



CRITICAL MINERALS GROUP

CORPORATE GOVERNANCE POLICY

CRITICAL MINERALS GROUP LIMITED ACN 652 994 726 ('COMPANY')

SECURITIES TRADING POLICY

Introduction and Executive Summary

The Company aims to achieve the highest possible standards of corporate conduct and governance. The purpose of the Policy is to:

- (a) alert the Company's officers to the illegality of insider trading and tipping of non-public, price-sensitive information;
- (b) establish guidelines in relation to dealings in the Company's shares; and
- (c) protect the Company and its reputation in the marketplace.

This Policy applies to all employees, officers and directors of the Company and its subsidiaries (collectively referred to as '**Restricted Persons**').

This Policy applies to all shares, options, debentures, bonds, notes and other traded securities in the Company ('Securities') in which an Restricted Person has either a direct or indirect interest (for example, under a trust or which are held by a company that the Restricted Person controls).

It is illegal:

- (i) to deal (or procure others to deal) in the Company shares, options or derivatives at any time while in the possession of non-public, price-sensitive information; and
- (ii) to communicate non-public, price-sensitive information to anyone likely to deal in or procure a third party to deal in the Company shares, options or derivatives.

Overview of insider trading and tipping

Prohibited conduct

Under the Corporations Act, if a person has Inside Information in relation to a company and knows, or ought reasonably to know that the information is Inside Information, that person must not:

- (a) trade in that company's securities even where the trade occurs within a permitted trading window, or outside a closed period, specified in this Policy;
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- (b) procure another person to trade in that company's securities; or
 - (c) communicate the information, directly or indirectly, to another person who the person knows, or ought reasonably to know, is likely to trade in those securities or procure another person to trade in those securities.

Subsidiaries and associated entities

The prohibition against insider trading:

- (a) extends to trading in the securities of a subsidiary of a company about which a person has Inside Information; and
- (b) may extend to trading in securities of other companies that deal with or are associated with the Company about which a person has inside information.

Consequences of insider trading

Insider trading is a criminal offence.

Persons trading with Inside Information risk prosecution, punishable by substantial fines or imprisonment or both, under the Corporations Act.

The Company may also be liable if staff engage in insider trading.

Insider trading is subject to the civil penalty provisions under the Corporations Act which empower a court to impose substantial pecuniary penalties, order payment of compensation to persons who suffer loss or damage as a result of the insider trading and make a disqualification order.

In addition to any consequence under the Corporations Act, insider trading breaches this Policy. Breaches will be treated seriously by the Company and may attract disciplinary action, including termination of employment for any staff member involved.

Prohibition on insider trading

Insider trading is prohibited at all times even where the trade occurs within a permitted trading window, or outside a closed period, specified in this Policy.

General Restrictions on dealing in the Securities of the Company

Restricted Persons must not deal (or procure another to deal) in the Company shares, options or derivatives at any time that he or she has price-sensitive information relating to the Company which is not publicly available.

This is a legal prohibition, a breach of which could expose the individual concerned to fines, damages and/or imprisonment.

Prior Written Clearance

Before a Restricted Person commences to trade in the Company's securities, he/she should consider carefully whether they are in possession of any Inside Information that might preclude them from trading at that time and, if they have any doubt on that score, the Restricted Person should not trade.

A Restricted Person seeking approval to trade in the Company's securities must certify that they are not in possession of any Inside Information that might preclude them from trading at that time. If a Restricted Person comes into

possession of Inside Information after receiving an approval to trade, that Restricted Person must not trade despite having received the clearance.

Before commencing to trade in the Company's shares, options or derivatives, a Senior Executive and Director must first obtain the approval of the Chairman. If the Chairman is proposing to commence a trade, the Chairman must first obtain the approval of the chair of the Company's Audit and Risk Management Committee.

In order to obtain prior approval, prior written notice (which may be given by email) is to be provided at least two trading days before the proposed dealing. Written approval must then be given (which may be given by email) before dealing in securities the subject of the written approval.

Any such approval given, will expire after 1 week from the date of the approval unless the Chairman (in the case of a Senior Executive and Director) or the chair of the Company's Audit and Risk Management Committee (in the case of the chair) otherwise specifies a different period of time.

Any clearance to trade can be given or refused by the Company in its discretion without giving any reasons. Further, a clearance to trade can be withdrawn if new information comes to light or there is a change in the circumstances. A decision to refuse clearance is final and binding on the person seeking clearance. If clearance to trade is refused, the person seeking the clearance must keep that information confidential and not disclose it to anyone.

It is noted that a person who possesses Inside Information about the Company's securities is generally prohibited from trading in those securities under insider trading laws and this applies even where that person has been given approval under this Policy to trade (whether in exceptional circumstances or otherwise).

