



CODE OF CONDUCT

1. INTRODUCTION

Zeus Resources Limited (**ASX: ZEU**) in this Policy may be referred to as **"the Company"**, **"Zeus"**, or **"ZEU"**.

This Code of Conduct sets out the minimum standards which the Board of Directors, management, employees, consultants, and contract partners of the Company are required to comply with, and the higher standards that the Board of Directors encourages the Company to comply with, when dealing with each other, shareholders, and the broader community.

2. OBJECTIVES

The objectives of the Code are to ensure that:

- High standards of corporate and individual behaviour are observed by all employees and Directors in the context of their employment with the Company;
- Employees and Directors are aware of their responsibilities under their employment/engagement contract and always act in an ethical and professional manner consistent with the Company's values; and
- All persons dealing with the Company, whether it be Directors, employees, shareholders, suppliers, customers, or contract partners, can be assured the Company will act in a manner which is consistent with its values and stated practices.

3. COMMITMENT OF THE BOARD OF DIRECTORS AND MANAGEMENT

The Board and management approve and endorse this Code of conduct and support the Code and all it strives to achieve.

The Board and management encourage all Personnel to consider the principles of the Code and use them as a guide to determine how to respond when acting on behalf of the Company.

4. RESPONSIBILITIES TO SHAREHOLDERS AND THE FINANCIAL COMMUNITY GENERALLY

The Company aims to:

- Increase shareholder value within an appropriate framework which safeguards the rights and interests of the Company's shareholders and the financial community;
- Comply with systems of control and accountability which the Company has in place as part of its corporate governance with openness and integrity.

5. RESPONSIBILITIES TO CUSTOMERS AND SUPPLIERS

The Company must comply with all legislative and common law requirements which affect its business, in particular those in respect of occupational health and safety, the environment, native title and cultural heritage. Any transgression from the applicable legal rules must be reported to management or the Whistleblower Officer (refer to the Whistleblower Policy for details) as soon as a person becomes aware of such a transgression.

6. FAIR EMPLOYMENT PRACTICES

The Company shall employ the best available staff with skills required to carry out vacant positions. Employment decisions will be made without considering a person's race, colour, religion, nationality ancestry, sex, pregnancy, marital or family status, sexual orientation, gender identity or expression, age, mental or physical disability, medical condition, or other characteristics. The Company encourage affirmative action to increase employment for women and indigenous people.

The Company respects human rights everywhere it works and does business with others and will not tolerate any level of violence or threats of violence in the workplace.

The Company must ensure a safe workplace and maintain appropriate workplace health and safety practices commensurate with the nature of its business and activities. Unsafe work practices must be reported to management or the Whistleblower Officer.

The Company prohibits discrimination, harassment and bullying in any form: verbal, physical or visual (including social media).

7. ACCOUNTING POLICIES AND DISCLOSURE

The Company is committed to delivering to shareholders and the market accurate, timely and up-to-date information within both the letter and the spirit of the Listing Rules of the Australian Securities Exchange, all relevant laws and applicable accounting standards.

8. RESPONSIBILITY TO THE COMMUNITY

The Company shall recognize, consider, and respect environmental issues which arise in relation to its activities and must comply with all applicable legal requirements. The Company respects the cultural values, traditions, and beliefs of indigenous people.

The Company will strive to improve its overall environmental performance where applicable.

9. RESPONSIBILITY TO THE INDIVIDUAL

The Company recognizes and respects the rights of individuals and must comply with the applicable legal rules regarding discrimination, privacy, privileges, private and confidential information.

10. OBLIGATIONS RELATIVE TO FAIR COMPETITION AND DEALING

The Company should deal with suppliers, contract partners and third parties in a way that is fair and unbiased and should not engage in deceptive or misleading practices.

11. CONFLICTS OF INTEREST

The Board, management and employees should not involve themselves in situations where there is a real or apparent conflict of interest between them as individuals and the interest of the Company. Where a real or apparent conflict of interest arises, the matter should be brought to the attention of the Chairperson of the Board in the case of a board member, the Company Secretary in the case of a member of management or any other employee, so that it may be considered and dealt with in an appropriate manner for all concerned.

12. SHARE TRADING

It is illegal to trade in shares while in the possession of unpublished price sensitive information. The Board, management, employees, and consultants must comply with the Company's Securities Trading Policy.

13. USE OF THE COMPANY'S ASSETS

The Board, management and employees should protect the Company's assets and ensure their efficient and effective use, including taking care to prevent waste, loss, damage misuse or theft. The Company's assets should only be used for authorized and legitimate business purposes.

14. CONFIDENTIALITY

The Board, management and employees shall maintain all confidential information in strict confidence, except when disclosure is permitted or legally required. Confidential information includes any non-public information concerning the Company's business, financial performance, drilling results or prospects, people related information and information provided by third parties. The obligation to continue confidentiality continues after your employment at the Company ends.

15. REPORTING AND COMPLIANCE WITH THE CODE

The Company Secretary has responsibility for monitoring and ensuring compliance with this Code and will report to the Board on non-compliance.

It is expected that employees who become aware of know, suspected or potential case of any breach of this Code will made a report in accordance with the Whistleblower Policy.

16. POLICY REVIEW

This Policy was approved by the Company's Board of Directors on 29th September 2021 and will be reviewed annually.

Signed on behalf of the Board of Directors



Dongfeng Zhang
Chairperson