

VERSION NO.	1.0
RESPONSIBLE PERSON/S	Board

VERSION HISTORY				
VERSION	APPROVED BY	REVISION DATE	DESCRIPTION OF CHANGE	AUTHOR/S
1.0	Board	June 2020	New Policy	-

1.0 INTRODUCTION

This code of conduct should be read in conjunction with the Company's Statement of Values which is available in the Corporate Governance section of the Company's website.

- (a) This code of conduct, which has the full endorsement of the board of directors (**Board**) of Arafura Rare Earths Limited and its subsidiaries (**Arafura** or **Company**), sets out the way the Company conducts business (**Code**). The Company will carry on business honestly and fairly, acting only in ways that reflect well on the Company in strict compliance with all laws and regulations.
- (b) The purpose of this Code is to guide the behaviour of everyone in the Company (including all Employees, contractors, consultants, managers and the Board, including temporary Employees, contractors and directors) (collectively, **Employees**) by clearly stating the Company's firm commitment to behaving honestly and fairly.
- (c) All Employees are required to understand and comply with their obligations under this Code.
- (d) If Employees are not sure that a proposed action is appropriate, they should ask the Company Secretary for guidance before acting.

The Code of Conduct is available in the Corporate Governance section of the Company's website.

2.0 EMPLOYEE'S RESPONSIBILITIES

- (a) Each Employee is responsible for complying with this Code both in detail and in spirit. Everyone must:
 - (i) act in accordance with the Company's values and the best interests of the Company;
 - (ii) act with integrity – being honest, ethical, fair and trustworthy in all business dealings and relationships;
 - (iii) comply with all laws and regulations that apply to the Company and its operations and avoid any illegal or unethical activity;
 - (iv) act ethically and responsibly;
 - (v) avoid conflicts between the Company's interests and personal interests;

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- (vi) treat fellow staff members with respect and not engage in bullying, harassment, discrimination or other forms of detrimental conduct;
 - (vii) deal with customers and suppliers fairly;
 - (viii) protect the Company's business assets;
 - (ix) not take advantage of the property or information of the Company or its customers for personal gain or to cause detriment to the Company or its customers;
 - (x) not take advantage of their position or the opportunities arising therefrom for personal gain; and
 - (xi) report breaches of this Code to an appropriate person in the Company as set out in section 18 of the Code.
- (b) It is the responsibility of all of the Company's people, including managers and other leaders, to ensure ethical conduct is recognised and valued throughout the Company.

3.0 RESPONSIBILITY AND ACCOUNTABILITY OF THE BOARD AND MANAGERS

The Board is responsible for the contents of the Code and its periodic updating. The Managing Director and managers at all levels of the Company are responsible for ensuring that all Employees understand and follow this Code.

4.0 CONSULTANTS' RESPONSIBILITIES

Individuals or organisations contracting to, consulting for, or representing the Company, or both, must comply with this Code in the same way as the Company's Employees. The Company's Employees who engage contractors or consultants should ensure that they are provided with a copy of relevant the Company's policies, including this Code.

5.0 COMPLIANCE WITH LAW

- (a) The Company will only conduct business by lawful and ethical means. Legal responsibilities change and Employees at all levels must keep themselves informed and comply with all legal responsibilities.
- (b) Depending on their individual responsibilities, Employees must be familiar with corporate, competition and consumer, taxation, employment, work health and safety, equal opportunity and discrimination, privacy and environmental laws and regulations as well any of the Company's internal policies in relation to such matters.
- (c) All Employees have an obligation to understand and work within these requirements. If Employees do not understand their responsibilities and the Company's obligations, they must seek guidance from the Company Secretary.

