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### **Code of conduct**

**A culture of integrity and honesty underpins the way our company wishes to operate.**  
**Integrity**

All Directors, employees and contractors will act with the utmost integrity and honesty in their dealings with other parties.

Directors, officers, employees and consultants cannot make use of information acquired through their position within the company in order to make a profit for themselves.

### **Conflict of interest**

Directors and employees must declare any potential conflicts of interest in their business dealings and seek the advice from a Director of the company.

### **Respect**

Marmota Directors, employees and contractors are committed to respecting all people and their customs with whom they have dealings, and observing the laws of the state or country in which they operate.

### **Honesty**

Directors and employees will ensure that information is recorded honestly and accurately so as to enable the company to meet its obligation to keep the market accurately informed about its activities.

### **Professionalism**

Directors, officers, employees and contractors will carry out their roles in a professional and conscientious manner to achieve highest standards of performance and adhering to professional codes of conduct where these are provided.

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### **Environmental**

**Marmota is committed to conducting its operations in an environmentally responsible manner and to ecologically sustainable development.**

To achieve this Marmota will:

- Conduct its activities in a responsible and professional manner, seeking best practice in all it does.
- Develop and distribute guidelines and environmental management processes regarding its environmental responsibilities.
- Set and review environmental objectives and performance indicators to ensure continued improvement of its environmental performance.
- Inform all employees and contractors of their environmental responsibilities.
- Protect native flora and fauna in all areas of its operations;
- Identify potential impacts of its activities and minimise disturbance to the environment.
- Foster knowledge of and compliance with laws and regulations amongst our staff and contractors.
- Ensure transparency in our environmental performance.

Application of this policy resides with Marmota management and all employees sharing responsibility for its implementation. Excellence in environmental performance is essential to our business success.

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## **Indigenous people**

**Marmota respects the rights and culture of the indigenous people of australia.**

In all of its dealings with indigenous Australians and their heritage Marmota will:

- Develop trust and cooperation with Aboriginal people whose cultural interests extend into land where Marmota operates or plans to operate.
- Respect Aboriginal heritage by protecting sites of cultural significance.
- Ensure that its employees and contractors are aware of their obligations in regard to the protection of Indigenous cultural heritage in all its activities.
- Endeavour to recognise and promote opportunities in its activities for Indigenous people for maintenance of their culture and traditions and economic independence by providing training, employment and investment opportunities where opportunities arise.

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## **Risk management**

**Effective management of risk is a key to the growth and success of our company.**

Marmota recognises the importance of identifying and controlling risks to ensure that they do not impact on the success and growth of the company.

Procedures have been established at the Board and executive management levels which are designed to safeguard the assets and interests of the company and to ensure the integrity of reporting.

The Board reviews and discusses strategic risks and opportunities arising from changes in the company's business environment regularly and on an as needs basis.

Marmota integrates risk management into all aspects of its business activities.

Where required the Board is entitled to rely on other Directors for their areas of expertise.

The Board delegates some of the responsibility to committees of the Board but maintains the overall responsibility for the process.

The following committees have been established to assist the Board in internal control and business risk management:

- Audit and Corporate Governance Committee
- Remuneration and Nominations Committee
- Environment and Community Development Committee (Management)
- Safety, Security and Occupational Health Committee (Management)

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### **Safety, Welfare and Health Policy** **Safety is a priority in all our operations.**

Marmota Limited (Marmota) is committed to the health, safety and welfare (OHS&W) of its employees, contractors and the public through sound management practices. Marmota will ensure:

A safe and healthy workplace for all employees, contractors and subcontractors at all its sites.

- The protection of members of the public from any potential effects of its operations.
- Compliance with relevant Government requirements and standards.

These objectives will be achieved by:

- Development of relevant OHS&W procedures.
- Promoting and continually improving safety and health performance.
- Ensuring all staff attend an approved advanced first aid course and undertake three year updates, or as mandated by the Managing Director. Each employee has the responsibility to:
  - Protect their own safety and that of their fellow workers.
  - Comply with all Marmota OHS&W requirements.
  - Recognise that safety is an individual and management responsibility.
  - Participate in the promotion and development of safe work practices and procedures.

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### **Share trading and continuous disclosure**

**Marmota is committed to honesty, integrity and transparency in all its share trading and business activities.**

#### **Share trading**

Directors, employees and contractors and their close associates may not trade in the company's securities when they are in possession of information that could affect the company's share price and which is not available to the investing public.

Directors dealing in any of the company's securities should first consult at least one other director.

Staff, officers, consultants or contractors who have any queries concerning trading of Marmota shares will first consult a director of the company prior to any dealings.

#### **Continuous disclosure**

Marmota aims to achieve best practice in complying with its continuous disclosure obligations under the Corporations Act and ASX Listing Rules; and in ensuring it does not contravene the Corporations Act or ASX Listing Rules.

Marmota has obligations under the Corporations Act and ASX Listing Rules to keep the market fully informed of information which may have a material effect on the price or value of its securities, or influence an investment decision on the company's shares or securities, and to correct any material mistake or misinformation in the market.

The company will provide regular shareholder communications, publish Annual and Quarterly Reports, and keep its website current regarding such releases.

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## Corporate Governance

The statement of the Company's corporate governance practices that were in place during the 2017 financial year and how those practices relate to the revised Corporate Governance Principles and Recommendations issued by the Australian Stock Exchange Corporate Governance Council ("ASX Recommendations") can be accessed [here](#).

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## Vehicle safety and accident prevention

**Safety is a priority in all our vehicle use.**

Marmota is committed to the safety of all employees and contractors and will ensure that all

vehicles owned or used by the company are safe and driven safely to prevent road accidents and injuries.

### **Safety**

All vehicles owned or used by Marmota will be:

- Covered by current registration and current insurance
- Driven by drivers holding a current driving licence and covered by the insurance
- Regularly inspected and maintained. The inspection and maintenance shall include all safety features and verifying compliance with emission and noise regulations.

### **Safe Driving**

All drivers of vehicles owned or used by the company shall undergo a recognised Defensive Driving training course. Regular update courses are mandatory.

All drivers of 4-wheel drive vehicles shall undergo a recognised off-road driving and vehicle maintenance course. Regular update courses are mandatory.

Drivers of company vehicles required to drive for long distances or long periods of time shall undergo an awareness program on the hazards of driver fatigue and on the measures to prevent the adverse effects of fatigue.

### **Safety Features**

It is mandatory that all vehicles are equipped with the following:

- Seat belts
- Fire extinguisher
- First aid kit
- Repair tools, as appropriate
- Remote areas safety kits and tools, GPS and satellite phone.

### **Accidents**

Marmota requires that any vehicle accident shall be immediately reported and investigated.

### **Remote Areas Daily Log-in**

All employees travelling by vehicle into remote areas will be equipped with appropriate communication systems and lodge a travel itinerary with the Safety Log-in Officer.

Every vehicle will carry an electronic position-indicating radio beacon (EPIRB), a mobile telephone (if working within mobile range), and a satellite telephone.

Log-in must be made every day at an agreed time, including weekends, and, for a person working alone, every morning and afternoon.

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## **6. Jurisdiction**

6.1 This agreement is governed by the laws of South Australia, Australia.

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