

1. PURPOSE

The purpose of this Code is to provide a framework for how Australis directors, officers, employees, contractors (where they are under contractual obligation to do so) are expected to conduct themselves with regard to Australis business and how activities undertaken by Australis Personnel impact upon internal and external Stakeholders and the broader community.

The Code is underpinned by Australis' values and sets out the principles and standards of appropriate conduct that Australis expects all Australis Personnel or other parties representing Australis to adopt.

This Code is supplemented by and references more detailed policies and charters approved by the Board, and standards and procedures prepared by management. Australis' policies, charter, standards, guidelines and procedures are available on the Company's intranet and should be referred to by Australis Personnel as required.

2. COMPLIANCE

2.1 Who the code applies to

This Code applies in all jurisdictions in which Australis operates and applies to all Australis directors, officers, executives, employees and other contracted Australis representatives who have an obligation to abide by this Policy (herein referred to as Australis Personnel).

This Code applies at work, work related events and out of hours activities that are connected to your employment or engagement with Australis.

2.2 Third party compliance

Australis Personnel are required to take all reasonable steps to ensure that independent service contractors, consultants, suppliers, and other Australis representatives (hereafter known as Third Party Representatives) adhere to this Code during the term of their engagement, as it reflects the Company's core values and is integral to the way in which we conduct business.

Australis is responsible for and may be held liable for acts made on its behalf by Third Party Representatives. Accordingly, Australis has set processes and approval requirements for appointing Third Party Representative, including written contractual requirements, background checks and appropriate due diligence. Further details and procedures are set out in Australis' Anti-Bribery and Anti-Corruption Policy.

2.3 Induction and training

All directors, officers, executives and employees are required to confirm in writing that they have received, read and understood this Code as part of their induction and to reconfirm understanding on an annual basis.

Australis believes that adherence to this Code and the underlying business values are the key tenant of our engagement with Australis Personnel and Stakeholders. As such it views any deliberate contravention of this Code as a breach of contract and will deal with such in an appropriate manner, as set out in section 6 below.

3. VALUES

Australis is committed not only to complying with its legal obligations but also to conducting business and activities ethically and responsibly, with openness, integrity and honesty in accordance with this Code.

Australis Personnel shall deal with the Company's customers, suppliers, competitors and each other with honesty, fairness and integrity whilst observing the rule of the legal and regulatory environment in which the Company operates.

The Company aims:

- a) to increase shareholder value within an appropriate framework which safeguards the rights and interests of the Company's shareholders; and
- b) to create a positive and supportive working environment where all Australis Personnel adhere to the definition and spirit of the **Code** whilst complying with systems of control and accountability which the Company has in place as part of its corporate governance with openness and integrity.

The Company is to comply with all applicable laws and regulatory requirements wherever it operates. Any non-compliance is to be reported to the CEO, or otherwise in accordance with the Whistleblower Policy as soon as a person becomes aware of such a transgression.

4. CODE RULES

4.1 Working at Australis

4.1.1 Professional behaviour

When carrying out your duties it is expected at all times that you:

- a) act in the best interests of the Company;
- b) act honestly and ethically and with high standards of personal integrity;
- c) comply with the laws and regulations that apply to the Company and its operations;
- d) not knowingly participate in any illegal or unethical activity;
- e) not enter into any arrangement or participate in any activity that would conflict with the Company's best interests or that would be likely to negatively affect the Company's reputation;
- f) not taking advantage of the property or information of the Company or its customers for personal gain or to cause detriment to the entity or its customers;
- g) not taking advantage of your position or the opportunities arising from them for personal gain;
- h) show respect for others, be courteous and maintain a professional demeanour;
- i) exhibit the requisite professional proficiencies necessary for your role and carry out tasks to a high standard;
- j) comply with and follow company policies and procedures;
- k) act in an appropriate business-like manner when representing the Company, or when it is reasonably likely your presence will be associated with the Company, in public forums; and
- l) foster an environment which encourages ethical behaviour and compliance with the code.

Australis does not tolerate behaviour that can be perceived as bullying, intimidation or any form of harassment.

4.1.2 Personal information and privacy

Australis recognises and respects the rights of **Australis Personnel** with respect to personal information and will comply with the applicable laws and regulations regarding privacy, and the collection, disclosure and use of privileged or confidential information.

4.1.3 Employment practices

The Company will employ the best available candidates, with skills and experience required to fulfill a specified role, when seeking to fill vacant positions. This will be done without regard to gender, age, religion, sexual orientation or ethnic or cultural background.

The Company is committed to adopting and applying appropriate standards to ensure a safe work place and proper occupational health and safety practices commensurate with the nature of the Company's business and activities is maintained.

