



ABN 93 118 751 027

CODE OF CONDUCT

1. INTRODUCTION

Ironbark Zinc Limited (Ironbark) is committed to implementing and maintaining the highest standards of corporate governance. In determining what those standards should involve, Ironbark has had regard to the ASX Corporate Governance Council's Principles of Good Corporate Governance and Best Practice Recommendations (the ASX Guidelines).

Ironbark aims to maintain the highest standard of ethical behaviour in business dealings and to behave with integrity in all its dealings with customers, clients, shareholders, government, employees, suppliers and the community. Directors and employees are expected to perform their duties in a professional manner and act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of Ironbark.

Ironbark is committed to maintaining a healthy and safe working environment for its Employees. Ironbark continues to review, modify and update health and safety systems and procedures to ensure appropriate health and safety systems and procedures are introduced and implemented. All appropriate laws and internal regulations (including health and safety laws) must be fully complied with. Ironbark will take into account the impact of health and safety issues when making business decisions, setting short term incentive program targets and must ensure that business decisions do not compromise the commitment to avoiding injury to people.

This Code of Conduct (Code) outlines how Ironbark expects the directors, officers and employees of Ironbark and its related bodies corporate (collectively the Employees) to behave and conduct business in the workplace on a range of issues. Ironbark and its related bodies corporate (the Ironbark Group) are committed to the highest level of integrity and ethical standards in all business practices.

Employees must conduct themselves in a manner consistent with the Ironbark Values (see Appendix 1), current community and corporate standards and in compliance with all legislation.

The objective of this Code is to:

- provide an up-to-date description of the Ironbark Values;
- provide a benchmark for professional behaviour throughout the Ironbark Group;
- support Ironbark's business reputation and corporate image within the community; and
- make Employees aware of the consequences if they breach any applicable law or this Code.

While the Code is designed to ensure Ironbark delivers on its commitment to corporate responsibility and sustainable business practice, it does not create any rights in any employee, client, customer, supplier, competitor, security holder or any other person or entity.

2. STATEMENTS OF COMMITMENT

2.1 COMMITMENT TO EMPLOYEES

Employees are the most important resource of the Ironbark Group. The collective skills, energy and commitment of the Employees is the key driver of Ironbark's business activities.

Ironbark is committed to providing a workplace that respects the rights of all Employees.

Ironbark will endeavour to maintain a workplace that is healthy and safe, fair and honest and free of harassment, hostility and offensive behaviour.

Ironbark will endeavour to keep Employees informed of Ironbark's activities.

The views of Employees will be respected and participation will be encouraged.

2.2 COMMITMENT TO CLIENTS

Ironbark will endeavour to enhance relationships with clients (including and not limited to customers, advisers, suppliers, government, non-government organisations and indigenous groups) and seek to develop lasting and fruitful partnering with clients.

Ironbark seeks to generate business based on a reputation of honesty, integrity and fairness, as well as innovative and superior behaviour.

2.3 COMMITMENT TO SHAREHOLDERS

Ironbark is committed to delivering value to its shareholders.

Ironbark seeks to keep its shareholders and prospective investors fully informed by communicating financial results and activities on a regular basis.

Ironbark will protect its property and assets and safeguard them from loss, theft and unauthorised use.

Ironbark will maintain records which are accurate in their representation of business events and will be used appropriately and stored securely.

Ironbark will restrict the use of information to be used to benefit Employees or anyone who interacts with Employees, either financially or otherwise.

2.4 COMMITMENT TO GOVERNMENTS

Ironbark will endeavour to comply with all applicable laws, regulations and rules in any country in which it conducts its business.

Ironbark will respect all regulations and expectations of bodies such as the Australian Taxation Office and state and territory taxation authorities, ASIC, ASX, ACCC and similar bodies.

2.5 COMMITMENT TO COMMUNITIES

Ironbark will endeavour to minimise any negative impact of its operations on surrounding communities.

