



Malta Oil & Gas

Code of Business Conduct

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1. Introduction

Malta Oil and Gas ("MOG" or the "Company") demands and maintains the highest standards in the conduct of its business activities, hereby setting out its guiding principles in this Code of Business Conduct (the "Code").

The Company's directors, officers, and employees are responsible for developing, approving, and implementing plans and actions designed to achieve corporate objectives. The methods employed to attain such results are as important as the results themselves. The Company's directors, officers, and employees are expected to observe the highest standards of integrity in the conduct of the Company's business

It is the responsibility of every employee and consultant, to ensure that they understand the principles laid out in this Code, and that these principles are followed and achieved. Each and every employee must remain vigilant to breaches of any principle of this Code and, should there be any reason to suspect that Company policy or indeed local laws have been breached, must report this to Management immediately. Failure to apply the principles found in this Code or to properly report breaches of the Code could lead to disciplinary action up to and including dismissal. Such failure may also lead to accusations of a criminal offence having been committed by the individual concerned and/or by the Company. Likewise, any supervisor, manager, officer or director who is aware of any violation and does not promptly report and correct it may be subject to similar consequences. Any activity that could potentially damage the Company's reputation must also be reported.

It is the responsibility of the Management to put in place the procedures and controls to effect the principles of this Code of Business Conduct and to support and protect all employees in this area. It is, however, the responsibility of all employees, consultants and Management to apply this Code of Conduct on a continuing basis.

In addition to knowing and understanding this Code, each employee must understand the level of authority included in his or her job, and must be careful to act within the limits of that authority

It is vital that there should be no gap between what the Company states within this Code and what its staff, consultants and contractors do on the Company's behalf.

Employees who engage third parties such as contractors, agents or consultants to work on behalf of MOG must seek to ensure that these parties are made aware of this Code, and should seek their co-operation in adhering to it. This should include, where possible, a contractual requirement to act consistently with the Code when working on the Company's behalf.

MOG does not tolerate any form of retaliation for reports made in good faith. This includes blatant actions, such as firing, transferring, demoting or publicly attacking someone, as well as more subtle retaliation, such as avoiding someone, leaving him or her out of professional or social activities and so on. This includes actions taken by managers and employees alike.

This code does not claim to provide complete answers to all questions and situations that may arise. In the end, all employees must rely on their good sense as to what

the Company's high standards require. This includes knowing when to seek guidance on the proper course of action.

2. Legal Compliance

MOG operates in a number of jurisdictions and is subject to the laws and regulations of those jurisdictions. MOG is committed to respect and conform to each country's laws, unique customs and business practices that apply to the Company's business activities. When business transactions involve more than one country, the best way to comply with all applicable laws must be sought.

All employees are responsible for understanding the laws applying to any of the Company's business activities in the areas where MOG operates. Management should be consulted if there are any uncertainties as to the laws applying.

3. Employees

3.1 Commitment to employees

Employees are the Company's most valuable resource, and are essential to its success.

The Company is committed to creating a challenging environment of empowerment and development for all our employees, generating a common sense of purpose and pride in working for MOG.

MOG seeks to create an environment to realise the potential of all its employees, individually and collectively, and to appropriately recognise and reward all contributions to its success.

MOG provides a working environment in which employees are recruited and promoted fairly on the basis of their ability for the job, and will positively encourage and embrace all aspects of diversity. In fact, diversity is considered a fundamental value at MOG, it is something that we learn from, and which furthers our respect towards the cultures in which we work. MOG values the uniqueness of individuals and the varied perspectives and talents they provide, and promotes diversity within the workforce, so as to provide an inclusive environment that helps each employee to fully participate and contribute to their personal success as well as that of the Company itself.

The Company policy against discrimination aligns with our position on diversity. MOG follows the laws that prohibit discrimination in employment practices, wherever we do business.

MOG will provide all its employees with the training required to enable them to properly carry out their responsibilities and to develop their careers.

