



CORPORATE CODE OF CONDUCT POLICY

This Policy applies to geo40 Limited and its subsidiaries, divisions and affiliates, established from time to time (collectively “geo40” or “the Company”) and is effective as from 19th December, 2015. It is also expected that all consultants, contractors, agents, suppliers, and joint venture partners (collectively referred to as Representatives) who are engaged with the Company, will align themselves in the conduct of their business dealings with the Company and comply with the principles expressed in this Corporate Code of Conduct.

1. PURPOSE

The purpose of this Corporate Code of Conduct (the “Code of Conduct”) is to set out the framework for decisions and actions in relation to transparent and ethical conduct within and by the Company.

The Code of Conduct underpins the Company’s commitment to integrity, transparency and fair dealing in its business affairs and duty of care responsibilities to all employees, partner organisations and other stakeholders. This document also sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from directors, employees and Representatives.

The Company will not tolerate any attempt by its directors, employees or Representatives to influence any public official in the exercise of his or her duties.

2. ACCOUNTABILITY

2.1 Directors

Directors of the Company are responsible and accountable for:

- (a) undertaking their duties and behaving in a manner that is consistent with the provisions of the Code of Conduct;
- (b) the effective implementation, promotion and support of the Code of Conduct in their areas of responsibility; and
- (c) ensuring employees under their control understand and follow the provisions outlined in the Code of Conduct.

2.2 Employees

All employees are responsible for:

- (a) undertaking their duties and behaving in a manner that is consistent with the provisions of the Code of Conduct;
- (b) reporting suspected corrupt conduct; and

- (c) reporting any departure from the Code of Conduct by themselves or others.

2.3 Representatives

Representatives are responsible and accountable for:

- (a) the manner in which services are provided to the Company ensuring that behaviour is consistent with the provisions of the Code of Conduct;
- (b) the effective implementation, promotion and support of the Code of Conduct in providing services to, and engaging with the Company; and
- (c) ensuring employees under their control understand and follow the provisions outlined in the Code of Conduct.

3. PERSONAL AND PROFESSIONAL BEHAVIOUR

When carrying out your duties, you should:

- (a) behave honestly and with integrity and report other employees who are behaving dishonestly;
- (b) carry out your work with integrity and to a high standard and in particular, commit to the Company's policy of producing quality products and services;
- (c) be aware of the national and international laws relating to the Company's activities and operate within the law at all times;
- (d) follow all policies currently in place and those introduced by the Company from time to time; and
- (e) act in an appropriate business-like manner when representing the Company in public forums.

4. CONFLICT OF INTEREST

Potential for conflict of interest arises when it is likely that you could be influenced, or it could be perceived that you are influenced by a personal interest when carrying out your duties. Conflicts of interest that lead to biased decision making may constitute corrupt conduct.

Some situations that may give rise to a conflict of interest include situations where you have:

- (a) financial interests in a matter with which the Company is dealing or you are aware that your friends or relatives have a financial interest in the matter;
- (b) involvement, either direct or indirect in the management of outside organisations;
- (c) directorships/membership of boards of outside organisations;
- (d) personal relationships with people with whom the Company is dealing which go beyond the level of a professional working relationship;
- (e) secondary employment, business, commercial, or other activities outside of the workplace which impacts on your duties and obligations to the Company;
- (f) access to information that can be used for personal gain; and
- (g) offer of an inducement.

You may often be the only person aware of the potential for conflict. It is your responsibility to avoid any conflict should it arise that could compromise your ability to perform your duties impartially.

- (a) You must report any potential or actual conflict of interest, immediately you become aware of it, to your manager.
- (b) If you are uncertain whether a conflict exists, you should discuss that matter with your manager and attempt to resolve any conflicts that may exist.
- (c) You must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported immediately to your manager.

5. PUBLIC AND MEDIA COMMENT

Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community. Employees must not make official comment on matters relating to the Company unless they are:

- (a) authorised to do so by the Chief Executive Officer; or
- (b) giving evidence in court; or
- (c) otherwise authorised or required to by law.

