

Corporate Ethics Policy

The Company is committed to the establishment and maintenance of appropriate ethical standards. Accordingly, the Company has adopted a Corporate Ethics Policy and a corporate Code of Conduct.

The Corporate Ethics Policy sets out the obligations of integrity and honesty on each member of the Board and his or her obligations with respect to trading in securities in the Company (which is addressed further in the Trading Policy) and disclosure to the ASX.

The Corporate Ethics Policy states the directors' obligations at general law and under the Corporations Act to uphold their fiduciary duties, including to:

- act in good faith and in the best interests of the Company;
- act with due care and diligence;
- act for proper corporate purposes;
- avoid conflicts of interest or duty;
- maintain the confidentiality of sensitive information particular to the Company; and
- refrain from making improper use of information gained through their position as director of the Company, or taking improper advantage of their position.

The Code of Conduct establishes the principles, standards and responsibilities to which the Company is committed with respect to both its internal dealings with employees and consultants, and external dealings with shareholders and the community at large.

The responsibilities contained within the Code of Conduct include:

- (a) to increase shareholder value within an appropriate framework which safeguards the rights and interests of the Company's shareholders and the financial community;
- (b) compliance with all legislative and common law requirements which affect its business;
- (c) compliance with the applicable legal rules regarding privacy, privileges, private and confidential information; and
- (d) compliance with the laws and regulations of the countries in which its businesses operate and acting in an ethical manner, consistent with the principles of honesty, integrity, fairness and respect.

Full copies of the Corporate Ethics Policy and Code of Conduct can be found in the Company's Corporate Governance Charter which is available online at www.michaelhill.com.