

POLICY 2 CORPORATE CODE OF CONDUCT

1 PREAMBLE

Good Corporate Governance ultimately requires people of integrity throughout the entire spectrum of the Company. Personal integrity can not be regulated, however stakeholder confidence is enhanced if the Company clearly articulates what it will regard as acceptable behaviour for directors, senior executives and all employees.

The purpose of this Corporate Code of Conduct is to provide a framework for decisions and actions in relation to ethical conduct in employment.

This Code underpins the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, customers, contractors, suppliers and stakeholders. This document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees.

2 ACCOUNTABILITIES

2.1 DIRECTORS, MANAGERS AND SUPERVISORS

Managers and supervisors are responsible and accountable for:

- 2.1.1 undertaking their duties and behaving in a manner that is consistent with the provisions of this Code of Conduct;
- 2.1.2 the effective implementation, promotion and support of the Code of Conduct in their areas of responsibility; and
- 2.1.3 ensuring employees under their control understand and follow the provisions outlined in the Code of Conduct.

2.2 EMPLOYEES

All employees are responsible for:

- 2.2.1 undertaking their duties in a manner that is consistent with the provisions of the Code of Conduct;
- 2.2.2 bringing to the attention of their immediate supervisor or line manager suspected corruption or other conduct that does not support the tenets of this Code; and
- 2.2.3 reporting immediately, and in writing if requested, to their supervisor or immediate line manager any departure from the Code of Conduct by themselves or others.

3 PERSONAL AND PROFESSIONAL BEHAVIOUR

When carrying out your duties, you should:

- 3.1. behave honestly and with integrity and by your behaviour encourage other employees do to the same;
- 3.2. carry out your work with integrity and to the highest applicable standard and in particular, commit to the Company's policy of conducting our exploration, mining and all associated activities to the highest industry standards;
- 3.3. co-operate within the law at all times;

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- 3.4. follow the policies of the Company; and
- 3.5. act in an appropriate business-like manner when representing the Company in any capacity, including commercial negotiations, joint venture relations, stake holder engagement and public forums.

4 CONFLICT OF INTEREST

- 4.1 Potential for conflict of interest arises when it is likely that you could be influenced, or it could be perceived that you are influenced by a personal interest when carrying out your duties. Conflicts of interest that lead to biased decision making may constitute corrupt conduct.

Some situations that may give rise to a conflict of interest include situations where you have:

- 4.1.1 financial interests in a matter the Company deals with or you are aware that your friends or relatives have a financial interest in the matter;
 - 4.1.2 shares in the Company's stock;
 - 4.1.3 directorships/management of outside organisations;
 - 4.1.4 membership of boards of outside organisations;
 - 4.1.5 personal relationships with people the Company is dealing with which go beyond the level of a professional working relationship;
 - 4.1.6 secondary employment, business, commercial, or other activities outside of the workplace which impacts on your duty and obligations to the Company;
 - 4.1.7 access to information that can be used for personal gain.
- 4.2 You may often be the only person aware of the potential for conflict. It is your responsibility to avoid any conflict from arising that could compromise or be perceived by others to compromise your ability to exercise impartial decision making or perform your duties impartially.
 - 4.3 You must report any potential or actual conflicts of interest to your immediate manager (or in the case of a director to the Chairman of the Board) and if the matter concerned is of a material or significant nature (or could be perceived by others to be of a material or significant nature), remove yourself from the evaluation and decision making processes.
 - 4.4 If you are uncertain whether a conflict exists, you should discuss that matter with your supervisor or immediate line manager and attempt to resolve any conflicts that may exist.
 - 4.5 You must not submit or accept any bribe, gift, or other improper inducement in relation to your employment and associated duties with the Company. Any such inducements are to be reported to your supervisor or immediate line manager.

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5 PUBLIC AND MEDIA COMMENT

Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.

Employees must not make official comment on matters relating to the Company unless they are:

- 5.1 authorised to do so by the Chief Executive Officer; or
- 5.2 giving evidence in court; or
- 5.3 otherwise authorised or required to by law.