Ironbark will encourage Employees to support industry and community safety, health and environmental initiatives that pertain to its business.

Ironbark will respect the environment and comply with the relevant environmental laws in the countries in which it operates as a minimum standard.

3. CODE OF CONDUCT

3.1 COMPLIANCE WITH AND RESPECT FOR THE LAW

Ironbark and its Employees must observe and respect all applicable laws, regulations, customs and business methods relevant to the environment in which each member of the Ironbark Group operates. Employees must report any suspected breach of applicable law to their supervisor and the Company Secretary.

If an Employee has concerns or queries about specific legal issues connected with a member of the Ironbark Group then they should, where appropriate, discuss those issues with their supervisor in the first instance and, if necessary, the Company Secretary. Where deemed necessary by the Managing Director or the Company Secretary, legal advice will be sought before any decision is made in relation to the reported issue.

3.2 FAIR DEALING

Ironbark aims to maintain the highest standard of ethical behaviour in business dealings and to behave with integrity in all its dealings with customers, clients, shareholders, government, Employees, suppliers and the community.

Employees are expected to act honestly and with integrity in their dealings on behalf of the Ironbark Group. The Ironbark Group cares about results and equally how these results are obtained. Employees are expected not to use coercive or misleading practices or falsify or wrongly withhold information.

Employees are expected to perform their duties in a professional manner and act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of each member of the Ironbark Group. This should involve as a minimum:

- acting within applicable laws, particularly those that deal with matters covered by this Code, including equal opportunity and anti- discrimination laws;
- acting with courtesy;
- acting with fairness and respect in supervision;
- encouraging cooperation;
- fostering an environment where rational debate is encouraged, with a view to achieving shared goals;
- avoiding behaviour that might reasonably be perceived as bullying or intimidation; and

- understanding and responding to the needs of Corozon's broader stakeholders including the community at large.

3.3 POSITIVE WORKING RELATIONS AND ACCEPTABLE WORKPLACE BEHAVIOUR (INCLUDING EQUAL OPPORTUNITY AND ANTI- DISCRIMINATION)

Ironbark takes seriously its obligations of equal employment opportunity for all employees. Ironbark supports a workplace where everyone is treated with respect, fairness and dignity and allows everyone to have a safe and productive workplace.

Employees must not bully, victimise, harass, discriminate, or support others who bully, victimise, harass or 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, sexuality or transgender status.

Discrimination is not permitted at any level of the Ironbark Group or in any part of the employment relationship. This includes areas such as recruitment, promotion, training opportunities, salary, benefits and terminations.

Ironbark will promptly investigate all allegations of bullying, victimisation, harassment, or discrimination and will take appropriate corrective action. All bullying, victimisation or harassment complaints will be treated seriously, quickly and privately. Retaliation against individuals for raising claims is not lawful and will not be tolerated.

3.4 HEALTH AND SAFETY

Ironbark is committed to maintaining a healthy and safe working environment for its Employees.

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:

- following the safety and security directives of management;
- advising management of areas where there are potential problems in safety and reporting suspicious occurrences; and
- minimising risks in the workplace.

Ironbark will take into account the impact of health and safety issues when making business decisions and must ensure that business decisions do not compromise the commitment to avoiding injury to people.

3.5 DISCLOSURE OF COMPANY INFORMATION

Ironbark has a formal "Continuous Disclosure and Information Policy" to protect confidential information, keep the market fully informed of information which may have a material effect on the price or value of Ironbark's securities and to correct any material mistake or misinformation in the market.

Ironbark requires Employees to understand the requirements of the policy and to act in accordance with the policy. Employees must ensure the confidential information be it personal or otherwise contained in company records is strictly maintained and not disclosed to any other party within the Company or otherwise without the approval of management. Where appropriate, confidential technical or financial information may be disclosed such as where a confidentiality agreement has been signed by the receiving party.

Personal information relating to individuals is not to be provided to other employees unless it is required to perform their job. Information regarding Employees is not to be released to outside parties without the consent of the relevant employee or unless required by law.

