



GRAYNIC METAL LIMITED

Code of Conduct for Directors and Key Executives

This Code of Conduct addresses matters relevant to the Company's legal and ethical obligations to its stakeholders. It may be amended from time to time by the Board, and will be published on the Company's website.

This code applies equally to all employees, directors and officers of the Company.

Preamble

All stakeholders are entitled to expect the highest professional standards from employees, directors and officers of the Company. Compliance with this Code, and Graynic Metals' other policies, will contribute to the good corporate governance of the Company.

Discharge of Duties

We must discharge our duties at the highest levels of honesty and integrity, acting in good faith and in the best interests of the whole Company, having regard to our position, and the organisation's goals and objectives. This entails taking personal responsibility for all issues over which we have control, and for reporting any observed breaches of laws or regulations. It also requires that we do not act in ways which would lead others to question our commitment to Graynic Metals Limited.

As appointed officers we will undertake diligent analysis of all proposals placed before the Board, demonstrate commercial reasonableness in decision-making and will act with a level of skill expected from Directors and key executives of a publicly listed Company;

Relationships

Performance-enhancing teamwork relies on a workplace where people are treated fairly, are respected by their colleagues, and encourage each other to develop corporately and personally. We are all responsible for making this happen.

Graynic Metals is an equal opportunity employer, and discrimination or harassment of any kind will not be tolerated.

In all our dealings both inside and outside the Company we value integrity, accuracy, conciseness and timeliness.

Compliance with Laws and Ethics

We must respect the laws, customs and business practices of the countries in which we operate, without compromising our Code principles. We must also comply with the ethical and technical requirements of relevant regulatory and

professional bodies, promote ethical behaviour and will not engage in conduct likely to bring discredit upon the Company.

Conflicts of Interest

We have an obligation to be independent in judgment and actions and as Directors will take all reasonable steps to be satisfied as to the soundness of all decisions of the Board.

In a circumstance where our personal interests may conflict with those of Graynic Metals, or its stakeholders, we must take steps to eliminate or manage such conflict.

We must not accept gifts or entertainment that could create an obligation on Graynic Metals to outside parties.

Confidentiality

Employees in possession of commercially sensitive information should not disseminate it to colleagues unnecessarily, and certainly not to outside parties.

The Chief Executive Officer, or his nominee, is the only officer authorised to represent the official views of Graynic Metals to outside parties.

We are prohibited by law from trading in Graynic Metals shares if we possess commercially sensitive information not released to the ASX. The Board has adopted a Share Trading Policy governing when we are able to buy and sell Graynic Metals shares.

Use of Company Assets

Graynic Metals assets are critical to its business and future success. They include, for example, office and plant equipment. Employees cannot make personal use of assets without permission.

There will be no unreasonable expenditure on benefits such as gifts or entertainment for employees or outside parties.

Competition

Graynic Metals competes fairly in the situations and markets in which it operates. We do not use coercive or misleading practices, or falsify or wrongly withhold information.

Environment, Health and Safety

The Company must take into account the impact of environmental, health and safety issues when making business decisions. In particular we will comply with local laws.

Review of Code of Conduct

This Code will be formally reviewed by the Board each year.