



Code of Conduct

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INTRODUCTION

Intoll has adopted a Code of Conduct (Code) and its directors, officers and employees are committed to meeting all its requirements. Complying with the Code is a condition of employment with Intoll.

Intoll's principles are set out in the Code. These relate to:

- Business practices
- Behaviour towards fellow employees, suppliers and other business partners
- Ethical practices,
- Recognition of stakeholder interests

1 BUSINESS PRACTICES

This section of the Code requires all Intoll employees to at all times:

- Observe Group policies and procedures
- Be professional and accountable for all their actions
- Be proactive and responsive in all stakeholder and security holder communications
- Provide timely and accurate information to the public
- Use technology appropriately
- Be environmentally aware

1.1 General standards and practices

All employees are responsible for ensuring required regulations, standards and obligations are met in operating the Intoll business.

Where policies or procedures are in place, employees must observe these requirements in carrying out their duties.

All employees are expected to carry out their duties in a professional, responsible and conscientious manner. They are also expected to be accountable for their actions and decisions.

1.2 Responsibilities for Dealing With Stakeholders

Intoll's stakeholders are critical to the ongoing success of our business.

Employees in direct contact with stakeholders are expected to demonstrate high standards of behaviour in their communications and the provision of services.

Only the CEO, CFO or designated employees can deal with the media or make public comment on issues directly affecting the company. Any requests for information or interviews must be cleared via CEO.

Employees should always provide accurate and consistent information to stakeholders and security holders, as it reflects on the image of the company and its employees.

Intoll's "External Communications" and "Continuous Disclosure" policies set out the framework and the regulatory requirements surrounding communications with stakeholders.

1.3 Proper Use of Technology and Property

Intoll provides employees with access to a wide range of resources and tools in relation to the business.

All employees must use these assets and resources appropriately, in a way that supports the Group's development. Employees must comply with the Code and other related policies and governing legislation.

Employees are responsible for protecting any Intoll property and assets under their control. They should be safeguarded from loss, theft and unauthorised use. Intoll property and assets may include cash, securities, intellectual property (computer programs, software, models and other items), confidential information (proprietary or third party), office equipment and supplies.

Intoll property and documents should not be removed from the premises without a valid reason. If removed for a particular purpose, they should be stored securely and covered by appropriate insurance.

Intoll does not allow the use of unlicensed or pirated software by any employee in the course of their duties. It also explicitly forbids the unauthorised copying of any software that may be either licensed to or owned by Intoll.

Employees have a responsibility to use email and Internet services appropriately. Intoll has formal Email and Internet Usage Policies that all employees must adhere to.

All computer system operations are monitored. Employees are not permitted to access or post material that is pornographic, obscene, sexually-related, profane or otherwise offensive or violates Group policies or any laws or regulations.

1.4 Environmental Awareness

Employees should be aware of the environmental impact of their actions. All employees should ensure resources utilised for business activities are used efficiently and with consideration for reducing waste and duplication and to minimise loss and damage.

2 BEHAVIOR TOWARD FELLOW EMPLOYEES, CUSTOMERS, SUPPLIERS AND OTHER BUSINESS PARTNERS

This section of the Code asks employees to:

- Treat fellow employees fairly and free from discrimination
- Treat employees and stakeholders with respect and consideration
- Help Intoll maintain a safe working environment

2.1 Non-discriminatory Practices

Intoll is an "Equal Opportunity Employer" and is committed to ensuring that equal opportunities are given to all employees in line with current legislation and Intoll beliefs.

Intoll upholds the right of every employee to be treated fairly and without bias in any work-related situation.

Intoll is committed to eliminating discrimination in the workplace and ensuring no individual is subject to bias, harassment or discrimination based on factors such as gender, age, marital status, nationality or ethnic origin, sexual orientation, religious or political belief, disability or impairment.

All employees have a responsibility to ensure their team members and colleagues are able to work in an environment that is free from discrimination.

Employees must comply with relevant federal and state legislation that establishes the grounds upon which discrimination is illegal.

2.2 Respect for Colleagues, Suppliers and Other Business Partners

Intoll promotes and provides as far as practicable a work environment free from harassment, bullying and intimidation. Harassment is behaviour toward others that can be defined as unwelcome, or which humiliates, offends or intimidates others. Harassment or bullying of any kind by or against employees is not acceptable.

2.3 Workplace Behaviour

Intoll is committed to providing a safe and healthy work environment for all employees, and to ensuring the public's health and safety is not adversely affected by its business activities.

While Intoll is committed to providing a safe environment and meeting its legal and regulatory obligations, employees also have responsibilities. At work, employees must take reasonable care of their own health and safety and the health and safety of their colleagues.

Employees are also required to co-operate with the company on any action it takes to meet requirements imposed by Occupational Health and Safety legislation or regulations.

Employees must not wilfully or recklessly interfere with or misuse safety equipment provided by Intoll, or knowingly risk the health and safety of others.

