

RIVERSDALE RESOURCES LIMITED

(the "Company")

CODE OF CONDUCT

ADOPTED ON 20 FEBRUARY 2013

1. INTRODUCTION

The Company is an organisation which strives to act with honesty and integrity in its business interactions and to be a respected and valued operator in the Company industry and the communities in which it operates.

The Company places the utmost importance on maintaining our reputation as an organisation which operates legally and ethically and contributes economically and in other ways to society and the local communities around our operations.

The aim of this Code of Conduct is to:

- provide guidance on the standard of behaviour expected of the Company employees;
- ensure the highest ethical standards are maintained within the Company; and
- ensure the reasonable expectations of the Company's stakeholders are met.

The Code of Conduct has been approved by the board of the Company.

2. WHO THE CODE OF CONDUCT APPLIES TO

The Company Code of Conduct applies to employees, directors and other officers of the Company. The Company Code of Conduct also applies to all others who work for, act on behalf of, or represent the Company, including contractors and consultants.

The term "employee" is used throughout the Code of Conduct to refer to all those who are expected to follow the Code of Conduct.

3. OUR OBJECTIVE

The Company's aim is to deliver outstanding and sustained value to our shareholders, customers, employees and other key stakeholders by focusing on the following objectives:

- Protect the safety of our employees.
- Environmental stewardship and compliance with state and federal environmental laws in all jurisdictions the company is represented.
- Act with honesty, integrity and fairness.
- Meet the needs of customers on a reliable, competitive and professional basis.
- Contribute to the growth and prosperity of the communities in which we operate.
- Maintain a positive community image by responding to the attitudes and expectations of the communities in which we operate.
- Provide a rewarding workplace for all employees where people make a real and worthwhile contribution to the achievement of our business objectives.
- Reward good performance and provide opportunities for career advancement.

4. **OUR VALUES**

The Company's core values are:

- Health and safety.
- Leadership and teamwork.
- Honesty, integrity and trust.
- Care, courtesy and respect.
- Safety.
- Accountability.
- Enterprise and endeavour.
- Continuous improvement.

5. **PROFESSIONAL BEHAVIOUR**

Employees are expected to maintain the highest level of professional conduct in their interactions with each other and in representing the Company.

Employees must ensure they:

- do not bring the Company into disrepute;
- devote their whole time, attention and ability to the business of the Company while at work;
- comply with all of the Company's policies, procedures and practices as varied from time to time;
- act with honesty and integrity; and
- treat everyone with respect and dignity.

6. **COMPLIANCE WITH THE LAW**

Employees of the Company must respect and attempt to observe all laws. This requirement means employees should understand the laws and regulations relevant to them, as an ordinary person, in relation to their specific job and the country in which they are working.

The Company reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or a breach of the law.

7. **CONFLICTS OF INTEREST**

The Company supports the involvement of its employees in community activities and professional organisations. However, outside employment or activity must not conflict with an employee's ability to properly perform their work for the Company, nor create a conflict (or the appearance of a conflict) of interest. A conflict of interest arises when there are competing interests which cannot be met at the same time.

Employees owe their first business loyalty to the Company. Any employee who wishes to take up any form of employment outside of their employment with the Company which relates to an organisation that has, or is seeking, a business relationship with the Company or competes with services provided by the Company must seek the approval of the Managing Director (**MD**).

Employees will not be permitted to take up any position as an employee, director, partner, agent, contractor or consultant which compromises, or is in conflict with, the performance of, and responsibilities of, their employment with the Company.

Professional members should be careful to avoid acting in conflict with the Company when representing their profession.

8. CORPORATE OPPORTUNITIES

Employees must not take advantage of property, information, or other opportunities arising from their position with the Company.

9. THE COMPANY'S RESOURCES AND ASSETS

Employees must use the Company's resources (including computer facilities, information systems and electronic resources such as Internet and email) and premises appropriately, responsibly and in the best interests of the Company.