As a company, MOG is committed to providing a safe and healthy working environment in which all incidents of personal injury and industry-related diseases are regarded as preventable. For further information, kindly refer to Document HS-COC-0512.

The Company prohibits actual or threatened violence or harassment against co-workers, visitors or anyone else who is either on Company premises or has contact with employees in the course of their duties. Every threat of violence is serious, and must be reported immediately

3.2 Family Connections and Employment of Relatives

There is no prima facie objection to the employment of disclosed close relatives of employees but inappropriate job relationships must be avoided.

No partner of an employee will be employed by MOG without the approval of the Board.

3.3 Controlled Substances and Drugs

The Company prohibits the use, possession, distribution, purchase or sale of controlled substances on its premises while conducting business for the Company or while operating Company equipment. Controlled substances include prescription drugs obtained or used without a legal prescription, or any other illicit substances or materials.

The Company prohibits the use, possession, distribution, purchase or sale of any illegal drugs, on its premises while conducting business for the Company or while operating Company equipment, as well as off its premises and outside working hours. MOG takes its drug policy very seriously, and any such breach will not be tolerated.

Although only controlled substances and drugs are mentioned, this section is also intended to apply to inhalants and all other forms of substance abuse.

Where allowed by law, the Company may conduct searches and test for drug use.

3.4 Alcohol

The use, possession, distribution, purchase or sale of alcohol by any person while on Company premises or while operating Company equipment is prohibited, unless prior permission has been obtained from appropriate Company Management. In certain circumstances, such as official Company events, use of alcohol may be authorised as long as permission is received in advance from appropriate operating company or corporate department management. Any person under the influence of alcohol is prohibited from entering Company premises, engaging in Company business or operating Company equipment.

Any use of alcohol or any other substance that causes or contributes to unacceptable job performance or unusual job behaviour is also prohibited.

Where allowed by law, the Company may conduct searches and test for alcohol use.

3.5 Gambling

All forms of gambling or betting on the Company's premises are forbidden.

4. Data Privacy

Personal data is information that can identify an individual, including employees, contractors, directors, shareholders, customers and anyone else with whom MOG does business or has a relationship. Personal data is an important asset, and the way this data is handled is critical to the success of the Company, demonstrates respect and promotes trust. All employees must follow the laws that govern how this data is collected, as well as follow Company policies and guidelines for the handling of personal data.

MOG respects the confidentiality of personal data, in both paper and electronic form. This information may not be used or disclosed improperly or used by someone who is not authorised to do so.

Personal data should be processed only if there is a legitimate business reason to do so, and only personal data needed for the task at hand should be collected and used.

5. The Communities in which We Work

MOG will operate as a responsible member of the communities of which it will be part. The Company recognises that it has a responsibility towards the people living within these communities, and will do its utmost to show respect for human dignity and internationally recognised human rights wherever it operates.

MOG will strive to ensure that those countries and communities where the company does business will benefit from its presence, and aims to minimise any adverse effects its activities may have on the environment. For further information, kindly refer to Document EP-COC-0612.

6. Miscellaneous

6.1 Relations and Dealings with Government Officials, Suppliers, Consultants, Partners, Agents, Intermediaries and Other Third Parties

MOG's relations and dealings with government officials, suppliers, partners, consultants, agents, intermediaries and other third parties (including prospective suppliers, partners, consultants, etc.) should at all times be such that MOG's interests and reputation would not be damaged if details of the relationship or dealings were to become public knowledge.

The Company will, as necessary, perform due diligence on the business conduct of potential suppliers, partners, consultants, agents and other parties with whom the Company intends to enter into contractual arrangements, including through acquisition activity, and monitor such conduct as appropriate.

It is the individual responsibility of each director and employee to exercise good judgment so as to act in a manner that will reflect favourably upon MOG and the individual.

6.2 Conflict of Interest

All employees have a primary responsibility towards MOG, and must act in its best interest. All business decisions should be made free from any conflict of interest, should be impartial, and must be based on sound business reasoning.

