



ACN 100 796 754

CODE OF CONDUCT POLICY

Policy Purpose

The aim of this policy is to help Red River Resources Ltd operate and grow as a business. This Code shows what we stand for, describes how we interact with all stakeholders and what they can expect from us whilst implementing controls to mitigate the risks associated in the operation of the business.

Code of Conduct

At Red River Resources our vision is to create Prosperity Through Lean & Clever Resource Development. In the pursuit of our vision we have stated our initial mission as maximising production and profitability at Thalanga by increasing through-put and extending mine life through discovery.

We strive to achieve this by ensuring that we live by our Company values of acting with respect, action and results.

Respect	Action	Results
<ul style="list-style-type: none"> For the safety of everyone in the workplace For each other as individuals For communities, cultures and for diversity For all our stakeholders For the environment 	<ul style="list-style-type: none"> Being bold, focused, decisive and agile Being rigorous, responsible and accountable Continually improving Innovating to add value Driving down costs 	<ul style="list-style-type: none"> Delivering on goals and objectives Meeting or exceeding expectations Aspiring for excellence Creating sustainable value Never compromising on health and safety

These values are encapsulated in our Code of Conduct which acts as a blueprint for the way we do business. Our Code of Conduct encompasses a wide variety of topics that fall into four main areas: How We Engage With Each Other At Work, How We Engage With Our Communities, How We Do Business and How We Use Red River Resources Resources.

This Code shows what we stand for, describes how we interact with all stakeholders and what they can expect from us. Through this Code we are committing to them that we strive to be the best employer, business partner and community participant. Through the feedback mechanisms and elevation proceedings in the Code, it shows we are committed to continuous improvement of our performance.

Managing Director



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1.1 Why we have the Code of Conduct

Red River Resources's Code of Conduct is designed to clearly state the way we conduct ourselves in business with our internal and external stakeholders.

This Code of Conduct acts as guidance for all employees. It encapsulates our policies and values and is a map to assist us achieving our Mission and Vision. The Code is supported by more detailed policies, standards, procedures and guidelines which are referred to in the Code.

Employees' questions regarding the Code of Conduct should be directed to their managers in the first instance.

1.2 Who the Code of Conduct applies to

This Code of Conduct is for everyone who works for Red River Resources. It therefore applies to all directors, officers, employees, contractors, consultants and third parties who work for, or with, the Company.

Where Red River Resources has relationships with suppliers and joint ventures we encourage them to observe the practices, guidelines and protocols of the Code of Conduct.

1.3 Observance of the Code of Conduct

Red River Resources endeavours to make the Code of Conduct accessible to all employees, contractors consultants and stakeholders. It is therefore available in printed and electronic formats.

Red River Resources's management will strive to ensure that the Code of Conduct is observed in both word and spirit by all who represent the Company.

1.4 Protection of Red River Resources's Interests

Red River Resources's employees must conduct themselves with honesty and integrity beyond the test of legal legitimacy. They must avoid actions that compromise Red River Resources's legitimate interests or objectives.

1.5 Breaches of Conduct

It is every employee's responsibility to report to their manager any breach of the Code of Conduct or any matter of serious concern. Employees who report incidents of misconduct will be granted the full protection of the Board of Red River Resources.

It is mandatory that any breach of the Code involving collusion, dishonesty or misuse of Company funds, assets or information (including the suppression of information) be reported immediately. If an employee feels unable to discuss a breach with their immediate manager, or is unhappy with their manager's response then it can be raised with the Company Secretary. Any employee who reports a breach will be advised of the outcome of that matter. All other matters or enquiries relating to the Code, its meaning and operation, should be directed initially to your manager.

Part 2 - How We Engage With Each Other At Work



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2.1 Safety

The safety of our employees, contractors and visitors is paramount. Our target is to achieve zero injuries in the workplace by continuing to develop a culture of safe behaviour inside and outside of the workplace. Our goal is for all employees, contractors and visitors to return home in the same safe condition as they arrived at work.

We operate in accordance with our safety management system and provide effective training and the right equipment to enable people to work safely. We comply with all relevant legislation.

2.2 Health

The health and wellbeing of our employees is of paramount importance. We are committed to ensuring that there are no occupational health issues in the workplace. We have implemented a variety of health management systems and promote a healthy work-life balance. We comply with all relevant legislation.

2.3 Drug and Alcohol Use

We do not condone the use of substances that may impair the ability to function effectively in our work environment or which could put at risk the health and safety of ourselves or those around us.

2.4 Employee Relations

Our relationship with employees is built on mutual trust, and respect for the dignity and worth of each individual and we strive to maintain a direct, honest and open relationship with all our employees.

Red River Resources supports a culture where all employees are confident to raise any concerns regarding any matter related to their employment directly with their immediate manager.

