

Code of Conduct

1. Introduction

- 1.1 This Code of Conduct (Code) sets out and creates awareness of the standard of conduct expected of Directors, officers, employees and contractors (**Personnel**) of Alara Resources Limited (**Alara** or the **Company**) in carrying out their roles.
- 1.2 Alara seeks to encourage and develop a culture which will maintain and enhance its reputation as a valued corporate citizen of the countries where it operates and an employer which Personnel enjoy working for.
- 1.3 Many of the obligations in this Code are subsets of more detailed Alara policies, not all of which are specifically referenced in this Code. Compliance with the provisions of this Code does not substitute for compliance with more detailed Company policies on any subject covered by this Code. In the case of any apparent inconsistency between this Code and a policy, Personnel must comply with the more onerous requirement however where time permits they may first seek clarification from the Company Secretary, who may give a direction resolving any apparent inconsistency. A direction resolving any inconsistency applies only to the Personnel member to whom it was given in the particular circumstances in which it was given, except where the direction specifies otherwise.

2. Safety

- 2.1. Alara does not tolerate harm to the health or safety of Personnel or any other person who may be impacted by our operations.
- 2.2. Alara's approach to health and safety includes compliance with relevant laws and goes beyond this standard where necessary to ensure good health and safety practice.
- 2.3. Other business imperatives will not compromise our commitment to avoiding harm to people or property.
- 2.4. All Personnel have a responsibility to ensure the safety of the workplace and the safety of our interactions with others.
- 2.5. Alara also maintains Health and Safety Policies for each of its operations, which address site-specific issues and ensure local legal compliance.
- 2.6. Health and safety policies will be continually adapted to take account of changes in operations, changes in law and improvements in good methods of managing health and safety risks.
- 2.7. Personnel are inducted in all relevant Policies and must comply with them strictly.

3. Discrimination

- 3.1. Alara values the diverse backgrounds, cultures and other characteristics of our Personnel.

3.2. Alara will not permit discrimination against Personnel on the basis of race, gender, marital status, national origin, religion, any other characteristic protected by law or any other characteristic which is not relevant to their status as a good employee.

3.3. Alara will treat all Personnel according to their skills, qualifications, competencies and potential in all aspects of the employment relationship including recruitment, promotion, posting, training, salary, benefits and termination.

4. Environment

4.1. Effective management of Alara's impact on the environment is essential to good corporate citizenship.

4.2. Alara strives to operate in a manner which minimises unnecessary detriment to the environment. Accordingly, at a minimum:

- (a) All Company activities will comply with environmental laws and go beyond this where necessary to achieve good environmental practice;
- (b) Alara is committed to returning work sites to a state compatible with a healthy environment, to the extent it is economically feasible or legally required to do so; and
- (c) Alara strongly promotes the commitment of Personnel to environmentally responsible behaviour through ongoing training.

5. Communities and Heritage

5.1. Alara recognises that building good relations with communities and individuals which hold land in areas affected by our operations is essential to conducting business as a good corporate citizen.

5.2. Alara's relationship with individual and community landholders is characterised by:

- (a) Community participation in the benefits of mining;
- (b) Open and honest communication;
- (c) Respect for culture, heritage and lifestyle;
- (d) Building relationships of mutual trust;
- (e) A long-term approach to all decisions; and
- (f) Delivering on commitments.

6. Respecting the Law

6.1. Personnel must respect the law in all countries where Alara operates. Alara maintains specific policies designed to ensure compliance with local laws affecting all aspects of its corporate existence and activity.

6.2. Personnel are required to:

- (a) Be familiar with Alara's legal compliance policies relevant to their roles; and
- (b) Where necessary, take legal advice from the Company Secretary/Legal Counsel or external legal advice to ensure that they fully understand the impact of relevant laws on Company activities.

7. Anti-Bribery and Corruption

7.1. Seeking to corruptly influence public officials in Australia or any other country is strictly prohibited by the Anti-Bribery and Corruption Policy. Engaging in this conduct outside Australia is contrary to the law of the country concerned. Australian law also prohibits Australian companies and residents from engaging in such practices in Australia or overseas.

7.2. Bribery and corruption is also contrary to the laws of certain countries such as the United States and the United Kingdom, which may seek to enforce their own laws on persons and companies which interact with them or their citizens even when such persons are not based in those countries.

7.3. Any direct or implied request by an official or a person representing a company with which Alara is doing or seeking to do business for an improper benefit, or offer of an improper benefit, must be reported to the Company Secretary.

7.4. Alara will take appropriate steps to ensure that its consultants and contractors do not engage in any bribery or corruption while working on Company matters.

8. Interpersonal Conduct

8.1. Each member of Personnel will conduct their dealings with others inside and outside Alara in an honest and fair manner, with integrity and respect. Managers will act with fairness and respect in dealings with their reports.

8.2. No workplace bullying will be tolerated.

8.3. Alara fosters a co-operative environment where Personnel can contribute their talents to decision making within their level of authority and rational discussion is encouraged, with a view to achieving the best outcomes drawing on available human resources.