Conflicts of interest may occur when an individual's outside activities or personal interests conflict or appear to conflict with his or her responsibilities towards the Company. An outside activity would be considered a conflict of interest if it has a negative impact on the Company's business interests, negatively affects the Company's reputation or relations with others, or interferes with an individual's judgment in carrying out his or her job duties.

Employees and directors, together with their close relatives, must never compete against the Company, use their position or influence to secure an improper benefit for themselves or others, use Company information, assets or resources for their personal gain or the improper benefit of others, or take advantage of inside information or their position within the Company.

6.3 Bribery and Corruption

The Company will not under any circumstance partake in the giving, offering, soliciting or accepting of bribes, even if this would result in the Company losing a business opportunity.

MOG employees are prohibited from making payments or providing anything of value to government officials with the intent to improperly influence the performance of their official duties or gain any other improper advantage. Any staff found to be involved in actual or attempted corruption or bribery, or staff failing to prevent actual or attempted corruption or bribery, will be disciplined to the fullest extent and, where necessary to protect the company's reputation and financial position, the individual or individuals may be reported to the relevant authorities.

Contractors found to be involved in instances of bribery or corruption in relation to MOG's operations will be dealt with in accordance with the provisions of their contract.

Management approval is required before any gift or payment can be made to a government or public official.

MOG requires that internal controls be in place and functioning, and that accurate and complete transaction records be kept within the Company. Our standard procurement contract includes a requirement for our suppliers and contractors to comply with all applicable laws and keep accurate books and records. Where appropriate, our procurement contracts contain specific antibribery commitments

6.4 Unsolicited Gifts, Favours or Other Advantages

From time to time employees (and/or their families) may be presented with gifts from other entities which may be doing, or seeking to do, business with MOG. Where any such gift is offered, or is possibly offered, in the expectation of, or to solicit, favourable consideration of any nature, the gift must be refused and the fact of its having been offered reported immediately to Management. Failure to do so will result in disciplinary action.

Employees must also not accept fees or honoraria in exchange for services provided on behalf of the Company.

Gifts of a minor nature including company-branded gifts may be accepted, providing no possible ulterior motive can be attached to their presentation. Any hospitality and entertainment received must be approved by the staff member's superior, and ideally prior to the event. Management should be kept informed at all times.

6.5 Political Contributions

No fund or assets of the Company may be contributed directly or indirectly to any political party or organisation or to any individual who either holds public office or is a candidate for public office, except where such a contribution is permitted by applicable law and has been authorised in writing by the Chairman and, if appropriate, the shareholders. All authorised political contributions shall be declared in the Annual Report.

6.6 Agreements with Agents, Consultants, Suppliers or Contractors

Third parties will be contracted by MOG following an open, transparent selection process, based upon merit, and in accordance with Company procurement policies and procedures. As part of the selection process, due diligence will be performed on the business conduct of potential contractual parties.

All staff and contractors should be vigilant in ensuring that a proper, fair and fully defensible procurement process is followed, and that it is properly documented. Only approved Company personnel should communicate with potential suppliers prior to the contract being awarded, and they must closely follow Company policies and procedures in respect to such communications.

Agreements with agents, consultants and contractors will state clearly the services to be performed for the Company, the amount to be paid, and all other relevant terms and conditions. Payments must bear a reasonable relationship to the value of the services rendered. All payments and transactions must be supported by documentary evidence.

7. Confidentiality and Public Communications

7.1 Confidentiality

All MOG staff and contractors are at all times required to observe the confidentiality of Company business information as set out under the terms of their respective contracts.

7.2 Public Communications

In all circumstances, it is required that anyone who intends to make any public communication in respect of, or on behalf of MOG, must obtain the prior approval of the Chief Executive.

8. Protection of Information and Intellectual Property

MOG's information assets are vital resources. They include both the Company's paper and electronic records and also the systems that store, process or transmit Company information. MOG's intellectual property is also a key information asset.

