

Eclipse Metals Limited Code of Business Conduct

The purpose of this Code of Conduct (**Code**) is to provide a framework for decisions and actions in relation to ethical conduct in employment. It underpins the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders. The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees. This Code may be amended from time to time by the Board and will be made available to all staff.

This Code applies equally to all employees, directors and officers of the Company (collectively referred to as the "**Employees**") of the Company and each Employee is responsible for ensuring their individual compliance with the Code.

1. Accountabilities

(a) Board

The Board is responsible for

- (i) setting the tone of legal, ethical and moral conduct to ensure that the Company is considered reputable by the industry and other outside entities; and
- (ii) ensuring that all employees are aware of the Code.

(b) Managers and supervisors are responsible and accountable for:

- (i) undertaking their duties and behaving in a manner that is consistent with the provisions of the Code;
- (ii) the effective implementation, promotion and support of the Code in their areas of responsibility; and
- (iii) ensuring employees under their control understand and follow the provisions outlined in the Code.

(c) Employees are responsible for:

- (i) undertaking their duties in a manner that is consistent with the provisions of the Code;
- (ii) reporting suspected corrupt conduct; and
- (iii) reporting any departure from the Code by themselves or others.

2. General principles

All stakeholders are entitled to expect the highest professional standard from the employees and the Directors of the Company. Compliance with this Code and the Company's other policies will contribute positively to the good corporate governance of the Company as a whole.

(a) Discharge of duties

- Employees must act honestly, in good faith and in the best interests of the Company.
- Employees must discharge their duties at the highest level of honesty and integrity, in good faith and having regard to the position and the organisations goals and objectives of the Company. Employees should not engage in conduct likely to bring discredit upon the Company.
- Employees also have a duty to use due care and diligence in fulfilling the functions of their position and exercising the powers attached to their employment.
- Employees must recognise that their primary responsibility is to the Company's shareholders as a whole.
- Employees should not engage in conduct likely to bring discredit upon the Company.

(b) Personal And Professional Behaviour

When carrying out your duties, you should:

- (i) behave honestly and report other employees who are behaving dishonestly;
- (ii) carry out work to a high standard;
- (iii) operate within the law at all times;
- (iv) follow the policies of the Company; and
- (v) act in an appropriate business-like manner when representing the Company in public forums.

(c) Respect for Persons

All dealings with other persons should be equitable and with respect and this involves

- Courtesy and responsiveness in dealing with others;
- Fairness in supervision and dealing with others by valuing colleagues and their personal commitment to meet shared objectives;
- Encouraging co-operation and engaging rational debate to accomplish alternative points of view;
- Avoiding behaviour that might reasonably be perceived as harassment, bullying or intimidation; and
- Understanding and responding to the needs of the Company's business partners and other stakeholders

(d) Integrity

All Employees should consistently maintain their integrity whilst carrying out their duties by avoiding conflicts between their private interests and their responsibilities with respect to:

- Personal, financial and sexual relationships;

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- Receipt of gifts and other benefits that may create an obligation;
- Use of confidential information obtained in the course of work;
- External activities and public comment

(e) Diligence

Employees should carry out their roles in a professional and conscientious manner. This involves:

Endeavouring to achieve highest standards of performance and adhering to professional codes of conduct where applicable;

Exercising care for others in employment-related activities; and

Taking responsibility for all issues for which Employees directly control

(f) Economy and Efficiency

Employees should carry out their roles in a cost effective and responsible manner. This includes:

Using the Company's property and equipment only for authorised company business;

Avoid wasting the Company's resources; and

Maintaining adequate security over the Company's resources and property

(g) Compliance with laws

It is essential that all Employees comply with the rule and spirit of all laws and regulations under which the Company operates and with the principles of this Code. In addition, they must comply with the ethical and technical requirements of any relevant regulatory or professional body. Violations of such laws may have serious consequences for the Company and any individuals concerned. Any known violation must be reported immediately to management.

