

Code of Conduct

Approved: February 2014

Introduction

InvestSMART Group Limited (**INV**) is committed to conducting business with the highest levels of integrity and ethical standards in all business practices.

All Directors, Executive Officers and Employees must conduct themselves in a manner consistent with current community and company standards and in compliance with the law. They are expected to act with the upmost integrity and objectivity, striving at all times to enhance the reputation and performance of INV This Policy ensures that all Directors, Executive officers and Employees understand what is expected of them in relation to behaviour and actions throughout and after their employment.

Code of Conduct

Directors, Executive Officers and Employees must:

- act honestly, in good faith and in the best interests of the Company as a whole at all times;
- discharge their duty to use due care and diligence in fulfilling the functions of their office and exercising the powers attached to that office;
- always use the powers of their office for a proper purpose;
- recognise that their primary responsibility is to the Company's security holders as a whole but should, where appropriate, have regard to all stakeholders of the Company;
- not make improper use of information acquired as a Director, Executive Officer or Employee of the Company;
- not allow personal interests , or the interests of any associated person, to conflict with the interests of the Company;
- be independent in judgement and actions and to take all reasonable steps to be satisfied as to all decisions taken by or on behalf of the Company;
- not engage in conduct likely to bring discredit on the Company;
- comply with the spirit, as well as the letter of the law and with the principles of this Code of Conduct;
- ensure compliance with the policies and procedures of the Company.

Confidentiality

All information regarding the affairs of the Company is regarded as confidential information.

Except as may be required by law or unless expressly authorised by an authorised officer of the Company or for proper performance of duties, Directors, Executive Officers and Employees must not at any time thereafter, without prior written consent:

- disclose to any third party or take advantage of or seek to take advantage of any confidential information; or
- deal in or directly or indirectly cause or procure any person to deal in securities in respect of which the individual possesses confidential information.

Disclosure

Directors, Executive Officers and Employees must make all disclosures, keep all records and take all steps necessary to enable the Company to comply with all relevant legislation, and common law obligations and shall comply immediately with all instructions to ensure such compliance.

Register of Interests

Directors will ensure that they disclose all relevant interests and the Company Secretary will maintain relevant records, including a register of interests.