3 POLICIES, PROCEDURES & ACCOUNTABILITY

Employees are required to:

- Comply with laws, regulations and policies related to the Group
- Not disclose proprietary information
- Treat stakeholder and third party confidential information with extreme care
- Apply relevant risk management procedures
- Ensure information is disclosed promptly if it impacts the security price

3.1 Laws and Regulations

Complying with governing legislation, regulations and policies is paramount to the integrity of the company. Breaches of the law will be escalated to external agencies, such as the police, where it is warranted. All employees and representatives are required to observe the relevant laws in performing their work.

Formal policies covering certain of these requirements have been put in place. Employees should ensure they are up-to-date with current policy and compliance requirements and adhere to them at all times.

The Intoll Boards continually assess and upgrade their policies and procedures to ensure high standards of corporate governance are maintained.

3.2 Confidential Information

Employees may not disclose proprietary information regarding the Group's affairs, without authorisation from the CEO. Proprietary information includes (but is not limited to) all financial and accounting information not disclosed publicly; all internal and external correspondence; all confidential personnel records; legal disputes; contract negotiations; and all information relating to and stored in computer systems.

3.3 Privacy

Intoll has a formal privacy policy. Personal information should be collected only by lawful and fair means and not in an unreasonably intrusive way. The purpose of collection is to be identified and information is to be collected only with the stakeholder's consent.

Employees must:

- Take steps, wherever possible, to ensure personal information is relevant and accurate, complete and up-to-date for its intended purpose.
- Retain information only as long as it is necessary
- Dispose of personal information or make it anonymous when it is no longer required
- Consider the privacy impacts of new systems, processes and services before they are introduced
- Observe the principles of the Group's Privacy Policy

3.4 Risk Management and Compliance

Intoll has a formal risk management policy. The Intoll Audit and Risk Committees formally assess Intoll's risk management policies and procedures on at least a yearly basis, and also reviews and monitors internal processes and formal systems for identification, monitoring, management, representation and reporting of risks and recommends to the Boards any action identified as necessary by these activities.

3.5 Continuous Disclosure

Intoll has a Continuous Disclosure Policy relating to its obligations under the Corporations Act and the ASX Listing Rules. This policy is designed to keep the market fully informed of information that may have a material effect on the price of Intoll securities, and to correct any mistakes or misinformation in the market.

Every employee is required to be aware of the requirements of this policy so they can act appropriately where it applies to them. Each employee is responsible for the integrity of the information, reports and records under their control and is expected to exercise the highest standard of care in preparing materials for public communications. Any issues should be brought to the attention of the CEO and the Company Secretary at the earliest opportunity.

All documents for public release should:

- Comply with any relevant legal requirements
- Fairly and accurately reflect the transactions or occurrences to which they relate
- Not contain any false or intentionally misleading information, nor omit any material matters

4 ETHICAL BEHAVIOR

Employees are required to:

- Be responsible for their own actions
- Trade in Intoll securities only during designated window periods and in accordance with strict guidelines
- Ensure they do not have a conflict of interest

4.1 General Standards

Every employee must accept the ultimate responsibility for his or her own actions. However, it is acknowledged that certain ethical issues may arise where there are no "right" or "wrong" answers when an employee is faced with a situation where they are unsure about the ethics of a proposed action, they should seek advice from their immediate team leader/ manager. If they are still uncertain, they are encouraged to approach the Company Secretary.

4.2 Insider Trading

Pursuant to the Corporations Act no employee may buy or sell Intoll securities or those of any other listed entity if they possess information which:

- is not generally available
- if available could have a material effect on the price of those securities.

Employees may not trade in Intoll's securities:

- between July 1 and the trading day after Intoll's announcement of preliminary final results
- between January 1 and the trading day after Intoll's announcement of half year results
- these two periods being known as the "black-out period"
- at any other time if in possession of material information not generally available to the market

The Company Secretary will notify employees of the exact date of these black out periods including via email or internal bulletin.

At other times employees may trade in Intoll securities (Window Period). In so doing, Directors and Senior Management must notify the Company Secretary to ensure that they are not in possession of material information that is not generally available before they trade.

4.3 Conflict of Interest

Intoll is committed to operating its businesses honestly, efficiently and fairly, and in accordance with ethical standards and legal requirements.

Therefore, employees must not have any personal interest or other relationship that might conflict with the best interests of Intoll. A conflict of interest may occur when personal interests, the interests of an associate, a relative, or a duty or obligation to some other person or entity conflicts with a person's duty or responsibility to the Intoll.

Employees must ensure their actions, and the actions of those who report to them, are always fair with respect to Intoll's stakeholders.

Potential conflicts of interest for employees or those acting on behalf of Intoll (or their family, relatives, friends or agents) should be avoided. Such situations should be brought to the attention of the CEO or the Company Secretary for resolution.