Employees should also respect the law and act accordingly by observing and respecting the laws, customs and business methods of all countries in which the Company operates in.

(h) Conflicts of interest

There may be times when an Employee's personal interests or the interests of any associated person conflict with those of the Company or its stakeholders. In these circumstances, appropriate action should be taken to remove or manage such conflict.

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.

- (i) Some situations that may give rise to a conflict of interest include situations where an Employee has:

- financial interests in a matter the Company deals with or you are aware that 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 the Company 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 the Company;
 - access to information that can be used for personal gain; and
 - an offer of inducement.
- (ii) An Employee may often be the only person aware of the potential for conflict. It is your responsibility to avoid any conflict from arising that could compromise your ability to perform your duties impartially. You must report any potential or actual conflicts of interest to the appropriate manager.
- (iii) If Employees are uncertain whether a conflict exists, you should discuss that matter with your manager and attempt to resolve any conflicts that may exist.
- (iv) Employees must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported to your manager.

(i) Confidentiality and Security of Information

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

Employees are to make sure that confidential and sensitive information cannot be accessed by unauthorised persons. Sensitive material should be securely stored overnight or when unattended. Employees 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.

Unless Employees have specific permission, the confidential information must not be improperly used or given out to Employees or other officers of the Company or third parties and improper advantage must not be taken of an Employee's position.

(j) Insider trading

All Employees must observe 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 guidelines for Employees intending to buy and sell the Company's securities. Buying or selling securities when in possession of "inside information" is a serious breach of the *Corporations Act (2001) (Cth) (Corporations Act)*, for which the penalties are severe.

(k) Use of the Company's resources

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

The Company's assets are critical to its business competitiveness and future success. Assets include all office equipment, computer systems and data, motor vehicles and other operating plant of the Company.

These assets are provided to employees to conduct the Company's business and any other use must be authorised prior to such use.

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.

(l) Equal opportunity

The Company is an equal opportunity employer and discrimination or harassment of any kind will not be tolerated.

(m) Competition

The Company competes fairly in the markets in which it operates. The Company relies on the continuing support of its stakeholders and these stakeholders must not be deliberately misled in any circumstances.

(n) Occupational, health and safety

The environment in which the Company operates, the health and safety of its employees is a key concern for the Company. The impact of environment and health and safety issues are taken into account when making business decisions. These decisions must not compromise the Company's responsibility to its employees, the environment and must at all times comply with local laws.

It is the responsibility of all Employees 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 Employees are responsible for safety in their work area by:

- (i) following the safety and security directives of management;
- (ii) advising management of areas where there is potential problem in safety and reporting suspicious occurrences; and
- (iii) minimising risks in the workplace.

(o) 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/Group Legal Counsel before making any use of that property for purposes other than as required in their role as employee.

(p) Discrimination And Harassment

Employees 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.

(q) Legislation

It is essential that all employees comply with the laws and regulations of the countries in which we 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.

(r) Corrupt Conduct

Corrupt conduct involves the dishonest or partial use of power or position which results in one person/group being advantaged over another. Corruption can take many forms including, but not limited to:

- (i) official misconduct;
- (ii) bribery and blackmail;
- (iii) unauthorised use of confidential information;
- (iv) fraud; and
- (v) theft.

Employees may use only appropriate and lawful means to persuade public officials to render decisions or exercise discretion to the benefit of the Company. Efforts in matters affecting the Company's interests must be based solely on the merits and pursuant to proper procedures.

Employees may not offer, provide or solicit, directly or indirectly, any special treatment or favour from a public official in return for anything of economic value or the promise of expectation of future value or gain. Further, because of the potential for misunderstanding, the Company may not confer special treatment, favours, benefits or gifts upon public officials even if there is no matter pending before the public official.

Corrupt conduct will not be tolerated by the Company. Disciplinary action up to and including dismissal will be taken in the event of any employee participating in corrupt conduct.

