Macarthur Minerals Limited

CODE OF CONDUCT

May 2015

MACARTHUR Minerals

MACARTHUR MINERALS LIMITED

AND ITS SUBSIDIARIES

(THE "COMPANY" OR "MACARTHUR")

CODE OF CONDUCT

Amended as at May 2015

1. INTRODUCTION

1.1 The Macarthur Mineral Limited (including its subsidiaries) Code of Conduct (**Code**) aims to foster a consistent understanding of, and approach to, the desired standards of conduct and behaviour of the directors, officers, employees, consultants and contractors (collectively, the **Employees**) of Macarthur in carrying out their roles for the Company. Through this Code, Macarthur seeks to encourage and develop a culture of professionalism, honesty and responsibility in order to maintain and enhance our reputation as a valued employer, business operator and upstanding "corporate citizen".

1.2 The Code is designed to broadly outline the ways in which the Company wishes to conduct its business and guide the affairs of Macarthur. The Code does not cover every possible situation that Employees may face, but is intended to provide Employees with a guide to taking a common sense approach to any given situation, within an overall framework. Personnel are encouraged to consult with the Company Secretary for direction of specific issues on conflicts or potential conflicts.

1.3 The Board and senior executives are committed to the Code and have aligned the Code with the objectives of the Company, its core values and its views about the expectations of shareholders, employees, customers, suppliers, creditors, consumers and the broader community.

2. SUPPORTING POLICIES

2.1 This policy should be read in conjunction with the following policies:

a) Whistleblower Policy;

b) Share Trading Policy;

c) Communications Policy; and

d) Corporate Disclosure Policy

3. COMPLIANCE WITH THE CODE

Adherence to the Code is fundamental to the Company's reputation in the business community. The Company views breaches of the Code by Employees as a compliance violation which is serious misconduct.

It is the responsibility of all Employees to be aware of their obligations and to comply with this Code.

3.1 All Employees who are aware of any breaches of this Code can report through the Whistleblower reporting process.

3.2 Any Employee who reports in good faith a breach or suspected breach of this Code will not be subject to retaliation or retribution or other recriminations for making that report.

3.3 Employees who breach the policies outlined in the Code may be subject to disciplinary action including, in the case of serious breaches, dismissal. If the situation involves a violation of law, the matter may also be referred to the appropriate law enforcement agency for consideration.

3.4 All of the Company's policies and employment contracts are written in compliance with the Code.

3.5 The Company from time to time may conduct an audit of the Code and review and assess the compliance with it.

THE CODE

4. Core Principles

4.1 Employees have a responsibility to conduct Macarthur's business and affairs honestly and with integrity, using high ethical standards and maintain high levels of professional conduct. This should involve, as a minimum:

- acting within applicable laws, particularly those that deal with matters covered by this Code, including equal opportunity and anti-discrimination laws;
- acting with courtesy;
- acting with fairness and respect in supervision;
- encouraging cooperation;
- follow proper accounting and financial reporting procedures, as well as any applicable financial reporting standards, auditing & internal control issues, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts;
- follow proper geological collection, analysis reporting procedures, as well as all internationally recognised geological reporting standards, auditing & internal control issues, laws and regulations for geological reporting of resources, estimates and forecasts;
- fostering an environment where rational debate is encouraged, with a view to achieving shared goals;
- complying with the Company's policies as in force from time to time;
- avoiding behaviour that might reasonably be perceived as bullying or intimidation; and
- understanding and responding to the needs of Macarthur's broader stakeholders, including the community at large.

5. Compliance With Laws

5.1 Employees must respect the law and act accordingly by observing and respecting the relevant laws, customs and business methods in each jurisdiction in which we do business. Respect for the law is a primary principal of our Code.

5.2 If an Employee has concerns or queries about specific legal issues connected with Macarthur then they should, where appropriate, discuss those issues with their immediate supervisor or the Company Secretary in the first instance. Where necessary, legal advice should be sought before any decision is made in relation to the issue.

5.3 All Employees shall have access to, and must understand, relevant operating rules and regulations in appropriate procedure manuals or policies. This is to ensure that Employees are aware of their own legal responsibilities and the obligations of Macarthur in general.

