

Code of Conduct

Adopted by the Board July 2015

Revised February 2018.

Introduction

The Company is committed to the highest standards of business conduct. It is important that all staff members at Memphasys Limited observe the highest standards of ethics, integrity and behaviour. This Code outlines the standards of behaviour that staff members at Memphasys including Directors, employees, consultants and contractors must meet.

Notwithstanding this Code, the ethical conduct of the affairs of the Company ultimately depend upon the understanding and judgment of its staff, having regard to their sense of honesty, fairness and decency.

Nevertheless, this Code sets out the Company's minimum standards of conduct and integrity to be observed by all staff members. The Code's focus is to ensure that all Directors, executives, and employees act with the utmost integrity and objectivity in carrying out their duties and responsibilities, striving at all times to enhance the reputation and performance of the Company.

1. Adherence to the Law

1.1 Responsibilities of directors

Directors will acquaint themselves with obligations imposed on them and the Company by the Corporations Act. They will also familiarise themselves with other documents prepared by Memphasys Limited to meet corporate governance requirements.

The more important legal obligations are summarised below:

- (a) Directors will act honestly, and exercise reasonable care and diligence at all times in the performance of their functions;
- (b) a Director or former Director will not make improper use of information acquired by virtue of position;
- (c) a Director will not make improper use of position to gain a direct or indirect advantage for self or any other person; and
- (d) Directors have a fiduciary duty to the Company and a duty to act with loyalty and in good faith.

1.2 Responsibilities of staff

Staff members should undertake at all times to comply with or observe all applicable laws and regulations.

Staff members should not take any action which they know or should reasonably know violates any applicable law or regulation. Where operating rules are laid down they should be followed. The correct Company forms, which have been prepared with legal requirements in mind, should also be used.

2. Responsibilities to stakeholders

The Company strives to be a good corporate citizen.

Accordingly, the standards of personal behaviour applicable to staff members are as follows:

- (a) they must have an understanding of the Company's business and the environment in which it operates, and stay informed of all relevant activities affecting the Company and the community in which it operates;
- (b) they will treat each other and parties who have interest in or dealings with the Company with professionalism, courtesy and respect. They will work cooperatively with fellow staff members towards agreed goals, whilst accepting the obligation to supervise or be supervised in the discharge of their duties. Staff members will deal fairly with all parties who have legitimate business with the Company;
- (c) Directors and Officers are obliged to exercise due judgement in their decision making process and will not attempt to improperly influence their colleagues in issues or matters where independent judgement is expected of the other person; and
- (d) Directors and Officers who may communicate publicly (through lectures or papers) on material related to the Company's affairs will in general convey views agreed by the Board. If material beyond this is made public, it should be clearly identified as the view of the individual. Any views attributed publicly to the Board or the Company should be cleared in advance - preferably with the full Board, but at least with the Chairman.

3. Conflicts of Interest

Staff members owe their primary business loyalty to the Company. They must not participate in any decision, by or on behalf of the Company, which may affect any private business in which they have an interest, unless they have disclosed the nature and extent of that interest to a relevant senior manager in the Company.

Staff members must obtain the consent of the Chairman before accepting a position as a director or member of the board of an external company or organisation. The staff member, who has received such approval, will advise the Company Secretary promptly of any changes to relevant interests such as directorships, partnerships and holdings in securities. The Company Secretary will inform all Board members and the regulatory authorities, if

required. Directors will normally be advised at the next meeting, but more urgently if appropriate to the circumstances. Interests are confirmed annually in writing to the Company Secretary prior to inclusion in the Directors' Report.

A staff member may, generally, not approve or administer contracts or other business arrangements between the Company and a member of the staff member's immediate family or with a company, firm, or individual employing a member of the staff member's immediate family in activities under the staff member's administration. In the particular case where the Board may decide that a staff member (who is also a Director) may properly supply goods or services on commercially acceptable terms to the Company, details will be provided in the annual Directors' Report and Notes to the Financial Statements.

Staff members must avoid acquiring any business interests or participate in any business activity outside the Company which would tend to:

- (a) create an excessive demand upon the staff member's time and attention or create any distraction during working hours; or
- (b) create a conflict of interest, that is, an obligation, interest or distraction which would interfere with the independent exercise of judgement in the Company's best interest.