(s) Fair Dealing

The Company aims to succeed through fair and honest competition and not through unethical or illegal business practices. Each employee should endeavour to deal fairly with the Company's suppliers, customers and other employees.

(t) Responsibilities To Investors

The Company strives for full, fair and accurate disclosure of financial and other information on a timely basis.

3. Directors

The following applies to Directors and aims to ensure that Directors have a clear understanding of the Company's expectations of their conduct.

(a) Fiduciary duties

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 is expected to exercise skills commensurate with their level of knowledge and experience to increase the value of the Company for the benefit of shareholders as a whole.

(b) Duties of directors

Each director must endeavour to ensure that the Company is properly managed so as to protect and enhance the interests of all shareholders. To meet this obligation each Director should:

- at all times exercise due care in their duties;
- be diligent, attend Board meetings and make themselves knowledgeable about the business of the Company and the physical and social environment in which it operates;
- ensure that shareholders and the ASX are informed of all material matters which require disclosure;
- avoid or fully disclose conflicts of interest; and
- be impartial in their judgements and actions.

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(c) Conflict of interest

A Director must act in the best interests of the Company at all times. 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:

- eliminate the conflict;
- abstain from participation in any discussion or decision-making process in relation to the subject matter of the conflict; or

- in exceptional circumstances they may need to consider resignation as a director of the Company.

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.

(d) Insider trading

Fiduciary duty requires that directors do not improperly utilise their position for personal gain or for the gain of associates.

Therefore information concerning the activities or proposed activities of the Company, which is not available to the public and which could materially affect the price of the Company's shares, must not be used for any purpose other than valid Company requirements.

Each director is required to ensure that any information in their possession which may affect the price of the Company's shares is transmitted only to those required to know for the proper discharge of their duties on behalf of the Company.

4. Stakeholders

The Board recognises that the primary stakeholders in the Company are its shareholders. Other legitimate stakeholders in the Company include Employees, customers and the general community. The Company's primary objective is to create shareholder wealth through the expansion and consolidation of the Company's national business of providing IT software, technology and desktop management services.

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;
- 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.

5. Other Company Policies

The Company has a range of policies and procedures that govern the roles each Employee performs. These policies and procedures can be found on the Company's intranet and internet sites.

6. Unauthorised public comments

As the Company is a public company listed on the ASX, Employees must take great care in discussing the Company's business with third parties. In addition to the requirements of this Code concerning confidentiality and insider trading, Employees must not make comments which may be construed as representing the official views of the Company. Only the nominated disclosure officers are authorised to provide these comments. Divisional managers may only comment on their particular business unit.

- (a) Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.
- (b) Employees must not make official comment on matters relating to the Company unless they are:
 - (i) authorised to do so by the Chairperson and/or Chief Executive Officer; or
 - (ii) giving evidence in court; or
 - (iii) otherwise authorised or required to by law.
- (c) Employees must not release unpublished or privileged information unless they have the authority to do so from the Chairperson and Chief Executive Officer.

7. Breaches of the Code of Conduct

The Company observes the principles of independence, accuracy and integrity in dealings with the Board, the Audit and Risk Management Committee, any other Board committees, internal and external auditors and other senior managers within the organisation and other relevant bodies external to the organisation.

Employees should note that breaches of certain sections of this Code may be punishable under legislation.

8. Reporting Matters of Concern

The Company views breaches of this Code as serious misconduct. If employees become aware of any breaches of this Code, the matter must be reported immediately to the Company Secretary. The Company Secretary has the responsibility to report the breach to the appropriate senior management and to advise the employee of the outcome and actions implemented.

Employees are encouraged to raise any matters of concern in good faith with the head of their business unit or with the Company Secretary, without fear of retribution.

Any employee who in good faith, reports a breach or a suspected breach will not be subject to any retaliation or recrimination for making that report.

Employees who breach the policies outlined in the Code may be subject to disciplinary action, including in the case of serious breaches, dismissal.

Policy History

Established: July 2013

Last review:

Review frequency: Annually or as required