6. Corporate Governance

6.1 Macarthur endorses good corporate governance practices and oversees a company-wide commitment to high standards of legislative compliance and financial and ethical behaviour. Macarthur has established a Corporate Governance Charter which sets out the framework of governance for the Company.

6.2 The Directors' overriding objective is to increase shareholder value within an appropriate framework that protects the rights and enhances the interests of all shareholders and ensures Macarthur conducts its business lawfully and ethically.

6.3 Macarthur's corporate governance practices and procedures are formed according to the requirements and guidelines of Canadian National Instruments and Policies, and if applicable, ASX rules and regulations including the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. Macarthur has put in place a number of internal policies, procedures and guidelines which set high standards for behaviour within the Company.

6.4 The Corporate Governance Charter is reviewed regularly with the object of achieving at all times the highest standards of corporate governance and ethical corporate behaviour.

7. Respect And Tolerance of Diversity

7.1 The Company recognises the importance of valuing the many differences in background, culture and demographic characteristics of our Employees.

7.2 The Company will not tolerate discrimination, intimidation or harassment of, or by Employees on the basis of race, colour, age, gender, sexual orientation, marital status, physical or mental disability, national or ethnic origin, or religious beliefs, or any other personal characteristics protected by law. Employees are entitled to work in an environment which is respectful of their dignity, rights, needs and individual differences.

7.3 This is a fundamental principle of this Code, and relates to rights which are firmly protected under the laws of Australia and Canada.

7.4 Discrimination is not permitted at any level of the Company or in any part of the employment relationship. This includes areas such as recruitment, promotion, training opportunities, salary, benefits and terminations.

7.5 The Company will treat all Employees according to their skills, qualifications, competencies and potential.

7.6 Breach of this policy is viewed very seriously by the Company and could lead to disciplinary action against the individual concerned.

8. Obligations To Shareholders

8.1 Conduct Macarthur's affairs with a view to the best interests of Macarthur as a whole and to enhance shareholder value.

9. Accurate Financial Controls, Recording and Disclosure

9.1 The Company shall maintain records that accurately reflect Macarthur's transactions. There shall be no cash funds, bank accounts, investments or other assets which are not recorded or are inadequately recorded in the Company's accounting records.

9.2 Financial statements shall be prepared in accordance with International Financial Reporting Standards and applicable laws. The statements shall be prepared using the highest standards of integrity.

9.3 Accounting and financial records must be adequately protected from destruction or tampering. Questions relating to accounting and financial records should be referred to the Chief Financial Officer. The accounting and financial records must also be retained for a sufficient period of time to meet legal requirements.

10. Occupational Health & Safety

10.1 Macarthur is committed to providing safe and healthy work environment.

- Recognising that our people are our greatest asset, Macarthur will ensure that our work and safety processes and systems are designed to safeguard the health and safety of all persons present in any of our workplaces.
- We will strive to make continuous improvements to our health and safety systems and processes and we will react constructively whenever constructive feedback is given.
- Macarthur strives for a culture which values the safety of its operations. It recognises that a robust safety system is essential for positive workforce morale as well as to meet its legal obligations.
- Macarthur will take into account the impact of health and safety issues when making business decisions and it will ensure that business decisions do not compromise its commitment to avoiding injury to people.
- Macarthur is also committed to ensuring that its operations do not place the local community at risk of injury, illness or property damage.

10.2 Macarthur will ensure compliance with its legal obligations and relevant industry standards by:

- providing and maintaining safe workplaces, plant and systems of work;
- providing information, instruction, training and supervision to ensure safe systems of work;
- ensuring safety personnel are adequately trained and supported;
- consulting and cooperating with safety and health representatives;
- providing and maintaining personal protective equipment as required; and
- continuously reviewing and improving its safety performance.

10.3 Macarthur's Occupational Health and Safety Statement governs the Company's ethos.

11. Drug and Alcohol Use

11.1 Employees have a duty to ensure their personal conduct within the workplace and elsewhere does not adversely affect their work performance, safety or the integrity of the Employee, their colleagues and the Company.

