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SCOPE

1. This Code applies to Grange Resources Limited (“the Company”) and all of its subsidiaries. This Code also applies to all of Grange Resources Limited’s affiliates who have adopted it in accordance with requirements agreed directly with Grange’s Board of Directors or under the terms and conditions of their Contract or Agreement to supply goods and/or services to Grange. Accordingly, this Code will refer to Grange Resources Limited and its affiliates as “Grange.”
2. For the purposes of this Code, affiliates will include consultants, contractors, and employees working under contract.
3. This Code is not intended to provide specific answers to unique legal questions or to create legal rights or duties, or to set standards of conduct enforceable against Grange. It is intended merely to provide broad principles to guide the conduct of Grange employees, officers and directors so that the company's business ethics will meet or exceed legally applicable standards.

PURPOSE

This Code of Ethics and Conduct (the “Code”) reaffirms the high standards of business conduct required of all employees, officers and directors of Grange. The Code is designed to complement Grange’s Vision and Values Statements, viz.:

“We will produce high quality steel making raw materials economically and effectively. Our operations will be efficient, flexible and stakeholder focused.”

At Grange we ALL will...

- *Work safely;*
- *Lead & act with fairness, integrity, trust and respect;*
- *Be responsible & accountable for our actions;*
- *Utilise our resources efficiently and effectively;*
- *Engage with stakeholders and proactively manage our impact on their environment;*
- *Work together openly and transparently;*
- *Promote an environment in which our people can develop and prosper.*

The Code has been created as part of Grange's continuing effort to ensure that it complies with all applicable laws (whether in it's home Dominion of Australia or other countries in which Grange conducts its business), to ensure that it has an effective program to prevent and detect violations of law, and for the education and training of employees, officers and directors. In most circumstances, this Code sets standards that are higher than the law requires. Grange's adherence to this Code will help to preserve

the confidence and support of Grange's various stockholders, and support Grange's policies for Sustainable Development.

THE ROLE OF GRANGE EMPLOYEES, OFFICERS AND DIRECTORS

While there is no substitute for common sense, this Code has been created to provide Grange employees, officers and directors with guidance on how to conduct the Company's business, and to help identify issues that require technical expertise. Any Grange employee, officer or director having a question or doubt as to what the proper course of conduct should be in any given situation should consult the senior manager on site or at the corporate office.

Conflict of Interest

A conflict of interest occurs when an individual's private interest interferes – or even appears to interfere – with the interests of Grange as a whole. Conflicts of interest, potential conflicts of interest and even the appearance of a conflict of interest must be avoided due to the potential for injury to Grange or its reputation.

Employees, officers and directors should avoid situations involving a conflict or the appearance of conflict between their duty to Grange and their own self-interest. Grange's business must be conducted solely for the best interests of the Company, in an honest and ethical manner. Grange's Value Statement provides a realistic "rule of thumb" to use when making day to day decisions. No employee, officer or director may, directly or indirectly, use his or her decision-making authority or position to obtain a personal benefit from any sale, purchase or other activity of Grange.

Among the most common situations that create such conflicts of interest are accepting gifts or gratuities from customers or suppliers, employment by another company while continuing to be an employee of Grange, ownership of a part of another company or business that has interests adverse to Grange's or an interest in Grange, close or family relationships with suppliers or competitors, and improper communications with competitors or with suppliers regarding bids for contracts, and providing "inside" information to the market, shareholders, investors or analysts. For clarity, a "Supplier" includes not only vendors providing services and material to the Company, but also consultants, financial institutions, advisors, and any other person or institution that does business with the Company.

Where there is any doubt or uncertainty, these types of situations must be reported to senior management before being entered into. Additionally, as a general policy, individuals should not do business on behalf of Grange with a close personal friend or relative. If such transactions cannot reasonably be avoided, they must first be approved by Grange management. An employee's supervisor can assist in obtaining the necessary approval. An officer or director should seek such approval from either the Company's General Counsel or the CEO.