Employees must not release unpublished or privileged information unless they have the authority to do so from the Chief Executive Officer.

6 USE OF COMPANY RESOURCES

- 6.1 Requests to use Company resources outside core business time should be referred to your supervisor or immediate line manager for prior approval.
- 6.2 If employees are authorised to use Company resources outside core business times they must take responsibility for maintaining, replacing, and safeguarding the property and following any special directions or conditions that apply.
- 6.3 Employees using Company resources *without* obtaining prior approval may face disciplinary and/or criminal action. Company resources are not to be used for any private commercial purposes.

7 SECURITY INFORMATION

- 7.1 Employees are to make sure that confidential and sensitive information cannot be accessed by unauthorised persons. Sensitive material should be securely stored overnight or when unattended. Employees must ensure that confidential information is only disclosed or discussed with people who are authorised to have access to it. If you are unsure do not release or discuss the information. It is considered a serious act of misconduct to deliberately release confidential documents or information to unauthorised persons, and may incur disciplinary action.

8 INTELLECTUAL PROPERTY/COPYRIGHT

- 8.1 Intellectual property includes the rights relating to scientific discoveries, industrial designs, trademarks, service marks, commercial names and designations, and inventions and is valuable to the Company.
- 8.2 The Company is the owner of intellectual property created by employees in the course of their employment unless a specific prior agreement has been made. Employees must obtain written permission to use any such intellectual property from the Company Secretary or Chief Executive Officer before making any use of that property for purposes other than as required in their role as employee.

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9 DISCRIMINATION, BULLYING, INTIMIDATION AND HARASSMENT

- 9.1** Employees must not harass, bully, intimidate, discriminate, or support others who harass, bully, intimidate and discriminate against colleagues or members of the public in any way, including on the grounds of sex, pregnancy, marital status, age, race (including their colour, nationality, descent, ethnic or religious background), personality and personality traits, physical or intellectual impairment, homosexuality or transgender.
- 9.2** Such harassment, bullying, intimidation or discrimination may constitute an offence under legislation. Supervisors and Managers must understand and apply the principles of Equal Employment Opportunity and are obliged to help ensure that a discrimination and harassment free workplace is maintained at all times.

10 GIFTS AND ENTERTAINMENT

- 10.1** All employees shall exercise the utmost care about giving or receiving business related gifts. This applies to direct payments and payments in kind, including the provision of goods or services, personal favours and entertainment (meal, travel, etc).
- 10.2** Accepting or offering gifts of nominal value (say under \$50) is acceptable in situations where it is legal and in accordance with common business practices. However, every gift or entertainment received (or given) must be reported to the Chief Financial Officer in accordance with the Company's prevailing policy.
- 10.3** Employees must not give or accept gifts of any kind in circumstances that could be reasonably regarded as unduly influencing the recipient or creating business obligation on the part of the recipient. If there is any doubt, the situation should be referred to the Chief Executive Officer or Chief Financial Officer.

The following gift items must not be given or accepted under any circumstances, regardless of their values:

- Cash, bank transfers, cheques, commissions of any kind;
- Drugs or other controlled substances;
- Product or services discounts that are not available to all employees;
- Personal use of accommodation or transportation, or payments of accommodation or transport accounts;
- Payments or loans to be used toward the purchase of personal property

11 CORRUPT CONDUCT

- 11.1** Corrupt conduct involves the dishonest or partial use of power or position which results in one person/group being advantaged over another. Corruption can take many forms including, but not limited to:

11.1.1 official misconduct;

11.1.2 bribery and blackmail;

11.1.3 unauthorised use of confidential information;

11.1.4 fraud; and

11.1.5 theft of both information or property.

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- 11.2** Corrupt conduct will not be tolerated by the Company. Disciplinary action up to and including summary dismissal will be taken in the event of any employee found participating in corrupt conduct.