A staff member may not use Company personnel, facilities, equipment or supplies for personal benefit.

4. Ethical Standards

Memphasys Limited is committed to fostering a climate of ethical behaviour and business practice. Key issues which staff members must consider when making any decision on the Company's behalf are:

- (a) Is it the right thing to do?
- (b) Is the decision or contemplated business conduct lawful?
- (c) Is it consistent with this Policy?
- (d) What will be the outcome for the Company, shareholders, colleagues and other stakeholders?
- (e) Does a conflict of interest arise?
- (f) Is the decision one that would stand public examination and scrutiny?

The Company encourages staff to report in good faith suspected unlawful/unethical behaviour.

Any member of staff who is uncertain as to whether an act or omission constitutes unlawful or unethical behaviour or who wishes to make a report should contact the Chairman directly.

The Chairman will then determine what action, if any, should be taken.

The Chairman will treat as confidential all such queries and reports except where action is to be taken. In which case, the Chairman will seek to maintain the identity of the staff member confidential, unless the circumstances demand otherwise.

5. Fair Dealing

Staff members must not use their positions within the Company to seek personal gain from those doing business or seeking to do business with the Company nor accept such gain if offered.

Staff members must not engage in any act that could be interpreted as seeking or receiving a bribe, secret commission or questionable payment. Decisions made by staff members in the course of their work must be objective and based solely upon the best interest of the Company. They should never be influenced by any consideration of personal gain or gain to any personal associate (eg friend or relative). Except as noted below, staff members may neither seek nor accept gifts, payments, services, fees, pleasure or vacation trips or accommodation, or loan (except normal loans from regular lenders, on conventional terms) from any person, organisation or group that does business or is seeking to do business with the Company or any of its affiliates, or from a competitor of the Company or any of its affiliates.

A staff member may not accept gifts, services or entertainment from individuals or companies doing or seeking to do business with the Company, unless the transaction meets all of the following requirements:

- (a) is in keeping with good business ethics;
- (b) is customary and proper under the circumstances and gives no appearance of impropriety;
- (c) serves a valid business purpose;
- (d) does not impose any sense of obligation on the recipient to the donor;
- (e) does not result in any kind of special or favoured treatment of the donor;
- (f) cannot be viewed as extravagant, excessive or too frequent considering all the circumstances;
- (g) does not involve cash payments, gift certificates, credit arrangements of any kind or any item having a value of more than \$100.00;
- (h) does not involve materials, services, repairs or improvements at no cost or at unreasonably low prices; and
- (i) there is no effort made to conceal the full facts by either the recipient or the donor.

6. Sexual Harassment

Sexual harassment is unlawful. Memphasys does not tolerate sexual harassment in any form. Directors, management and staff have a responsibility to ensure that sexual harassment does not occur. Reports of sexual harassment will be treated promptly and confidentially.

NOTE: It is company policy that any intimate personal relationship between persons working at Memphasys should be disclosed to management.

The Company will ensure that any person involved in a dispute will receive fair and just treatment.

All staff should be aware of their rights and responsibilities and the procedure for complaints.

Sexual harassment may be explicit or implicit; it may be a single incident or occur over a period of time. Sexual harassment includes any unwelcome behaviour of a sexual nature that could be reasonably expected to make someone feel offended, humiliated or intimidated.

Sexual harassment is not just unlawful during working hours or in the workplace itself and not only between co-workers. It is unlawful in any work-related context and includes interactions with clients and customers.

Sexual harassment is not behaviour which is based on mutual attraction, friendship and respect. If the interaction is consensual, welcome and reciprocated it is not sexual harassment.

There are federal and state anti-discrimination laws that apply to the organization. Staff should be aware that action could be taken against them for sexual harassment and that they could be exposing the company to liability.

The Company has a legal responsibility to prevent sexual harassment; otherwise it can be liable for the behavior of its employees.

Staff are required to comply with this Sexual Harassment Policy as well as maintain complete confidentiality regarding any Sexual Harassment matters that come to their attention. Spreading rumours may expose staff to a defamation action.

Informal and Formal Internal Complaints Procedure

Whether a complainant has chosen either an informal or formal resolution, the Sexual Harassment contact will follow the procedures below to ensure an appropriate resolution.

