



CODE OF CONDUCT

Introduction

The purpose of the Code of Conduct is to guide and enhance the conduct and behaviour of Resolute Mining Limited ("RML") directors, officers, employees and contractors in performing their everyday roles. The code encourages and fosters a culture of integrity and responsibility with the focus of augmenting our reputation as a valued employer, business partner and corporate citizen, in all our relationships.

The RML Code of Conduct underpins the way our Company wishes to operate and should be understood and abided by all concerned.

The Code

Respect for Persons

Directors, officers, employees and contractors should approach dealings with other persons equitably and with respect. This involves:

- Courtesy and responsiveness in dealing with others.
- Fairness in supervision and dealing with other staff by valuing colleagues and their personal commitment to meet shared objectives.
- Encouraging cooperation and engaging rational debate to accomplish alternative points of view.
- Avoiding behaviour that might reasonably be perceived as harassment, bullying or intimidation.
- Understanding and responding to the needs of our business partners and other stakeholders.

Respect for the Law

Directors, officers, employees and contractors should respect the law and act accordingly by observing and respecting the laws, customs and business methods of all countries in which we operate to the extent that we adhere to the underlying principles of our Code of Conduct.

Integrity

Directors, officers, employees and contractors should consistently maintain their integrity whilst carrying out their duties by avoiding conflicts between their private interests and their responsibilities with respect to:

- Personal, financial and sexual relationships.

- Receipt of gifts and other benefits that may create an obligation.
- Use of confidential information obtained in the course of your duties.
- External activities and public comment.

Diligence

Directors, officers, employees and contractors should carry out their roles in a professional and conscientious manner. This involves:

- Endeavouring to achieve highest standards of performance and adhering to professional codes of conduct where applicable.
- Exercising care for others in employment-related activities.
- Taking responsibility for all issues for which we have control.
- Reporting fraudulent or corrupt activities.

Economy and Efficiency

Directors, officers, employees and contractors should carry out their roles in a cost effective and responsible manner. This includes:

- Using RML property and equipment only for authorised company business.
- Avoiding waste of company resources.
- Maintaining adequate security over RML property and resources.