



Code of Conduct

Atlas Iron Limited

1 INTRODUCTION

Atlas Iron Limited (**Atlas**) is committed to implementing and maintaining the highest standards of corporate governance. In determining what those standards should involve, AGO has turned to the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations (3rd edition)* (**ASX Guidelines**).

Atlas and its related bodies corporate (the **Atlas Group**) are committed to maintaining the highest standards of behaviour in business dealings and to behave ethically and responsibly and with integrity in all its dealings with customers, clients, shareholders, government, employees, suppliers and the community. Directors and employees are expected to perform their duties in a professional manner and act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Atlas Group.

Atlas is committed to maintaining a healthy and safe working environment for the directors, officers, employees and contractors of each member of the Atlas Group (collectively for ease of reference in this Code of Conduct, the **Employees**). All appropriate laws and internal regulations (including health and safety laws) must be fully complied with. Atlas will take into account the impact of health and safety issues when making business decisions, setting short term incentive program targets and must ensure that business decisions do not compromise the commitment to avoiding injury to people.

This Code of Conduct (**Code**) outlines how Atlas expects its Employees to behave and conduct business in the workplace on a range of issues.

Employees must conduct themselves in a manner consistent with the Atlas Values (see Appendix 1), current community and corporate standards and in compliance with all legislation.

The objective of this Code is to:

- provide an up-to-date description of the Atlas Values;
- provide a benchmark for professional behaviour throughout the Atlas Group;
- support Atlas' business reputation and corporate image within the community; and
- make Employees aware of the consequences if they breach any applicable law or this Code.

2 STATEMENTS OF COMMITMENT

2.1 COMMITMENT TO EMPLOYEES

Employees are the most important resource of the Atlas Group. The collective skills, energy and commitment of the Employees is the key driver of Atlas' business activities.

Atlas is committed to providing a workplace that respects the rights of all Employees.

Atlas will endeavour to maintain a workplace that is healthy and safe, fair and honest and free of harassment, hostility and offensive behaviour.

Atlas will endeavour to keep Employees informed on Atlas' activities by ensuring that Employees are on the email list of those persons sent announcements following lodgement with the Australian Securities Exchange (**ASX**).

The views of Employees will be respected and participation will be encouraged.

2.2 COMMITMENT TO CLIENTS

Atlas will endeavour to enhance relationships with clients (including and not limited to customers, advisers, suppliers, government, non-government organisations and indigenous groups) and seek to develop lasting and fruitful partnering with clients.

Atlas seeks to generate business based on a reputation of honesty, integrity and fairness, as well as innovative and superior services based on competitive fees.

2.3 COMMITMENT TO SHAREHOLDERS

Atlas seeks to keep its shareholders and prospective investors fully informed by communicating financial results and activities on a regular basis.

Atlas will protect its property and assets and safeguard them from loss, theft and unauthorised use.

Atlas will maintain records which are accurate in their representation of business events and will be used appropriately and stored securely.

Atlas will restrict the use of information to be used to benefit Employees or anyone who interacts with Employees, either financially or otherwise.

2.4 COMMITMENT TO GOVERNMENTS AND REGULATORS

Atlas will endeavour to comply with all applicable laws, regulations and rules in any country in which it conducts its business.

Atlas will respect all regulations and expectations of bodies such as the Australian Taxation Office and state and territory taxation authorities, ASIC, ASX, ACCC and similar bodies.

2.5 COMMITMENT TO COMMUNITIES

Atlas will endeavour to minimise any negative impact of its operations on surrounding communities.

Atlas will encourage Employees to support industry and community safety, health and environmental initiatives that pertain to its business.

Atlas will respect the environment and comply with the relevant environmental laws in the countries in which it operates as a minimum standard.

3 CODE OF CONDUCT

3.1 COMPLIANCE WITH AND RESPECT FOR THE LAW

Atlas and Employees must observe and respect all applicable laws, regulations, customs and business methods relevant to the area in which each member of the Atlas Group operates.

Employees must report any suspected breach of applicable law to the Company Secretary.

If an Employee has concerns or queries about specific legal issues connected with a member of the Atlas Group then they should, where appropriate, discuss those issues with the Company Secretary in the first instance. Where deemed necessary by the Managing Director or the Company Secretary, legal advice will be sought before any decision is made in relation to the reported issue.

3.2 FAIR DEALING

Atlas aims to maintain the highest standard of ethical behaviour in business dealings and to behave with integrity in all its dealings with customers, clients, shareholders, government, Employees, suppliers and the community.

Employees are expected to perform their duties in a professional manner and act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of each member of the Atlas Group. This should involve as a minimum:

- acting within applicable laws, particularly those that deal with matters covered by this Code, including equal opportunity and anti-discrimination laws;
- acting with honesty and courtesy;
- acting with fairness and respect in supervision;
- encouraging cooperation;
- fostering an environment where rational debate is encouraged, with a view to achieving shared goals;
- avoiding behaviour that might reasonably be perceived as bullying or intimidation; and
- understanding and responding to the needs of Atlas' broader stakeholders including the community at large.

3.3 EQUAL OPPORTUNITY AND ANTI-DISCRIMINATION

Employees must not harass, discriminate, or support others who harass or discriminate against colleagues or members of the public, including but not limited to, on the grounds of gender, pregnancy or breast feeding, marital status, age, race (including their colour, nationality, descent, ethnic or religious background), political conviction, physical or intellectual impairment, family responsibility or status, homosexuality or transgender.

Discrimination is not permitted at any level of the Atlas Group or in any part of the employment relationship. This includes areas such as recruitment, promotion, training opportunities, salary, benefits and terminations.

Atlas will promptly investigate all allegations of harassment, bullying, victimisation or dissemination and will take appropriate corrective action. All harassment complaints will be treated seriously, sympathetically, quickly and privately. Retaliation against individuals for raising claims of harassment or discrimination will not be tolerated.

Refer also to Atlas' Equal Opportunity & Diversity Policy, which applies to all Employees.

3.4 HEALTH AND SAFETY

Atlas is committed to maintaining a healthy and safe working environment for its Employees.

It is the responsibility of all Employees to act in accordance with occupational health and safety legislation, regulations and policies applicable to their respective organisations and to use security and safety equipment provided.

Specifically all Employees are responsible for safety in their work area by:

- following the safety and security directives of management;
- advising management of areas where there is potential problems in safety and reporting suspicious occurrences; and
- minimising risks in the workplace.

Atlas will take into account the impact of health and safety issues when making business decisions and must ensure that business decisions do not compromise the commitment to avoiding injury to people.

Refer also to Atlas' Health, Safety and Environment Policy that applies to all Employees.

3.5 DISCLOSURE OF COMPANY INFORMATION

Atlas has a formal Continuous Disclosure and Communications Policy to protect confidential information and keep the market fully informed of information which may have a material effect on the price or value of Atlas' securities.

All Employees must immediately report potentially material information in accordance with the Continuous Disclosure and Communications Policy. 'Material Information' means information which a reasonable person would expect to have a material effect on the price or value of Atlas' securities. The Continuous Disclosure and Communications Policy also imposes restrictions on contact with the media and investment community.

Under the Policy, only those people who have been nominated as authorised spokesperson are permitted to speak publicly on behalf of Atlas or its business

Atlas requires Employees to understand the requirements of the Continuous Disclosure and Communications Policy and to act in accordance with the policy.

3.6 PUBLIC AND MEDIA COMMENT

Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.

Employees must not make official comment on matters relating to the Atlas Group unless they are:

- authorised to do so by the Managing Director, or in his absence authorised to do so by a member of the Executive Leadership Team (**ELT**); or
- giving evidence in court; or
- otherwise authorised or required to by law.

3.7 INSIDER TRADING

Atlas employees must never deal (or communicate or pass on inside information to others who might deal) in securities of Atlas, or other listed entities, while in possession of 'inside information' in relation to those securities.

'Inside information' is information which is not generally available and if it were, could or would be likely to materially affect the price or value of those securities.

Atlas has adopted formal Securities Trading Policy in order to ensure compliance with insider trading laws.

Atlas requires Employees to understand the requirements of the Securities Trading Policy and to act in accordance with the Policy.

3.8 CONFLICTS OF INTEREST

Employees must ensure that in the course of conducting their respective roles, they each act in the best interests of the Atlas Group. This includes ensuring that all business transactions are conducted solely in the best interests of the Atlas Group.

Accordingly, Employees must:

- not enter into any arrangement or participate in any activity that would conflict with the Atlas Group's best interests or that would be likely to negatively affect the Atlas Group's reputation;
- not take advantage of the property or information of the Atlas Group or its clients for personal gain or to cause detriment to the Atlas Group or its clients; and
- not take advantage of their position or the opportunities arising therefrom for personal gain.

Employees must also avoid situations where their personal interests could conflict with the interests of the Atlas Group. Potential for conflict of interest arises when it is likely that Employees could be influenced, or it could be perceived that Employees are influenced by a personal interest when carrying out his or her duties. Conflicts of interest that lead to biased decision-making may constitute corrupt conduct.

A conflict of interest exists where loyalties are divided. A person can have a potential conflict of interest if, in the course of their employment or engagement with a member of the Atlas Group, any decision they make could provide for an improper gain or benefit to themselves or an associate. A conflict of interest may be defined as an issue that may occur when personal interests, the interests of an associate or relative or a duty or obligation to some other person or entity, conflict with a person's duty or responsibility to the Atlas Group.

Some situations that may give rise to a conflict of interest include situations where Employees have:

- financial interests in a matter a member of the Atlas Group is dealing with or Employees are aware that their friends or relatives have a financial interest in the matter;
- personal relationships with people a member of the Atlas Group is dealing with which go beyond the level of a professional working relationship;
- secondary employment, business, commercial, or other activities outside the workplace which impacts on your duties and obligations to the Atlas Group;
- directorships/management of outside organisations;
- access to information that can be used for personal gain; and
- membership of boards of outside organisations.

Employees must notify their manager or the Company Secretary if the individual suspects that there is a conflict of interest or a potential conflict of interest. If an Employee is uncertain whether a conflict exists, he or she should discuss that matter with his or her manager or Company Secretary and attempt to resolve any conflicts

that may exist.

Employees must not submit or accept any bribe, or other improper inducement. The offer of any such inducements are to be reported to the individual's manager or the Company Secretary (as appropriate).

3.9 CORRUPT CONDUCT AND BRIBERY

Atlas prohibits and will not tolerate corruption or bribery, in any form, whether direct or indirect, whether in the private or public sector, anywhere in the world.

Corruption can take many forms including, but not limited to:

- dishonest activity in which an Employee acts contrary to the interests of the Atlas Group and abuses his/her position of trust or the opportunities arising therefrom in order to receive some personal gain or advantage for him or herself or for another person or entity;
- official misconduct;
- blackmail;
- unauthorised use of confidential information;
- fraud; and
- theft.

Bribery includes the offering, promising, giving, accepting or soliciting of an advantage as an inducement for an action which is illegal, unethical or a breach of trust.

Facilitation payments are also prohibited. Facilitation payments are defined as small payments or other inducements provided to a government official to secure or expedite a routine function that the government official is ordinarily obliged to perform.

Most countries, including Australia, have laws prohibiting corruption and bribery of private individuals and government officials. There are potentially serious consequences, including fines and imprisonment, for contravention of these laws.

Employees must not:

- offer, pay, solicit or accept bribes (or facilitation payments) in any form;
- engage in any form of corruption, whether for the benefit of the Atlas Group, themselves or another party; or
- knowingly participate in any illegal or unethical activity.

Employees will not suffer any form of reprisal from Atlas for refusing to offer or receive bribes or refusing to engage in any form of corruption. Requests for bribes must be reported to the Company Secretary.

Disciplinary action up to and including dismissal will be taken in the event of any Employee participating in corrupt conduct or bribery. In addition, Atlas will report any instances of corrupt conduct of, or bribery by, Employees to the appropriate governmental authorities, which may result in an Employee facing criminal prosecution.

3.10 ACCEPTING OR OFFERING GIFTS, HOSPITALITY AND ENTERTAINMENT

Accepting and offering of gifts, hospitality or entertainment can be a legitimate

contribution to building good business relationships. It is important however that such things never unduly influence business decision-making or cause others to perceive that there has been undue influence.

Employees must exercise the utmost care when offering or accepting gifts, hospitality or entertainment and follow the guidelines set out below in order to protect the reputation of Atlas against allegations of improper behaviour and to ensure that anti-corruption laws are not breached.

Gifts and hospitality must only be offered or accepted in accordance with the local law and local business practice. For example, where the exchange of gifts is customary and the gifts are appropriate for the occasion.

The following gifts or hospitality must not be offered or accepted:

- loans, cash or cash equivalents (eg gift vouchers);
- products or service discounts that are not available to all Employees;
- gifts, favours or any form of hospitality or entertainment in return or exchange for business services or information. Such action may create an actual or perceived conflict of interest or may give the impression of anti-competitive behaviour; or
- gifts or hospitality of an inappropriate nature or at inappropriate venues that do not fit what might be considered by a reasonable person as society's norm and consistent with the objectives of Atlas' work streams. If in doubt, you should seek advice from a member of the ELT or Managing Director prior to any event for confirmation.

Employees must not request gifts or hospitality of any kind from a supplier, customer, partner or other party with whom Atlas does business.

Employees may accept or offer gifts or hospitality to a value of less than the nominal amount periodically set by the Managing Director.

Employees who offer gifts or hospitality in excess of the nominal value but less than the limit periodically set by the Managing Director must obtain prior approval in writing from their divisional General Manager before a benefit is promised, offered or given and the details of the gift or hospitality offered must be recorded in the Atlas Gift Register.

Employees where possible must obtain prior written approval from their divisional General Manager prior to accepting gifts or hospitality in excess of the nominal value but less than the limit periodically set by the Managing Director. If prior approval has not been possible, then approval in writing must be obtained as soon as possible. Acceptance of the gift or hospitality within these limits must be recorded in the Atlas Gift Register.

Pre-approval by the ELT member responsible for the division, followed by approval by the Managing Director, must be obtained before offering or accepting of gifts or hospitality in excess of the financial limit periodically set by the Managing Director and the details of the gift or hospitality offered or accepted recorded in the Atlas Gift Register.

Any Director the subject of offering or receiving gifts in excess of the financial limit must obtain pre-approval by the Managing Director or Chairman in consultation with the Company Secretary and the details of the gift or hospitality offered or accepted recorded in the Atlas Gift Register.

The Atlas Gift Register will be the subject of review on a bi-annual basis by the Company Secretary.

Gifts, favours or hospitality must not be offered or accepted by anyone involved in any stage of a tendering process from any organisation involved in a bid or tender with Atlas.

As a general rule, offers of sponsored travel must be rejected. If there is a valid business purpose to attend an event or function the matter must be referred to a member of the ELT responsible for the division first for their approval, followed by approval by the Managing Director.

Employees must assess the potential for a conflict of interest (actual or perceived) or the potential for corrupt conduct or bribery when offering or accepting gifts or hospitality as set out in accordance with Section 3.8 and 3.9 of the Code of Conduct. No one is authorised to receive, offer or approve the receipt of offering of any gift or hospitality under these circumstances.

3.11 IMPROPER USE OR THEFT OF PROPERTY OR ASSETS

Employees have a responsibility to protect any property and assets of the Atlas Group that are under their control and must be safeguarded from loss, theft and unauthorised use.

Atlas Group property and assets include cash, securities, business plans, third-party information, intellectual property (computer programs, software, models and other items) confidential information, office equipment and supplies.

Atlas Group assets may not be used for personal purposes without prior approval of the Managing Director or the Company Secretary. Atlas Group property, documents and digital data documents should not be removed from official premises without a good and proper reason. If removed, they must be stored in a secure manner and the appropriate manager must be informed.

Employees leaving Atlas must return all Atlas Group property in their possession.

Employees are encouraged to use common sense and observe standards of good taste regarding content and language when creating documents that may be retained by the Atlas Group or a third party.

Employees should not use Atlas's electronic communications systems to access or post material that is pornographic, obscene, sexually related and profane or which is otherwise offensive or violates Atlas Group policies or any laws or regulations.

Employee use of Atlas's electronic communication systems for non-business purposes must be occasional, not interfere with the Employee's professional responsibilities, not diminish productivity and not violate this Code or any of the Atlas Groups' policies.

Any messages transmitted by email are treated as business messages and constitute property of the Atlas Group.

All books, records and accounts of each member of the Atlas Group must accurately reflect the precise nature of transactions recorded. Employees must comply with prescribed accounting and business procedures and controls at all times.

Atlas Group property or assets are not to be used for any individual's private commercial purposes.

3.12 OUTSIDE EMPLOYMENT

Employees may not receive payment for services from any competitor, customer, supplier or anyone associated with Atlas without approval in writing from:

- the Managing Director, in the case of a member of the ELT; and
- a member of the ELT, in the case of any other Employee.

Any outside activity must be identified as completely separate from the Atlas Group, undertaken outside work hours and not in any way impinge on the Employee's work commitments. It must not represent an actual or potential conflict of interest or the perception of conflicting interests.

4 COMPLIANCE WITH THIS CODE

This Code is a public document and as a result, adherence to the provisions of this Code is fundamental to the Atlas Group's reputation in the business community.

Employees must report any suspected breach of this Code to the Company Secretary or under Atlas' Whistleblower Policy. No retaliatory action will be taken or permitted against a person who reports a suspected breach of this Code in good faith (provided that person is not responsible for the breach). Refer to Atlas' Whistleblower Policy in relation to how to report Unacceptable Conduct under that policy.

Strict compliance with this Code is a condition of employment for Employees of the Atlas Group. Breaches of this Code shall be subject to disciplinary action which may include termination of employment. If any suspected breach of this Code involves a breach of law or other regulation, the matter may also be referred to an appropriate law enforcement authority.

Updated by the Board: 28 October 2015

Appendix 1

Atlas' Values

Value	Description	Behaviour
Work Safely	<p>We consider the safety aspect of everything you do</p> <p>Own your safety and well being, in work and out of work</p>	<p>We:</p> <ul style="list-style-type: none"> • Never walk past anything unsafe • Actively contribute to safety for all • Look after each other • Won't compromise safety • Safety is first on our agenda
Do the Right Thing	<p>We are honest and fair in all our dealings</p> <p>We are courageous in making hard decisions which support our business goals</p> <p>Our decisions and actions will make our family proud</p>	<p>We:</p> <ul style="list-style-type: none"> • Are respectful of others • Act fairly, honestly and openly • Act ethically, responsibly and with integrity • Follow up and close out issues • Are prepared to make hard decisions
Strive for Business Excellence	<p>We challenge ourselves to be efficient and effective with available resources</p>	<p>We:</p> <ul style="list-style-type: none"> • Deliver on what we say we are going to do • Seek improvement and embrace change • Discover and explore new opportunities • Adjust priorities when appropriate and respond to changing business needs
Work as a team	<p>We work together to meet challenges and develop solutions</p> <p>We actively engage and support our people</p> <p>We understand and value the contribution of others</p>	<p>We:</p> <ul style="list-style-type: none"> • Provide constructive feedback • Support the decisions and the direction of the team • Celebrate the successes of our team • Work collaboratively to get things done • Leaders support and engage their people • Seek first to understand, then to be understood • Team members support the direction and decisions of the company
Think Win-Win	<p>People and organisations we engage will benefit fairly</p> <p>We think long term with respect to</p>	<p>We:</p> <ul style="list-style-type: none"> • Identify and explore all options

the relationships we cultivate and nurture
'Kiss a few frogs'

- Communicate proactively and openly
- Seek to understand each other's point of view
- Lead by example

Indomitable Spirit Our people are resilient

We:

- Approach challenges with courage and passion
 - Strive to achieve goals with dogged determination
 - Are accountable for our actions
 - Encourage our people to think outside the box
 - Accept constructive feedback
-