Collaborate Corporation Limited

CODE OF CONDUCT

1. OVERVIEW

1.1 The purpose of this Code of Conduct for the directors and officers of Collaborate Corporation Limited ("Collaborate Corporation" or the "Company") is to ensure that they have a clear understanding of Collaborate Corporation's expectations of their conduct.

1.2 The conduct of the Board is governed by the Constitution of Collaborate Corporation, the Board Charter and various other charters and policies, copies of which are available on the Company's website: www.collaboratecorp.com.

1.3 To the extent practicable, the Company has followed the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations with 2010 and 2012 Amendments* (3rd Edition).

2. OBLIGATIONS OF DIRECTORS AND OFFICERS

2.1 Each director and officer of Collaborate Corporation must comply with the following requirements:

2.1.1 each director and officer of Collaborate Corporation must act honestly with a high standard of personal integrity, in good faith and in the best interests of the Company as a whole;

2.1.2 each director and officer has a duty to use due care and diligence in fulfilling the functions of office and exercising powers attached to that office;

2.1.3 each director and officer must use the powers of office for a proper purpose, in the best interests of the Company as a whole;

2.1.4 each director and officer must recognise that the primary responsibility is to the Company's shareholders as a whole but should, where appropriate, have regard for the interests of all stakeholders of the Company;

2.1.5 each director and officer must not take personal advantage of the position of director or officer;

2.1.6 each director and officer must not make improper use of information acquired as a director or officer;

2.1.7 each director and officer must not allow personal interests, or the interests of any associated person, to conflict with the interests of the Company or that would be likely to negatively affect the Company's reputation;

2.1.8 each director and officer has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the board of directors and committees of the Board;

2.1.9 confidential information received by each director and officer in the course of the exercise of directorial duties remains the property of the Company from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by that Company, or the person from whom the information is provided, or is required by the law; and

2.1.10 each director and officer has an obligation, at all times, to comply with the spirit as well as the letter of the law and with the principles of this Code of Conduct and the *Corporations Act* and other regulations as enacted from time to time.

3. COMPLIANCE WITH CORPORATE GOVERNANCE PRACTICES AND DOCUMENTS

3.1 Compliance with this Code of Conduct is mandatory. In addition, each director and officer of the Company must comply with all corporate governance practices and documents established and approved by the Board of Collaboration Corporation from time to time, including:

(i) the Constitution of Collaboration Corporate;
(ii) Board Charter;
(iii) Nomination and Remuneration Committee Charter;
(iv) Audit and Risk Committee Charter;
(v) Continuous Disclosure Policy;
(vi) Shareholder Communication Policy;
(vii) Risk Management Policy;
(viii) Dealing Rules for Employees and Directors.

3.2 Any director or officer who does not comply with this Code of Conduct will be considered to have engaged in serious misconduct which may result in the termination of their engagement by the Company.

4. REPORTING OF UNLAWFUL OR UNETHICAL BEHAVIOUR

4.1 Directors and officers are encouraged and permitted to report any behaviour, practice or activity which they believe in good faith is:

- unethical or improper conduct;
- financial malpractice, impropriety or fraud;
- breach of laws or regulations; or
- auditing non-disclosure or manipulation of the external audit process,

to the Chairman of the Board.

4.2 Collaborate Corporation will, as far as it is able, protect the confidentiality of the complainant. The Company will ensure that any director or officer making such a complaint in good faith will not be mistreated, disadvantaged in their position with Collaborate Corporation or intimidated.

5. REVIEW OF CODE OF CONDUCT

The Board will review this Code of Conduct from time to time to ensure it remains consistent with the Board's objectives and responsibilities.

6. PUBLICATION OF CODE OF CONDUCT

This Code of Conduct will be available on the Company's website and the key features will be published in the corporate governance statement.

Approved by the Board of Collaborate Corporation Limited on 30 September 2015.