how the Company and its subsidiaries (together “Carnaby”) expects its employees, directors and officers to conduct themselves when working for Carnaby. The Code sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected.

1. Accountabilities

Board

The Board is responsible and accountable for:

- setting the tone of legal, ethical and moral conduct, to ensure that Carnaby is considered reputable by the industry and other outside entities;
- ensuring that all Employees (as defined below) are aware of the Code.

Executive Management

Executive Management is responsible and accountable for:

- creating a culture within Carnaby that promotes ethical and responsible behaviour;
- undertaking their duties and behaving in a manner that is consistent with the provisions of the Code;
- the effective implementation, promotion and support of the Code; and
- ensuring Employees under their control understand and follow the provisions outlined in the Code, including conducting regular training on it.

Employees

All Employees are responsible and accountable for:

- undertaking their duties in a manner that is consistent with the provisions of the Code; and
- reporting any breaches of the Code by them, or by others.

Carnaby’s directors, executive management team members and employees are collectively referred to in the Code as the “Employees”.

2. Carnaby Values and Commitments

Employees

The collective skills and commitment of the Employees is key to Carnaby’s success.

Carnaby is committed to providing and maintaining a workplace that:

- respects the rights of all Employees;
- respects that all Employees have a right to reasonable work conditions and remuneration; and
- is healthy and safe, fair and honest and free of harassment, bullying, hostility and offensive behaviour.

Advisers and other significant third parties

Carnaby will endeavour to enhance relationships with significant third parties (including and not limited to advisers, suppliers, governments and non-government organisations) in order to develop lasting and successful relationships, dealing honestly and fairly at all times.

Carnaby will seek to enter into business partnerships with entities that have similar values and commitments to those of Carnaby.

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Shareholders

Carnaby is committed to safeguarding the rights and interests of Carnaby 's shareholders and prospective investors, including delivering shareholder value by:

- complying with recognised accounting policies and practices;
- keeping its shareholders and prospective investors fully informed, by communicating financial results and activities on a regular basis, in accordance with relevant laws, regulation and guidelines;
- protecting Carnaby 's property and assets, safeguarding them from loss, theft and unauthorised use;
- maintaining and storing records securely; and
- restricting the use of information to be used to benefit Employees, or anyone who interacts with Employees, financially or otherwise.

Government

Carnaby will endeavour to comply with all applicable laws, regulations and rules in any country in which it conducts its business.

Communities and environment

Carnaby will endeavor, where possible, to minimise any negative impact of its operations on surrounding communities and will encourage Employees to support industry and community safety, health and environmental initiatives that pertain to its business. Carnaby will:

- respect the diverse cultures and heritages of local communities; and
- not use forced, compulsory or child labour.

Carnaby will respect the environment and comply with the relevant environmental laws in the countries in which it operates, as a minimum standard.

3. Conduct expected of Employees

Personal and professional behaviour

When carrying out their duties, Employees should:

- act in the best interests of Carnaby;
- behave honestly and with integrity and report other Employees who are behaving dishonestly;
- carry out work to a high standard;
- follow the policies of Carnaby; and
- act in an appropriate, business-like manner when representing Carnaby in public.

Compliance with laws

It is essential that all Employees:

- comply with all laws and regulations under which Carnaby operates;
- comply with the ethical and technical requirements of any relevant regulatory or professional body;
- do not knowingly participate in illegal and / or unethical activity.

Violations of laws and regulations may have serious consequences for Carnaby and any individuals concerned. Any known violation must be reported immediately to Executive Management.

Conflicts of interest

All transactions of Carnaby should be made in the best interests of Carnaby.

As a general rule, Employees must not enter into any arrangements or participate in activity that would conflict with the interests of Carnaby or that would negatively impact Carnaby 's reputation. However, there may be times when an Employee's personal interests conflict with those of Carnaby or its stakeholders and in these circumstances, Carnaby should take appropriate action to remove or manage such a conflict.

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Potential for conflict of interest arises when it is likely that an Employee could be influenced, or it could be perceived that such Employee is influenced, by a personal interest when carrying out their duties. Conflicts of interest that lead to biased decision making, may constitute corrupt conduct.

Situations that may give rise to a conflict of interest may include situations where an Employee has:

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

Employees must report any potential or actual conflicts of interest to their line manager, or to Executive Management. If Employees are uncertain whether a conflict exists, they should discuss the matter with a line manager or a member of Executive Management.

Confidentiality and intellectual property

During the course of performing their duties, Employees may learn information about Carnaby or its stakeholders. This information is confidential and remains the property of Carnaby.

