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## DIRECTORS AND SENIOR EXECUTIVES CODE OF CONDUCT

This Code of Conduct sets ethical standards for the Directors of the Company. Directors and senior executives will pursue the highest standards of ethical conduct in the interests of Shareholders and all other stakeholders.

The following principles govern their conduct.

### **HONESTY AND INTEGRITY**

Directors and senior executives 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 and senior executives will not discriminate on the grounds of people's race, religion, gender, marital status or disability.

Directors and senior executives will not make promises or commitments that the Company would be unable to honour.

Directors' and senior executives conduct, at all times will be such that their honesty is beyond question.

Directors and senior executives shall adhere to the truth, and not mislead directly or indirectly nor make false statements, nor mislead by omission.

### **CONFIDENTIALITY OF INFORMATION**

Directors and senior executives 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 unauthorized disclosure of such information unless required by applicable law or regulation or legal or regulatory process or with the consent of the Company.

Directors and senior executives will not use information obtained by them as a Director or senior executive of the Company for personal financial gain, nor will that information be used to obtain financial benefit for any other person or business.

Directors and senior executives shall respect the privacy of others.

### **DISCLOSURE OF INTERESTS**

Directors and senior executives 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 they may adopt from time to time.

In performing their duties, Directors and senior executives will carry out their responsibilities to the exclusion of any personal advantage.

Directors and senior executives 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 or senior executives 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 or senior executives should seek the advice about whether they should excuse themselves from the situation that is creating the conflict or the appearance of conflict.

Directors shall fully disclose all relationships they have with the Company in accordance with policies on independence or related party issues 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.

#### **DISCLOSURE OF INFORMATION**

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

#### **PAYMENTS, GIFTS, ENTERTAINMENT AND TRAVEL**

Directors and senior executives shall not use their status 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 and senior executives should exercise tact and judgement to avoid the appearance of improper influence on the performance of their official duties.

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