



**BASE  
RESOURCES**

**CODE OF CONDUCT**

**BASE RESOURCES LIMITED**

ABN 88 125 546 910

# CODE OF CONDUCT

Base's commitment to conducting its business in a legal, honest and ethical manner is absolute. This commitment flows from the unifying set of beliefs and behavioural expectations of the "Base Way" and is considered critical to achieving Base's long term goals.

## 1. PURPOSE

The purpose of this document is to provide an overview of the framework for decision making and actions in relation to ethical conduct in employment at Base and its subsidiaries. This document summarises the key business systems (including relevant Policies and Standards) that apply to Base and its subsidiaries and their respective employees that underpin Base's commitment to integrity and fair dealing in its business affairs and to its duty of care to employees, customers and stakeholders.

## 2. REQUIREMENTS

### 2.1 All Directors are required to:

Directors of Base are responsible and accountable for:

- (a) undertaking their duties and behaving in a manner that is consistent with the provisions of the Board Charter and this Code of Conduct; and
- (b) complying with their statutory obligations under the relevant applicable legislation including general duties to:
  - (i) act in good faith in the best interests of Base; and
  - (ii) use due care and diligence in exercising their powers and discharging their duties.

### 2.2 All managers and supervisors are required to:

Managers and supervisors are responsible and accountable for:

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

EXCO is responsible for, and accountable to the Board, for ensuring management and supervisors act in accordance with their responsibilities described in this paragraph.

### 2.3 **All employees are required to:**

All employees of Base and its subsidiaries are responsible for:

- (a) undertaking their duties in a manner that is consistent with this Code of Conduct and the provisions of Base's business systems, in particular in compliance with:
  - (i) the "Base Way" (Base's fundamental statement of corporate intent, to which all employees are held accountable);
  - (ii) Base's Integrity Policy and Integrity Standard; and
  - (iii) Base's Delegation of Authority Standard;
- (b) reporting departures from Base's business systems by themselves or others;
- (c) operating within the law at all times; and
- (d) acting in an appropriate business-like manner when representing Base in public forums.

### 3. **HEALTH AND SAFETY**

A key pillar of the "Base Way" is focused on health and safety, and taking personal responsibility for safety. Base wants every employee, contactor and visitor to go home safe at the end of their working shift. We hold ourselves and each other to account for this.

It is the responsibility of all employees to act in accordance with applicable occupational health and safety legislation, regulations and policies and to use security and safety equipment provided.

Further details are set out in the **Health and Safety Policy**.

### 4. **ENVIRONMENT**

The "Base Way" is to prevent, mitigate or offset the harmful effect of our activities on the environment. This is critical to maintaining our licence to operate and our long-term business success depends on our ability to manage and minimise the potential impact of our activities. We hold ourselves and others to account for this.

Further details are set out in the **Environment Policy**.

### 5. **COMMUNITY**

Achieving our long term goals depends on our ability to build relationships with the communities in which we operate and to enrich their lives through our participation. Base seeks to establish enduring relationships that uphold the principle of human rights and are characterised by mutual respect, active partnership and long-term commitment that ensure that long-term sustainable benefits can be maximised for local communities, regional and national stake holders.

Further details are set out in the **Communities Policy**.

### 6. **EMPLOYMENT PRACTICES**

We value and encourage a diverse workforce and seek to provide a work environment in which everyone is treated fairly, with respect and can realise their full potential.

The workplace must be free from discrimination and harassment, and Base will not tolerate any form of discrimination or harassment. Employees and Directors must not harass, discriminate, or support others who harass and discriminate against colleagues or members of the public on the grounds of race, colour, sex, religion, political opinion, nationality, ethnic or social origin, pregnancy, HIV status, trade union membership, non-membership or lawful union activity, age, sexual preference, marital status or physical disability.

While respecting different cultures, traditions and employment practices, we share common goals and a unifying set of beliefs and behavioural expectations in the “Base Way”. Base requires safe and effective working relationships at all levels within the organisation and we hold ourselves and each other to account for this.

Further details are set out in the **Employment Policy** and the **Diversity System**.

## **7. CORRUPT CONDUCT**

Base’s commitment to conducting its business in a legal, honest and ethical manner is absolute. This commitment flows from the unifying set of beliefs and behavioural expectations of the “Base Way” and is considered critical to achieving Base’s long term goals. Conduct associated with bribery and corruption is entirely inconsistent with these beliefs and behavioural expectations and all forms of bribery and corruption are prohibited.

Further details are set out in the **Integrity Policy** and the **Integrity Standard**.

## **8. SECURITY OF INFORMATION**

Employees and Directors of Base may have access to or become aware of information which is confidential to Base.

