

LEGEND INTERNATIONAL HOLDINGS, INC.

CODE OF CONDUCT AND ETHICS BOOKLET

LEGEND INTERNATIONAL HOLDINGS, INC.

Code of Conduct and Ethics

Legend International Holdings, Inc. (“the Company”) requires a high level of professionalism and standards of directors, employees and consultants. To ensure this level of professionalism and standards are maintained, the Company has developed a code of conduct and ethics for all directors, employees and consultants.

This Code of Conduct and Ethics details the basic conduct and ethics expected of all directors, employees and consultants of the Company.

It should be read in conjunction with specific policies that have been or will be published from time to time by the Company.

This booklet is divided into the following sections:

Code of Conduct and Ethics

- Laws & Regulations
- Integrity
- Confidentiality
- Competence
- Objectivity
- Behaviour
- Conflict of Interest
- Company Assets – Funds, Property and Vehicles
- Drugs & Alcohol
- Gifts, Loans and Hospitality
- Improper Influence
- Obligations on Leaving the Company
- Non Discrimination
- Company Vehicles
- External Employment
- Personal Conduct
- Political Associations
- Work environment
- Questions or Queries

CODE OF CONDUCT AND ETHICS

This Code of Conduct and Ethics applies to all employees working for the Company.

The objective of the Code is to ensure that all employees of the Company respect and comply with laws and regulations and maintain a high standard in professionalism, ethics and behaviour in the exercise of their duties with the Company.

For the purpose of this Code Employees includes Directors, officers, consultants, contractors and persons in a like role with the Company, any subsidiary company and AXIS Consultants Pty Ltd.

Laws and Regulations

The Company is subject to local, State and Federal laws. All employees have a duty to act within those laws.

No one can be directed to carry out an illegal act, and no one can justify an illegal act by claiming to be acting under the order of a Manager, or to be simply complying with a policy.

Respect and comply with the laws and regulations in the country in which you are operating. In interpreting the laws and regulations always endeavour to adopt a course which reinforces our reputation and integrity.

Integrity

Employees are expected to conduct yourself with integrity, be fair and honest in your dealings and treat others with dignity.

Recognise and communicate any limitations or other constraints that would preclude responsible judgement or successful performance of an activity of the Company.

Confidentiality

Refrain from disclosing to any person any confidential and or sensitive information acquired in the course of your work except when authorised to do so, or unless legally obligated to do so, or where acceptable by management between employees, directors and consultants. Due to the continuing disclosure requirements under current regulations, this confidentiality will be strictly enforced by management.

Inform subordinates as appropriate regarding the confidentiality of information acquired in the course of their work.

Refrain from using confidential information acquired in the course of your work for illegal or unethical advantage, either personally or through third parties.

Competence

Maintain an appropriate level of professional competence by ongoing maintenance and development of your knowledge and skills.

Perform your professional duties in accordance with relevant laws, regulations and technical standards.

Prepare complete and clear reports and make recommendations after appropriate analyses of relevant and reliable information.

Objectivity

Communicate information fairly and objectively.

Disclose fully all relevant information that could reasonably be expected to influence an intended user's understanding of reports, comments and recommendations presented.

Behaviour

Behave in a professional and honest manner.

Treat people with respect, regardless of their individual differences.

Refrain from any behaviour that may be deemed to violate a person's rights and privacy under existing laws and regulations.

Refrain from placing yourself in situations which result in divided loyalties.

Use the Company's assets responsibly and in the best interests of the Company.

Conflict of Interest

A conflict of interest exists where loyalties are divided. It is expected that all employees will guard against any possible conflict of interest in employment.

If any employee thinks that he or she has a possible conflict of interest in relation to their employment, it should be discussed with the Secretary.

Company Assets - Funds, Property and Vehicles

Every employee who has control of Company funds is personally accountable for them. "Funds" can mean cash or valuables such as aeroplane tickets, lap top computers, mobile telephones, etc.

All employees share the responsibility for looking after Company property, especially if it is under our control. Company property must not be removed without authorisation or used for personal benefit or any other improper purpose.

Anyone using a Company vehicle should ensure that it is not used in a way that will reflect badly on the Company. Vehicles must not be used for unauthorised purposes.

Drugs and Alcohol

Illegal drugs are not acceptable or permitted in the workplace. Where prescription drugs which are likely to affect performance or safety are involved, you should notify your manager to ensure that safety performance is properly managed.

Employees should not allow alcohol to affect their performance at work.

Specific rules are applicable to drugs and alcohol on an exploration or mine site and if you are on such a site, you should familiarise yourself with these rules.

Gifts, Loans, Hospitality

No one should ask for or accept any gift, loan, unusual or expensive hospitality or other benefit of significant value. In particular, employees must not seek or accept a significant gift that could cause pressure on our judgement, or could seem to be a conflict of interest, or could damage relationships with others.

