



Code of Conduct

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1. Introduction

1. Wrkr Ltd (**Company**) is committed to promoting good corporate conduct grounded by strong ethics and responsibility.
2. This Code of Conduct (**Code**) 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 of directors of the Company (**Board**), and will be published on the Company's website.
3. This Code applies equally to all directors, employees, contractors and officers of the Company and its subsidiaries (**Relevant Persons**).

2. Purpose

1. All stakeholders are entitled to expect the highest professional standards from Relevant Persons. Compliance with this Code and the Company's other policies, will promote compliance with the Corporations Act 2001 (Cth) (**Corporations Act**) and will contribute to the good corporate governance of the Company.

3. Discharge of Duties

1. Directors of the Company and its subsidiaries (**Directors**) must discharge their 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 their position, and the organisation's values, goals and objectives. This entails taking personal responsibility for all issues over which they have control, and for addressing in an appropriate manner any observed breaches of laws or regulations. It also requires that the Directors do not act in ways which would lead others to question their commitment to the Company.
2. As appointed officers all Directors 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.

4. Relationships

1. 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. All Directors and key executives are responsible for making this happen.
2. The Company is an equal opportunity employer, and discrimination or harassment of any kind will not be tolerated.
3. In dealings both inside and outside the Company, all Relevant Persons will value integrity, accuracy, conciseness and timeliness.

5. Compliance with Laws and Ethics

1. Relevant Persons must respect the laws, customs and business practices of the countries in which the Company operates, without compromising the Code principles. Additionally, such persons must:
 1. comply with the ethical and technical requirements of relevant regulatory and professional bodies;
 2. comply with and promote ethical behaviour; and
 3. not engage in conduct likely to bring discredit upon the Company.

6. Conflicts of Interest

1. All Directors 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.
2. In circumstances where personal interests may conflict with those of the Company, or its stakeholders, steps must be taken by each Director to eliminate or manage such conflict.
3. Directors must disclose to the Board actual or potential conflicts that may or might reasonably be thought to exist between the interests of the Director and the interests of the Company.
4. The Board can request a Director to take reasonable steps to remove a conflict of interest. If a Director cannot or is unwilling to remove a conflict of interest then the Director must absent himself or herself from the room when discussion and voting occur on matters to which the conflict relates. The entry and exit of the Director concerned will be minuted by the Company Secretary. Directors are not required to absent themselves when either:
 1. the conflict of interest relates to an interest common to all Company members / shareholders; or
 2. the Board passes a resolution that identifies the Director, the nature and extent of the Director's interest and clearly states that the other Directors are satisfied that the interest should not disqualify the Director concerned from discussion and/or voting on the matter.

7. Related Party Transactions

1. Related party transactions include any financial transaction between a Director and the Company and will be reported in writing to each Board meeting.
2. The Corporations Act requires related party transactions to be approved by the Company's shareholders unless an exemption applies.

3. Related party for this purpose includes:

1. a spouse or de facto spouse of the Director; or
2. a parent, son or daughter of the Director or their spouse or de facto spouse; or
3. an entity in which the Director or a related party defined in (1) or (2) has a controlling interest.

8. Confidentiality

1. All Relevant Persons who are in possession of commercially sensitive or otherwise confidential information should not disseminate it to colleagues unnecessarily and must not disclose the information to outside parties.
2. All individuals are prohibited by law from trading in the Company's securities if they possess commercially sensitive information not released to the ASX. The Board has adopted a Security Trading Policy governing when Relevant Persons are able to buy and sell the Company's securities.

9. Use of Company Assets

1. The Company's assets are critical to its business and future success. The Company's assets can include, for example, office and plant equipment. Relevant Persons cannot make personal use of assets without permission.
2. There will be no unreasonable expenditure by Relevant Persons on benefits such as gifts or entertainment for employees.

10. Competition

1. The Company competes fairly in the situations and markets in which it operates. It does not use coercive or misleading practices. Furthermore, the Company does not falsify or wrongly withhold information.

11. Environment, Health and Safety

1. The Company must take into account the impact of environmental, health and safety issues when making business decisions and in particular, compliance with local laws.

12. Anti-Bribery and Corruption Policy

1. The Company acknowledges that serious criminal and civil penalties may be incurred and reputational damage may be done if the Company is involved in bribery or corruption.
2. The giving of bribes or other improper payments or benefits to public officials is prohibited.

3. The payment of secret commissions to those acting in an agency or fiduciary capacity is prohibited.
4. There will be no unreasonable expenditure of Company funds by Relevant Persons on benefits such as gifts, entertainment or hospitality for outside parties or on political donations.
5. Gifts, entertainment or hospitality must not be accepted by Relevant Persons where the acceptance of the gift, entertainment or hospitality could create an obligation on the Company or Relevant Person to outside parties.

13. Breach of the Code

1. Relevant Persons are under the obligation to ensure that the Code is not breached. Should a Relevant Person notice any violations of this Code, an executive director, the Chief Executive Officer or the relevant supervisor must be notified. In the case where none of the above is available, breaches must be reported to the Chairperson of the Company. Material breaches of the Code must be reported to the Company's Board or a committee of the Board.
2. The reporting of any breaches of this Code will undergo thorough investigation and appropriate actions will be taken by the Company. Any alleged breach of the Code will be dealt with promptly and in fairness. Any person reporting any alleged breach of this Code in good faith must not be disadvantaged in any way as a result of such report. Relevant Persons must not use the reporting mechanism maliciously or mischievously.

14. Review of Code of Conduct

1. This Code will be formally reviewed by the Board each year to ensure it is operating effectively and to determine if any changes are required to the Code.