Furthermore, a potential conflict of interest exists for individuals whose responsibilities allow them to give preferential treatment to a supplier or customer in exchange for anything of personal benefit to themselves or to their friends or families. Such situations could interfere with an individual's ability to make judgments solely in Grange's best interest; thus they create the appearance of a conflict of interest.

Under no circumstances should a gift, entertainment, travel benefit, preferential discount, free service, or any form of non monetary “in kind” benefit or “freebie” be accepted that might influence a Grange employee’s, officer’s or director’s judgment. Thus, individuals (and members of their families) may not solicit or accept from an actual or prospective customer or supplier any compensation, advance or loan (except from established financial institutions on the same basis as the institution’s other customers), gift, entertainment or other favor that is of more than token value or for which individuals would not normally be in a position to reciprocate under normal expense account procedures. In particular, individuals must avoid any interest in or benefit from any supplier that could reasonably be interpreted as inducing favoritism towards that supplier over others. It is a violation of this Code for any individual to solicit or encourage a supplier to give any item, service or benefit to the individual regardless of its value, no matter how small. Grange’s suppliers will retain their confidence in the objectivity and integrity of Grange only if each individual strictly observes this Code.

An employee, officer or director who receives, or whose family member receives, an unsolicited gift or benefit prohibited by this Code should report it to Grange through senior management or the Company’s General Counsel, and either return it to the person making the gift or other similar appropriate action.

Entertainment, services and “in kind” benefits offered by a supplier or customer may be accepted by an individual when they are associated with a business meeting and the supplier or customer provides them to others as a normal part of its business. Examples of such entertainment, services and “in kind” benefits are transportation to and from the suppliers’ or customers’ place of business, hospitality suites, golf or sporting outings and business meals for visitors to the suppliers’ or customers’ location.

Where any entertainment, services and “in kind” benefits offered by a supplier or customer is outside or exceeds the parameters detailed in the preceding paragraph, the recipient must obtain approval from his/her line manager and the approval form must be forwarded to the Managing Director’s Personal Assistant who will enter the approval into Grange’s Pecuniary Interests Register.

Confidential Information

"Confidential information" includes all information concerning Grange that is not already known to the public. It includes any non-public information relating to technology Grange creates or uses; how Grange conducts its business – its plans, strategies, and opportunities; private information relating to Grange’s customers and employees, and other persons such as consultants, contractors or companies; any information concerning the trading or exercising of securities of Grange or any other company obtained by virtue of the individual’s position. Grange’s confidential information is valuable property that must be protected like other Grange property. Such information should only be shared with employees, officers and directors within the same Grange entity with a need to know.

Furthermore, some information may be confidential information belonging to a specific Grange subsidiary or affiliate. Accordingly, confidential information may not be shared between Grange entities (including between employees of different Grange entities) until the Company’s General Counsel has been notified and, if necessary, a confidentiality agreement between the entities is put in place to deal with the specific need at the time.

Confidential information must not be used for personal gain, and may not be disclosed except as a part of the business of Grange. This is true regardless of the nature of the information or the manner in which the information is acquired.

Various laws and Grange policy protect the integrity of Grange's confidential information. It is important to realize that even though information may be intangible or may not be specifically identified as confidential, it still must not be disclosed if it might reasonably be deemed as confidential or secret. If there is a business need to share such information with third parties, including contractors or consultants, please contact the Company's General Counsel prior to sharing the information.

Employees, officers and directors must not use improper means (such as industrial espionage, trespassing or deception) to seek out, accept or use confidential information belonging to Grange or to third parties. Grange must neither accept nor solicit confidential information from a new employee, or hire someone for the purpose of obtaining confidential information from the new employee. When a Grange employee leaves the Company to work elsewhere, the employee may not remove, disclose or use Grange's confidential information.

Grange may legitimately obtain confidential information from other entities, individuals, suppliers or potential suppliers in connection with production, project evaluation or other business activities. Normally this will be accompanied by a confidentiality agreement that specifically identifies the confidential information and how Grange may use it. Strict compliance with those limitations is required.