4.1.4 Drug and alcohol use

The Company strives to provide Australis Personnel and Third Party Representatives who are on our premises with a safe work environment conducive to maximum productivity and recognizes the adverse effects that the misuse of drugs and alcohol can have on an individual's ability to perform their duties safely and effectively, and the potential endangerment to themselves, fellow workers and the public as a consequence.

Australis Personnel and Third Party Representatives on our premises are expected to report to work in a state of fitness for duty and remain fit for duty throughout their work period, which means being able to safely perform assigned duties without any limitations or impairment due to the use or after-effects of drugs or alcohol. Consistent with this principle, and without limiting any other policies established from time to time by the Company:

- a) the use, possession or distribution of alcohol is not permitted on any operational, construction, drilling or other worksite, including office sites, without the prior approval of the CEO [needs to be discussed – is our preference for total prohibition at "site"]; and
- b) Australis Personnel must not:
 - i) use, possess, distribute or sell illegal drugs or
 - ii) misuse prescription drugs at any Company location, at work-related events or when conducting Australis business; and
 - iii) Any impairment through alcohol or illegal or legal drug use or the misuse of prescription drugs is regarded as serious misconduct.

4.1.5 Travel

Australis Personnel may be required to travel for the purposes of conducting Australis business, including attending training and conferences. Our aim is to ensure that Australis Personnel arrive safely and comfortably, and are able to carry out the tasks assigned efficiently and productively.

When a requirement to travel is identified Australis Personnel are required to plan and conduct business travel in accordance with the Australis Travel Policy.

4.2 Operations

4.2.1 Health and safety

Australis' objective is to operate its business in a responsible and appropriate manner, which respects the health, safety and security of Australis Personnel, the members of the communities and the environments in which it operates.

The health and safety of Australis Personnel and any Third Party Representatives is of the highest priority and importance. Australis Personnel are expected to understand, follow and comply with the health and safety requirements specific to their role, applicable health and safety laws and regulations and the Australis Health, Safety and Environment Policy, at all times.

Ultimately, Australis Personnel are responsible for their own safety and for those around them. Australis will strive to provide a safe working environment and the tools by which that safety can be maintained, monitored and improved.

Australis Personnel have an obligation under this Code and the Australis Health, Safety and Environment Policy to report incidences of non-compliance or identified risks to health and safety.

4.2.2 Environment / Sustainability

The Company will recognise, consider and respect environmental issues and other community concerns which arise in relation to the Company's activities and, as a minimum standard, comply with all applicable laws and regulatory requirements.

The Company's expectations for environmental management are set out in the Australis Health, Safety and Environment Policy.

4.3 Use of Australis' information and property

4.3.1 Confidential information

Due to the nature of our business, **Australis Personnel** will often be in receipt of, or be working with, confidential information that has been supplied to the company by third parties, or generated internally.

Australis Personnel must respect the confidentiality of all information that is of a confidential nature, which is acquired during the normal course of Company business, and not disclose it to any person or make improper use of such confidential information to any person unless specific authorisation is given for disclosure in accordance with Australis' Continuous Disclosure Policy, or disclosure is legally mandated.

Australis Personnel must not pursue, use or take advantage of any corporate opportunity either directly or indirectly, which arises as a result of your access to Australis information, for the purpose of personal gain or to compete with the Company.

Confidential or sensitive information should be securely stored to prevent unauthorized access.

It is considered a serious contravention of this Code to deliberately release confidential documents or information to unauthorized persons, the act of which may incur disciplinary action up to and including termination of employment.

4.3.2 Conflicts of interest

As Australis Personnel we owe our first loyalty to Australis. Accordingly, Australis Personnel must be careful to avoid situations where there is a real or potential conflict of interest between them as individuals and the interest of the Company.

This can at times be difficult to identify, a 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 in carrying out your duties. Conflicts of interest can arise from many different situations including:

- a) directorships, employment or affiliations with an outside organisation, irrespective of whether any form of financial benefit or gratitude is provided.
- b) employment and affiliation of close relatives.
- c) holding a financial interest in a competitor, customer or supplier of Australis.

In addition, Australis Personnel must not engage in any outside business activity with Australis' customers, suppliers or competitors without the prior written consent of the CEO.

Directors must comply with the requirement of the Board Charter and must not accept any additional external professional appointment without the prior consent of the Chair which is not to be unreasonably withheld.

Where a real or potential conflict of interest arises, it is the responsibility of the Australis personnel to ensure the matter is brought to the attention of:

- a) the Chair in the case of a Board member or the CEO;
- b) the Lead Independent Director in the case of the Chair;
- c) the CEO in the case of a member of management; and
- d) a manager in the case of an employee,

so that it may be considered and dealt with in an appropriate manner for all concerned.