6.0 AVOIDING CONFLICTS OF INTEREST

- (a) Employees must avoid any situations involving divided loyalty or a conflict between their personal interests and those of the Company. Employees faced with conflicting interests must report it to:

- (i) the Chair of the Board in the case of a director or the Managing Director;
 - (ii) the Managing Director in the case of a member of management; and
 - (iii) a member of management in the case of an Employee.
- (b) In particular:
- (i) Employees and any organisation in which they or their family have a significant interest must not compete with, or have business dealings with the Company;
 - (ii) Employees must not work or consult for, or have any other key role in, an outside business organisation which has dealings with the Company or is a competitor of the Company;
 - (iii) Employees must not enter into any arrangement or participate in any activity that conflicts with the Company's best interests or is likely to negatively affect the Company's reputation;
 - (iv) Employees must not use the Company's assets for any purpose other than for the Company's business purposes or interests;
 - (v) Employees must not make improper use of their employment with the Company, their position or role in the Company, or information obtained because of their position, to gain an advantage for themselves or anyone else, to the Company's detriment; and
 - (vi) Employees must not buy or sell shares in the Company or any other companies at any time when they are aware of price sensitive information about the Company, which has not been disclosed to the Australian Securities Exchange (**ASX**). All Employees must read and follow the *Securities Trading Policy*.

7.0 POTENTIAL TAKEOVERS, ACQUISITIONS OR OTHER "CHANGE OF CONTROL" TRANSACTIONS INVOLVING THE COMPANY

- (a) Employees must be particularly careful to avoid conflicts of interest and the improper disclosure of confidential information in the case of an approach by a third party (**potential bidder**) in relation to the proposed acquisition of the shares in, or any of the businesses of, the Company. Such an approach might be made informally (for example by enquiry or overture) and/or through an intermediary or advisor to the potential bidder and may involve discussions about the Employee's potential role in a future merged group.
- (b) The Board must be immediately informed of any approach (no matter what the form of the approach) and will establish protocols for the Company's response to the approach.
- (c) Any Employee who is approached (even informally) by or on behalf of a potential bidder must:
 - (i) immediately notify the Company Secretary of the approach, including the details of any inducement or incentive offered to that Employee or any other Employee;
 - (ii) cease communications with the potential bidder until communication protocols are established and then only if so authorised under those protocols;

- (iii) not provide any corporate information to anyone without the express approval of the Board or the Board's representative and then only on terms approved by the Board; and
- (iv) ensure that the approach is not discussed with customers, suppliers or other Employees unless specifically authorised by the Board and then only on terms approved by the Board (which must take into account the Company's continuous disclosure obligations, amongst other things).

8.0 OUTSIDE MEMBERSHIPS, DIRECTORSHIPS, EMPLOYMENT AND PUBLIC OFFICE

- (a) The Company supports involvement of its Employees in community activities and professional organisations. However, outside employment or activity must not conflict with an employee's ability to properly perform their work for the Company, nor create a conflict (or the appearance of a conflict) of interest.
- (b) Before accepting outside employment or a position on the board of directors of another company or non-profit organisation, you must carefully evaluate whether the position could cause, or appear to cause, a conflict of interest. If there is any question, consult the Company Secretary.
- (c) You must obtain prior written consent from the Managing Director where the proposed employment or position relates to an outside organisation that has or seeks to have a business relationship with the Company or competes with services provided by the Company.
- (d) You may accept public office or serve on a public body in your individual private capacity, but not as a representative of the Company. If such public office would require time away from work, you must comply with the Company's *Leave Management Policy*.

9.0 PROTECTION AND PROPER USE OF THE COMPANY'S ASSETS

- (a) All Employees must use their best efforts to protect the Company's assets and other resources including plant, equipment, and other valuable property including confidential information and intellectual property such as trademarks, registered designs and copyrighted material, from loss, theft and unauthorised use.
- (b) The use of the Company time, materials, or facilities for purposes not directly related to company business, or the removal or borrowing of company property without permission is prohibited. Incidental personal use of such company resources as computers, phones, faxes, copiers and internet access is permitted in accordance with the Company's *Computer, Telephone and Network Acceptable Use Policy*, but Employees must ensure that the Company's interests are not harmed.