Unless Employees have specific permission, confidential information must not be given to third parties, nor be improperly used and, where permission to release confidential information to third parties is given, where possible, a confidentiality agreement should be entered into (between the third party and Carnaby).

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

Carnaby 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 from the Carnaby Company Secretary to use any such intellectual property and / or before making any use of that property for purposes other than as required in their role as Employee.

Insider trading

All Employees must observe Carnaby's Securities Trading Policy.

Employees should observe all relevant "insider trading laws", including, but not limited to the Corporations Act (2001) (Cth).

Improper use or theft of property or assets

Employees have a responsibility to protect any property or assets (which includes all intellectual property) of Carnaby. Such assets and/or property should be safeguarded from loss, theft and unauthorised use.

Employees are not permitted to use Carnaby's property and assets for personal purposes without the consent of Carnaby's Managing Director or Chairman.

Employees leaving Carnaby must return all Carnaby's property and assets in their possession.

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Employees are encouraged to use common sense and observe standards of good taste regarding content and language when creating documents that may be retained by Carnaby or a third party.

Employees should not use Carnaby 's electronic communications systems to access or post material that is pornographic, obscene, sexually related and/or profane or which is otherwise offensive or violates any laws or regulations and/or any of Carnaby 's policies.

Employees' use of Carnaby 's electronic communication systems for non-business purposes must be occasional and not interfere with the Employee's duties or responsibilities.

Any messages transmitted by email are treated as business messages and constitute property of Carnaby.

All books, records and accounts of Carnaby must accurately reflect the precise nature of transactions recorded and Employees must comply with prescribed accounting and business procedures at all times.

Employee engagements outside of Carnaby

Employees (excluding directors) may not receive payment for services from any competitor, customer, supplier or anyone associated with Carnaby without approval, in writing, from the Carnaby 's Managing Director or Chairman.

Any outside activity must be identified as completely separate from Carnaby and undertaken outside work hours and not in any way impinge on the Employee's work commitments. Any outside activity must not represent an actual or potential conflict of interest.

Environment, health and safety

It is the responsibility of Employees to act in accordance with occupational health and safety legislation, regulations and policies and to use security and safety equipment provided to them. Employees must also consider the environment when making business decisions.

Employees must, at all times:

- follow the safety and security directives of Executive Management;
- advise Executive Management of areas where there are potential problems with safety;
- act to minimise risks in the workplace; and
- act to minimise adverse impacts on the environment.

Equal opportunity and anti-discrimination

Carnaby is an equal opportunity employer and discrimination, harassment or bullying of any kind will not be tolerated. Employees should note that any such harassment, discrimination or bullying may constitute an offence under legislation.

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

Carnaby will promptly investigate all allegations of harassment, bullying, victimisation or dissemination and will take appropriate action.

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Fair dealing

Carnaby aims to succeed through fair and honest competition and not through unethical or illegal business practices.

Employees are expected to perform their duties in a professional manner and to act with the upmost integrity and objectivity. Employees should not take advantage of their position for personal gain.

Employees should, as a minimum act:

- in accordance with applicable laws;
- with courtesy, fairly and honestly, avoiding behaviour that might be reasonable perceived as bullying or intimidation; and
- in a way that understands and respects the interests of Carnaby 's wider stakeholders, including the community at large.

Public and media comment

Employees have a right to give their opinions on political and social issues in their private capacity, as members of the general public. However, Employees must take great care in discussing Carnaby 's business with third parties.

Employees must not make comments which may be construed as representing the official views of Carnaby. Only the nominated disclosure officers are authorised to provide these comments.

Employees must not make official comment on matters relating to Carnaby, nor release any unpublished, privileged or confidential Carnaby information unless they are:

- authorised to do so by the Chairman and / or the Managing Director; or
- giving evidence in court; or
- otherwise authorised or required to by law.

4. Reporting Matters of Concern

Carnaby views breaches of the Code as serious misconduct. If an Employee becomes aware of any breaches of the Code, they must report this to the Carnaby 's Company Secretary immediately. The Company Secretary has the responsibility to report the breach to Carnaby s' Executive Management and to advise of the outcome and / or actions implemented.

Employees who, in good faith, report a breach or a suspected breach of the Code, will be protected by Carnaby against any retaliation or recrimination.

Employees who breach the Code may be subject to disciplinary action, including termination of employment.

5. Monitoring and Review

The Carnaby Resources Board will monitor compliance with the Code periodically, by liaising with the Board, Executive Management and Carnaby employees.

The Code will be reviewed annually, to ensure that it continues to reflect the letter and spirit of all applicable laws and regulations and Carnaby 's commitment to its employees and stakeholders.