Red River Resources recognises that employees have the right to belong, or not to belong, to an employee organisation. We comply with all applicable laws aimed at protecting freedom of association at the workplace.

2.5 Professional Behaviour

We strive to have a workplace where employees treat each other with dignity, respect and consideration at all times. We do not condone unprofessional behaviour. We do not tolerate behaviour that can be perceived as bullying or a form of intimidation nor do we tolerate sexual or workplace harassment.

2.6 Diversity

We encourage the development of an inclusive and diverse workforce. We benefit from bringing together talented people of different gender, age, ethnicity and cultural backgrounds who possess a diverse range of experiences and perspectives. This helps create an environment that supports Red River Resources achieve its potential in a global market.



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Part 3 - How We Engage With Our Communities

3.1 Communities and Indigenous Peoples

Our goal is to be supportive of the communities where we explore and operate. We respect the cultural values, traditions and beliefs of those communities. Our aim is to have an open and honest long-term partnership with those communities in which we operate that will be mutually beneficial during Red River Resources's presence and beyond.

We will adhere to the laws and regulations of the areas in which we operate and apply sound internationally recognised principles and practices in all related fields of work with those communities.

3.2 Land Access and Compensation

A key element in our ability to operate in all jurisdictions is access to land. We observe appropriate local and national protocols and policies for land access and land use while working with local communities to ensure their engagement in the process.

3.3 Environment

We are committed to achieving excellence in the standard of environmental performance in all our business activities and we continuously strive to improve our overall environmental performance. This includes identifying opportunities for the efficient use of energy and water, minimising waste, contributing to the conservation of biodiversity and applying sound practice to land use planning and rehabilitation.

We will work with government, traditional owners and local residents to identify and address relevant environmental issues associated with our activities. As a minimum standard, we will comply with all relevant environmental laws and regulations in the country where the operation is located.

We will maintain transparency of our environmental performance in the preparation of our Annual Report.

3.4 Government

Maintaining a sound professional relationship with all levels of government is an essential part of our ability to do business. We are committed to working with all levels of government and their agencies and employees in an honest, transparent and ethical manner. This does not mean that we necessarily agree with the policies or condone all aspects of conduct of government of the regions in which we operate.

Where our employees are engaged in dialogue with government, those individuals must comply with all relevant laws and regulations relating to such relationships.



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3.5 Political Contributions and Activities

We do not make cash or in-kind contributions to political parties or contribute to political fund-raising activities. This applies equally in all jurisdictions in which Red River Resources operates or is contemplating a future presence.

We do recognise our employees' rights to participate as individuals in the political process and in their own right.

3.6 Donations and Sponsorships

Red River Resources is committed to maintaining itself as a good corporate and community citizen. This may include providing budgeted donations and sponsorships.

Donations may be provided to provide support for the activities of selected not-for-profit organisations that work in the areas of improving health, wellbeing, training and education outcomes within the communities in which we operate.

Sponsorships must be align with our values and to mutually benefit both parties. Any sponsorship will be based based on a clear mutual understanding of the purpose and ultimate objectives of both parties. We will ensure that the involvement is transparent by implementing appropriate administrative frameworks and annual budgets.

Part 4 - How We Do Business

Employees' questions regarding any of the following aspects of how we do business should, in the first instance, be directed to their manager. The Company Secretary is available to assist managers in the interpretation and application of the Code.

4.1 Conflict of Interest

As Red River Resources employees, we owe our first loyalty to Red River Resources. Employees wishing to serve as directors or trustees of another organisation must advise and seek approval from their immediate manager. Employees who are members of professional organisations must be conscious of their obligations to their employer Red River Resources as well as their obligations as members of those professional organisations.

4.2 Bribery and Corruption

Activities involving bribery, corruption, payment of secret commissions and exercise of improper influence are strictly prohibited at Red River Resources. This policy applies in all the jurisdictions in which we operate and applies to both public officials and private organizations and individuals.

Bribery is defined as giving or offering a benefit (either cash or in-kind) to a private individual or organisation or to a public official or representative where it is not legitimately due and the intention is to influence the relevant person or organisation.



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Secret commissions are defined as a payment by Red River Resources of undisclosed commissions to third party agents to influence them in their dealings with the parties they represent or for which they act.

Regulated activities include facilitation payments and gifts and entertainment.

Facilitation payments are legitimate legally sanctioned payments made to government officials to expedite or to secure performance for routine government acts. These payments must be legally sanctioned and form a part of the relevant regulatory regime for example a “fast-track” visa. Appropriate records must be kept, the official published fee structure must be paid and official receipts must be provided and retained.

