



# Code of Conduct

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**TerraCom Limited**

**ACN : 143 533 537**

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## 1. Purpose

- 1.1. TerraCom Limited (TC) and its subsidiaries seek to encourage and develop a culture of high ethical and professional standards based on the core principles of respect, honesty, integrity and accountability (**'Core Principles'**).
- 1.2. This Code of Conduct provides a framework, based on the Core Principles, for the standard of conduct expected of TC, its directors, officers, shareholders, employees and contractors (**'Stakeholders'**) in relation to all aspects of TC's business operations.

## 2. Core Principles

### 2.1. Respect

All Stakeholders, customers, suppliers and members of the public must be treated with respect at all times.

### 2.2. Honesty and Integrity

- a) The success of TC is largely dependent on its reputation as an honest company which conducts its business with honesty and integrity in all respects.
- b) TC promotes open and honest relationships within and between, Stakeholders, customers, suppliers and members of the public.

### 2.3. Accountability

TC is committed to good corporate and individual citizenship and seeks to ensure that it and all Stakeholders are accountable for their respective roles within the environmental, social and cultural spheres in which they operate.

## 3. The Code

### 3.1. Compliance with and respect for the law

TC and the Stakeholders must respect the law and observe the laws and customs within the environment in which it operates.

### 3.2. Professional conduct

- a) TC and the Stakeholders must maintain a high standard of professional conduct. They must conduct themselves with honesty, integrity, fairness and respect at all times.
- b) In particular, TC and the Stakeholders must not:
  - 1) offer or accept bribes in any form;
  - 2) attend work or represent TC at any time while under the influence of drugs or alcohol; or
  - 3) misuse TC property for personal gain.

### **3.3. Workers Capital**

- a) TC is committed to Workers Capital and acknowledges the importance of providing good working conditions, fair wages and appropriate training.
- b) TC also recognises its role within the resources industry and its responsibility to ensure that employment standards across the industry are of high standard.
- c) TC is an equal opportunity employer and does not accept discrimination at any level based on ethnicity, religion, gender, sexual orientation, marital status, national origin or politics.
- d) TC does not tolerate bullying or harassment in any form.
- e) All Stakeholders have an obligation to report any acts of discrimination, bullying or harassment.

### **3.4. Environment and Heritage**

- a) TC recognises that effective management of environmental, heritage and cultural responsibilities is essential in successful business practices.
- b) TC strives to conduct its business in a sustainable manner with minimal adverse impact to the environment.

### **3.5. Occupational Health and Safety**

- a) TC recognises the importance of providing a safe and healthy working environment and preventing workplace accidents.

- b) All Stakeholders have an obligation to report and take all reasonable steps to prevent workplace accidents.

**3.6. Conflicts of Interest**

- a) Stakeholders should avoid all situations in which their personal interests may conflict with their duties to TC.
- b) All potential conflicts of interest must be reported:
  - 1) Code of Conduct in the case of an employee or contractor, to the immediate supervisor; and
  - 2) in the case of any other Stakeholder, to the Chairperson, Managing Director or Company Secretary.

**3.7. Confidential Information and Privacy**

- a) All Stakeholders must respect the privacy of others.
- b) All personal information must be managed in a professional and ethical manner and in accordance with applicable laws.

**3.8. Business Expenses**

Travel, entertainment and other business expenses are incurred in a reasonable and financially responsible manner.

**3.9. Gifts**

Gifts, personal services, discounts or other gratuities may not be given to or accepted from TC's business associates or government officials.

**3.10. Insider Trading**

TC's directors and employees must not engage in insider trading of TC shares or shares of any other company.

## **4. Compliance**

- 4.1.** It is the responsibility of TC and each Stakeholder to comply with and monitor compliance with this Code of Conduct.
- 4.2.** TC views all breaches of this Code of Conduct as serious misconduct that may, in serious or repeat cases, lead to dismissal or removal.
- 4.3.** All breaches of this Code of Conduct should be reported, in the case of employees or contractors, to your supervisor and for all other Stakeholders, to the Company Secretary or Managing Director.