

AGUIA

Code of Conduct

Aguia Resources Limited (**Company** or **Aguia**) and its controlled entities (together, the Group).

1. INTRODUCTION

1.1 Group values and commitments

The Company insists on honesty and integrity in all dealings involving the Group, including dealings with shareholders, employees, consultants and third-party stakeholders (Stakeholders).

You must act in good faith, in the Company's best interest and in accordance with the policies and procedures relating to your role.

1.2 Purpose of this Code

This Code of Conduct (Code) sets out the ethical standards and rules of the Group and provides a framework for how the Group will operate its business in a manner that will protect its Stakeholders.

The board of directors of the Company (Board) and management believe that the Group's commitment to this Code will maintain the confidence of the Group's key Stakeholders.

1.3 Application of this Code

This Code applies to all directors on the Board, as well as all officers, employees, contractors, consultants and associates of the Group.

It is essential that each of you is familiar with this Code.

The Company also expects each of you to comply with all laws and regulations, and to conduct yourselves in all your dealings with or on behalf of the Group with the highest ethical and moral standards.

This Code charges all of you with the responsibility to report unethical conduct.

2. CODE RULES

2.1 Conflicts of interest

Conflicts of interest should be avoided and if they occur, should be disclosed to the Company Secretary or to an Executive Director. You must not enter into any arrangement or participate in any activity that would conflict with the Company's best interests or that would be likely to negatively affect the Group's reputation.

A conflict of interest may arise where you have a personal or commercial interest which may influence, or appear to influence, the performance of your responsibilities and duties to the Group.

2.2 Corporate opportunities and other benefits

You must not use Group property, information, your position or opportunities which arise as a result of such property, information or your position to improperly gain benefit for yourself or for another party, or to cause detriment to the Group.

2.3 Confidentiality

You must take great care to ensure the integrity and security of all of the Company's confidential information.

Confidential information is information which relates to the business affairs of the Company and its clients, customers, and suppliers. It may include the Company's business strategies, marketing and sales plans, competitive analysis, financial plans and forecasts, customer or employee information, and supplier information and pricing.

You must not access or request confidential information unless it is required for the performance of your duties. If confidential information inadvertently comes into your possession it should be returned immediately.

You must not make improper use of, or transfer or disclose confidential information to third parties other than as authorised or legally mandated.

You must keep confidential information acquired during your employment confidential, even after your employment with the Company ceases.

If you are required by any regulatory body to provide information, answer charges or face proceedings in relation to any matter arising from your employment or engagement with the Company, you are required to notify the Board who may appoint legal counsel to advise you and or the Company (Legal Counsel).

2.4 Privacy

You must respect and maintain the privacy of personal information held or entrusted to the Company by its clients, customers, suppliers, employees and others and comply with the Privacy Act (Cth) 1998.

All personal information of the Company's suppliers, customers, and employees is to be treated as confidential.

Personal information includes information or an opinion, whether true or not, and whether recorded in material form or not, about an individual whose identity is apparent, or can reasonably be ascertained, from that information or opinion.

2.5 Fair dealing and non-discrimination

You must treat each other and all suppliers, competitors, clients, customers and other stakeholders fairly and with respect.

Discrimination on the basis of gender, race, religion, colour, marital status, sexual orientation, transgender status, age, disability, personal associations, political beliefs, family responsibilities, pregnancy, membership or non-membership of a trade union is not tolerated by the Company.

The Company is committed to ensuring a diverse work environment in which everyone is treated fairly and with respect and where everyone feels responsible for the reputation and performance of the Company.

2.6 Protection of People

The Company is committed to ensuring the health, safety and well-being of its employees, and any visitors to its premises.

You must obey signs and notices displayed by the Company and any policies which the Company has in place regarding work health and safety.

2.7 Protection of and use of the Company's assets and property

You must ensure that the Company's assets are used only for authorised and legitimate business purposes. You must also ensure the protection and proper use of the Company's assets and must take prudent steps to ensure the security and appropriate use of the Company's assets.

You have an obligation to report any instances of suspected or actual theft or improper use of Company property.

2.8 Compliance with laws and regulations

You must comply with all laws and regulations relating to the Company. You must not take any action, nor allow any omission, that would breach any law or regulation. All actual or potential breaches must be immediately reported to the Board who may refer the matter to Legal Counsel.

Corrupt practices such as bribery are unacceptable. You are prohibited from offering or receiving a bribe.

Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official, such as obtaining a permit to do business in a foreign country. Some countries allow small facilitation payments to be made to government officials under very limited circumstances. As it is often difficult to distinguish between impermissible bribes and permissible facilitation payments, you are required to contact the Company Secretary or an Executive Director for advice before making any facilitation payment. The Company Secretary or an Executive Director will review the proposed facilitation payment, seeking advice from Legal Counsel if necessary, and advise you whether it is permissible or not. You must not make a facilitation payment without clearance from the Company Secretary or an Executive Director.

This Code does not prohibit normal, reasonable and appropriate hospitality (given and received) to or from third parties if its purpose is to improve the image of the Group or to establish or maintain business relations.

2.9 Approach to disclosure and financial reporting

The Company has obligations to ensure timely and full disclosure of material to the Australian Securities Exchange (ASX).

The Company's website contains ASX and media releases, annual reports and general information.

The Company is committed to open and transparent communication with its Stakeholders.

You must fully cooperate with, and not make any false or misleading statement to, or conceal any relevant information from, the Company or its auditors.

2.10 Insider trading

Insider trading is a serious offence under the Corporations Act. Insider trading laws prohibit a person in possession of material non-public information relating to a company from dealing in any way in that company's securities.

You are prohibited from engaging in insider trading and must not encourage another person (such as family members or business associates) from dealing in the Company's securities when they have inside information.

If you are in doubt about your obligations and to ensure that you do not inadvertently breach insider trading laws, do not take any action until you have sought advice from the Company Secretary.

2.11 Whistleblower protection

You are encouraged to report instances of actual or suspected fraudulent or unethical behaviour.

The Company is committed to ensuring that you can raise concerns regarding unlawful, unethical or otherwise unacceptable conduct without fear of victimisation, harassment or discriminatory treatment.

3. ADMINISTRATION

3.1 Compliance and amendment

Please report any violations of this Code to the Company Secretary, or failing that, to an Executive Director.

The person you contact will discuss the matter with you and consider whether anyone else needs to be informed, so that your suspicions can be investigated. During the investigation, they will not mention your involvement to anyone implicated without your consent. The person to whom you reported your suspicions will give you feedback on the outcome of their investigation.

This Code may be amended from time to time by resolution of the Board.

Adopted: 10 September 2014