3.6 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.

However, employees must not make official comment on matters relating to the Ironbark Group unless they are:

- authorised to do so by the Chairman, Managing Director, or in his absence the Company Secretary;
- giving evidence in court; or
- otherwise authorised or required to by law.

3.7 INSIDE INFORMATION

The Ironbark Group has adopted a formal securities trading policy entitled "Security Trading Policy" in order to ensure compliance with insider trading laws.

3.8 CONFLICTS OF INTEREST

All business transactions must be conducted solely in the best interests of the Ironbark Group.

Employees must avoid situations where their personal interests could conflict with the interests of the Ironbark Group. Potential for conflict of interest arises when it is likely that Employees could be influenced, or it could be perceived that Employees are influenced by a personal interest when carrying out their duties. Conflicts of interest that lead to biased decision-making may constitute corrupt conduct.

A conflict of interest exists where loyalties are divided. A person can have a potential conflict of interest if, in the course of their employment or engagement with a member of the Ironbark Group, any decision they make could provide for an improper gain or benefit to themselves or an associate. A conflict of interest may be defined as an issue that may occur when personal interests, the interests of an associate or relative or a duty or obligation to some other person or entity, conflict with a person's duty or responsibility to the Ironbark Group.

Some situations that may give rise to a conflict of interest include, but are not limited to, situations where Employees have:

- financial interests in a matter a member of the Ironbark Group is dealing with or Employees are aware that their friends or relatives have a financial interest in the matter;
- personal relationships with people a member of the Ironbark Group is dealing with which go beyond the level of a professional working relationship;
- secondary employment, business, commercial, or other activities outside the workplace which impacts on your duties and obligations to the Ironbark Group;
- directorships/management of outside organisations;
- access to information that can be used for personal gain;
- membership of boards of outside organisations.

Employees must notify their supervisor or the Company Secretary if the individual suspects that there is a conflict of interest or a potential conflict of interest. If an Employee is uncertain whether a conflict exists, he or she should discuss that matter with his or her supervisor or the Company Secretary and attempt to resolve any conflicts that may exist.

Employees must not submit or accept any bribe, or other improper inducement. The offer of any such inducements are to be reported to the Company Secretary.

3.9 CORRUPT CONDUCT

Employees are expected to not act in ways which may cause others to question their commitment or loyalty to Ironbark. Ironbark seeks to be known as an organisation that does what it says it will do.

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

- official misconduct;
- unauthorised use of confidential information;
- fraud; and
- theft.

Corrupt conduct will not be tolerated within the Ironbark Group. Disciplinary action up to and including dismissal will be taken in the event of any Employee participating in corrupt conduct. In addition, where applicable, Ironbark will report any instances of corrupt conduct of Employees to the appropriate governmental authorities, which may result in an Employee facing criminal prosecution.

3.10 IMPROPER USE OR THEFT OF PROPERTY OR ASSETS

Employees have a responsibility to protect any property and assets of the Ironbark Group that are under their control and must be safeguarded from loss, theft and unauthorised use.

Ironbark Group property and assets include cash, securities, business plans, third-party information, intellectual property (computer programs, software, models and other items) confidential information, office equipment and supplies.

Employees are under an obligation to use the Ironbark's funds, offices, vehicles, data, records, communications, computing facilities, and any other Ironbark property, only for the sole pursuit

of the Ironbark's business and not for any private or improper purpose, unless specifically authorised to do so, in each instance, by prior approval of the Managing Director or, in his/her absence, the Company Secretary. Ironbark Group property, documents and digital data documents should not be removed from official premises without a good and proper reason. If removed, they must be stored in a secure manner and the appropriate manager must be informed.

Employees leaving Ironbark must return all Ironbark Group property in their possession.

Employees are encouraged to use common sense and observe standards consistent with generally acceptable commercial practice regarding content and language when creating documents that may be retained by the Ironbark Group or a third party.