10.0 PROTECTING CONFIDENTIAL INFORMATION

- (a) Information that the Company considers private and that is not generally available outside the Company, which may include information of third parties to which the Company has access (**Confidential Information**) and information that the Company owns, develops, pays to have developed or to which it has an exclusive right (**Proprietary Information**) must be treated by the Company Employees as follows:

- (i) Employees must ensure that they do not disclose any Confidential Information or Proprietary Information to any third party or other Employee who does not have a valid business reason for receiving that information, unless:
 - (A) allowed or required under relevant laws or regulation; or
 - (B) agreed by the person or organisation whose information it is; and
- (ii) if Confidential Information or Proprietary Information is required to be provided to third parties or other Employees for valid business purposes, Employees must:
 - (A) take adequate precautions to seek to ensure that information is only used for those purposes for which it is provided, and it is not misused or disseminated to the Company's detriment. Such precautions include obtaining a confidentiality agreement or other undertaking (advice about these measures can be obtained from the Company Secretary); and
 - (B) take steps to ensure that the information is returned or destroyed when the purpose is complete.
- (b) These obligations continue to apply to Employees after their employment or engagement ceases.
- (c) If you are unsure whether information is of a confidential or proprietary nature, seek advice from the Company Secretary before disclosure.

11.0 CONTROL OF INFORMATION

- (a) Employees must:
 - (i) return all Company property including any documents or confidential information, on termination or on the request of the Company or its representative; and
 - (ii) if requested by the Company or its representative, destroy or delete any confidential information stored in electronic, magnetic or optical form so that it cannot be retrieved or reconstructed.
- (b) Employees must not make improper disclosure, including inadvertent or careless disclosure, of business strategies and plans, special methods of operation and other information that is confidential to or of competitive value to the Company.

12.0 PUBLIC COMMUNICATIONS AND DISCLOSURES

- (a) Media statements, responses to questions from any journalist, investor, stockbroker or financial analyst and official announcements may only be made by persons authorised in accordance with the Disclosure Policy. If you receive a request for information and you are not authorised to respond to the enquiry, refer the request to the appropriate person. Unless the Managing Director has given prior written consent, Employees and associated parties must not participate in public forum communications or discussions (including internet-based forums and social media) where the subject matter is related to the Company, its competitors or any industry in which the Company operates.
- (b) The Company has adopted the Disclosure Policy as a means of ensuring compliance with its disclosure and communication obligations under the Corporations Act 2001 (Cth) and the ASX Listing Rules. The aim of the Disclosure Policy is to keep the market fully informed of

information that may have a material effect on the price or value of the Company's securities, and to correct any material mistake or misinformation in the market.

- (c) Employees should ensure that they are aware of the requirements of the Disclosure Policy and, if it applies to them, they must act in accordance with the policy.

13.0 GIFTS, GRATUITIES AND ENTERTAINMENT

- (a) The Company does not permit or tolerate giving or taking bribes, kickbacks or gratuities or any other payments or promises for favourable treatment or as an inducement for doing business. However, the Company allows the acceptance of token gifts and entertainment provided they are appropriate to the intended business purpose and consistent with local business practice and laws.
- (b) Employees should not seek to gain special advantage for the Company or themselves through the use of business gifts, favours or entertainment, if it could create even the appearance of impropriety. Business entertainment should be moderately scaled and clearly for business purposes. Gifts and entertainment should not be offered to a customer or supplier whose organisation does not allow this.
- (c) Employees may accept or give gifts, favours, or entertainment only if permitted to do so by the Company's Anti-Bribery and Corruption Policy which outlines the Company's policies relating to gifts, favours and entertainment.
- (d) If Employees have any doubts about whether a gift or benefit complies with this Code or the Company's Anti-Bribery and Corruption Policy, they should promptly discuss it with the Company Secretary.

