

## CODE OF ETHICS AND CONDUCT

A Director must act honestly, in good faith and in the best interests of the Company as a whole.

A Director has a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office.

A Director must use the powers of the office as a proper purpose, in the best interests of the company as a whole.

A Director must recognize the primary responsibility is to the Company shareholders but should, where appropriate, have regard for the interests of all stakeholders in the Company.

A Director must not make improper use of information acquired as a Director.

A Director must not take improper advantage of the position as Director.

A Director must not allow personal interests, or the interests of any associated person, to conflict with the interests of the Company.

A Director has an obligation to be independent in judgment and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board of Directors.

Confidential information received by a Director in the course of the exercise of Directorial duties remain the property of the Company from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the Company, or the person from whom the information is provided, or is required by law.

A Director should not engage in conduct likely to bring discredit on the Company.

A Director has an obligation, at all times, to comply with the spirit, as well as the letter, of the law and with the principles of this Code.

To ensure probity, a Director has an obligation to declare any vested interest in any matter discussed at the Board meeting and to remain separate from, and independent of, the process.

September 2007