

1 INTRODUCTION

Purpose

The Code of Business Conduct (**Code**) is designed to assist employees and representatives of Energy Resources of Australia Ltd (**ERA**) to resolve ethical issues, and to be a general guide for daily work practices.

By consistently applying the standards set out in the Code we are ensuring good business practice. We are also ensuring that ERA's reputation as an ethical, law-abiding company is maintained and protected and that our behaviour towards each other and the broader community is appropriate. Breaches of the Code will be investigated and may result in disciplinary action, up to and including dismissal.

Any person who has queries about the Code should raise them with his or her leader or ERA site contact.

Scope

The Code applies to the ERA Board, all employees of ERA, all contractors and consultants engaged by ERA and to ERA's properties.

Guiding principles

ERA's vision is to be a world-class uranium supplier that contributes to environmental sustainability and is trusted by Traditional Owners, the community and its people.

ERA's guiding principles have been used to establish the Code and are to be referred to where there is any ambiguity in the application of the Code. The guiding principles are:

People and employment

We will, at all times, demonstrate respect for individual and collective rights and differences. Discrimination, harassment or bullying in whatever form is unacceptable.

We require safe and effective working relationships at all levels. Whilst respecting different cultures, traditions and employment practices, we share common goals, in particular the elimination of workplace injuries, and are committed to good corporate values and ethical behaviour.

Safety and health

We place paramount importance upon the safety and well-being of our people. We believe that all injuries, incidents and occupational illnesses are preventable and should be eliminated permanently from our workplaces. Our goal is to ensure that no one comes to any harm while working for ERA.

Environment

Our objective is to protect the World Heritage values of Kakadu National Park, which surrounds our operations, and to minimise impacts on the environment outside the immediate areas of those operations. Compliance with all environmental laws and regulations is the foundation on which we build our environmental performance. The Jabiluka and Ranger sites will be rehabilitated in accordance with the environmental requirements at the end of mine life.

Sustainable development

Sustainable development considerations are an integral part of our business plans and decision-making processes.

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Business integrity

We undertake ERA's business with integrity, honesty and fairness at all times, building from a foundation of compliance with relevant local laws, regulations and standards.

Good business sense

We are in business to create shareholder value through sustainable development and to operate and eventually close our mines in a manner that meets applicable environmental requirements. To do this, we take an integrated approach to the economic, social and environmental aspects of all our activities, while aiming to maximise the value of the company by using resources in a way that maximises efficiency and productivity.

Stakeholders and communities

We will work with key stakeholders to develop and sustain long-term relationships with ERA. We build partnerships with our customers and strive to exceed their expectations. We will support the communities around our operations to help them achieve their aspirations. In particular we will seek to establish stronger relationships with Aboriginal people, particularly the Traditional Owners of the land on which we operate, as the basis of a long-term partnership.

Openness and transparency

We conduct our affairs in an open and transparent manner, reflecting the interests of our shareholders, employees, local community and customers as well as others affected by ERA's activities.

Our commitment, both in principle and practice, is to maximise transparency consistent with good governance, commercial confidentiality and the national privacy principles.

Corporate governance

We are committed to high standards of corporate governance, accountability and responsibility, including appropriate internal controls and reporting.

Human rights

We support human rights consistent with the Universal Declaration of Human Rights and we respect those rights in conducting our operations.

Land access

We have temporary use of the land for exploration and mining and take seriously our responsibility to return the land in good condition. We work with local communities to help with their needs in the most efficient and effective manner we can. In all cases, this involves ongoing consultation with land-owners, local people, public authorities and others affected. We accept that this may sometimes result in our not exploring land or developing operations even if legally permitted to do so.

Compliance

We will comply with the law, regulations and ERA's policies and procedures (including this Code and the Cardinal Safety Rules) and maintain high ethical standards at all times.

We recognise that it is our responsibility to do our best to understand the legal and regulatory framework that impacts on our jobs and operations and to exercise care to ensure full compliance.