Employees must not release unpublished or privileged information unless they have the authority to do so from the Chief Executive Officer.

Any release of Company information that is provided outside the prior authorization of the Chief Executive Officer must be reported without delay to the Chief Executive Officer.

6. USE OF COMPANY RESOURCES

Requests to use Company resources outside core business time should be referred to management for approval. If employees are authorised to use Company resources outside core business times they must take responsibility for maintaining, replacing, and safeguarding the property and following any special directions or conditions that apply. Employees using Company resources without obtaining prior approval could face disciplinary and/or criminal action. Company resources are not to be used for any private commercial purposes.

7. SECURITY OF INFORMATION

Employees are to make sure that confidential and sensitive information cannot be accessed by unauthorised persons. Sensitive material should be securely stored overnight or when unattended. Employees must ensure that confidential information is disclosed or discussed only with people who are authorised by the Company to have access to it. It is considered a serious act of misconduct to deliberately release confidential documents or information to unauthorised persons, and such action may incur disciplinary action.

8. INTELLECTUAL PROPERTY/COPYRIGHT

Intellectual property includes the rights relating to scientific discoveries, industrial designs, technology developments, trademarks, service marks, commercial names and designations, and inventions that are of value to the Company.

The Company is the owner of intellectual property created by employees in the course of their employment, unless a specific prior agreement has been made. Employees must obtain written permission to use any such intellectual property from the Company Secretary (or nominated equivalent) before making any use of that property for purposes other than as required in their roles as employees.

9. DISCRIMINATION AND HARASSMENT

Employees must not harass, discriminate, or support others who harass and discriminate against colleagues or members of the public on the grounds of sex, pregnancy, marital status, age, race (including their colour, nationality, descent, ethnic or religious background), physical or intellectual impairment, or sexual orientation. Such harassment or discrimination may constitute an offence under legislation.

Managers should understand and apply the principles of Equal Employment Opportunity.

10. CORRUPT CONDUCT

10.1 Preamble

Corrupt conduct involves the dishonest or partial use of power or position, which results in one person/group being illegally advantaged over another. Corruption can take many forms including, but not limited to:

- (a) official misconduct;
- (b) bribery, corruption and blackmail;
- (c) unauthorised use of confidential information;
- (d) fraud; and
- (e) theft.

Corrupt conduct will not be tolerated by the Company. Disciplinary action up to and including dismissal will be taken in the event of any employee participating in corrupt conduct. In addition, the Company will report any instances of corrupt conduct to the relevant authorities, which may result in an offender, facing criminal prosecution.

10.2 Permissible and Prohibited Payments

The use of the Company's funds or assets, directly or indirectly, for any bribe, kickback, payoff, or similar purpose is strictly prohibited. No Company director, employee, or person engaged with the Company shall make or offer, directly or indirectly, any payment or its equivalent to:

- (a) any government official, agent, or employee anywhere in the world in consideration for such official's, agent's or employee's assistance or influence, which the Company is not legally entitled to receive in connection with the Company's business unless it is specifically legislated as allowable; or
- (b) any other official, employee or agent of any government or of any entity with which the Company has actual or potential business relations anywhere in the world, the purpose of which is to obtain treatment, which the Company is not legally entitled to receive

with respect to any aspect of the Company's business unless it is specifically legislated as allowable.

Local customs and practices with regard to business and social dealings may vary from place to place. The Company's policy is to comply with all laws, including relevant international laws, which apply in the countries in which the Company has business activities. In countries where common practices might indicate acceptance of other standards of conduct, we will follow our own standards as laid down in this Code of Conduct. It is essential that all such payments be recorded in the books and records of the Company, accurately and in a manner that truly reflects their actual nature including the circumstances under which any payment has been made.

10.3 Permissible Payments

The payment of all legal, normal, and reasonable discounts and allowances, commissions, fees, entertainment, sales promotion activity and the extension of services and other customary courtesies in the ordinary course of business, are permissible. It is essential that all such payments be recorded in the books and records of the Company, accurately and in a manner that truly reflects their actual nature including the circumstances under which any payment has been made.