11.2 The Company's Drug and Alcohol Policy, sets out rules regarding the use of drugs and alcohol in the workplace.

12. Environmental Standards

12.1 Macarthur recognises that effective environmental management is paramount to business success and the facilitation of long-term mutually beneficial relationships with the communities in which it operates. Macarthur is committed to conducting all aspects of operations throughout all phases of our projects in an environmentally sustainable manner.

12.2 Macarthur views our legal obligations to the environment as a minimum standard and strives for environmental excellence by adopting industry codes of conduct and best practice environmental management strategies. Through a flexible environmental management system Macarthur will continually adapt and improve its environmental policies and procedures to remain at the forefront of best practice environmental management within the mining industry.

12.3 Environmental consideration is applied to all phases of our projects through the development of measurable environmental objectives in consultation with relevant stakeholders. At every opportunity the environmental objectives seek to promote the efficient use of available resources and minimise the impact of mining operations on the natural environment.

12.4 Environmental performance will be measured and monitored against key environmental objectives and targets providing Macarthur with valuable performance indicators that will drive continual improvement.

12.5 Macarthur is committed to open, honest corporate communications and ensures that our environmental policy is distributed to all personnel and contractors to promote awareness and create an environmentally ethical workplace culture.

12.6 Macarthur's Environmental Policy governs the Company's ethos.

13. Communications and Corporate Disclosure

13.1 The Company is legally obliged to inform any Exchange on which it listed and report to regulators such as ASIC, on a continuous basis, of any information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's shares.

13.2 The Company has a Communications Policy and Corporate Disclosure Policy which regulates all disclosure. The Company Secretary makes disclosure in accordance with relevant obligations and must be alerted to developments that may call for disclosure.

14. Inside Information

14.1 Macarthur has a Share Trading Policy that guides trading of securities by Employees and related parties. This policy may place additional restrictions on certain Employees on top of the basic legal requirements discussed below. Employees wishing to trade in Macarthur shares must contact the Company Secretary prior to trading, and follow the Share Trading Policy.

14.2 Laws against insider trading in Australia and Canada make it illegal to deal in shares of a company while in possession of material information about the Company which has not become public.

14.3 If Employees are in possession of information concerning the Company that is not generally available, and which a reasonable person would expect to have a significant effect on the Company's share price, it is unlawful for them to buy, sell or otherwise deal in the Company's shares. It is also unlawful in those circumstances to encourage someone else to deal in the Company's shares or to pass the information to someone you know may use the information to buy or sell the Company's shares.

14.4 A person does not need to be an Employee of the Company to be guilty of insider trading. The prohibition extends to dealings by Employees through nominees, agents or associates, such as family members, family trusts and family companies.

14.5 It does not matter how or where the person obtains the information. It does not have to be obtained from the Company to constitute Inside Information. There are very serious penalties, including possible imprisonment, for violation of these laws.

15. Ore Reserves and Mineral Resources

15.1 The calculation of mineral resources and ore reserves is to be made in accordance with Canadian and Australian regulations and guidelines. Mineral resources and ore reserves are considered strictly confidential until made public by an authorised person. Accurate and timely disclosure of ore reserve and resource data is critical to the integrity of Macarthur within the investment community and must be done in a manner consistent with applicable laws, the Canadian National Instruments and Macarthur's policies and procedures.

16. Dealing with Public Officials

16.1 It is strictly prohibited to directly or indirectly make payments, bribes or give gifts to public officials, government bodies, or associations with a view to assisting Macarthur to conduct its business unless there is no reasonable alternative to such payment, the payment is not being made to induce the official to misuse his or her position, the payment is not illegal under the jurisdiction's laws and the payment is properly recorded and identified in accounting records.

17. Conflict Of Interest

17.1 Employees should consistently maintain their integrity whilst carrying out their duties by avoiding all situations in which their personal interests conflict or might appear to conflict with their duties to the Company.

17.2 Employees should avoid situations that might reasonably be perceived to conflict or have the potential to conflict with their duties to Macarthur.

17.3 Whilst the Company recognises and respects an Employee's right to take part in financial, business and other activities in their own time and outside their jobs, these activities must be free of conflict with their responsibilities to the Company. Employees must not take improper advantage of Company property, information, their position or opportunities arising from these for personal gain or to compete with the Company.