Closed Periods for trading in the Company's securities

Under this Policy, Restricted Persons must not buy or sell the Company's shares, options or derivatives during the following 'Closed' periods:

- (a) in the period between the end of a quarter and the release of the quarterly report for that quarter;
- (b) during any period notified by the Company before the release of any other price-sensitive information to ASX (including where the Company is considering matters which are subject to ASX Listing Rule 3.1A) and for twenty-four (24) hours after the release of such information; or
- (c) in any period specified by the Chairman prior to the issue of a prospectus,

unless the Chairman is satisfied that, in his or her discretion, exceptional circumstances exist which would warrant approval to deal in securities of the Company during such periods

Trading in exceptional circumstances with prior written clearance

Despite the clause above, exemption may be granted in exceptional circumstances to sell (but not purchase) shares. A Restricted Person may apply in writing to the Chairman (in the case of a director), the chair of the Company's Audit and Risk

	<p>Management Committee (in case of the Chairman) and the Managing Director/CEO (in all other cases) to seek the grant of an exemption from this Policy in circumstances of severe financial hardship or other exceptional circumstances (e.g. a Court order). However, the proposed sale must be the only reasonable course of action available. In addition, the Chairman or Managing Director/CEO (as applicable) must be satisfied that the Restricted Person is not privy to any non-public, price-sensitive information and is satisfied that permitting the Restricted Person to deal will not expose the Company to any adverse criticism.</p>
<p>Other exclusions</p>	<p>Any Restricted Person may trade in the Company shares, options or derivatives if that trading is an acquisition under any dividend reinvestment plan, equity incentive or share plan, or as otherwise notified by the Chairman. However, Restricted Persons must not enter into any options, derivatives or other arrangements (including so called 'hedging contracts') which operate to limit the economic risk of either unvested or vested holdings in the Company securities. This restriction applies to unvested entitlements under the Company's Senior Executive and employee Share Plans. It also applies to vested securities including shares, options and derivatives</p> <p>Further, Directors may not be able to participate in certain incentive plans unless prior shareholder approval has been obtained under the Listing Rules.</p> <p>Restricted Persons must not engage in 'short term' (less than 90 days) or speculative trading in Securities and must not engage in short selling Securities.</p> <p>It is noted that a trade that falls within an exclusion in this Policy may still breach insider trading laws if it is undertaken or procured by someone in possession of Inside Information at the time the trade was made.</p>
<p>Notification of dealings</p>	<p>Restricted Persons must notify the Company Secretary of any acquisition or disposal of the Company's securities, options or derivatives as soon as practicable after the dealing has occurred.</p> <p>Directors and other Key Management Personnel must not deal in or procure dealing in the Company shares, options or derivatives without prior written notification to the Chairman and Company Secretary. Such person must also provide subsequent confirmation to the Company Secretary as soon as practicable after the dealing has occurred.</p>
<p>Confidentiality</p>	<p>Restricted Persons are bound to regard the information they hold about the Company which has not been disclosed to the ASX as confidential and may not pass that information on to any relative or other third party.</p>
<p>Breach of this Policy</p>	<p>A breach of this Policy is serious and may lead to disciplinary action, including dismissal in serious cases. It may also be a breach of the law.</p>
<p>Policy responsibility</p>	<p>Restricted Persons are responsible for understanding and adhering to this Policy. Any approval to trade under this Policy is not an endorsement of the proposed trade and the person</p>

	<p>doing the trading is individually responsible for their investment decisions and their compliance with insider trading laws.</p> <p>The Company Secretary is responsible for maintaining this Policy. The Board will review this Policy annually or as legislative requirements change and best practice for securities trading evolves. The Company Secretary will communicate any changes to the Restricted Persons.</p> <p>This summary has been provided by the Company. It is not intended to be an exhaustive statement of the law and should not be relied upon as more than a mere summary. Individuals should seek their own professional advice in relation to the matters dealt with in this summary. Requirements imposed by this Policy are separate from, and additional to, the legal prohibitions in the Corporations Act.</p>
<p>Review</p>	<p>The Board will review this Policy annually or as legislative requirements change and best practice for securities trading evolves.</p>
<p>Miscellaneous</p>	<p>Publication on ASX and Company website</p> <p>A copy of this document (or a summary of it) may be made available on the Company's website and to ASX to the extent necessary.</p> <p>Endorsement</p> <p>The Company is committed to this Policy and its implementation.</p> <p>This Policy was adopted by the Board on 14 October 2021.</p>
<p>Definitions</p>	<p>In this policy:</p> <p>AASB124 means the Australian Accounting Standards Board 124 December 2012 including its subsequent replacements.</p> <p>ASX means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).</p> <p>Audit and Risk Management Committee means the audit and risk management committee established by the Board (if any).</p> <p>Board means the board of the Company.</p> <p>Chairman means the Director of the Company appointed as the chair of the Board from time to time.</p> <p>Company means Critical Minerals Group Limited ACN 652 994 726.</p> <p>Company Secretary means the person appointed company secretary of the Company.</p> <p>Corporations Act means the <i>Corporations Act 2001</i> (Cth).</p> <p>Director means a director of the Company.</p> <p>Generally Available Information is information that is:</p> <ul style="list-style-type: none"> (a) readily observable; (b) has been brought to the attention of people who commonly invest in Securities (eg through an announcement to ASX), and a reasonable time period has passed; or

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- (c) it consists of deductions, conclusions, or inferences made or drawn from the available information.

Inside Information (also called price-sensitive information) is information that you know, or ought to know:

- (a) is not Generally Available Information;
- (b) if it were Generally Available Information a reasonable person would expect it to have a material effect on the price or value of Securities (that is it would, or would be likely to, influence people who commonly invest in Securities in deciding whether to trade in the Securities).

Key Management Personnel has the meaning as defined in AASB124.

Listing Rules means the listing rules of ASX.

Managing Director/CEO means the managing director (or if there is no managing director, the CEO) or equivalent officer (by whatever title known) of the Company.

Policy means this Securities Trading Policy.

Senior Executives means the senior management team (excluding Board members), being those who have the opportunity to materially influence the integrity, strategy and operation of the Company, and its financial performance.
