



CRITICAL MINERALS GROUP

CORPORATE GOVERNANCE POLICY

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

CORPORATE CODE OF CONDUCT

Purpose of the Corporate Code of Conduct

This is the Corporate Code of Conduct for the Company which is designed to maintain confidence in the integrity of the Company. The Company is committed to acting ethically and responsibly and recognises that this goes well beyond mere compliance with legal obligations and involves acting with honesty, integrity and in a manner that is consistent with the reasonable expectations of investors and the broader community. Good corporate governance depends on the personal integrity of those on boards and in management.

This Code sets out certain basic principles that directors, senior executives and employees (collectively referred to as '**officers**') should follow in all dealings related to the Company.

This Code reflects the Company's recognition that the Company's reputation is an essential element of the Company's success. Each officer must act in a way that preserves and enhances the Company's reputation.

Officers should be loyal to the Company, should show the highest business integrity in their dealings with others, including preserving the confidentiality of other people's information and should conduct the Company's business in accordance with the law and principles of good business practice.

Officers will often encounter issues requiring judgment based on the principles expressed in this Code. While it is impossible to discuss every conceivable situation that might arise, the Company believes that the examples contained in this Code illustrate rules that should usually be followed to ensure that the actions of officers are not and will not be challenged for being unethical. The material in this Code is meant to be illustrative only and is not intended to limit the principles themselves.

The key aspects of this Code are to:

- (a) act with honesty, integrity and fairness and in the best interests of the Company;
- (b) act in accordance with all applicable laws, regulations, policies and procedures;
- (c) have responsibility and accountability for individuals for reporting and investigating reports of unethical practices;

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- (d) prevent bribery and corruption;
 - (e) manage conflicts of interest; and
 - (f) protect the Company's resources and property.

Although the Company expects all officers to be familiar with the principles stated in this Code, the Company does not expect each officer to be fully versed in the law affecting his or her responsibilities. Whenever questions of any nature whatsoever arise in relation to this Code, each officer should seek guidance from the Company Secretary who will in turn obtain advice on the interpretation of applicable laws and regulations from the Company's solicitors.

All officers are responsible for the Company achieving the highest levels of business conduct. The Company's officers are accountable for acting in line with the policies and standards outlined in this Code.

Board and senior managers' commitment to the Corporate Code of Conduct

The Board and senior managers and executives of the Company support, uphold and will adhere, at all times, to this Code. It is their view that this Code will benefit the Company in all that it strives to achieve and will be the key to the success of the Company in the implementation of its strategies.

The Board will also ensure that all Directors, senior managers and executives and employees receive adequate training on how to effectively discharge their obligations and duties as stipulated under this code of conduct.

Proper business conduct is in the long-term interests of the Company because it creates loyalty and trust in employees, customers, the communities in which the Company operates, and other stakeholders.

General duties

Officers must:

- (a) act in good faith in the best interests of the Company and for a proper purpose;
 - (b) avoid any potential conflict of interest or duty;
 - (c) exercise a reasonable degree of care and diligence;
 - (d) not make improper use of information of the Company or its customers for personal gain or to cause detriment to the Company or its customers;
 - (e) not make improper use of their position or the opportunities arising for personal gain;
 - (f) act honestly and with high standards of personal integrity;
 - (g) comply with the laws and regulations that apply to the Company and its operations;
 - (h) not knowingly participate in any illegal or unethical activity;
 - (i) not enter into any arrangement or participate in any activity that will conflict with the Company's best interests or that would be likely to negatively affect the Company's reputation; and
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- (j) inform the Board of any material breach of this code of conduct by providing notification of any such breach to the Company Secretary.

Ethical issues can often be difficult to manage and determine how to act. Before making a judgement as to how to act, it is expected that officers will consider whether:

- (a) the action is legal and authorised;
- (b) the action is consistent with this Code and other Company policies;
- (c) the action could have negative consequences for the Company and its reputation; and
- (d) the action would be considered appropriate by their peers.

