



DIRECTORS CODE OF CONDUCT

This Code of Conduct sets ethical standards for the directors of Resolute Mining Limited ("RML"). Directors will pursue the highest standards of ethical conduct in the interests of shareholders and all other stakeholders.

The following six principles govern their conduct.

Honesty and Integrity

Directors shall act honestly and with integrity in all of their dealings for the company. This includes engaging in and promoting honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

Directors will not discriminate on the grounds of people's race, religion, gender, marital status or disability.

Directors will not make promises or commitments that RML does not intend, or would be unable, to honour.

Directors' conduct, at all times will be such that their honesty is beyond question.

Directors shall adhere to the truth, and not mislead directly or indirectly nor make false statements, nor mislead by omission.

Confidentiality of Information

Directors will take all reasonable measures to protect the confidentiality of non public information obtained or created in connection with their activities and to prevent the unauthorized disclosure of such information unless required by applicable law or regulation or legal or regulatory process or with the consent of RML.

Directors will not use information obtained by them as a Director of RML for personal financial gain, nor will that information be used to obtain financial benefit for any other person or business.

Directors shall respect the privacy of others.

Disclosure of Interests

Directors shall fully disclose active private or other business interests promptly and any other matters which may lead to potential or actual conflicts of interest in accordance with such policies that the Directors may adopt from time to time.

In performing their duties, Directors will carry out their responsibilities to the exclusion of any personal advantage.

Directors should avoid any situation involving a conflict, or the appearance of a conflict, between their personal interests and the performance of their official duties. If such a conflict arises, Directors should promptly inform the Board and withdraw from participation in decision-making connected with the matter. If the conflict is potential rather than actual, Directors should seek the advice about whether they should excuse themselves from the situation that is creating the conflict or the appearance of conflict.

Directors shall fully disclose all relationships they have with RML in accordance with policies on independence that Directors may adopt from time to time. Directors dealing with RML will always be at arm's length to avoid the possibility of actual or perceived conflicts of interest.

Disclosure of Information

Produce true, fair, accurate, understandable and timely disclosure in reports and documents that RML and its subsidiaries are requested to make.

Abiding by the Law

Directors shall abide by the law at all times, including any applicable rules and regulations.

Payments, Gifts, Entertainment and Travel

Directors shall not use their status as a director to seek personal gain from those doing business or seeking to do business with RML.

In regard to acceptance of favours, gifts and entertainment, Directors should exercise tact and judgement to avoid the appearance of improper influence on the performance of their official duties.

Directors shall not accept any personal gain of any material significance if offered.