

Eclipse Metals Limited
Directors and Executive Officers' Code of Conduct

This code of conduct sets ethical standards for the Directors of the Company. Directors will pursue the highest standards of ethical conduct in the interests of all Shareholders and all other Shareholders.

The following six principles govern their conduct.

Honesty and Integrity

- Directors shall act honestly and with integrity in all of their dealings for the Company. This includes engaging in and promoting honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Directors will not discriminate on the grounds of people's race, religion, gender, marital status or disability;
- Directors will not make promises or commitments that the Company does not intend, or would be unable, to honour;
- Directors' conduct, at all times will be such that their honesty is beyond question;
- Directors shall adhere to the truth, and not mislead directly or indirectly nor make false statements, nor mislead by omission; and
- Directors must take into account the impact of environmental, health and safety issues when making business decisions and in particular, act responsibly towards the environment.

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.

General duties

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

CG 3.1

- be impartial in their judgements and actions.

Confidentiality of Information

- Directors will take all reasonable measures to protect the confidentiality of non public information obtained or created in connection with their activities and to prevent the unauthorised disclosure of such information unless required by applicable law or regulation or legal or regulatory process or with the consent of the Company;
- Directors will not use information obtained by them as a Director of the Company for personal financial gain, nor will that information be used to obtain financial benefit for any other person or business;
- Directors shall respect the privacy of others

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.

Disclosure of Interests and Information

- Directors shall fully disclose active private or other business interests promptly and any other matters which may lead to potential or actual conflicts of interest in accordance with such policies that the Directors may adopt from time to time;
- In performing their duties, Directors will carry out their responsibilities to the exclusion of any personal advantage;
- Directors should avoid any situation involving a conflict, or the appearance of a conflict, between their personal interests and the performance of their official duties. If such a conflict arises, Directors should promptly inform the Board and withdraw from participation in decision-making connected with the matter. If the conflict is potential rather than actual, Directors should seek the advice about whether they should excuse themselves from the situation that is creating the conflict or the appearance of conflict;

CG 3.1

- Directors shall fully disclose all relationships they have with the Company in accordance with policies on independence that Directors may adopt from time to time. Directors dealing with the Company will always be at arm's length to avoid the possibility of actual or perceived conflicts of interest; and
- Produce true, fair, accurate, understandable and timely disclosure in reports and documents that the Company and its subsidiaries are requested to make.

Abiding by the Law

Directors shall abide by the law at all times, including any applicable rules and regulations.

Payments, Gifts, Entertainment and Travel

Directors shall not use their status as a Director to seek personal gain from those doing business or seeking to do business with the Company.

In regard to acceptance of favours, gifts and entertainment, Directors should exercise tact and judgement to avoid the appearance of improper influence on the performance of their official duties.

Directors shall not accept any personal gain of any material significance if offered.

Fair Dealing

The Company competes fairly in the situations and markets in which it operates. It does not use coercive or misleading practices and will only deal with business partners who demonstrate similar ethical or responsible business practices.

Furthermore, the Company does not falsify or wrongly withhold information.

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.

Policy History

Established: July 2013

Last review: September 2015

Review frequency: Annually or as required