9. Investor Communication

9.1. The ASX Listing Rules and Australian law require the Company to immediately publicly disclose information which may have a significant effect on the price of the Company's shares or other securities, other than incomplete, confidential developments.

9.2. Disclosure is made by the Chairman or the Company Secretary at the request of the Managing Director or the Board. Each member of Personnel must alert their manager immediately of developments that may call for public disclosure so that the executives charged with deciding what information must be disclosed can make a fully informed and prompt decision. Where a manager to whom such information is reported is not the Managing Director they must promptly report the information to the Managing Director.

9.3. The Company recognises that giving investors an accurate understanding of Alara's mineral reserves and resources is fundamental to their ability to make sound investment decisions. All public statements of mineral resources and reserves must comply with the JORC Code.

9.4. Alara has a Disclosure Policy governing the public disclosure of market sensitive information as required by the ASX Listing Rules and applicable law.

10. Inside and Confidential Information

10.1. Insider trading is buying or selling shares, being issued with shares or exercising options when in possession of “Inside Information”. “Inside Information” is information which is not generally available and which would, if generally available, significantly affect the price of Alara shares or other securities.

10.2. Alara has a formal Securities Trading Policy designed to protect the integrity of trading in and issue of its shares and other securities by preventing insider trading by Personnel, and preventing any reasonable suspicion that insider trading has occurred.

10.3. To reduce the risk of insider trading, the Securities Trading Policy requires certain Personnel not to buy or sell shares or other securities unless they have the Trading Officer’s consent. No Personnel may buy or sell shares while in possession of inside information.

10.4. Inside information, and any other confidential Company information, must not be disclosed to persons outside Alara without authority and must only be disclosed inside Alara on a need-to-know basis. In most cases external recipients of Company information will be required to sign a confidentiality agreement.

11. Conflicts of Interest

11.1. Personnel must avoid any situation where their personal interests conflict or might appear to a reasonable person to conflict with their duties to Alara.

11.2. Personnel may have other business and financial interests outside their employment with Alara (subject to any contrary provision in their employment agreements) but must not pursue such outside interests using Company time or resources, or so as to prevent them from devoting their full time and attention during their working hours to the Company’s affairs.

11.3. Personnel must not use their position to obtain benefits for themselves or associates from those seeking to do business with Alara. Personnel may receive small gifts and reasonable entertainment from persons and companies with actual or potential business dealings with Alara, where their value is not such as to create a suspicion that they may influence any decision you may make. Personnel must not accept cash or cash equivalents.

11.4 Alara has a formal Conflict of Interest Policy and an anti-Bribery and Corruption Policy which cover in more detail with the matters covered in this section of this Code.

12. Financial Controls and Records

12.1. Accounting and financial records must be maintained which accurately and promptly reflect all Company transactions and assets.

12.2. Alara will implement adequate internal controls to prevent fraud.

12.3. Accounting and financial records must be adequately protected from destruction or tampering and must be retained for the period required by law.

13. Managing Company Resources

13.1. Personnel must use Company resources and their working time only for proper Company purposes. Personnel must strive for efficiency in the use of Alara’s resources and avoid waste and taking inappropriate risks.

14. Alcohol and Drugs

14.1. Personnel may not drink alcohol during work time, except at Company social functions, and then only to an extent which does not lead to inappropriate behaviour or cause or contribute to safety risk.

14.2. Personnel may not use, possess or be under the influence of any unlawful drug during work time or at Company functions.

14.3 Personnel must comply with the Alcohol and Drug Policy, which may require alcohol or drug testing. The Alcohol and Drug Policy also addresses prescription medications which may interfere with Personnel's ability to work unimpaired.

15. E-mails and Internet Use

15.1. Alara's e-mail and Internet systems have been developed to assist communication between internal and external stakeholders. These facilities may not be used for personal gain or in a manner which may breach the law or is inappropriate.

16. Compliance with the Code

16.1. The Company Secretary must ensure that new Personnel are inducted in this Code and all Company Policies and that all Personnel are reminded of and recommit to complying with their obligations under those documents at regular intervals, not less frequently than yearly.

16.2. Personnel must report any breach of this Code or Policy which they are aware of to their Manager or the Company Secretary. The Manager or the Company Secretary must report the matter to the Managing Director and promptly advise the member of Personnel of actions taken in response, subject to any issues of confidentiality and privacy.

16.3. A Personnel member who in good faith reports a breach or suspected breach of this Code or any Policy will not be subject to any negative consequences for making that report. The Company's Whistleblower Policy contains more details of the procedure for referring potential breaches of Policies to the Company and the protections afforded to Personnel who raise such issues.

16.4. Breach of this Code or any Policy referred to in it may lead to disciplinary action against the Personnel involved, up to and including termination of employment for serious breaches.

16.5. The Company Secretary provides periodic reports to the Board on compliance with this Code and the Policies referred to in it. The Board will keep this Code and those Policies under review and make amendments where necessary to take account of any change in law, operations or standards of good corporate and personal behaviour.

16.6. All policies referred to in this Code are available from the Company Secretary.

17. Revision History

Revision History	
Approved by the Board	28 April 2020
Reviewed by GC	5 March 2025
Review approved by the Board	[25 March 2025]