- (a) Employees and Directors are to make sure that confidential and sensitive information cannot be accessed by unauthorised persons.
- (b) Employees and Directors must ensure that confidential information is only disclosed or discussed with people who are authorised to have access to it. It is considered a serious act of misconduct to deliberately release confidential documents or information to unauthorised persons, and may incur disciplinary action.

## **9. INTELLECTUAL PROPERTY**

Base is the owner of intellectual property created by employees in the course of their employment unless a specific prior agreement has been made. Employees and Directors must obtain written permission from the Company Secretary to use any such intellectual property before making any use of that property for any purpose other than as required in their role as an employee or otherwise for the sole benefit of Base.

Intellectual property includes the rights relating to scientific discoveries, industrial designs, trademarks, service marks, commercial names and designations, and inventions and is valuable to Base.

## **10. PUBLIC AND MEDIA COMMENT**

Individuals have a right to give their opinions on political and social issues in their private capacity. However, the only persons authorised to make public statements on behalf of, or that will be attributed to, Base or its subsidiaries are:

- (a) Chairman of the Base Board;

- (b) Managing Director; and
- (c) Executive Director – Operations and Development,

or their appropriately authorised delegate.

Employees must not make official or public comment on matters relating to Base or its subsidiaries unless they are:

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

Except where expressly authorised to do so, employees must not release unpublished, confidential, commercially sensitive or privileged information unless they have the authority to do so from the Managing Director.

Further detail is set out in the **Continuous Disclosure and Market Communications Policy**.

## 11. USE OF COMPANY RESOURCES

Employees are responsible for safeguarding any Base assets which are under their control. This may include company funds, property or equipment. These assets must not be used for personal benefit and employees must take appropriate precautions to prevent theft, damage or misuse of Base assets.

Requests to use the company's resources outside core business times, or for purposes other than Base business, should be referred to an individual's manager, the Managing Director or the Chairman of the Board (as appropriate) for approval.

If employees or Directors are authorised to use company resources outside core business times, or for purposes other than Base business, they must take responsibility for maintaining, replacing, and safeguarding the property and following any special directions or conditions that apply.

Employees and Directors using Base resources **without** obtaining prior approval could face disciplinary and/or criminal action.

## 12. LEGISLATION

It is essential that all employees and Directors comply with the laws and regulations of the countries in which Base operates. Violations of such laws may have serious consequences for Base and any individuals concerned. Any known or suspected violation must be reported immediately to your manager, the Managing Director or Chairman of the Board (as appropriate).

## 13. FAIR DEALING

Base aims to succeed through fair and honest, and not unethical or illegal, business practices. Base recognises that its procurement activities can have a significant impact on Base's performance and on the communities in which Base operates. Base's engagement with suppliers is based on absolute integrity, creating value and the mutual respect of the business

communities in which Base operates. Each employee should deal fairly with Base's suppliers, contractors, customers and other employees.

Further detail is set out in the **Procurement and Supply Policy**.

#### **14. INSIDER TRADING**

All employees and Directors must observe Base's Securities Trading Policy.

In conjunction with the legal prohibition on dealing in Base's securities when in possession of unpublished price-sensitive information (also commonly referred to as "inside information"), Base has established specific time periods when Directors and employees are not permitted to buy and sell Base's securities (broadly referred to as *prohibited periods*).

Further detail is set out in the **Securities Trading Policy**.

#### **15. RISK MANAGEMENT**

Base recognises that risk is an integral and unavoidable component of its business and is characterised by both risk and opportunity. Base is committed to managing risk in a proactive manner that is integrated throughout the business and informs all decision making as part of day to day management.

Further detail is set out in the **Risk Management System**.

#### **16. RESPONSIBILITIES TO INVESTORS**

Base strives for full, fair and accurate disclosure of financial and other information on a timely basis to investors. This is supported by the fact that, as a company listed on the Australian Securities Exchange and on the AIM board of the London Stock Exchange, Base is subject to continuous disclosure requirements generally requiring the immediate public disclosure of price sensitive information.

Further detail is set out in the **Continuous Disclosure and Market Communications Policy**.

#### **17. BREACHES OF THE CODE OF CONDUCT**

Employees and Directors should note that breaches of certain sections of this Code of Conduct may be punishable under legislation.

Breaches of this Code of Conduct may also lead to disciplinary action. The process for disciplinary action is outlined in Base's **Unacceptable Performance and Misconduct System**, as supplemented by any relevant industrial awards and agreements.

#### **18. REPORTING MATTERS OF CONCERN**

Employees and Directors are encouraged to raise any matters of concern in good faith with their manager. If you do not feel comfortable raising any matters of concern directly with your manager, you may utilise the "Integrity in Action" **Whistleblower System**.

No person who reports a suspected breach of the Code of Conduct in good faith will be disadvantaged by doing so (provided that person is not responsible for the breach).

*Effective 5 August 2015*