We will bear in mind that the perception of our actions by others is important and we will act to ensure that our conduct cannot be interpreted as being in contravention of the applicable laws and regulations governing our operations.

We embrace the Rio Tinto statement of business practice *The Way We Work* and its principles have been adopted and incorporated into this Code.

ERA's policies and procedures are available on the ERA Portal or can be obtained from your leader or site contact. They are reviewed and updated from time to time.

2 CODE OF BUSINESS CONDUCT

Responsibilities

Employees need to understand and comply with the Code. They must alert their leaders if they are aware of any breaches – either deliberate or accidental.

Leaders and site contacts need to understand and promote compliance with the Code, be prepared to answer queries about the Code and alert their managers or contact Speak-OUT if they are aware of any breaches – either deliberate or accidental.

Managers need to understand and comply with the Code and ensure that all the people working in their departments understand and comply with the Code. Managers should also be willing to advise employees on how to interpret the Code in difficult situations, particularly if there appears to be a conflict between any of the principles. They should alert senior management or contact Speak-OUT if they are aware of serious breaches.

ERA's responsibility is to maintain and periodically revise the Code over time to reflect changes in community, shareholder or employee attitudes or any changes in laws and regulations. ERA will also provide training and support as appropriate so that employees are able to fulfil their obligations.

External parties, such as **contractors** and **consultants**, need to be made aware of the Code and comply with it when doing business with ERA.

Further guidance on reporting breaches is set out in *Section 3 – Administration of the Code*.

Health, safety and the environment

ERA places paramount importance upon the safety and well-being of its people and the environment.

ERA is committed to protecting the health and safety of employees, to minimising adverse environmental consequences, and to working cooperatively with local communities.

ERA will maintain a safety and health management system, and will provide training, equipment and facilities with the aim of eliminating all injuries, incidents and occupational illnesses from the workplace. There will be regular communication about health, safety and the environment.

Employees are expected to behave in a manner consistent with ERA's policies, commitments and with the Cardinal Safety Rules. Employees are expected to come to work in a fit condition, not to commence a task if it appears unsafe to do so, and to know and follow all safety rules and procedures to protect themselves, colleagues and visitors.

Incidents that have, or could have, resulted in injury or an environmental impact should be reported immediately and corrected if possible.

ERA's *Safety and Health and Environment* policies and the Cardinal Safety Rules provide further guidance.

Harassment, discrimination, bullying and abuse of power

ERA opposes and will not tolerate discrimination, harassment, bullying or abuse of power in the workplace.

Individuals must always be treated fairly and with courtesy and respect for their individual and collective rights. Unlawful discrimination in employment-based decisions (such as recruitment, selection, training, promotion, career management, salary and benefits) is totally unacceptable.

ERA's and Rio Tinto's Anti-Discrimination, Sexual Harassment and Bullying Policy provides more guidance on reporting, investigating and solving instances of discrimination, harassment, and bullying and abuse of power.

Political support

ERA as a company does not participate in party politics and does not make political donations, whether financial or in kind.

ERA believes it is an individual's right to participate in the political process so long as those activities are carried out in an individual's own time. ERA will not attempt to influence this activity, provided political views are not imposed on any person at the workplace.

ERA may represent its views to Government and other third parties on matters that affect its business interests and interests of shareholders, employees and others involved in its business and operations.

Communication and use of information

ERA is committed to the maximum level of transparency, consistent with normal commercial confidentiality, good governance and the national privacy principles.

Confidential or sensitive information should not be disclosed outside of ERA under any circumstances.

An employee must not make improper use of Company resources or information for personal use or to gain direct or indirect advantage or benefit for the employee or for others.

Documents or systems that contain confidential information or which could be subject to abuse, such as certificates, reports, maps, cheques and computer data, should be kept secure at all times.

Information relating to an individual's salary package and medical records is confidential.

ERA will only use personal and sensitive information in accordance with the relevant privacy legislation and Rio Tinto's Data Privacy Standard. The Data Privacy Standard provides more details and guidance on dealing with personal and sensitive information.