Compliance with the Law

Officers must comply with the letter and the spirit of all laws and regulations. This includes:

- (a) understanding the laws and regulations relevant to their work; and
- (b) complying with those legal requirements.

Some laws affect the business conduct of everyone and include equal employment opportunity and occupational health and safety. Other laws focus primarily on particular roles in the Company such as the environment, trade practices and product liability.

It is crucial that all officers understand the laws that affect both their roles and their general business conduct. If an officer is unclear of the impact that the law may have on their role, they should seek advice from the Company Secretary. The Company is bound to comply with the Corporations Act and the Listing Rules. For that purpose, certain policies including those on continuous disclosure obligations and restrictions on securities trading (including insider trading) have been implemented and must be complied with.

Ignorance is not a valid excuse for breach of law and the Company's officers are expected to understand the legal environment in which they work.

Conflicts of interest must also be avoided. These are situations where an officer's external activities, personal relationships or interest conflict with their responsibilities to the Company.

No Director may allow any personal interest, or the interest of any associated person, to influence or prejudice the Director's conduct or any Board (or Committee) decision.

A Director has a duty to avoid any conflict between:

- (a) the interests of, or duty to, the Company; and
- (b) his or her own personal interests or the interests of, or duty to, any third party.

Every Director should be actively vigilant for both actual and potential conflicts of interest or duty.

A Director with a conflict of interest or duty should refrain from voting, or entering into any discussion, at, or even being present during, relevant Board discussions.

	<p>A Director must not make improper use of information acquired as a Director to gain, directly or indirectly, any personal advantage or any advantage for any other person detrimental to the Company or the Group.</p>
<p>Preventing Bribery and Corruption</p>	<p>The Company must comply with all laws regarding bribery and corruption. Failure to do so could have a severe damage to our reputation as well as exposing Directors and persons involved to imprisonment and fines.</p>
<p>General Conduct</p>	<p>Officers must:</p> <ul style="list-style-type: none"> (a) not make unauthorised gains or payments; (b) as a general rule, not accept or offer to give gifts, services, discounts, gratuities or other gains from (or to) people who conduct business with the Company. Although small gifts or invitations to local social or sporting functions are generally acceptable; (c) not make unauthorised public statements. Great care must be taken in public speaking engagements, media releases and official appearances; (d) treat customers, consumers, the community and suppliers with respect, and honesty and strive to deliver superior performance in conducting their duties; (e) not make unauthorised political donations on behalf of the Company; and (f) help out fellow workers and work collaboratively, and within the bounds of commercial confidentiality.
<p>Compliance</p>	<p>Responsibility for monitoring compliance</p> <p>All officers of the Company are responsible for ensuring their individual compliance with this Code.</p> <p>Officers of the Company are encouraged to report any difficulties or challenges encountered by them in complying with this Code (including any inconsistencies between this Code and the business initiatives of the Company) to the Company Secretary. This will assist in the evaluation of the effectiveness of this Code and will highlight any areas of this Code that may require amendment or additional guidance.</p> <p>Reporting instances of non-compliance</p> <p>All officers have an obligation to report instances of non-compliance with this Code to the Company Secretary. Such reporting will be treated by the Company Secretary as confidential.</p> <p>Where appropriate, the Company should refer serious non-compliance to the Company's Audit and Risk Management Committee.</p> <p>Serious non-compliance of this Code includes any conduct or event involving impropriety which:</p> <ul style="list-style-type: none"> (a) constitutes fraud; (b) may have a serious business impact on the Company; or

	<p>(c) may seriously compromise the reputation of the Company.</p>
Review	<p>The Company Secretary is to conduct an annual review of this Code to ensure that this Code continues to reflect the letter and spirit of all applicable laws and regulations and the Company's commitment to its staff and the community.</p>
Miscellaneous	<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>
Definitions	<p>In this Code:</p> <p>ASX means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).</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>Code means this Corporate Code of Conduct.</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 <i>Corporations Act 2001</i> (Cth).</p> <p>Director means a director of the Company.</p> <p>Listing Rules means the listing rules of ASX.</p> <p>Shareholders means shareholders of the Company.</p>
