

Code of Conduct

Approved by the Board with effect from 11 February 2022

1. Introduction

- 1.1 Solstice Minerals Limited (the **Company**) instils and reinforces a culture across the Company and its controlled entities of acting lawfully, ethically and responsibly.
- 1.2 This document sets out the Company's policy regarding the conduct of its Board, officers and senior personnel engaged in executive roles (**Executive Management**) and other employees (irrespective of location).
- 1.3 This Policy sets out the minimum standards to which the Board, Executive Management and other employees must adhere to at all times.

2. Purpose

- 2.1 The purpose of this Code of Conduct is to provide a framework for decisions and actions in relation to ethical conduct in employment. It underpins the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders. The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from the Board, Executive Management and other employees (together, the **Relevant Persons**).
- 2.2 This Code of Conduct further reinforces the Company's core values and commitments as set out in the Statement of Vision, Mission and Values.

3. Accountabilities

3.1 Board and Executive Management

The Board and Executive Management are responsible and accountable for:

- (a) the effective implementation, promotion and support of the Code of Conduct in their areas of responsibility; and
- (b) ensuring employees that report to them understand and follow the provisions outlined in the Code of Conduct.

3.2 All Relevant Persons

All Relevant Persons are responsible for:

- (a) undertaking their duties and behaving in a manner that is consistent with the provisions of the Code of Conduct;
- (b) reporting suspected corrupt conduct; and
- (c) reporting any breach of the Code of Conduct by themselves or others, to the Company Secretary.

4. Personal and professional behaviour

4.1 All Relevant Persons are required to:

- (a) act in accordance with the Company's values and in the best interests of the Company;
- (b) behave honestly and with personal integrity, treating other employees and all stakeholders with respect;
- (c) use their authority in a fair and equitable manner;
- (d) act ethically and responsibly;
- (e) carry out their work with diligence and to a high standard;
- (f) operate within the law at all times;
- (g) comply with the spirit as well as the letter of the codes of conduct (if any) that apply to their profession;
- (h) abide by all of the policies of the Company and follow procedures, instructions and lawful directions that relate to their employment and duties;
- (i) not take advantage of their position or the opportunities arising therefrom for personal gain; and
- (j) promote the interests of the Company and act in a manner that does not reflect negatively on the Company or harm its reputation.

5. Conflict of interest

5.1 Potential for conflict of interest arises when it is likely that a Relevant Person could be influenced, or it could be perceived that a Relevant Person is influenced by a personal

interest when carrying out their duties. Conflicts of interest that lead to biased decision making may constitute corrupt conduct.

- 5.2 Some situations that may give rise to a conflict of interest include situations where a Relevant Person has:
- (a) financial interests in a matter the Company deals with or the Relevant Person is aware that their friends or relatives have a financial interest in the matter;
 - (b) directorships/management of outside organisations;
 - (c) membership of boards of outside organisations;
 - (d) personal relationships with people the Company is dealing with which go beyond the level of a professional working relationship;
 - (e) secondary employment, business, commercial, or other activities outside of the workplace which impacts on their duty and obligations to the Company;
 - (f) access to information that can be used for personal gain; and
 - (g) offer of an inducement.
- 5.3 A Relevant Person may often be the only person aware of the potential for conflict. It is a Relevant Person's responsibility to avoid any conflict from arising that could compromise their ability to perform their duties impartially. A Relevant Person must report any potential or actual conflicts of interest to a member of Executive Management (and in the case of a Board member, to the Chairman).
- 5.4 If a Relevant Person is uncertain whether a conflict exists, they should discuss that matter with a member of Executive Management and attempt to resolve any conflicts that may exist.
- 5.5 A Relevant Person must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported in accordance with the Company's Anti-Bribery and Anti-Corruption Policy.

6. Public and media comment

- 6.1 Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.
- 6.2 Relevant Persons must not make official comment on matters relating to the Company unless they are:
- (a) authorised to do so by the Executive Director; or
 - (b) giving evidence in court; or
 - (c) otherwise authorised or required to by law.

- 6.3 Relevant Persons must not release unpublished or privileged information unless they have the authority to do so from the Executive Director.
- 6.4 The above restrictions apply except where prohibited by law, for example in relation to "whistleblowing" (refer the Company's Whistleblower Policy for further information).