Media and external relations

Any approach by the media should be referred to the Manager External Relations in the first instance, who will deal with the issue in accordance with applicable ERA procedures.

Any approach about a financial market rumour concerning ERA by the Australian Stock Exchange, the media, analysts, brokers, shareholders or the public must be referred to the Investor Relations.

The text of articles for publication, public speeches and presentations about ERA and its business must be reviewed in advance by the Manager External Relations, and if there are financial implications, Investor Relations.

When dealing with anyone outside ERA, including public officials, care should be taken not to compromise the integrity or reputation of ERA or of any outside individual, business or government body.

ERA's External Communications Standard and Continuous Disclosure Policy provide more guidance on dealing with the media, Australian Stock Exchange, analysts, brokers, shareholders and the public.

Use of information systems

ERA encourages the use of electronic information systems as one mode of information acquisition, processing and sharing to improve the efficiency of communications.

Any misuse of information systems due to unauthorised access or offensive, defamatory, sexist or discriminatory content or creating unauthorised contractual relations or breaches of copyright laws may result in the employee being held liable, and may also lead to disciplinary action including dismissal.

ERA's Electronic Resources Usage Policy provides more guidance on appropriate use of information systems.

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Gifts, bribes and third party incentives

ERA considers the direct or indirect offer, payment, soliciting or acceptance of bribes as a totally unacceptable practice.

ERA employees, contractors and consultants must not commit, be a party to or be involved in bribery or corruption in any form.

Any gifts or services that could be interpreted as an exchange or reward for preferential treatment are unacceptable and will be viewed as a serious breach of this Code.

Gifts and entertainment will only be offered or accepted for conventional social and business purposes and then only at a level appropriate to the circumstances. If in doubt, the matter should be raised with the relevant Manager. All gifts or benefits received or given must be registered with the Company's Compliance Officer and approved by the appropriate leader.

ERA also prohibits facilitation payments, being small payments normally made to lower-level government officials as a personal benefit to them, to secure or speed up a performance of a routine action to which the payer is entitled (eg licences, permits, visas, customs clearance).

Employees should also be aware when undertaking business in other countries that this Code continues to apply with equal force, no matter what may be perceived as prevailing business practice in a particular country. Bribery of a foreign public official – whether it takes place in Australia or overseas – can be a criminal offence. Bribery of a foreign public official by an employee, agent or other intermediary of ERA can also compromise the integrity and reputation of ERA.

Outside interests

Employees are expected to devote appropriate time and attention to the performance of their employment duties.

Though off-duty participation in voluntary work is encouraged, employees must not be involved in any outside business venture that is likely to detract from the performance of their employment duties, or lead to any conflict of interest. Wherever there is doubt, employees should discuss this with their leaders.

An employee shall not make improper use of Company resources or information for personal use or to gain direct or indirect advantage or benefit for the employee or for others.

Employees also should declare to their leaders any financial interest they may have in any decision they are required to make which could affect ERA.

Insider trading

Insider trading is a category of misuse of confidential information. The law provides severe penalties for individuals found guilty of insider trading.

Employees may see or hear information not generally available to the wider investment community, which if generally available could have a material effect on the price of a Company's shares. This information is referred to as "price sensitive information". An employee in possession of price sensitive information concerning a company must not:

- trade in shares in that company;
- pass on that price sensitive information to anyone else; or
- encourage anyone else to trade in shares in that company.

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The ban on insider trading applies to shares in ERA, Rio Tinto (or any of its listed subsidiaries) and any other company. As well, dealings with other companies (e.g., negotiation of major contracts) may give employees price sensitive information concerning those companies. Even the perception that an employee is trading in particular shares while in possession of price sensitive information acquired in the course of employment with ERA can compromise the integrity and reputation of ERA.

ERA's Share Trading Policy provides more guidance on what constitutes price sensitive information, restrictions on dealing with shares in ERA and clearance procedures. Wherever there is doubt, employees should seek legal advice.