14.0 INTEGRITY IN FINANCIAL REPORTING

- (a) The Company is committed to providing accurate, timely and clearly understandable disclosures in reports on its results to shareholders, the ASX, Australian Securities and Investments Commission and other regulators.
- (b) Employees responsible for the preparation of such reports are responsible for the integrity of the information contained in, or which forms the basis, such reports and are expected to exercise the highest standard of care in preparing materials for public communications.

Those reports and communications should:

- (i) comply with all applicable legal requirements and accounting standards;
 - (ii) fairly and accurately reflect the transactions or occurrences to which they relate;
 - (iii) not contain any false or intentionally misleading information, nor intentionally misclassify information; and
 - (iv) be in reasonable detail and recorded in the proper account and in the proper accounting period.
- (c) All material financial information and disclosure must be accurately represented in the Company's accounts. No information may be concealed by Employees from either the Company's internal or external auditors. No Employee may take any action to influence,

coerce, manipulate or mislead the Company's external auditors in order to produce misleading financial statements.

15.0 RESPONSIBILITY TO INDIVIDUALS

- (a) The Company is committed to the fair and equal treatment of all its Employees and abides by the employment laws of the countries in which it operates. Employees and candidates for employment or engagement shall be judged on the basis of their behaviour and qualifications to carry out their job without regard to race, gender, religion, sexual orientation, disability, age, marital status or political belief or any other aspect protected by law.
- (b) The Company does not tolerate discrimination, including sexual, physical or verbal harassment or other demeaning behaviour against any individual or group of people.
- (c) The Company does not tolerate bullying, violence or threats of violence.
- (d) Employees are required to adhere to any the Company policies relating to the treatment of others.

16.0 ACTING RESPONSIBLY WITH CUSTOMERS, SUPPLIERS, COMPETITORS AND OTHERS

- (a) Employees dealing with customers, suppliers, partners, competitors and other third parties must engage with such persons fairly, ethically, honestly and respectfully and in compliance with applicable laws and the Company policies. In particular:
 - (i) Employees must be fair, honest and open in all business dealings;
 - (ii) Employees must not misrepresent the Company products, services or prices and must not make false claims about those of the Company's competitors;
 - (iii) purchasing decisions must be based on such commercially competitive factors as quality, price, reputation and reliability and a supplier's level of service; and
 - (iv) Employees must respect confidential information that is obtained through the business relationships.
- (b) If another Employee or outside party suggests acting in a manner contrary to the above, this must be immediately reported to the Company Secretary.

17.0 LEGAL ACTIONS

- (a) Any actual, proposed or potential legal action against the Company or Employees must be notified to the Company Secretary as soon as becoming aware of such an action.
- (b) Any actual, proposed or potential legal action by the Company or Employees on behalf of the Company against another party must be approved in advance by the Managing Director.

18.0 REPORTING NON-COMPLIANCE WITH THIS CODE

- (a) Any Employee who knows or suspects on reasonable grounds a breach of this Code either has occurred, is occurring or might occur should report that information to:
 - (i) the Managing Director;

- (ii) the Chair of the Board; or
 - (iii) a Whistleblower Protection Officer in accordance with the Company's *Whistleblower Protection Policy*, which is available in the Corporate Governance section of the Company's website.
- (b) Such reports will be treated confidentially to the extent possible consistent with the Company's obligation to deal with the matter openly and according to applicable laws.
- (c) No Employee will be subject to retaliation or victimisation for reporting a possible violation of this Code and may be protected under the Company's *Whistleblower Protection Policy*.

19.0 CONSEQUENCES FOR NON-COMPLIANCE WITH THIS CODE

Adherence to this Code and the Company's policies is a condition of employment or engagement at the Company. Breaches of the Code may be subject to disciplinary action including termination of employment or engagement, if appropriate.

20.0 REVIEWS AND CHANGES TO THIS CODE

- (a) The Board, in conjunction with the Audit and Risk Management Committee, will review this Code periodically to ensure that it is operating effectively and whether any changes are required.
- (b) The Board may change this Code from time to time by resolution.