Hospitality in the form of entertainment in the interests of normal business practice is normally acceptable. However, it is important not to give any impression that there may be a connection between the hospitality and business opportunities.

If an employee is sent a significant gift, that person should report it to the Secretary and, if possible, return it with a polite note. However, it is sometimes awkward to refuse a gift. If refusal of an offer might damage relationships, it may be appropriate to accept the gift on behalf of the Company. If in doubt about gifts, hospitality or concessions offered, ask the Secretary.

A gift is defined as an item or service of significant value. Unsolicited promotional materials of little or nominal value such as pens, pencils key rings, diaries, etc are not gifts for the purpose of this definition.

Improper Influence

No pressure is to be put on employees to influence their personal preferences in private or political matters. Further, no approval or disapproval should be shown by anyone in his or her Company role, of an employee's private political preferences or activities.

Obligations on Leaving the Company

On leaving the Company no matter what the circumstances, each employee must hand over to their Manager any Company assets and items containing business information. Even after leaving the Company, all employees have a continuing obligation to maintain the confidentiality of such information, which includes intellectual property that may have been created whilst working with the Company.

Non-Discrimination

Management is committed to equal opportunity for all of its employees. Employees must not discriminate against a person on the basis of race, colour, religion, gender, and age. Marital status, sexual preference, disability or other factors unrelated to legitimate business interests. Harassment of any person on any basis will not be tolerated. Sexual advances or comments, racial or religious" jokes" or slurs, or any other conduct in the workplace that is intimidating or offensive is unacceptable behaviour and will not be condoned.

Recruitment, promotions and other conditions of employment or career development will be based on individual merit. Unethical means of achieving performance or promotion will not be condoned or rewarded.

External Employment

Employees should keep outside activities separate from Company work.

Employees should ensure that outside activity does not involve the use of the Company's property, information, money, facilities, time or the services of fellow employees

Employees should avoid outside activity likely to affect either our work or someone else's or which could discredit either the Company, or ourselves or which could conflict with the Company's interests.

The Company takes its role in the community in which we operate, and in the general community, seriously. Employees can improve their own standing and the standing of the Company by working in the community. If it is possible, the Company will assist and support you if you have a role in the public or community.

Personal Conduct

An individual's personal conduct should be consistent with the Code

Employees should deal fairly and honestly with each other, business suppliers and competitors.

To achieve the above, employees should

- Handle all external contacts with courtesy
- Report to work on time, keeping absences to a minimum and where an absence is necessary, promptly notify the appropriate person of the reason.

Political Associations

The Company should not be used to support a political party, a member of a party, or an independent politician, regardless of location, without the approval of the Board of Directors. When acting on the Company's behalf, your actions should not be seen, or conduct should not be such that it can be interpreted to be promoting a political party. This does not include normal hospitality when conducting business.

Work Environment

The Company is committed to provide its employees with a working environment, which is healthy, safe and productive. In fact, the Company has legal obligations in this area. The office is a place where employees spend many hours on a weekly basis and therefore it should be kept neat, tidy and where we all feel comfortable.

To have a safe workplace, the following are not acceptable:

- Smoking in Company offices, buildings and vehicles.
- Using, possessing or trafficking illegal drugs.
- Consuming alcohol that might affect anyone's safety.
- Using offensive language and/or unwarranted or violent physical behaviour.

External Reporting

It is the Company's policy that its external reporting will be accurate, fair, timely and provide sufficient detail for a person to fully understand such a report and/or document. Accordingly, all reporting by employees is to take into account these principles in the preparation of any and all reports and documents prepared by them.

Reporting of Violations of this Policy

Any person becoming aware of a violation of this Code should report such a violation to the Secretary. Employees who make reports of suspected violations of this Code will be protected from retaliation, such as discipline or involuntary termination of employment, as a result of their reports. With the cooperation of the employee, management will promptly investigate every reported allegation of illegal or unethical behaviour, except that the employee will not participate where he or she has made an anonymous report.

Questions or Queries on this Code

If you have any questions or queries about this code or what is expected of you, please contact the Secretary.

Penalties for Violations

Violation of the Code will result in appropriate, case specific, discipline which may include demotion or discharge.

Waivers¹

Any waiver of any provision of the Code for the Company's officers or directors may be made only by its board of directors. The waiver must be promptly disclosed to the Company's stockholders, along with the reasons for the waiver, as required by law or applicable regulations.

¹ **The Waiver provision is not required under SEC rules, but it is required under the Nasdaq Stock Market Rules. Nasdaq's rules do not currently apply to Bay, but they will apply if Bay is able to relist on Nasdaq.**