



**NewPeak
Metals**

CODE OF CONDUCT

NEWPEAK METALS LIMITED

CORPORATE CODE OF CONDUCT

New Peak Metals Limited (“COMPANY”)

1. Introduction

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

2. Commitment of the Board and Management to Corporate Code of Conduct

The Board and Management approve and endorse this Code of Conduct.

The Board and Management encourage all staff to consider the principles of the code and use them as a guide to determine how to respond when acting on behalf of the Company particularly having regard to the core values established and adopted by the Company.

3. Responsibilities to Shareholders and the Financial Community Generally

The Company aims to:

- Act in accordance with its core values;
- Increase shareholder value within an appropriate framework which safeguards the rights and interests of the Company's shareholders and the financial community;
- Comply with systems of control and accountability which the Company has in place as part of its corporate governance; and
- Ensure that, at all times, its Board, Management and workforce act with honesty, integrity and fairness.

4. Responsibilities to Clients, Customers and Consumers

The Company is to comply with all legislative and common law requirements which affect its business. Any transgression from the applicable legal rules is to be reported to the Management as soon as a person becomes aware of such a transgression.

The Company has adopted a separate Whistleblower Policy, which provides for the protection of the whistleblower in instances where those seeking to report any wrongdoing wish to do so under protection or anonymity.

5. Employment Practices

The Company will employ the best available staff, both male and female, from a diverse background, with skills required to carry out their roles.

The Company will ensure that any diversity objectives, once adopted, are monitored and maintained at all levels of the Company.

The Company will ensure a safe work place and maintain proper occupational health and safety practices commensurate with the nature of the Company's business and activities.

The Company will not tolerate bullying, harassment or any other force of discrimination or intimidation within its workforce, and Chief Executive Officer and/or the Board will take action to discipline or dismiss any party found guilty of same, in accordance with its employment policies and practices.

6. Responsibility to the Community

The Company will recognise, consider and respect legal requirements impacting upon its operations and comply with all applicable legal requirements.

The Company will act with honesty, integrity and fairness in all dealings with the community.

7. Responsibility to the Individual

The Company recognises and respects the rights of individuals and to the best of its ability will comply with the applicable legal rules regarding privacy, privileges, private and confidential information. The Company and the Board will maintain the Company's and our shareholders', customers' and suppliers' information confidentiality unless required to be disclosed by law.

8. 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.

The Board will not tolerate any of its management of workforce taking advantage of any property or information of its suppliers, customers or other third parties doing business with the Company for personal gain or to the detriment of the supplier, customer or third party.

9. Conflicts of Interest

The Board, Management and employees must not involve themselves in situations where there is a real or apparent conflict of interest between them as individuals and the interest of the Company (excluding those matters which may be subject to legal professional privilege). 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 or the Managing Director (if any), the Managing Director or Chief Executive Officer 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 for all concerned.

10. Compliance with the Code

Any breach of compliance with this Code is to be reported directly to the Chief Executive Officer, Managing Director or Chairperson, as appropriate.

11. Periodic Review of Code

The Company will monitor compliance with the Code periodically by liaising with the Board, Management and staff especially in relation to any areas of difficulty which arise from the Code and any other ideas or suggestions for improvement of the Code. Suggestions for improvements or amendments to the Code can be made at any time.

12. Code of Conduct for employees (and contractors)

The Company shall ensure that the above principles are implemented and adopted by employees and contractors of the Company by importing the following principles into the terms of such engagements:

- To actively promote the highest standards of ethics and integrity in carrying out their duties for the Company;
- Disclose any actual or perceived conflicts of interest of a direct or indirect nature of which they become aware and which they believe could compromise in any way the reputation or performance of the Company;
- Respect confidentiality of all information of a confidential nature which is acquired in the course of the Company's business and not disclose or make improper use of such confidential information to any person unless specific authorisation is given for disclosure or disclosure is legally mandated;
- Deal with the Company's customers, suppliers, competitors and each other with the highest level of honesty, fairness and integrity and to observe the rule and spirit of the legal and regulatory environment in which the Company operates;
- Protect the assets of the Company to ensure availability for legitimate business purposes and ensure all corporate opportunities are enjoyed by the Company and that no property, information or position belonging to the Company or opportunity arising from these are used for personal gain or to compete with the Company;
- The Company is committed to the ideal of equal employment opportunity and to providing a workplace that is free of harassment and discrimination. To this end the Company will observe the rule and spirit of the legal and regulatory environment in which the Company operates;
- Report any breach of this code of conduct to Management, who will treat reports made in good faith of such violations with respect and in confidence. A Whistleblower Policy has been adopted by the Company, where reporting of any wrongdoing can be made under the protection offered to the whistleblower.