



ABN 63 009 193 980

BLACKTHORN RESOURCES LIMITED

CODE OF CONDUCT

August 2010

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Blackthorn Resources is committed to establishing a culture of doing business with fairness, honesty and integrity, and which recognises ethical and responsible decision-making to achieve its business objectives.

Blackthorn Resources is committed to achieving best practice in its business operations and dealings, having regard to its obligations under various laws and regulations, and within the principles as recommended by the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

This Code of Conduct sets out the principles and core values by which the Company expects to operate its business and to interact with its stakeholders.

It is Blackthorn Resources' policy that all Blackthorn Resources personnel, including directors, officers, employees, contractors and consultants, are to conduct themselves with the highest ethical standards, and to act with integrity and honesty, whilst striving at all times to enhance the reputation and performance of the Company.

Business Dealings

Blackthorn Resources will conduct business with honesty and integrity and in an ethical, professional, legally compliant and conscientious manner that protects the Company's reputation.

In all business dealings, the giving or receiving of unacceptable benefits such as bribes, facilitation payments, unethical inducements, secret commissions or secret profits, is expressly forbidden.

Compliance with Laws

Blackthorn Resources will comply with all applicable rules, regulations and practices of each country in which it conducts its business.

The Company will maintain open and transparent disclosures with the investment community and regulatory authorities in the jurisdictions that it operates.

The Company will co-operate fully with the regulatory authorities and law enforcement agencies if called upon to do so.

Conflicts of Interest

Blackthorn Resource personnel should at all times avoid placing themselves in situations or enter into arrangements involving actual or potential conflicts between their personal or private interests and those of the Company.

Blackthorn Resource personnel must disclose immediately to the Managing Director or Company Secretary any direct or indirect, actual or perceived conflict of interest. In addition, all Blackthorn Resource personnel must declare to the Company any outside business activities, so that the Company can determine whether or not a conflict of interest or potential conflict of interest may arise.

Use of Company Property

At all times Blackthorn Resource personnel will respect confidential and proprietary information of the Company, and will not use or disclose such information to anyone except in the proper performance of their duties with the Company, unless the prior written consent of the Company is obtained or unless required by law to disclose the information.

The misuse of confidential information or information which is not publicly available is strictly prohibited and is subject of the Company's Security Trading Policy.

Blackthorn Resource personnel will safeguard all property of the Company and will not use Company property for personal gain or enrichment.

Respect for Each Other and the Community

Blackthorn Resource personnel will deal professionally, honestly and courteously with everyone we do business with.

Blackthorn Resources is committed to providing a good place to work, free of discrimination and harassment. The Company is committed to providing an equal employment opportunity work place.

Blackthorn Resources will strive at all times to conduct its business having regard to the highest standards of health and safety and in protecting the environment, and will support this goal with appropriate workplace training and health and safety policies and procedures.

Blackthorn Resources will be proactive in supporting community and social programs within the local communities it operates.

Compliance with this Code

The highest standards of corporate conduct and behaviour are critical to maintaining Blackthorn Resources' reputation and success.

All Blackthorn Resources personnel are responsible for their actions and accountable for the consequences of them. Compliance with this code is the responsibility of each individual.

Any breach of this Code must be immediately reported to the Chairman, Managing Director, or other director of the Company.

Any person who reports such matters in good faith can do so with the utmost confidence, without fear of victimisation, harassment or discrimination, and in the knowledge that such concerns will be properly received and investigated.

This Code will be reviewed by the Board periodically to ensure it remains relevant to the Company's business operations and its changing business requirements.

The Code will be made available to Blackthorn Resources' shareholders on request.

A copy of this Code will be made available on Blackthorn Resources' website www.blackthornresources.com.au.

**Approved and adopted by the Board of Blackthorn Resources Limited on
26 August 2010.**