If any Australis Personnel is unsure as to whether a potential conflict of interest exists, it is always better to check. Sometimes it is possible to find ways of dealing with conflicts through disclosure or work practices.

4.3.3 Record keeping, accounting and reporting

Australis is held accountable for its activities to shareholders. In order for a complete financial description of the activities of the Company to be generated, it is important that records are fully maintained.

The Company relies on the honesty of Australis Personnel in generating these records, records that distort or disguise the true nature of any transaction or valuation are prohibited and may constitute fraud.

4.3.4 Fraud

With core values of honesty and integrity, it is unacceptable for Australis Personnel to perpetrate or facilitate fraud. Australis will not tolerate any fraud or misappropriation of Company assets, property or resources what so ever.

Involvement in any fraudulent activity or theft may result in person liability, disciplinary action and possible criminal action.

4.3.5 Use and protection of Company property

Australis will provide Australis Personnel with the tools and equipment necessary to carry out assigned roles. In addition, Australis Personnel may take responsibility for operational assets that belong to the Company and are entrusted to safeguard those assets. They may include financial assets, property, equipment and resources. These assets must not be used for unauthorised personal benefit and appropriate precautions must be taken to prevent theft, damage or misuse of Australis' assets.

Property, equipment, resources or other assets must not be altered, destroyed, disposed of or donated without prior approval and authorisation. It is the responsibility of the assigned Australis Personnel to ensure that any changes to the state of Australis' assets and resources under their control are accurately recorded in the appropriate Company registers.

Whilst Australis will allow Australis Personnel to use computers for reasonable personal use in accordance with the Company's applicable IT policies in effect from time to time, there is a prohibition from using Australis' network, computers or devices to access or store pornographic, illegal or any other offensive material.

4.3.6 Intellectual property

During each Australis Personnel's career with Australis it is likely that intellectual property will be either provided or generated. Intellectual property includes the rights relating to scientific discoveries, specialist know-how, trade secrets, trademarks, patents, copyrights and inventions and is valuable to the Company.

Under the terms of standard company contracts, the Company is the owner of intellectual property created by Australis Personnel in the course of their employment or contract unless specific prior agreement has been made. Australis Personnel must obtain written permission to use any intellectual property from the CEO before making any use of that property for purposes other than as required in their role as employee or contractor.

4.4 Dealing with stakeholders

4.4.1 Compliance with laws and regulations

Australis Personnel must comply with all applicable laws and regulatory requirements governing the Company's operations and activities at all times.

Australis may conduct business in various jurisdictions where local laws will differ. As the representative of Australis in any business capacity overseas all Australis Personnel must comply, as a minimum, with the local country's law and regulations.

Any breach of local law could result in potentially serious consequences for the Company and the individual concerned, including but not limited to termination of employment or contract by Australis, and fines and/or imprisonment under applicable laws.

4.4.2 Anti-bribery and anti-corruption requirements

Australis prohibits activities involving bribery, corruption, payment of secret commissions and the exercise of improper influence in all dealings with both public officials and to private organisations, in all jurisdictions in which Australis operates.

Most countries, including Australia, have specific laws prohibiting bribery of public officials and commercial associates and other corrupt practices. If acting on Australis' behalf in a foreign jurisdiction extreme care must be taken at all times to avoid any potential circumstances where bribery or corruption may occur or can be perceived to have occurred.

Australis Personnel must not;

- a) give, offer, promise, accept or solicit payments, gifts, favours, advantages or anything else of value in any form, including the offer or promise of employment or sponsorship, in order to influence individuals to award business opportunities to the Company or to make business decisions in the Company's favour, or to receive some personal gain or advantage .
- b) misuse any position of trust or power, in order to influence individuals to award business opportunities to the Company or to make business decisions in the Company's favour, or to receive some personnel gain or advantage.
- c) provide payments or other inducement to a public official to secure or expedite a routine or non-discretionary function that the public official is ordinarily obliged to perform (Facilitation Payment(s)), even if they may appear to be permitted under local laws. Australis Personnel are required to report any solicitation of such Facilitation Payment(s).
- d) offer, promise, give or receive any gift, meal or entertainment to or from public officials or commercial associates where it could be construed, or used by others to allege, that Australis is trying to obtain or receive favourable business treatment by providing individuals with personal benefits. Generally, prior approval of the CEO is required for all giving or provision of gifts, meals or entertainment.

Australis Personnel are required to fully disclose all details regarding any such gifts, meals or entertainment to the Accounting Department, and provide all relevant documentary support including a valid tax invoice for such items. Further, any gifts or entertainment given to or received from a public official must be recorded in the Public Officials Gifts and Entertainment Register.

