



Code of Ethics

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1 Purpose and Scope

- 1.1 The purpose of this policy is to define expected behavior from employees towards their colleagues, supervisors, and the overall organization.
- 1.2 We expect all employees to follow our Code of Conduct. Offensive behavior, disruptive behavior, and participation in serious disputes should be avoided. Employees are expected to foster a respectful and collaborative environment.
- 1.3 This policy applies to all employees and contractors. They are bound by their Employment Offer Letter or Independent Contractor Agreement to follow the Code of Conduct Policy while performing their duties. The Code of Conduct is outlined below:

2 Code of Conduct Policy

The Board of ikeGPS Group Limited (the *Company*) has on 23 July 2014 adopted the following Code of Conduct

ikeGPS CODE OF ETHICS

The ikeGPS Code of Ethics is the framework of standards by which the directors, employees, contractors for personal services and advisers of ikeGPS Group Limited and its related companies (*IKE people*) are expected to conduct their professional lives and has been approved by the Board. This Code is not intended to prescribe an exhaustive list of acceptable and non-acceptable behaviour, rather it is intended to facilitate decisions that are consistent with IKE values, business goals and legal and policy obligations, thereby enhancing performance outcomes. ikeGPS people must familiarise themselves with ikeGPS values, as they govern their behaviour while they are employed by ikeGPS.

Directors, Senior Executives and other employees who are proven to have breached this Code of Ethics will face disciplinary action which, depending on the seriousness and severity of the breach, could include dismissal or legal action or both.

ikeGPS directors and managers are expected to lead according to these standards of ethical and professional conduct and to ensure that they are communicated to the people who report to them.

If you have any questions or concerns about an ethical question or become aware of a breach of a legal obligation or an ikeGPS policy, let the Chairperson of the Board know as soon as possible. If this is not appropriate, contact the Chairperson of the Audit and Risk Management Committee. (Please refer to Article 11, Reporting Concerns, for more information.)

1 Conflicts of Interest

A conflict of interest occurs when an individual's interests interfere, or appear to interfere, with ikeGPS's interests. IKE expects IKE people to always act in IKE's interests.

ikeGPS people will not without the prior consent of ikeGPS:

- engage in any other business or commercial activities which would conflict with their ability to perform their duties to ikeGPS ;
- support a political party or organisation other than in a personal capacity;
- be directly or indirectly interested or concerned in any capacity including as a material shareholder (i.e. a shareholder who holds more than 20% of the shares), or as a director, employee, or independent contractor with any other business in the remote measurement data collection industry; and
- engage in any other activity which could conflict with ikeGPS 's interests.

2 Gifts

“Gifts” and “personal benefits” can include accommodation, goods, services, discounts, and special terms on loans and so on.

ikeGPS people will not accept gifts or personal benefits of any value from external parties if it could be perceived that such acceptance might compromise or influence any decision by ikeGPS.

3 Corporate Opportunities

ikeGPS expects its people to advance its legitimate interests when the opportunity to do so arises.

ikeGPS people will not:

- take for themselves any opportunity discovered through the use of ikeGPS property, information or position;
- use ikeGPS property (including ikeGPS 's name), information or position for personal gain;
- compete with ikeGPS; and
- trade in shares, or any other kind of property, based on information that comes from their roles for ikeGPS if that information has not been reported publicly.

4 Confidentiality

ikeGPS and ikeGPS stakeholders entrust us daily with their confidential communications and information. Confidential information includes all information not in the public

domain that has come to an IKE employee's knowledge by virtue of working for ikeGPS

ikeGPS people will maintain and protect the confidentiality of information entrusted to ikeGPS about work colleagues, stakeholders and ikeGPS's business and financial affairs, except where disclosure is allowed by ikeGPS or is required by law.