Grange's confidential information includes (but is not limited to):

- Financial results, other than those which have been disclosed publicly to the Australian Stock Exchange;
- Profit forecasts;
- Proposed share issues;
- Borrowings or credit arrangements;
- Impending takeovers, acquisitions, mergers, reconstructions;
- Litigation;
- Significant changes in operations;
- New exploration strategies or discoveries;
- Liquidity;
- Major purchases or sales of assets;
- Management or corporate restructuring;

- The undertaking of entry into major contracts or arrangements.

Securities Transactions and Disclosure

Although Grange employees are encouraged to become shareholders in Grange's business, trading in Grange stock, or the stock of any other associated or affiliated company, based on material information that has not been disclosed to the public, or divulging such information to others so that they may trade in such stock, is a particularly important misuse of confidential information. Such activity, also known as insider trading, is prohibited and may result in the prosecution of anyone involved.

Trading in Grange shares or securities is restricted at certain times. When "share trading windows" are closed, the Company Secretary will post a "Share Trading Window Closure Notice to Grange's Intranet and will distribute the notice to all employees and directors via email.

As an example, such closure periods may include (but not be limited to):

- Within one month prior to the date of release of Grange's half year results to the Australian Stock Exchange;
- 14 days immediately prior to the release of each of Grange's quarterly activities reports until the close of business on the second working day after its release. In the case of the quarter ending on the last day of Grange's financial year, the blackout period ceases on the close of business on the second business day after which Grange releases its annual results or preliminary annual results, as the case maybe;
- 14 days immediately prior to Grange's Annual General Meeting; and
- Where Grange is aware of a pending substantial change which will may or may not ultimately warrant the suspension of trading, the Company Secretary will close the window as soon as he/she is aware.

Employees and directors must declare any security transaction (trading, purchasing or selling of Grange shares, exercising options etc) and those of any affiliated interests (close associate, family member, personal superannuation fund etc). The declaration must be made within seven (7) days of the transaction and must be forwarded to the Company Secretary on the Notification and Declaration of Change in Shareholding in Grange form which is available on Grange's intranet site.

Any person who is uncertain whether information he or she has about Grange or any other company might be considered material or confidential should check with the Company Secretary before buying or selling the stock of Grange or such other company.

Grange Assets

Cash and Bank Accounts

All cash, bank account and corporate credit card transactions must be handled so as to avoid any question or suspicion of impropriety. When considering gifts and gratuities,

employees of financial institutions should be treated as if they were government employees, i.e., never give a banker anything of value that could be associated with a financial transaction. All transactions, including cash transactions, must be recorded in Grange's books of account.

All accounts of Company funds must be established and maintained in the name of Grange (or an appropriate subsidiary or authorized individual) and may be opened or closed only upon the authority of Grange's board of directors or specified officers. No funds may be maintained in the form of cash, except authorized petty cash, and no Grange funds may be maintained in an anonymous (numbered) account at any bank.

Payments into numbered bank accounts by Grange may leave the Company open to suspicion of participation in a possibly improper transaction. Therefore, no disbursements of any nature may be made into numbered bank accounts or other accounts not clearly identified as to their ownership.

No payments may be made in cash other than regular, approved cash payrolls and normal disbursements from petty cash supported by signed receipts or other appropriate documentation. Further, corporate cheques may not be written to "cash," or for purchase of cashier's cheques not specifically identified as to account and payee, except with the specific written approval of the Chief Financial Officer, when cash or cash equivalent payments are required under local law.

Foreign banking laws often differ from those in Australia. Grange may not take advantage of foreign banking laws (such as bank secrecy laws) to avoid Australian banking laws. On the other hand, Grange must also comply with the laws of foreign jurisdictions in which it operates. If any question arises as to the propriety of a banking relationship, seek guidance from the Chief Financial Officer.

Grange Assets and Transactions

All employees, officers and directors have a duty to protect Grange's assets and ensure their efficient use. All transactions must be accurately and fairly recorded in reasonable detail in Grange's accounting records. Individuals having control over Company assets and transactions are expected to handle them with the strictest integrity and ensure that all transactions are executed in accordance with management's authorization.