If any Australis Personnel is unsure then please check with line management before proceeding and always err on the side of caution. A polite refusal should be the default position if unsure.

Further details, guidelines and procedures for dealing with public officials and commercial associates (including Third Party Representatives) are set out in Australis' Anti-Bribery and Anti-Corruption policy.

4.4.3 Dealing with Auditors

Auditors provide a unique role to our Stakeholders by verifying our adherence to policies and procedures. In the spirit of honesty and integrity it is important that Australis Personnel fully co-operate with Australis' external auditors and internal audit practices. Australis Personnel must not directly or indirectly make false or misleading statements to external or internal auditors, or conceal, distort or disguise the true nature of any transaction or information.

4.4.4 Political contributions and sponsorship

Australis does not make donations to any political party, politician or candidate for public office in any jurisdiction, unless the donation has been approved by the Board. Caution should be exercised when donating to private charities favoured by government officials, as such donation could be conceived as a bribe.

5. CODE BREACHES

A breach of this Code is a serious matter, which can result in disciplinary action, including termination of employment or contract.

Alleged contraventions of this Code will be investigated, and if a breach is established may result in disciplinary action being taken.

Any Australis Personnel found to have either breached this Code, approved an action or condoned the behaviour of another which breaches this Code, failed to report a potential breach of this Code or mislead investigations into potential breaches of this Code will be subject to disciplinary action.

Disciplinary action may include reprimands, formal warnings, demotion or termination of employment or contract.

In addition to this Code, Directors and Officers must also comply with their statutory obligations under the applicable legislation. General duties require that directors and officers exercise their powers and discharge their duties:

- a) with reasonable care and diligence; and
- b) in good faith in the best interests Australis.

As senior representatives of the company, Directors and Officers should lead by example through the implementation of the corporate core values and this Code.

6. REPORTING BREACHES OF THIS CODE

If any Australis Personnel suspects or observes any contravention of this Code, they have an obligation to report this immediately to a Director or Senior Manager.

7. REVIEW AND CONTINUOUS IMPROVEMENT

The Board will monitor compliance with this Code at least bi annually by liaising with the Board, management and employees especially in relation to any areas of difficulty which arise from this Code and any other ideas or suggestions for improvement of it. Suggestions for improvements or amendments to this Code can be made at any time by providing a written note to the CEO.

8. ROLES AND RESPONSIBILITY

The CEO will provide leadership and oversight with regard to the Code and is responsible for day to day management of compliance with and the effectiveness of the Code, with the assistance of the Company Secretary as required. It is however the responsibility of all Australis Personnel to adhere to both the spirit and the written language of this Code of Conduct and the framework of Policies and Procedures that are approved and adopted by the Board.

9. DEFINITIONS

For the purpose of this Code the following definitions apply:

Australis or Company means Australis Oil & Gas Limited and its subsidiaries and joint ventures in which Australis and/or a subsidiary owns a controlling interest.

Australis Personnel means all Australis directors, officers, executives, employees, and where under an obligation to comply with this Policy, agents, independent consultants, contractors and other Australis representatives

Board means the board of Directors of the Company.

CEO means the person acting in the capacity as the chief executive officer of the Company or the consolidated corporate group.

Chair means the chair of the **Board**.

Code means Australis' Code of Conduct.

Executive Management means a manager of Vice President level or above and the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Chief Corporate Officer and Company Secretary.

Lead Independent Director means the independent director appointed by the Board.

Whistleblower Protection Officer means the designated Company official responsible for investigating and resolving all reported complaints and allegations concerning violations of the Company's Code of Conduct. The Whistleblower Protection Officers are the Chief Corporate Officer and the Chair of the Audit and Risk Management Committee.

Senior Manager means those persons, other than a director or company secretary, who makes, or participates in making, decisions that affect the whole, or substantial part, of Australis or has the capacity to affect significantly its financial standing (such as a member of our Executive Management Team).

Stakeholder means any person, organisation or the community at large who has an interest in the Company or its activities. This includes, but is not limited to, **Australis Personnel**, suppliers, public officials, creditors, shareholders and customers.

Third party representative means a director, officer, employee, agent, contractor or other representative of a commercial business enterprise that is not owned or controlled by Australis. This includes but not limited to, Agents, independent contractors and consultants, suppliers and joint venture partners.

10. FURTHER INFORMATION

For further information, clarification or questions regarding compliance with this Code or the policies, charters, standard and procedures it references, please contact the Company Secretary. Australis' policies, charter, standards and procedures are also available electronically on the Australis website.

Approved by the Board: 22 August 2019