Employees must take all necessary steps to ensure that:

- the Company's resources and assets, including funds, equipment and information, are protected; and
- the Company's resources and assets, including funds, equipment and information, are used only for the purpose for which they were intended to be used and are used in accordance the Company policies and procedures.

10. USE OF ELECTRONIC RESOURCES

All employees must use the Company's computer facilities, information systems and other electronic resources appropriately, responsibly and in the best interests of the Company.

Unauthorised access to confidential information is prohibited.

11. HEALTH AND SAFETY

The Company's top priority is maintaining a healthy and safe working environment for all of its employees.

All appropriate laws and internal regulations (including occupational health and safety laws) should be fully complied with. All employees have obligations to assist in ensuring that this situation is maintained at all times.

12. ALCOHOL, DRUG AND TOBACCO USE

Employees must not be impaired by alcohol or legal or illegal drugs while at work or when performing their duties and they must respect all restrictions applying to cigarette smoking.

13. EQUAL EMPLOYMENT OPPORTUNITY

The Company will strive to create an environment in which employees are able to realise their full potential.

The Company is an equal opportunity employer and believes employees should be given "a fair go". Equal employment opportunity refers to employment practices that are designed to enable existing and potential employees to compete on their merits for employment, promotions and opportunities for progression, without reference to irrelevant personal characteristics.

14. **ANTI-DISCRIMINATION, BULLYING AND HARASSMENT**

The Company's commitment to diversity and equal employment opportunity means that it is committed to providing a workplace free of all forms of unlawful discrimination and harassment.

The Company will not tolerate any form of discrimination, harassment, bullying or victimisation or other behaviour where the purpose or effect, even if unintended, is to create an offensive, hostile or intimidating work environment or which disrupts another person's ability to work.

The Company considers discrimination, harassment and bullying to be serious workplace issues. The Company seeks to promote a working environment free of these behaviours.

15. **CONFIDENTIAL INFORMATION**

Confidential information is a valuable business asset and includes all information concerning any past, present or future business, operations or affairs of the Company that has not been disclosed to the public.

Employees must not use, disclose or copy confidential information. Employees must also use their best endeavours to ensure that third parties do not use, disclose or copy confidential information, except to the extent necessary for the employee to perform their duties.

These obligations do not apply if the MD has agreed in writing to the specific disclosure or use or copying of confidential information, or disclosure of specific confidential information is required to comply with any applicable law.

An employee's obligation to maintain the confidentiality of the Company's confidential information continues after their employment ends.

16. **INTELLECTUAL PROPERTY**

Employees who participate in the development of processes or products that will be used by the Company, or who have access to the results of that type of work, must treat the intellectual property associated with those processes or products as the property of the Company both during and after their period of employment or involvement with the Company.

17. **PRIVACY**

The Company is committed to recognising and respecting the privacy of our customers and employees. We are also aware of our obligations under applicable privacy legislation governing the handling of personal information.

We will only use personal information for the purposes for which it has been disclosed to us. The Company will only collect personal information from our employees ethically and lawfully and in a manner which is not unreasonably intrusive. However, we may use or disclose an employee's personal information where this is necessary to prevent a serious threat to health or safety, or is required by law, or to enforce the law.

18. **BREACHES OF THIS CODE OF CONDUCT**

The Company recognises that breaches of the Code of Conduct may occur from time to time. However, it should be clearly understood that the Company takes its commitment to the Code of Conduct seriously and any breach may result in disciplinary action or other penalties including dismissal or termination of the contract or engagement. In determining an appropriate sanction, the Company will act objectively and in accordance with any applicable provisions or requirements in an employment contract.

Employees in supervisory and managerial roles must not approve or allow conduct which is in breach of this Code of Conduct. In these circumstances, disciplinary action may also be taken against the supervisor or manager.

If any employee, irrespective of the position they hold, becomes aware of conduct which breaches or is suspected to have breached this Code of Conduct, they must immediately report the conduct to the Company. Disciplinary action may be taken against an employee who fails to report an actual or suspected breach of this Code of Conduct.