Employees, officers and directors are personally accountable for Grange funds over which they have control. Individuals who spend Grange funds should ensure the Company receives good value in return and must maintain accurate records of such expenditures. Individuals who approve or certify the correctness of a bill or voucher should know that the purchase and amount are proper and correct. Obtaining or creating false invoices or other misleading documentation or the invention or use of fictitious sales, purchases, services, loans, entities or other financial arrangements is prohibited.

Corporate Opportunities

Employees, officers and directors are prohibited from:

- (a) taking for themselves personal opportunities that are discovered through the use of Grange property, information or position;

- (b) using corporate property, information or position for personal gain; and
- (c) competing with Grange.

Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Software

Grange licenses the use of computer software from a variety of vendors. Grange does not own the software or its documentation. Software is normally copyrighted, and no individual may copy or distribute the software unless expressly permitted to do so under the applicable license. Doing so would violate the license and subject the individual and potentially Grange to exposure to substantial penalties.

Expense Reimbursement

All expenses must be detailed on expense reports consistent with Grange's business expense reimbursement policy.

Exports

Exports of equipment, technology, software and technical data are regulated by various different countries including Australia. Many people do not realize that the carrying of an item on an overseas trip where the item is not for sale constitutes an export that may require a license. Similarly, sharing information with other individuals in foreign countries via e-mail or regular mail, even if you are not intending to do anything more than have someone review the material and comment on it, may require a license. Likewise, the shipment of Grange equipment to a Grange project outside of the country of origin may require a license. The broad scope of these regulations, and the relatively low level of technology of the equipment, hardware, software and technical information that is regulated, is often misunderstood. Questions and requests for assistance in this area should be directed to the Company's General Counsel.

Fraudulent or Dishonest Conduct

Grange's interests are never furthered by the fraudulent or illegal conduct of its employees, officers or directors. Grange expects its employees, officers and directors to deal fairly and honestly with all persons with whom Grange does business, so as to maintain its reputation for integrity in all its business relationships. Under no circumstances should an employee, officer or director offer any false, fictitious or fraudulent information, report or claim to another person, or take unfair advantage of anyone through inappropriate manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other similar practice. Further, the use of fraudulent or illegal tactics (including trespass on lands owned by others or the offering of bribes) by employees, officers, directors or agents of Grange is prohibited.

Financial Reporting

Because Grange is a publicly listed Australian company, it is of critical importance that Grange's public disclosures, including filings with the Australian Stock Exchange and Australian Securities and Investments Commission be complete, fair, accurate, timely and understandable. Depending on his or her position with the Company, an employee, officer or director may be called upon to provide necessary information to assure that Grange's public reports are complete, fair and understandable. Grange requires that all employees, officers and directors provide prompt, accurate and complete answers to all inquiries relating to public disclosure requirements.

Grange must comply with extensive and complex accounting requirements in both public and taxation reporting. To meet these requirements, Grange must rely upon each individual's truthfulness in accounting practices. All books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect Grange's transactions and must conform to legal requirements and Grange's system of internal controls. There should be no unrecorded or "off the books" funds, assets or transactions unless permitted by law and disclosed to and approved by senior management. Any evidence of fraud or significant deficiencies in the design or operation of internal financial controls should be brought to the attention of the Chief Financial Officer.

No employee, officer or director should take any action intended to improperly influence Grange's auditors or the conduct of Grange's audits for the purpose of rendering Grange's financial statements misleading.

Illegal and Dangerous Conduct

Illegal activities on Grange premises or while on Grange business will not be condoned and can result in disciplinary action.

In addition to following all applicable laws, Grange employees, officers and directors are expected to follow Company policies and use common sense while on Grange's premises and while on Grange business. The following illustrates activities that are against Company policy, and which will not be tolerated on Grange premises, in Grange vehicles or while engaged in Company business:

1. Consumption and storage of alcoholic beverages, except where authorized by an officer of the Company and otherwise legally permitted.
2. The unlawful manufacture, distribution, dispensation, possession, transfer, sale, purchase or usage of a controlled substance, such as illegal drugs.
3. Driving vehicles or operating Company equipment while under the influence of alcohol or controlled substances.
4. Illegal betting or gambling.
5. The possession of weapons of any sort on Grange premises, in Grange vehicles or while on Company business, except by security or other personnel who are authorized by Grange.

