

## CODE OF CONDUCT

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### INTRODUCTION

1. The primary objective of Dynasty Resources Limited (the “Company”) is to build long-term shareholder value through prudent investment and development strategies and good business practices.
2. The objective of the Code of Conduct is to provide mandatory guidelines to be followed to facilitate the achievement of the highest possible standards of conduct when representing the Company. The Policy seeks to foster and maintain shareholders’ and the market’s confidence in the Company’s integrity.
3. This policy applies to each director, officer, consultant and advisor (referred to herein as a “Representative”) of Dynasty Resources Limited (“the Company”).
4. Any contraventions of this policy will be noted by the Company Secretary and reported to the Chair.
5. Nothing in this policy shall authorise any person to act in contravention of the Corporations Act or ASX Listing Rules.

### OBLIGATION

6. A Representative has an obligation, at all times, to comply with the spirit and the principles of this Code of Conduct as well as the law.
7. The adherence by each Representative to the requirements of the Code of Conduct is critical to the effective operation of the Company. Consequently, a person should not take a position with the Company if they have any doubt about their ability to fulfil their obligation to comply with the requirements of the Code of Conduct.

### CONFIDENTIALITY

8. All information received by a Representative of the Company shall be confidential and shall remain the property of the Company. It is improper for a Representative to disclose confidential information, or allow it to be disclosed, to any other person unless that disclosure has been authorised by the Company or is required to be disclosed by law.
9. Similarly, all discussions and resolutions of the Board and management information shall be confidential and it is improper to disclose, or allow to be disclosed, the content and/or substance of that information, except in cases where disclosure:
  - 9.1 has been authorised by the Company;
  - 9.2 is required by law; or
  - 9.3 is indicated expressly or impliedly in the minutes of a Board meeting, that it is intended that disclosure of a resolution shall be made to third parties.
10. All other information that is not generally available concerning the Company, its results or plans must be used for authorised purposes only. Such confidential information should be treated and communicated with care, and must not be disclosed outside the Company without permission.
11. In addition, the Corporations Act prohibits directors from making improper use of information acquired by virtue of their position as a director to gain, directly or indirectly, a personal advantage or an advantage for any other person or to cause detriment to the Company.
12. If any director has any doubts about their obligations in relation to disclosure of Board matters, they should consult with the Chair of the Board prior to making any disclosures.
13. All Representatives must treat all information given to the Company by shareholders and other stakeholders as confidential. The Company is committed to the protection of individual privacy. Representatives must comply with privacy and data protection laws when collecting, using, disclosing or providing access to personal information.

## CO-OPERATION

14. Directors must observe solidarity with the resolutions of the Board and co-operate in their implementation.
15. Board members are part of a team, which requires them to work co-operatively with the Chair of the Board, other Board members and with the Company Secretary. Consequently, directors must observe solidarity regarding the resolutions of the Board. Directors must not speak against a resolution of the Board to any person other than fellow directors. Directors must also support Board resolutions by providing assistance and co-operation in their implementation.
16. Other Representatives who are not members of the Board must also demonstrate the same solidarity with management decisions.

## CONFLICTS OF INTEREST

17. A conflict of interest may arise if Representatives, or their families, friends or business associates have a personal interest in a business decision involving the Company.
18. Representatives must use all reasonable endeavours to avoid being in a situation in which their personal or external interests could conflict with the best interests of the Company.
19. Where a Representative becomes aware of an actual or potential conflict of interest, that conflict must be disclosed to the Company Secretary, and in the case of Board members, to the Chair, to ensure appropriate measures can be taken to safeguard the interests of the Company and its shareholders.

## PROTECTION OF THE COMPANY'S ASSETS

20. The Company expects that its Representatives will use reasonable endeavours to protect the assets of the Company. Any suspected incidents of fraud or theft should be reported immediately to the Company Secretary for investigation.

## CONDUCT

21. Representatives should conduct themselves at all times in a sober, polite and restrained manner in carrying out their duties to the Company and where otherwise dealing with matters concerning the Company, its staff, management, third parties and the community.

## COMPLAINTS

22. From time to time, shareholders, consultants or other persons who have a complaint about a Company matter may approach the Company Secretary. All matters raised will be communicated to the Chair in a timely manner.

## GIFTS AND CHARITABLE DONATIONS

23. Given the Company's corporate strategy in exploration activities, the Company does not make donations to charitable or not for profit organisations.

## COMPLIANCE WITH THIS CODE OF CONDUCT

24. The Company is committed to promoting and maintaining the highest standards of corporate governance, and ethical and law abiding behaviour.
25. Therefore, any actual or suspected violations of this Code of Conduct, which are of a serious nature, should be immediately reported to the Company Secretary, or in the case of Board members, directly to the Chair.
26. Where a Representative reports in good faith any actual or suspected violation of this Code of Conduct, the position of that person will be protected, including through the following means:
27. The Company requires that where the Chair or Company Secretary receive a report of an actual or suspected violation of this Code of Conduct, that they take all reasonable steps to ensure that:

- 27.1 there is a thorough investigation into the matters reported; and
- 27.2 the position of the person reporting the matter is protected as per the previous paragraph.
- 28. Representatives who are proven to have breached this Code of Conduct will face disciplinary action which, depending on the seriousness and severity of the breach, could include legal action, dismissal, or termination of their engagement.
- 29. Part 9.4AAA of the *Corporations Act 2001* (Cth) also provides legislative protection for “whistleblowers” in certain specified circumstances and reference should be made to the provisions of the Act.

#### **REVIEW OF THIS CODE**

A formal review of this Code takes place annually.

Reviewed and approved by the Board on 30 September 2016.