Modest and reasonable expenditure for gifts and entertainment for public officials is permitted. This expenditure should not be such that it can be construed as attempting to gain improper or undue influence. At all times such expenditure must comply with relevant government codes and must not be unlawful in the country in which it is made and must be reported to an employee’s immediate manager.

In the event an employee becomes aware of an actual or suspected situation which may lead to bribery or corruption it should be promptly reported to that employee’s manager and to the Company Secretary.

4.3 Gifts and Hospitality

Employees must not seek, offer or accept any payments, gifts, benefits or entertainment beyond that which is considered as normal and legitimate business practice. Any payment, gift, benefit or entertainment which could be perceived as a reward or encouragement for preferential treatment will be considered improper.

4.4 Insider Trading of Shares or Other Securities

Insider trading is illegal, can lead to criminal prosecution and can also lead to civil penalties and compensation orders. Where employees have confidential information about Red River Resources or other companies related to Red River Resources they must keep such information confidential and must not use this information for an individual’s financial or other personal benefit before it is made public.

Employees should make themselves aware of the Company’s Securities Dealing Policy including periods when trading or otherwise dealing in Red River Resources’s shares by themselves or any connected third parties is not permitted. Any questions should be directed in the first instance to the Company Secretary.

4.5 Dealing with Third Parties/Suppliers

We are committed to achieving excellence in all our business activities which includes our dealings with third parties and suppliers. Third parties often play a role in representing the Company and can impact on our corporate reputation. Care must therefore be taken in determining the appropriate individuals or organisations when engaging third parties to work with and for the Company. Third parties must also be made aware of and required to comply with Red River Resources’s Code of Conduct when engaged on Red River Resources work.



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Employees and the suppliers must maintain the highest level of ethical behaviour and standards in all supply chain activities. In dealing with suppliers, we will establish business dealings and agreements that are open, fair and satisfactory to both Red River Resources and the supplier. Confidentiality will be maintained over pricing and any other proprietary information relevant to the Company and its suppliers.

Part 5 – How We Use Red River Resources Resources

5.1 Accuracy in Company Records and Reports

The accuracy, use and handling of information are critical to Red River Resources's integrity and reputation. Employees must ensure that information is recorded by them honestly and accurately and that all Company records are accurate and do not give a false view of the state of our business. All information must comply with Red River Resources's own internal process as well as all relevant financial, legal and regulatory requirements. This information must be made known to relevant managers so the Company can meet its obligation to keep the market fully informed about its activities.

5.2 Electronic Information

Internet and email access is provided for business purposes to all employees, acknowledging that a limited amount of personal use is permitted. Strict guidelines are in place as to what is designated as inappropriate use of these resources including access or downloading pornographic material, access or downloading defamatory, obscene or offensive material, online gambling and violating or attempting to violate any law.

5.3 Property

All Red River Resources financial assets and physical property should only be used for the benefit of the Company. Employees of Red River Resources have a responsibility to protect these resources at all times and not use those resources for personal gain or alter, destroy or dispose of those resources without prior approval and authorisation or remove or use those resources without prior approval and authorisation.

5.4 External Communications

Red River Resources must comply with all rules and regulations regarding the continuous disclosure of relevant information in the marketplace in a timely, accurate, consistent and complete manner.

All information that is sent out externally to the media, investor relations stakeholders, shareholders and regulatory bodies must be approved by the appropriate senior manager. Public statements must only be made by those within the Company who are authorised spokespersons. If an individual is approached by the media they must direct the enquiry to their Manager. Employees must not present personal views as those of Red River Resources in any media, including social media.



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5.5 Intellectual Property

Intellectual property can take several forms including: patents, copyrights, trademarks, industrial designs, specialist know-how and trade secrets. Red River Resources's intellectual property is an important and valuable asset for the Company. Protocols and processes are in place for the use and protection of this information and these must be followed. It is essential that Red River Resources's intellectual property is protected and not released to those who are not legitimately entitled to that information. Individuals who are not employed by Red River Resources, but will have access to this information, are required to sign a confidentiality agreement. External parties are not permitted to use Red River Resources's brand without approval.

We must also consider the intellectual property of other companies, organisations, suppliers and customers and must consider the implications of copying or distributing their written or electronic resources.

5.6 Confidential Information

We value the importance of protecting both the Company's and other individual or companies' confidential information. When working with confidential information, employees must ensure that any papers or files are stored properly and not readily visible to or accessible by unauthorised persons. Employees should exercise due care in their conversation outside Red River Resources and never use this confidential information or other Company resources for private purposes.

5.7 Data Privacy

At Red River Resources a variety of information that could be described as "personal information" about employees, suppliers, customers, current and former shareholders and directors is collected for business purposes. We use the data correctly and appropriately, always respecting the privacy of those that have had their information collected. The relevant laws and regulations pertaining to the protection of this personal data must be observed at all times.

Managing Director