6. Inappropriate use of Grange's IT system for the transmission and/or storage and use of material, images or media which is illegal or contravenes Grange's IT Policy.

Grange reserves the right to inspect any property that may be used by individuals in conducting their job or for the storage of their personal effects. This includes computers, computer files and records of use and access, desks, lockers and vehicles owned by Grange. It is a violation of Grange policy to store any contraband, illegal drugs, or non-job related toxic materials or weapons on Grange property.

Unauthorized Copying of Publications

It is illegal and against Grange policy for any employee to copy all or parts of articles, books or other publications if another individual owns a copyright on such materials, unless Grange has obtained a license to copy the materials.

Employee Relations

It is Grange's policy and practice not to discriminate against any employee because of race, color, religion, national origin, sex, sexual orientation, age, or physical or other disability. Grange desires to create a challenging and supportive environment where individual contributions and teamwork are highly valued. In order to establish such an environment, all individuals are responsible for supporting Grange's equal employment opportunity policies.

Within each country where Grange operates, it shall adhere to all applicable laws, including applicable employment laws. For example, within Australia, Grange shall not hire or employ an alien who is not the holder of an authorized visa which allows them to be employed.

RELATIONS WITH GOVERNMENT OFFICIALS

Gifts, Favors and Bribery

Public officials play a special role in society. Conduct that may be acceptable in the commercial business environment may not be acceptable in relations with public officials. Grange employees, officers and directors may use only appropriate and lawful means to persuade public officials to render decisions or exercise discretion to the benefit of Grange. Efforts in matters affecting Grange's interests must be based solely on the merits and pursuant to proper procedures.

Employees, officers and directors may not offer, provide or solicit, directly or indirectly, any special treatment or favor from a public official in return for anything of economic value or the promise or expectation of future value or gain. Further, because of the potential for misunderstanding, Grange may not confer special treatment, favors, benefits or gifts upon public officials even if there is no matter pending before the public official.

Often, individual agencies or governmental units have detailed written codes of conduct relating to relations between public officials and their constituency. Some allow acceptance of gifts or entertainment of nominal value, such as a lunch or other entertainment, but many do not. Individuals should familiarize themselves with and

adhere to the written codes of conduct, rules and regulations of governmental units within their area of responsibility. "Unwritten" custom or practice may not conform to written code or law. In determining whether to follow an "unwritten" custom or practice which does not conform to written rule or regulation consult with the corporate governance team on site or at corporate, and, if found to be acceptable, keep a record of such "customary" expenses.

International Anti Corruption Compliance

In 2005, the World Economic Forum published the Partnering Against Corruption Principles for Countering Bribery (PACI Principles). Whilst Grange is not required to be a signatory to the PACI Principles, it has decided to adopt them as a guiding framework.

The PACI Principals require that Grange's books and records accurately and fairly reflect all international transactions, that the Grange maintain a system of internal accounting controls to ensure that assets are safeguarded, that transactions conform to management's authorizations and that Grange's accounting records are accurate. Under the PACI Principles, no individual may falsely report transactions or fail to report the existence of false documentation in the accounting records. An example of such improper documentation would be the disguising of an illegal bribe as a consulting fee. Individuals certifying the correctness of records, including vouchers or bills, must have a reasonable basis to believe that the information is correct and proper.

The PACI Principals also requires that international business relations with foreign government representatives conform to the standards that exist in Australia, even if a different business ethic is prevalent in the other country. Accordingly, no person or enterprise acting on behalf of Grange, directly or indirectly, may offer a gift, payment or bribe, or anything else of value, whether directly or indirectly, to any foreign official, foreign political party or party official, or candidate for foreign political office for the purpose of influencing an official act or decision (such as the issuance of a mining or exploration permit or concession), or seeking influence with a foreign government in order to obtain, retain or direct business to Grange or to any person. In short such activity cannot be used to improve the business environment for Grange in any way. Thus, even if such payment is customary and generally thought to be legal in the host country, it is unacceptable to Grange, unless it is (1) expressly authorized by a written law of the host country, or (2) a reasonable and bona fide expenditure, such as travel and lodging expenses that is directly related to the promotion, demonstration or explanation of products or services; or the execution or performance of a contract with a foreign government or government agency.

