

CODE OF CONDUCT

1. INTRODUCTION

- (a) BigTinCan Holdings Limited ACN 154 944 797 (**Company**) is a company with a core focus on providing a mobile content enablement platform.
- (b) As a small, experienced team of directors and employees, we have high expectations of ourselves and each other. We conduct ourselves with integrity, recognising our accountability to those who will benefit from our success in bringing our products to market. In addition to complying with its legal obligations, the Company seeks to conduct itself in an ethical and responsible manner.

2. OUR OBLIGATIONS

We recognise:

- (a) our obligations to act ethically and with care in conducting the business;
- (b) our accountability to our current and future shareholders to build value in the Company and to communicate honestly and regularly about the progress of our business and about our financial standing; and
- (c) our mechanisms to achieve this include our risk management structures, our Audit and Risk Committee and the Board's oversight of setting and implementing our strategy.

3. OUR LEGAL ENVIRONMENT

- (a) As a result of our global operations, and obligation to comply with laws of various countries, our employees must understand the laws and regulations applying to their activities. If in doubt, employees must seek advice.
- (b) All directors and employees must comply with the letter and spirit of applicable laws and regulations in the jurisdictions in which the Company operates, in carrying out their responsibilities and in dealing with fellow employees, customers, suppliers and the community as a whole.

4. BRIBES AND FINANCIAL INDUCEMENTS

The Company will not directly or indirectly offer, pay, seek or accept bribes. Directors and employees of the Company must not receive personal financial rewards or other inducements in return for making particular business decisions. Directors and employees must not accept gifts or other benefits where doing so may influence, or be seen to influence, the objectivity of their decision making.

5. OUR RESPONSIBILITIES TO EACH OTHER

- (a) Officers and employees must show consideration and respect for each other. The Company is committed to the principle of equal employment opportunity. Decisions on hiring, salary, benefits, promotion, termination or retirement are based solely on the employee's ability to do the job.
- (b) The Company will not tolerate unfair or unlawful discrimination with respect to a person's ethnic background, religion, gender, age, disability, marital status or any other factor unrelated to their skills and qualifications

- (c) All officers and employees have the right to operate in an environment free from harassment, and each director and employee is responsible not to engage in harassing behaviour towards colleagues, customers, suppliers, business partners, subordinates or members of the broader community.

6. WORKPLACE HEALTH AND SAFETY

Directors and employees are committed to ensuring a safe workplace where risks are identified and eliminated or mitigated in consultation with each other.

7. QUALITY AND ETHICS

Directors and employees are committed to:

- (a) act in the best interests of the Company;
- (b) act honestly and with high standards of personal integrity;
- (c) comply with the laws and regulations that apply to the Company's operations; and
- (d) not knowingly participate in any illegal or unethical activity.

8. CONFLICTS OF INTEREST

Directors and employees recognise that they must avoid or appropriately manage actual, apparent or potential conflicts of interest. This includes:

- (a) not taking improper advantage of property, information or opportunities arising from the role of a director or employee for personal gain, to cause detriment to the Company or its customers or to compete with the Company;
- (b) not accepting benefits (including gifts or entertainment) which could be seen as creating an obligation to someone other than the Company
- (c) not entering into any arrangement or participate in any activity that would conflict with the Company's best interest or that would be likely to negatively affect the Company's reputation.

9. CONFIDENTIAL INFORMATION

Directors and employees must ensure that confidential information about the Company is not disclosed to third parties, except where appropriately authorised or legally mandated.

10. PRIVACY

The Company's privacy policy regulates the handling of any personal information that the Company collects. It can be found on the Company's website.

11. ACKNOWLEDGMENT

All directors and employees acknowledge that:

- (a) strict compliance with this Code of Conduct is essential to maintain public confidence in the integrity of the Company; and
- (b) in the case of employees, failure to comply with this Code of Conduct may be grounds for termination of their appointment.

12. APPLICATION TO OTHER GROUP COMPANIES

Where the Company is the holding company of other companies, directors and employees of those group companies will also be bound by this Code of Conduct.

13. CONCERNS ABOUT ETHICAL ISSUES

As the Company is a small company, employees should communicate directly to the Chief Executive Officer or Chairman, or the Chairman of the Audit and Risk Committee if they have concerns (with reasonable grounds) about potential fraud or misappropriation, weaknesses in internal controls or the adequacy or accuracy of information being provided within the organisation to senior managers or the Board. Such communications (which should be in writing) will be treated as confidential.

Any questions about this Code and its application should be directed to the Company Secretary.

**Adopted by the Board of BigTinCan Holdings Limited
27 October 2016**