5 Behaviours

The actions and statements of IKE people, whether to customers, suppliers, competitors, or employees, can impact on the way people see IKE and whether they choose to do business with us.

ikeGPS people will:

- undertake their duties in accordance with ikeGPS values;
- conduct themselves in a way that demonstrates that their honesty is beyond question and will not behave in a manner that has the potential to bring ikeGPS's image into disrepute;
- deal honestly with ikeGPS's other people, professional advisors and stakeholders;
- not enter into transactions or make promises on behalf of ikeGPS Group that ikeGPS cannot or does not intend to honour;
- undertake their duties with care and diligence;
- ensure that any personal opinions ikeGPS people express are clearly identified as their own and are not represented to be the views of ikeGPS;
- value individuals' differences and treat people in the workplace with respect in accordance with IKE's philosophies of equal employment opportunities, and anti-harassment and discrimination policies;
- to the best of their ability, use reasonable endeavours to ensure that ikeGPS records and documents, including financial reports, are true, correct and conform to ikeGPS reporting standards and internal controls; and
- not accept or offer bribes or improper inducements to or from anyone.

6 Proper use of IKE Assets and Information

ikeGPS people have a duty to protect ikeGPS assets from loss, damage, misuse, waste and theft. ikeGPS assets include systems, information, intellectual property and networks.

ikeGPS people will only use ikeGPS assets for lawful business purposes authorised by ikeGPS [and will only create, and only retain, information and communications required for business needs or to meet legal obligations].

7 Compliance with Laws and policies

ikeGPS people will:

- familiarise themselves with and comply with ikeGPS policies, frameworks and processes at all times (including those relating to equal employment opportunities and health and safety);
- abide by the laws, rules and regulations in any country in which they work;
- undertake training on legal obligations and policies as required by management from time to time; and
- comply with all statutory and internal disclosure requirements on a timely basis.

8 Delegated Authority

The ikeGPS Board of Directors delegates the responsibility of managing the business and affairs of ikeGPS to the Chief Executive Officer ("CEO"). The CEO in turn delegates to other levels of management certain rights to make operational and financial decisions within defined limits. A director should not simultaneously hold the positions of CEO and Chairperson of the Board.

ikeGPS people will:

- only act within the delegated authority framework and any authority that may be specifically given to them as a delegated authority holder; and
- ask their manager if they are uncertain as to their level of delegated authority.

9 Additional Director Responsibilities

Directors are required to:

- undertake appropriate training to remain current on how to best perform their duties as directors of ikeGPS.
- give proper attention to all matters put before them;
- have an understanding of the regulatory, legal, fiduciary and ethical requirements affecting directors;

- be familiar with up to date business management techniques and related ethics; and
- have an awareness of special strategic, industry, cultural and other issues that may impact on ikeGPS's business.

10 Information for the Board

ikeGPS management shall provide the Board with information of sufficient content, quality and timeliness as the Board considers necessary to enable the Board to effectively discharge its duties.

11 Reporting Concerns

If you become aware of a breach of the ikeGPS Code of Ethics or any breach of a legal obligation or ikeGPS policy, you are responsible for reporting it to your manager or the Board, as appropriate. If this is not appropriate in the circumstances, you should report the breach to the:

- Chairperson of the Board; or
- Chairperson of the Audit and Risk Management Committee.

ikeGPS will stand behind any employee who, acting in good faith, reports a breach, serious problem or wrongdoing. The identity of the person making the report will be kept confidential where possible – there may be situations however where the proper investigation of the matter inadvertently identifies the reporter or requires his or her identification.

ikeGPS requires all directors, executives and other employees who receive a report of an actual or suspected violation of this Code of Ethics to take all reasonable steps within their control to ensure that:

- the behaviour alleged in the report is thoroughly investigated;
- the rules of natural justice are observed in that investigation; and
- appropriate disciplinary action is taken if the allegation is substantiated.

Any person who knowingly makes a false report of a legal or policy breach may be subject to disciplinary action.

If you suspect that a breach of the delegated authority rules or limits has occurred you should advise your manager and the delegated authority holder whose responsibility it should have been to approve the transaction, as soon as possible.

12 REVIEW

The Code of Ethics is subject to annual review by the Board. If you have feedback on the Code of Ethics please contact the Chairperson of the Board.