As is the case under Australian law, even inexpensive gifts to government or political party officials, such as tickets to sporting events, may be prohibited under foreign local law and therefore could constitute a violation of the PACI Principals. If questions arise with respect to expenses to be incurred on behalf of foreign officials, consult with the Corporate Governance Team before Grange pays or agrees to pay such expenses.

Some "expediting" payments are authorized under the PACI Principals. Such payments must be directly related to non-discretionary conduct by lower level bureaucrats and unrelated to efforts by a company to obtain significant concessions, permits or approvals. Examples include permits relating to qualifying to do business in a foreign country, processing of visas and work orders, obtaining police protection, mail delivery, scheduled

inspections (such as building inspections), inspections of goods, telephone, power and water service, or loading and unloading of cargo. Such payments do not include payments of any kind relating to terms of continuing or new business agreements. Consult with the Corporate Governance Team in regard to any proposed expediting payment.

A violation of foreign laws can result in criminal charges against Grange, its officers, its directors and the individuals directly and/or indirectly committing the violation, regardless of the person's nationality. Grange's adoption of the PACI Principles is meant to provide employees and directors with an appropriate guidance framework to use to mitigate the potential for this occurrence.

Additional materials regarding the PACI Principals are available from the Corporate Governance Team. It is recommended that these materials be reviewed prior to undertaking Grange business outside Australia.

Political Contributions

Many laws around the world including Australian federal law and many Australian State laws prohibit or regulate contributions by companies to political parties or candidates. Thus such contributions must not be made on behalf of Grange without first consulting the Corporate Governance Team. The term "political contributions" includes, in addition to direct cash contributions, the donation of property or services and the purchase of tickets to fund- raising events. Employees, officers or directors may make direct contributions of their own money in their own names, either directly to candidates or to political action committees, but contributions are not reimbursable.

ENVIRONMENTAL POLICIES AND PROCEDURES

Grange's strategy for environmental compliance focuses on the incorporation of environmental considerations into the full range of its operations, including all facets of exploration, mine and mill design, mine plan development, and operation and closure of facilities. This strategy is reflected in Grange's current Environmental Policy. Grange's goal is to set standards of excellence in environmental protection by adopting sound policies and procedures that attain or go beyond compliance with legal requirements. The performance evaluation for all personnel will include an appraisal of their commitment and adherence to sound environmental practices.

Grange has prepared Environmental Policies and Standards which guide employees in matters of environmental performance and compliance. These Environmental Policies and Standards can be found on the intranet. All personnel must be familiar with these policies and standards and must keep abreast of revisions to them.

Each employee is responsible, within the bounds of his or her control, for compliance with all applicable environmental laws, rules, regulations, permits and licenses, Grange's fluid management plans and emergency response plans. In this regard, employees must:

1. Comply with all applicable environmental requirements;
2. Request guidance from the Environmental Department when they are uncertain of what those requirements are in a given situation;

3. Report all violations, or suspected violations, of environmental requirements to the environmental department on site or at corporate; and
4. Ensure, within the bounds of his or her control, that all environmental compliance systems established under Grange's environmental compliance program are properly implemented.

In addition, each supervisor is responsible for ensuring that all employees, equipment, facilities and resources within his or her area of responsibility are managed in a manner to ensure compliance with environmental requirements.

AUSTRALIAN TRADE PRACTICES LEGISLATION

Relations with Competitors

The Australian Competition and Consumer Commission (The ACCC) promotes competition and fair trade in the market place to benefit consumers, businesses and the community. It also regulates national infrastructure services. Its primary responsibility is to ensure that individuals and businesses comply with the Commonwealth competition, fair trading and consumer protection laws. Grange employees and directors are required to comply with the Commonwealth competition, fair trading and consumer protection laws at all times.

Because Grange's sale of concentrate and pellets is handled by only a few persons, this subject will not be covered here in depth. Nevertheless, there are a number of situations, such as participation in industry associations, where Grange employees interact with their counterparts from competitors. These situations create the risk that members of the association will be accused of collusion.

