

Code of Conduct

General Purpose and Objectives

Alligator Energy Limited (AGE or the Company) is committed to conducting business in accordance with applicable laws, rules and regulations and the highest standards of business ethics and to full and accurate disclosure in compliance with applicable laws, rules and regulations.

In this regard all persons to whom this Code applies must:

- Act honestly, in good faith and in the best interests of the Company
- Owe a fiduciary duty to the Company as a whole
- Have a duty to use due care and diligence in fulfilling their role
- Use the powers of any role held as an officer of the Company for proper purpose, in the best interests of the Company as a whole
- Have an obligation to be independent in judgement and actions

Principles

(a) 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.

(b) 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.

(c) Responsibilities to Shareholders and the Financial Community Generally

The Company aims:

- (1) to increase shareholder value within an appropriate framework which safeguards the rights and interests of the Company's shareholders and the financial community;
 - (2) comply with systems of control and accountability which the Company has in place as part of its corporate governance; and
 - (3) to act with honesty, integrity and fairness.
- (d) 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.

(e) 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 Diversity objectives are adopted 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.

(f) 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.

(g) 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.

In all Company interactions the dealings will be conducted in a respectful and constructive manner.

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.

(h) 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.

(i) 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.

The Company has adopted a '*Procedure for Managing Conflict and Potential Conflict and Ensuring Good Governance*' which is applicable in relation to all matters involving conflicts of interest.

(j) 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.

(k) 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.

(l) 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:

- (1) to actively promote the highest standards of ethics and integrity in carrying out their duties for the Company;
- (2) 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;
- (3) 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;
- (4) 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;
- (5) 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;
- (6) 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;
- (7) 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.

Accountability

This Code of Conduct applies to:

- Executive and non-executive directors;
- Officers
- Full-time, part-time and casual employees; and
- Contractors, consultants, agents, representatives and advisers

of AGE and its subsidiaries.

If a director, officer, employee or service provider to the Company knows of, or suspects a violation of applicable laws, rules or regulations or the requirements of this Code of Conduct they must immediately report that information to the Company Secretary or the Chairman.

The Company recognises that resolving report problems or concerns will advance the overall interests of AGE and will help to safeguard AGS's assets, financial integrity and reputation. Any reports will be treated confidentially. No person will be subject to retaliation because of a good faith report of a suspected violation.

Date approved: 30 January 2015