Anti-competitive behaviour

Employees must adhere strictly to the letter and apply the spirit of competition laws wherever business is conducted. It is recognised that these laws are complex and can be difficult to interpret. Wherever there is doubt, employees should seek advice.

Notwithstanding the complexities of competition laws, employees must never engage in any conduct that could, or does, result in discussions, understandings or agreements with competitors to fix prices, allocate territories or customers, or boycott a particular customer or customers. Neither claims of ignorance and good intentions nor failure to seek timely advice will be accepted as an excuse for non-compliance.

Theft, fraud and misappropriation of company assets

Employees must not participate in or arrange any activity involving paid Company time, or use of Company materials and assets for their personal gain or the benefit of others outside the Company, unless that activity has been authorised by their leader.

Theft or unlawful possession of Company or other employees' property or failure to disclose knowledge of theft, fraud or misappropriation conducted by others will be regarded as serious misconduct. Any intentional, wilful or careless disregard for Company property which results in a cost to ERA will also be considered gross misconduct.

Directors

All ERA Directors must have full and timely access to information they require to effectively discharge their duties and responsibilities.

Directors' interests in ERA and the Rio Tinto Group must be fully disclosed. Directors and designated employees are prohibited from short-term speculative dealing in Rio Tinto and ERA shares.

ERA's Share Trading Policy provides further guidance.

Financial records

ERA's financial statements, which are subject to internal and external audit, must give a true and fair view of ERA's affairs.

Appropriate accounting standards must always be used and applied consistently. There must never be "off the books" or "secret" accounts, and nor should any documents be issued which do not properly and fairly record the transactions to which they relate.

3 ADMINISTRATION OF THE CODE

Annual review

ERA will monitor the number of reported breaches and complaints and will report this annually to the ERA Board. Where necessary, procedures will be developed to deal with recurring areas of breaches and complaints.

Breach of the Code

Any breaches of the Code will be treated seriously and thoroughly investigated. At the same time, any suspected or alleged breach under investigation will be treated with confidentiality.

If employees or representatives of the Company believe their own actions have, or may have breached the Code, they should advise their leaders.

If there has been a serious breach or there is a suspicion that a serious breach of the Code has been, or will be, committed by an employee of the ERA or a contractor or consultant, it must be promptly and confidentially reported to the appropriate Manager or, if a Manager is involved, to the relevant General Manager. If an employee would like to discuss the issue before making a formal complaint, he or she can contact the Manager Human Resources or the Corporate Department for advice and this will be treated in confidence.

ERA will support employees who inadvertently breach the Code and report the breach. However, incidents of wilful or negligent non-compliance, failure to report breaches or efforts to cover up breaches are considered to be serious and may be grounds for disciplinary action, up to and including removal from role as well as external legal action.

Contractors, consultants and visitors who breach the Code may be asked to leave the site and risk being denied access to ERA's properties in the future.

To ensure ERA maintains adequate compliance records and reporting functions, all breaches of the Code and actions taken as a result of the breach must also be reported to the Corporate Department by the relevant Manager or General Manager.

Interaction with other complaints systems

Nothing in this Code prevents the use of ERA's Fair Treatment System, the complaints process in the Anti-Discrimination, Sexual Harassment and Bullying Policy, or the Speak-OUT program.

The **Fair Treatment System** exists for an employee to have an opportunity for a hearing when he or she believes that he or she has been unfairly treated at work.

The Company's **Anti-Discrimination, Sexual Harassment and Bullying Policy** is for use when an employee reasonably believes that he or she has been discriminated against, harassed or bullied.

Speak-OUT is ERA's and Rio Tinto's whistleblowing program. It is independently operated by an external organisation that offers ERA and Rio Tinto staff, their families and contractors a simple and safe way to report misconduct.

If you have a concern, don't ignore it: let us know. You could prevent a potentially serious situation from harming you, our organisation and others.

Further Contact

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For further information check the ERA
website at www.energyres.com.au

A member of the Rio Tinto Group