

**GME RESOURCES LIMITED
ACN 009 260 315**

CODE OF CONDUCT

As approved by the Board of Directors 24 September 2015

1. Introduction

This Code of Conduct sets out the standards which the Board, management and employees of the Company are encouraged to comply with when dealing with each other, the Company's shareholders and the broader community.

2. Responsibilities to shareholders

The Company aims to:

- 2.1 increase shareholder value within an appropriate framework which safeguards the rights and interests of shareholders; and
- 2.2 comply with systems of control and accountability which the Company has in place as part of its corporate governance with openness and integrity.

3. Responsibilities to clients, employees, suppliers, creditors, customers and consumers

The Company is to comply with all legislative and common law requirements which affect its business.

4. Employment practices

The Company will employ the best available staff with skills required to carry out the role for which they are employed. The Company will ensure a safe workplace and maintain proper occupational health and safety practices.

5. Responsibility to the community

The Company will recognise, consider and respect environmental, native title and cultural heritage issues which arise in relation to the Company's activities and comply with all applicable legal requirements.

6. Responsibility to the individual

The Company recognises and respects the rights of individuals and will comply with the applicable legal rules regarding privacy and confidential information.

7. Obligations relative to fair trading and dealing

The Company will deal with others in a way that is fair and will not engage in deceptive practices.

8. Business courtesies, bribes, facilitation payments, inducements and Commissions

Corrupt practices are unacceptable to the Company. It is prohibited for the Company or its directors, managers or employees to directly or indirectly offer, pay, solicit or accept bribes or any other corrupt arrangements.

9. Conflicts of interest

The Board, management and employees shall report any situations where there is a real or apparent conflict of interest between them as individuals and the interest of the Company.

Where a real or apparent conflict of interest arises, the matter should be brought to the attention of the Chairperson in the case of a Board member, the Managing Director in the case of a member of management and a supervisor in the case of an employee, so that it may be considered and dealt with in an appropriate manner.

If requested by the Chairperson, a Board member who has a conflict of interest (or in the case of the Chairperson, if requested by the Deputy Chairperson) shall leave a Board meeting but only for such period as the Board meeting is addressing the specific matter in relation to which the Board member has a conflict of interest.

10. Compliance with the Code of Conduct

Any breach of compliance with this Code of Conduct is to be reported directly to the Chairperson.

11. Periodic review of Code

The Company will monitor compliance with this Code of Conduct periodically by liaising with the Board, management and staff. Suggestions for improvements or amendments to this Code of Conduct can be made at any time to the Chairperson.