17.4 If a member of an Employee's immediate family holds a greater than 5% equity interest in, is an Employee of or has a significant financial stake in a competitor to Macarthur, this will be considered a conflict situation that will be required to be disclosed. Where a conflict or potential conflict arises in the situation of a director or officer, such individual shall comply with applicable corporate laws with respect to such conflict. If a conflict or potential conflict arises involving an employee or consultant, the individual shall disclose to the Company Secretary and shall abide by the recommendations of the Company Secretary with respect to the conflict.

17.5 Employees must not use their position to obtain personal gain or benefit from those seeking to do business with the Company. Modest gifts and reasonable entertainment may be received from business partners or associates of the Company where appropriate. However, no gift, favour or entertainment shall be of such a nature as might affect, or reasonably be perceived to affect, an Employee's judgment or conduct in matters involving the Company. Cash or cash value vouchers are not to be accepted.

18. Contribution to Local Communities

18.1 In all of the communities in which Macarthur operates Employees shall conduct Macarthur's operations with a view to respecting and enhancing the economic and social situations. Where possible and the Company supports local communities by encouraging local employment, using local suppliers and supporting community activities.

18.2 Macarthur is committed to working in an effective and collaborative manner with indigenous communities that co-exist with our operations.

18.3 To achieve this Macarthur has, and will continue to:

- carry out surveys at proposed exploration and operational areas to assess cultural heritage and develop strategies to minimise or avoid impact on significant indigenous sites and cultural places;
- establish and maintain positive and meaningful communication with all affected groups;
- consult with the people whose country may be affected by our activities;
- engage with relevant indigenous groups on various community projects; and
- develop and implement indigenous awareness programs for staff and contractors.

19. Other Entities to be Ethical

19.1 Macarthur uses reasonable efforts to ensure that the companies and individuals with which Macarthur does material business also observe high ethical standards.

20. Confidential / Private Information & Intellectual Property

20.1 Unless previously published, the Company's records, reports, papers, processes, plans and methods (**Intellectual Property**) are proprietary and confidential. Employees should not reveal information concerning such matters without proper authorisation.

20.2 The Company records may include personal information. Personal information is information or an opinion about an individual whose identity is apparent or can be ascertained from the information or opinion. During the course of its activities, the Company may collect, hold and use personal information about suppliers of goods and services, customers, contractors and prospective, current and past Employees.

20.3 Any personal information must be managed in a professional and ethical manner and is not to be used for any purpose or disclosed outside the Company without the permission of the individual concerned, unless authorised or required by law.

20.4 Employees are bound by the confidentiality provisions contained within their employment contract.

21. Efficiency in Employment

21.1 Employees should carry out their roles in a cost effective and responsible manner. This includes:

- using the Company's property and equipment only for authorised company business;
- avoiding waste of Company resources; and
- maintaining adequate security over the Company's property and resources.

22. POLICIES

22.1 The Company has developed and continue to develop and maintain policies relating to the use of Company property, conduct at its operations, and other activities that may affect Employees. The Company's desired standards of conduct and behaviour are reflected within these policies and therefore Employees should refer to such policies regularly to ensure compliance.

23. CODE REVIEW & CONFLICTS

23.1 The Board has approved the adoption of this Code

23.2 This Code shall be reviewed and updated as necessary by the Company Secretary. Each new employee will be provided with a copy of the Code and taken through it by their manager. The Code will be brought to the attention of each other employee on at least an annual basis and more frequently if changes are made in the interim.

24. DEFINITIONS

ASX means the Australian Securities Exchange.

Board means board of Directors of the Company.

Code means Macarthur Minerals' Code of Conduct.

Company means Macarthur Minerals Limited ACN 103 011 436 and its subsidiary companies.

Director means a director of the Company.

Employee includes any individuals that work for Macarthur under contract of employment, and also includes directors and contractors.

Exchange means the Toronto Stock Exchange or any securities exchange the Company is listed on.

Inside Information has the meaning set out in Section 14 of the Share Trading Policy.

Material Information has the meaning set out in Section 9 of the Share Trading Policy.

Officers means executive employees or those required to be listed on SEDI as an insider.

Date of implementation 2 February 2012
Date amended 24 April 2013, July 2014 and May 2015.