All employees must be cautious and discreet when using information categorised as "classified" or "confidential-restricted access." Such information should be shared only with other MOG employees who have a legitimate "need to know." Outside parties should have access to such information only if they are under binding confidentiality agreements and have a "need to know." Similarly, when handling sensitive information that has been entrusted to us by others, it must always be treated with the utmost care.

Employees must also comply with all laws, regulations and contractual commitments regarding the valid and enforceable intellectual property rights of third parties, including patents, copyrights, trade secrets and other proprietary information. No employee will knowingly infringe on or misuse the valid and enforceable intellectual property rights of third parties.

9. Company Records, Internal Controls and Company Property

9.1 Company Records

MOG's books and records must be prepared accurately and honestly, both by the accountants who prepare records of transactions, as well as by anyone else who contributes to the creation of business records, for example, by submitting expense reports, job logs, measurements and time sheets. All books and records must be supported by enough documentation to provide a complete, accurate, valid and auditable record of each transaction.

Fair and accurate books and records are essential for managing MOG's business and maintaining the accuracy and integrity of the Company's financial reporting and disclosure.

All funds, accounts, assets, receipts and disbursements must be properly recorded in MOG's books and records in accordance with the Company's normal standards and procedures.

9.2 Internal Controls

Reliable internal controls are critical for proper, complete and accurate accounting and financial reporting. Each employee must understand the internal controls relevant to their position and follow the policies and procedures related to those controls.

Audits performed by internal and external auditors help ensure compliance with established policies, procedures and controls. Audits also help identify potential weaknesses so they may be remedied promptly. All employees are required to cooperate fully with internal and external audits. This means always providing clear and truthful information and cooperating fully during the audit process.

Engaging in any scheme to defraud anyone of money, property or honest services, violates Company policy and the law and carries severe penalties. Those consequences apply to any dishonest or fraudulent activities, including misusing or stealing Company assets or falsifying a travel and entertainment expense report, among other violations. The Company relies on its internal controls and the personal integrity of all its employees, contractors and directors to protect Company assets against damage, theft and other unauthorised use

9.3 Company Property

An employee must not take or use Company property or the property of another employee without permission, nor must the employee use Company property for private purposes without Management permission.

All employees are responsible for the protection of all company property and for taking reasonable steps to prevent its theft or misuse.

Company electronic equipment or facilities, including internet access and telephones, are available for business use. Occasional incidental personal use is permitted as long as MOG's standards of acceptable behaviour are never violated. No employee should assume that any use of MOG's communications devices or systems is private. Usage may be monitored by the Company or subject to local laws and regulations

10. Whistle-Blowing

Employees or consultants who know, or have genuine suspicions of any breaches of this Code of Business Conduct or of any legal, regulatory or other violation in relation to work-related issues, should in the first instance inform their immediate superior or Company contact as soon as possible after becoming aware of such suspected breaches. If that would be inappropriate in the circumstances or if, having done so, the employee is unhappy with the consequential action taken, then the concern should be advised to a Director of the Company or, ultimately, the Chairman.

There will be no detriment to an individual as a result of his raising a genuine concern with respect to application of this Code. Individuals will not be blamed for speaking up

or for failure to speak up earlier, and MOG will make all proper efforts to protect the confidentiality of individuals who do raise concerns and to keep them informed of developments as appropriate. Any attempt to deter individuals from raising concerns or any subsequent retaliation against individuals who speak up will be treated as a serious disciplinary offence.

However, if it is shown that the individual speaking up has done so maliciously then he or she may face disciplinary action.

11. Final Note

MOG's legal and ethical obligations go far beyond what is included in this Code of Business Conduct. We must comply with both the letter and the spirit of the many laws and regulations that affect our business. There will almost certainly be times when the best course of action can only be recognised by ensuring our actions are consistent with our Company's values and ethics.