7. Use of Company resources

- 7.1 Requests to use Company resources outside core business time should be referred to Executive Management for approval.
- 7.2 If Relevant Persons are authorised to use Company resources outside core business times they must take responsibility for maintaining, replacing, and safeguarding the property and following any special directions or conditions that apply.
- 7.3 Relevant Persons using Company resources without obtaining prior approval could face disciplinary and/or criminal action. Company resources are not to be used for any private commercial purposes.

8. Security of information

- 8.1 Relevant Persons are to make sure that confidential and sensitive information cannot be accessed by unauthorised persons. Sensitive material should be securely stored overnight or when unattended. Relevant Persons must ensure that confidential information is only disclosed or discussed with people who are authorised to have access to it. It is considered a serious act of misconduct to deliberately release confidential documents or information to unauthorised persons, and may incur disciplinary action.

9. Intellectual property/copyright

- 9.1 Intellectual property includes the rights relating to scientific discoveries, industrial designs, trademarks, service marks, commercial names and designations, and inventions and is valuable to the Company.
- 9.2 The Company is the owner of intellectual property created by Relevant Persons in the course of their employment unless a specific prior agreement has been made. Relevant Persons must obtain written permission from the Board to use any such intellectual property before making any use of that property for purposes other than as required in their role with the Company.

10. Discrimination and harassment

- 10.1 Relevant Persons must not bully, harass, discriminate, or support others who bully, harass and discriminate against colleagues or members of the public on the grounds of gender, pregnancy, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, political beliefs, religious beliefs, cultural beliefs, socio-economic background, perspective and experience, or any other area of potential difference.
- 10.2 Such harassment or discrimination may constitute an offence under legislation. Executive Management should understand and apply the principles of equal employment opportunity.

11. Corrupt conduct

- 11.1 Corrupt conduct involves the dishonest or partial use of power or position which results in one person/group being advantaged over another. Corruption can take many forms including, but not limited to:
- (a) official misconduct;
 - (b) bribery and blackmail;
 - (c) unauthorised use of confidential information;
 - (d) fraud; and
 - (e) theft.
- 11.2 Corrupt conduct will not be tolerated by the Company. Disciplinary action up to and including dismissal will be taken in the event of any Relevant Person participating in corrupt conduct. Refer to the Company's Anti-Bribery and Anti-Corruption Policy for further information.

12. Occupational health and safety

- 12.1 It is the responsibility of all Relevant Persons to act in accordance with occupational health and safety legislation, regulations and policies applicable to their respective organisations and to use security and safety equipment provided.
- 12.2 Specifically, all Relevant Persons are responsible for safety in their work area by:
- (a) following the safety and security directives of Executive Management;
 - (b) advising Executive Management of areas where there is a potential problem with safety and reporting suspicious occurrences; and
 - (c) minimising risks in the workplace.

13. Legislation

- 13.1 It is essential that all Relevant Persons comply with the laws and regulations of the countries in which we operate. Violations of such laws may have serious consequences for the Company and any individuals concerned. Any known violation must be reported immediately to Executive Management.

14. Fair dealing

- 14.1 The Company aims to succeed through fair and honest competition and not through unethical or illegal business practices. Each Relevant Person should endeavour to deal fairly with the Company's suppliers, customers and other employees.

15. Insider trading

- 15.1 All Relevant Persons are expected to be familiar with, and must observe the Company's "Securities Trading Policy". In conjunction with the legal prohibition on dealing in the Company's securities when in possession of unpublished price sensitive information, the Company has established specific time periods when Relevant Persons are permitted to buy and sell the Company's securities.

16. Responsibilities to investors

- 16.1 The Company strives for full, fair and accurate disclosure of financial and other information on a timely basis. Refer to the Company's Continuous Disclosure Policy and Shareholder Communications Policy for further information.

17. Breaches of the Code of Conduct

- 17.1 Relevant Persons should note that breaches of certain sections of this Code of Conduct may be punishable under legislation.
- 17.2 Breaches of this Code of Conduct may lead to disciplinary action. The process for disciplinary action is outlined in Company policies and guidelines, relevant industrial awards and agreements.
- 17.3 All Relevant Persons are responsible for reporting any breach of the Code of Conduct to the Company Secretary. Any material breaches will be reported by the Company Secretary to the Board.

18. Reporting matters of concern

- 18.1 Employees are encouraged to raise any matters of concern in good faith with a member of Executive Management or with the Company Secretary, without fear of retribution.

19. Review

The Board will periodically monitor the scope and currency of this Code of Conduct, to ensure that it is operating effectively and consider any changes that may be required.