Industry meetings (including educational conferences) offer opportunities for competitors to communicate with each other, to exchange information, and, in some instances, to formulate joint positions on issues of legitimate common concern. Common activities of trade associations, for example, include the compilation and analysis of industry statistics, the discussion of legislative and regulatory developments, the formulation of voluntary industry standards and codes, and the discussion of market trends and technological developments. These activities are legitimate in most cases and can be useful - but they also involve significant collusion risks. Always obtain legal advice before submitting proposals, statistics or other information to a trade association, and before adopting or interpreting any standard or code that would create a hardship for any actual or potential industry member or supplier.

Grange may cooperate with its competitors and with other firms to formulate position papers or proposals for submission to legislative or regulatory officials. Such joint activities are proper and desirable, even if their goal is government action that would limit competition. But such joint activities must be strictly confined to good-faith efforts to influence legislative or regulatory actions. Such joint action must not result in an agreement, understanding, or exchange of information - beyond the joint action necessary to influence official actions - that would reduce competition among the participating firms or impair competition with other firms.

While Grange may select its customers or suppliers, it cannot agree with competitors to restrict in any way those with whom it deals. Thus Grange may not agree with others to boycott or refuse to deal with a supplier. Likewise, Grange cannot agree with its competitors to divide markets among it and themselves, such as by territory, product or customer. Grange cannot agree with competitors to limit production of any products or services.

Relations with Suppliers

An exclusive dealing arrangement, such as an output contract in which a buyer agrees to purchase all of a supplier's output or production of a particular product for a stated period of time, or a requirements contract in which a supplier agrees to provide all of a buyer's requirements for a particular product for a stated period of time, may limit competitors opportunities. Normally, these types of contracts are lawful. But when such arrangements with suppliers have the potential to significantly reduce the opportunities of Grange's competitors to obtain necessary supplies or materials, or have the potential to significantly limit the opportunities of the supplier's competitors to sell to Grange or to other customers, they may be unlawful. Such contracts should be discussed with the Corporate Governance Team.

Relations with Customers

Although Grange's principal concentrate and pellet products are sold by bid, the Company does at times sell other materials, services or fall down products. Grange cannot agree or reach an understanding with a customer as to the resale price of any product sold by the Company. Grange cannot condition the sale of one of the Company's products on purchase of an additional product from Grange or another company.

REPORTING VIOLATIONS

Compliance with these rules, standards and principles is mandatory for all employees, officers and directors, and prompt reporting of any possible violations of the Code is encouraged. Reports should be made to senior management or the Corporate Governance Team on site or at corporate. An employee's supervisor may assist in reporting the violation, if appropriate. Alternatively, violations may be reported, on an anonymous basis, by (i) sending an unsigned letter to the Company's General Counsel, PO Box 7025, Cloisters Square, Perth, WA 6850, or (ii) placing a telephone call to the Company's General Counsel on +61 8 9321 1118. Calls to the Company's General Counsel are anonymous, not recorded and are subject to third party compliance audit to insure that anonymity is maintained in this process.

Any individual who is charged with or convicted of a crime, whether related to these rules or not, must also report that fact to Grange's HR Manager within five days of being charged or convicted.

All cases of questionable activity involving the Code or other potentially improper actions will be reviewed for appropriate action, discipline or corrective steps. Individuals are expected to cooperate in all investigations of violations. Whenever possible, Grange will keep confidential the identity of individuals about or against whom allegations of violations are brought, unless or until it has been determined that a violation has occurred. Similarly, wherever possible, Grange will keep confidential the identity of anyone reporting

a possible violation. Reprisal against any individual who has, in good faith, reported a violation or suspected violation is strictly prohibited.

Grange will take prompt and consistent action whenever it determines that there has been a violation of the Code.

WAIVERS

Any waiver of a provision of this Code for a director or executive officer may only be made with the express approval of the Board of Directors or the Audit Committee, and must be promptly disclosed to shareholders as required by law. A waiver is approval by Grange of a material departure from a provision of the Code.