12 OCCUPATIONAL HEALTH AND SAFETY

- 12.1** It is the responsibility of all employees to act in accordance with occupational health and safety legislation, regulations and internal company policies applicable to their respective work places, to act and ensure that others act in a safe manner at all times in the work place and to use security and safety equipment provided by the Company.

Specifically all employees are responsible for their own safety and for the safety of their work colleagues and all others in the work place by:

- 12.1.1 following the safety and security directives of supervisors and direct line management;
- 12.1.2 advising supervisors and line management of areas where there exists a potential problem in safety and reporting (preferably in writing) un-safe work practices, suspicious occurrences or dangerous situations;
- 12.1.3 ensuring that they are physically and mentally capable of performing the tasks assigned to them
- 12.1.4 undertaking tasks only in which they have been assessed competent to do so:
- 12.1.5 reporting safety incidents or infringements as soon as practicable; and
- 12.1.6 minimising risks in the workplace.

13 LEGISLATION

- 13.1** It is essential that all employees comply with the laws and regulations of the states and territories in which we operate. Violations of such laws may have serious consequences for the Company and any individuals concerned. Any known violation must be reported immediately to your supervisor or line manager.

14 FAIR DEALING

- 14.1** The Company aims to succeed through fair and honest competition and not through unethical or illegal business practices. Each employee should endeavour to deal fairly with the Company's suppliers, customers, joint venture partners, stakeholders and other employees.

15 INSIDER TRADING

- 15.1** All employees must observe the Company's Share Trading Policy. In conjunction with the legal prohibition on dealing in the Company's securities when in possession of unpublished price sensitive information, the Company has established specific time periods when Directors, management and employees are permitted to buy and sell the Company's securities.

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16 RESPONSIBILITIES TO SHAREHOLDERS AND THE INVESTMENT COMMUNITY IN GENERAL

16.1 The Company is committed to;

16.1.1 increasing shareholder value via the discovery then profitable mining and processing of mineral deposits;

16.1.2 the full, fair and accurate disclosure of financial information that will be prepared in accordance with the prevailing International Financial Reporting Standards and disclosed in accordance with Australian Securities Exchange time lines;

16.1.3 the full, fair and accurate disclosure of non financial information such as exploration results, interpretations and other such information in a timely manner;

17 BREACHES OF THE CODE OF CONDUCT

17.1 Employees should note that breaches of certain sections of this Code of Conduct may be punishable under legislation.

17.2 Breaches of this Code of Conduct may lead to disciplinary action. The process for disciplinary action is outlined in relevant industrial awards and agreements.

18 REPORTING MATTERS OF CONCERN

18.1 Employees are encouraged to raise any matters of concern in good faith with their department head or with the Company Secretary and/or Chief Executive Officer.

18.2 If an employee has a concern with the behaviour of the Chief Executive Officer, the Company Secretary or any member of the Board in relation to this Code of Conduct then in the first instance they are encouraged to report the matter to the Chairman of the Board, or alternatively to the Company's Auditors – Deloitte (directly to the Partner managing the audit of the Company)

19 COMPLIANCE WITH THIS CODE

19.1 Annually all Directors and employee's shall sign a certification (as per below) that they have read and understood the code of conduct and that they have acted in accordance with the code (or if not detail exceptions) in the preceding twelve months.

COMPLIANCE CERTIFICATION – CODE OF BUSINESS CONDUCT

To : *The Board of Directors of Digital CC Limited,*

I understand that complying with the standards of ethical conduct, behaviour and decision making as set out in the Company's Code of Conduct is of the utmost importance to the preservation and enhancement of the Company's reputation.

I the undersigned certify that I have read and fully understood the Company Code of Conduct and that in the period between the date of this certification and the date of my last certification (being _____), that I have / have not (delete one) acted in full accordance with the matters described in the Company Code of Conduct.

Only complete the section below if there have been any instance of non-compliance to the Code of Conduct by you during this certification period

Instances where I have not acted in full accordance with the Code of Conduct during the period covered by this certification are herewith summarised :

1. _____

2. _____

3. _____

Signed: _____ **Date :** _____

Print Name: