



Conflicts of interest policy

1.1 SCOPE AND INTRODUCTION

Company Personnel must act honestly and in good faith, with a view to the best interests of the Company. Company Personnel are expected to avoid situations where personal interests could conflict or could appear to conflict with duties and responsibilities or the interests of the Company as a whole.

This Procedure applies to Wentworth Resources Plc and its subsidiaries (together referred to in this Policy as "**Wentworth Resources**", "**we**", "**us**" or "**our**") and to all of their respective directors, officers, executives, full-time, part-time and temporary staff (including secondees) and contract workers and agents to the extent that they conduct activities at or for Wentworth Resources (together referred to in these procedures collectively as "**you**" or "**Company Personnel**").

1.2 WHAT IS A CONFLICT OF INTEREST?

A conflict of interest may occur where involvement in any activity, with or without the involvement of a related party, prevents the proper performance for the Company, or creates, or appears to create, a situation where judgment or ability to act in the best interests of Wentworth is affected.

1.3 WHY IS THIS PROCEDURE IMPORTANT?

The independence of Wentworth is a priority for our business. We must avoid conflicts of interest in our business dealings and be transparent if we have personal circumstances where a conflict might arise. Where there is a conflict, or a potential for one to arise, it must be managed effectively.

1.4 ROLES AND RESPONSIBILITIES

All Company Personnel must read and observe the requirements of this Procedure. Staff must also act with honesty and integrity and comply with all applicable laws, whether or not specifically covered by this Procedure, the Code of Ethics and Business Conduct or any of our other policies.

The Company Secretary is responsible for the day-to-day oversight of this Procedure.

Managers should work to create an environment that encourages compliance with this Conflict of Interest Procedure. Supervision of responsible business practices is as important as supervision of performance. You should encourage those you manage to report any concerns and to ask any questions they have regarding potential or actual conflict of interest scenarios.

Business Partners and Joint Venture Partners - we expect and encourage our Business Partners and Joint Venture Partners to adhere to our procedures, including having in place equivalent conflict of interest procedures. Business Partners and Joint Venture Partners must also act with honesty and integrity and comply with all applicable laws, whether or not specifically covered by this Procedure or any of our other policies.

1.5 WHAT ARE YOU REQUIRED TO DO?

1.5.1 COMPANY PERSONNEL OBLIGATIONS

When faced with an actual or potential conflict of interest situation, Company Personnel as well as other individuals who are engaged in providing professional and business services to the Company must follow the procedures outlined below.

Supervisors should ensure that Company Personnel as well as other individuals who are engaged in providing professional and business services to the Company and interested third parties are not involved in any decision or operation affected by a conflict of interest. The Chair of the Board should ensure that officers or directors are not involved in any decision or operation affected by a conflict of interest.

1.5.2 OTHER THIRD PARTIES' OBLIGATIONS

Interested third parties must consult their written contracts. Officers and directors of the third parties we do business with must follow their obligations as set out in relevant statutes and Company articles of association and must inform the Company Secretary of any such conflict.

Supervisors should also ensure that individuals who are engaged in providing professional and business services to the Company and interested third parties are not involved in any decision or operation affected by a conflict of interest.

1.5.3 REQUIREMENT TO DECLARE A CONFLICT OF INTEREST

If Company Personnel as well as other individuals who are engaged in providing professional and business services to the Company find themselves in situations or potential situations, of conflict of interest they must seek guidance from their supervisor to determine if a conflict exists and how to deal with it.

If a conflict of interest or a potential conflict of interest is identified the individual must formally declare the conflict by informing the Company Secretary. The conflict must be reviewed and approved by the Company Secretary and in conjunction with the individual's supervisor appropriate actions must be determined and documented in order to mitigate the conflict. Supervisors are responsible for ensuring that the Company Personnel as well as other individuals who are engaged in providing professional and business services to the Company follow the agreed upon actions to mitigate the conflict of interest. The results of this review and approval must be documented and filed in the individual's personnel file.

The following are specific conflicts that may arise in the course of carrying out the Company's business:

(a) **Outside Directorships**

Company Personnel are free to take on external directorships (subject to the terms of their individual contract or service agreement), however, Company Personnel must be aware of any potential for conflicts with the interests of the Company and must obtain prior approval from the Board, to ensure that there is no conflict or potential conflict of interest.

(b) **Financial Interests in Suppliers, Contractors or Competitors**

Any proposed interest (whether direct or indirect) between Company Personnel and any entity that has a relationship with the Company is subject to review by the Audit Committee.

(c) **Hiring Relatives of Current Company Personnel**

The hiring of relatives of any Company Personnel must have prior consent of management. The relative hired must be placed in a separate department or work team and not be in a direct supervisory-subordinate relationship.

(d) **Awarding Work**

Awarding work to a supplier or consultant or contractor based on either a personal relationship or personal benefit which is not in the best interests of the Company, is strictly prohibited.