Complaints Process

When a complaint is received, the sexual harassment contact will:

- obtain and record a full, step-by-step account of the incident/s
- ensure Memphasys' process for handling the complaint is understood
- ascertain the complainant's preferred outcome, e.g. an apology, the behaviour to cease, a change in working arrangements
- agree on the next step: informal resolution or formal investigation
- keep a confidential record of all details of this discussion and subsequent steps in the process.

Informal Resolution

Where a complainant has chosen informal resolution, following an informal process the sexual harassment contact will:

- inform the alleged harasser of the complaint and provide an opportunity to respond
- ensure both parties understand their rights and responsibilities under the organisation's policy
- if possible, mediate an outcome that is satisfactory for the complainant
- ensure that confidentiality is maintained
- follow-up to ensure the behaviour does not re-occur formal investigation

Formal Resolution

If a formal investigation is requested by the complainant, or if an informal resolution fails, the sexual harassment contact will:

- afford natural justice to all involved
- interview all directly concerned, separately
- interview witnesses, separately
- keep records of the interviews and investigation
- ensure confidentiality and minimise disclosure
- make a determination as to whether there is sufficient evidence that a reasonable person could conclude, on the balance of probabilities (i.e. it's more likely than not), that an incident/incidents of sexual harassment as defined by the legislation has occurred
- in such a case, determine appropriate action, which may include a change of duties for the harasser, change to working arrangements or, where the incidents were frequent and/or severe, dismissal
- where it cannot be determined by the required test, that an incident/incidents of sexual harassment as defined by the legislation has occurred, may still take action to ensure the proper functioning of the workplace; but these actions should not prejudice any party
- continue to closely monitor the situation and provide retraining where required
- check to ensure the action meets the needs of the complainant and organisation.

Outcomes as they affect the complainant will be discussed with the complainant to ensure that needs are met, where appropriate.

7. Confidentiality

It is a policy of the Company to honestly and openly provide information to those who have a legitimate interest in its operations. In addition to formal reports to regulatory authorities and reports to the public and shareholders required by statute, the Company may provide extensive information on its activities by way of a variety of publications and through continuing working relations with news media, financial analysts and others. The extent, timing and form of such public disclosure are matters for senior management. Apart from concern for the privacy of staff members, the Company also operates in a competitive business environment. Consequently, it would be inappropriate for the Company to disclose information, which if published, might impair its own effectiveness and competitiveness.

Accordingly, Company documents such as circulars, manuals, records and internal communications materials, especially materials marked 'Confidential', must never be shown to outsiders without proper authorisation. Care should be exercised in conversations about the Company with outsiders or with fellow staff members in public places.

The obligation of staff members to safeguard the privacy of fellow members of staff, to protect the confidentiality of the Company's own affairs, and to protect the Company's proprietary interests continues with equal force if the staff member leaves the service of the Company.

In conversations with customers or other staff members and when on the telephone, care must be taken to prevent outsiders from overhearing confidential personal information.

Information should not be divulged over the telephone unless the identity of the caller and his or her right to receive the information are definitely established. Particular care should also be taken in answering enquiries and data given must be limited to that permitted by standard Company practice. Appropriate legal advice should be obtained where doubt exists.

The same considerations apply to the privacy rights of members of staff and similar care to avoid breaching these rights must be exercised by those staff members who, by reason of their position, may have knowledge of another staff member's private affairs.

8. Inside information and Share Trading

Inside information about the Company's affairs or those of customers shall not be used by staff members for their own gain or that of others.

Staff members are often in possession of information (commonly referred to as 'inside' information) which is not publicly available and which may have an impact on the price of the Company's securities. Staff must not disclose such information nor use such information for personal gain or for the advantage of others, such as friends or relatives. For example, trading in the Company's securities or advising others to do so on the basis of such special knowledge may also result in violation of insider trading laws and lead to criminal penalties.

Staff members are expected to comply with the Company's Share Trading Policy at all times.

9. Administration

It is recognised that staff members may have questions concerning whether certain of their planned or actual activities constitute departures from the guidelines of this Code. Such questions should be referred in writing to the Chairman.

10. Publication

A copy of this Code of Conduct is available at www.memphasys.com