

Code of Ethics

1. Purpose of Code

- 1.1 The reputation and integrity of Alliance Resources Limited (“Alliance”) (which for the purposes of this Code includes, unless the context requires otherwise, any subsidiary of Alliance) will only be maintained if each director, officer and employee of Alliance observes the highest standards of behaviour when engaging in corporate activity. Alliance wishes to maintain a reputation for integrity.
- 1.2 The Board of Alliance has therefore adopted this Code of Ethics with which all directors, officers and employees of Alliance are expected to comply when representing Alliance.
- 1.3 Under the Alliance Code of Ethics all directors, officers and employees of Alliance are expected to:
- (a) comply with the law;
 - (b) consider the interests of the wider community in which Alliance operates;
 - (c) act honestly and with integrity;
 - (d) not place themselves in situations which result in divided loyalties;
 - (e) use Alliance’s assets responsibly and in the best interests of Alliance; and
 - (f) be responsible and accountable for their actions.

2. Implementation

- 2.1 All directors, officers and employees of Alliance will be given a copy of this Code of Ethics and are expected to comply with it. After the formal adoption of this Code by the Board of Alliance, all contracts or letters of employment with Alliance will incorporate the terms of this Code as in force for the time being.
- 2.2 The Relevant Person (see below) is responsible for helping you to comply with the Code and is your initial contact in clarifying any concerns you may have about its application.
- 2.3 The implementation of this Code will be reviewed and assessed by the Board of Alliance each year, or earlier should the need arise.

3. Code of Ethics

- 3.1 We, the directors, officers and employees of Alliance, set for ourselves the following standards of conduct in our relationship with each other, our employer and all those other persons with whom we deal in our work.
- 3.2 When representing Alliance, our objective is to comply with the following standards:

- (a) we intend to comply with the law;
- (b) our objective is to comply with the laws of each place where we are operating, including native title and aboriginal heritage laws;
- (c) we will seek to know and understand the laws, customs and traditions which affect or relate to our activities, including those of indigenous persons whose interests may be affected by Alliance's operations;
- (d) we will notify the Relevant Person of any known or suspected failure to comply with law;
- (e) in interpreting any law, we will endeavour to adopt a course which reinforces Alliance's reputation for integrity;
- (f) we intend to consider the interests of the wider community;
- (g) Alliance is committed to managing its activities with concern for people and the environment, and will strive to behave in accordance with standards which meet community expectations;
- (h) we will consult local residents about new activities or proposed changes to activities which are likely to have a significant impact upon the environment or local amenity and will, where practicable and reasonable, take into account views expressed by those persons;
- (i) we will demonstrate our responsibility to the broader community by participating in local events and sympathetically considering requests for assistance or cooperation from local authorities.

3.3 We intend to act honestly and with integrity.

- (a) Integrity for us means doing the right thing and behaving properly even if nobody were to know we had done the wrong thing or acted improperly.
- (b) We will not engage in misleading or deceptive conduct or falsely or wrongly withhold information.
- (c) We will treat all persons with dignity and not discriminate on the basis of age, gender, race, religion, political opinion or other personal characteristics.

3.4 We will endeavour not to place ourselves in situations which result in divided loyalties.

- (a) For us, divided loyalties may arise when:
 - (i) our private interests conflict directly or indirectly with our first loyalty to Alliance;
 - (ii) we or any member of our immediate family receives payments or other benefits from anyone with whom Alliance does business which could be construed as being likely to influence improperly our business conduct or that of Alliance; or
 - (iii) we act in ways that may cause others to question our loyalty to Alliance.

3.5 Should such a conflict arise or payment or other benefit be offered or received, we will report the matter to the Relevant Person (see below).

3.6 We intend to use Alliance's assets (including funds, equipment and information) responsibly and in the best interests of Alliance using:

- (a) Alliance's assets (such as equipment or stores) other than for Alliance's business purposes or interests is unacceptable; and
- (b) Alliance's funds to provide excessive benefits for ourselves or others is unacceptable.

- 3.7 We will respect the proprietary character of confidential information concerning Alliance, its business associates/ partners or its clients and will not disclose that information either during or after employment without proper authorisation.
- 3.8 We are responsible and accountable for our actions. Accordingly, we take responsibility for:
- (a) the way in which we perform our functions and duties;
 - (b) honestly and fully reporting the results of our actions.
- 3.9 For us, accountability means we accept responsibility for, and will be judged by, our actions.
- 3.10 Relevant Person
- For the purposes of this Code, the “Relevant Person” is in the case of:
- (a) a director or other officer of Alliance, including the Managing Director of Alliance, the Chairperson for the time being of Alliance;
 - (b) an employee of Alliance who works principally in the Melbourne office of Alliance but is not covered by paragraph (a) above, the Company Secretary for the time being of Alliance;
 - (c) an employee of Alliance who works principally in the Adelaide office of Alliance but is not covered by paragraph (a) above, the Managing Director for the time being of Alliance; and
 - (d) in the case of any other employee of Alliance, including an employee who works at a location not covered under clauses (b) and (c) above, the Managing Director for the time being of Alliance.

This Code of Ethics was adopted by the Board on 29 November 2007.

Last reviewed by the Board on 22 December 2011