Employees should not use Ironbark's electronic communications systems to access or post material that is pornographic, obscene, sexually related and profane or which is otherwise offensive or violates Ironbark Group policies or any laws or regulations.

Employee use of Ironbark's electronic communication systems for non-business purposes must be kept to a minimum, not interfere with the Employee's professional responsibilities, not diminish productivity and not violate this Code or any of the Ironbark Groups' policies.

Any messages transmitted by Ironbark email are treated as business messages and constitute property of the Ironbark Group.

All books, records and accounts of each member of the Ironbark Group must accurately reflect the precise nature of transactions recorded. Employees must comply with prescribed accounting and business procedures and controls at all times.

Ironbark Group property or assets are not to be used for any individual's private commercial purposes.

3.11 OUTSIDE EMPLOYMENT

Ironbark supports involvement of 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 Ironbark, nor create a conflict (or the appearance of a conflict) of interest.

Before accepting outside employment or a position on the board of directors of another company or non-profit organisation, you must carefully evaluate whether the position could cause, or appear to cause, a conflict of interest. If there is any question, consult the Company Secretary.

Where the proposed employment or position relates to an outside organisation that has or seeks to have a business relationship with Ironbark or compete with services provided by Ironbark, Employees must obtain prior written consent from:

- the Managing Director in the case of a member of Senior Management; or
- a member of the Senior Management in the case of any other Employee.

Employees may accept public office or serve on a public body in their individual private capacity, but not as a representative of Ironbark. If such public office would require time away from work, the Employee must comply with Ironbark's policies regarding leave of absence.

3.12 VALUE AND PROFESSIONALISM

Professionalism is conduct which fosters and preserves our reputation as individuals and the reputation of Ironbark. Employees are obliged to conduct themselves ethically and to achieve the highest quality in their work. In order to achieve this, Employees are responsible for improving skills, knowledge and competency required for their individual position and level of responsibility.

Employees are all required to sign a Confidentiality Agreement which reinforces the ethical and professional expectation that no Employee will divulge materially sensitive information regarding the Company, or any outside entity with which Ironbark deals if that information is considered confidential by that outside entity.

3.13 PRIVACY

Ironbark respects your privacy and the privacy of others. Employees should familiarise themselves with, and comply with, the privacy laws of Australia, the Ironbark Privacy Policy and, where applicable, the jurisdiction of their business unit. If Employees have any questions in relation to privacy, they should contact the Company Secretary.

3.14 COMMUNITY AND ENVIRONMENT

Ironbark is a responsible corporate citizen and actively supports the communities in which we live and work. Employees are expected to uphold Ironbark's commitment to pursue good corporate citizenship while engaging in its corporate activity.

Ironbark supports and encourages Employees to actively contribute to the needs of the community. If an Employee wishes to make such a contribution (such as donations or sponsorship) on behalf of Ironbark, consult the Company Secretary for approval.

Ironbark is committed to doing business in an environmentally responsible manner and identifying environmental risks that may arise out of its operations.

If an Employee is aware of, or suspect, an action that is not environmentally responsible or in breach of the applicable laws and regulations, he or she should report the matter to the Company Secretary.

4. COMPLIANCE WITH THIS CODE

This Code is a public document and as a result, adherence to the provisions of this Code is fundamental to the Ironbark Group's reputation in the business community.

Employees must report any suspected breach of this Code to the Company Secretary. No retaliatory action will be taken or permitted against a person who reports a suspected breach of this Code in good faith (provided that person is not responsible for the breach).

The Board has introduced various policies which are designed to foster ethical and professional conduct (Security Trading Policy, Continuous Disclosure and Information Policy, Board Charter, Audit Committee Charter and Risk Committee Charter which includes our Risk Management Policy).

Strict compliance with this Code and all other Ironbark policies and procedures is a condition of employment. Breaches of this Code shall be subject to disciplinary action which may include termination of employment.

ADOPTED BY THE BOARD: 29 June 2015

REVIEWED BY THE BOARD: September 2018