10.3 Political Contributions

No employee is authorized to make any direct or indirect political contribution (including the use of the Company's property, equipment or other assets) of any kind, in any country, in the name of the Company, or utilizing funds of the Company.

Any requests for any kind of such contribution should immediately be reported to the Chief Executive Officer.

11. OCCUPATIONAL HEALTH AND SAFETY

It is the responsibility of all employees to act in accordance with occupational health and safety legislation, regulations and policies applicable to their respective organisations and to use security and safety equipment provided. Specifically all employees are responsible for safety in their work area by:

- (a) following the safety and security directives of management;
- (b) advising management of areas where there is potential problem in safety and reporting suspicious occurrences; and
- (c) minimising risks in the workplace.

The Company believes that its employees are its most important asset and will do everything reasonably possible to ensure their health and safety in the workplace.

12. ILLEGAL SUBSTANCES

Company policy is to comply with all laws prohibiting or controlling the manufacture, sale, distribution, use, and possession of drugs and alcohol in each country where the Company conducts its business. Reporting to work under the influence of drugs or alcohol or the use, possession, manufacture, sales, or distribution of illegal drugs in the Company's workplace or while on Company business is strictly prohibited.

13. LEGISLATION

It is essential that all employees comply with the laws and regulations of the countries in which the Company operates and where appropriate, comply with the international laws and regulations governing the Company's business activities. Violations of such laws may have serious consequences for the Company and any individuals concerned. Any known or suspected violation must be reported immediately to the Company Secretary (or nominated equivalent).

The Company is committed to ensuring that its directors, employees and Representatives receive appropriate orientation and training that directly addresses the international laws and regulations applicable to the Company, including those specifically relevant to the country in which they work.

Ignorance of the law is not an excuse for non-compliance. The Company will not excuse any breaches of the law or the ethical standards set out in this Code of Conduct.

14. FAIR DEALING

The Company aims to succeed through fair and honest competition and not through unethical or illegal business practices. Each employee should endeavour to deal fairly with the Company's Representatives, customers and other employees.

15. CONTRACTS

The Company's policy with respect to contracts is to have all substantial commercial transactions evidenced by complete and comprehensive written agreements. Oral contracts, brief letters of understanding, letters of intent, and "handshake deals" are discouraged. Where the Company has developed standard written contracts, employees should use those standard forms. Where no standard form exists, the Chief Executive Officer is to be consulted on the selection of legal counsel to advise on the form of contract required.

In cases when the nature of the transaction is minor or there is a need to act promptly, a comprehensive written contract may be precluded, but the terms are still to be documented in writing by way of a letter or written instruction. Those situations, however, should be minimized and fully documented. A Corporate Control Policy will be developed in time with additional information.

16. INSIDER TRADING

All directors and employees must observe the Company's Insider Trading Policy. In conjunction with the legal prohibition on dealing in the Company's securities when in possession of unpublished price-sensitive information, the Company has established specific time periods when directors, management and employees and other related parties are not permitted to buy and sell the Company's securities.

17. RESPONSIBILITIES TO INVESTORS

The Company strives for full, fair and accurate disclosure of financial and other information on a timely basis, in accordance with the Company's Continuous Disclosure Policy.

18. BREACHES OF THE CODE OF CONDUCT

Employees should note that breaches of certain sections of this Code of Conduct may be punishable under local or international laws. Breaches of this Code of Conduct may lead to disciplinary action. The process for disciplinary action is outlined in Company policies and guidelines, relevant industrial awards and agreements.

19. REPORTING MATTERS OF CONCERN

Employees are encouraged to raise any matters of concern in good faith with their supervisor, the head of their business unit or with the Company Secretary (or nominated equivalent), without fear of retribution. No retaliatory action will be taken or permitted against a person who, in good faith reports a suspected breach of the Code of Conduct (provided that person is not responsible for the breach).

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