

# Securities Trading Policy

Unless the context otherwise requires, capitalised terms used in this policy have the meanings given in Section 13.

## 1. Introduction

### 1.1 Purpose

The purpose of this policy is to:

- ▶ provide a summary of the law regarding insider trading in Australia;
- ▶ comply with the ASX Listing Rules;
- ▶ assist those persons covered by this policy to comply with their obligations under the insider trading provisions of the Corporations Act;
- ▶ aim to ensure that the reputation of Genesis Minerals Limited (the **Company**) and its subsidiaries (collectively, the **Group**) (including their respective directors, officers, employees, consultants and contractors) is not adversely impacted by perceptions of trading in Company Securities at inappropriate times;
- ▶ ensure that a proper market for Company Securities is maintained that supports shareholder and investor confidence; and
- ▶ establish a procedure for trading in Company Securities by Restricted Persons covered by this policy.

### 1.2 Source of legal requirements

The legal requirements which underpin this policy include:

- ▶ the Corporations Act, which amongst other things, provides a prohibition on insider trading by anyone (regardless of geographical location); and
- ▶ the ASX Listing Rules, ASX Guidance Note 27 (Trading Policies) and ASX Corporate Governance Principles and Recommendations, which include requirements for responsible trading of listed company securities.

## 2. The Law

### 2.1 General Prohibition

The Corporations Act prohibits three types of conduct relating to Inside Information:

- ▶ Dealing in Company Securities using Inside Information;
- ▶ procuring another person to Deal in Company Securities using Inside Information; and
- ▶ communication of Inside Information to another person for the purpose of the other person Dealing in Company Securities.

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## 2.2 Consequences of Insider Trading

The Corporations Act imposes substantial penalties (including criminal liability) on persons who breach the ‘insider trading’ provisions, including substantial monetary fines and/or imprisonment. You may also be subject to civil liability, which may include being sued by another party or the Company, for any loss suffered as a result of insider trading.

## 2.3 Possession of Inside Information

You must not, whether in your own capacity or as an agent for another, Deal in the Company’s Securities, or procure another person to do so if you:

- ▶ possess Inside Information; and
- ▶ know or ought reasonably to know, that:
  - (i) the information is not generally available; and
  - (ii) if it were generally available, it might have a material effect on the price or value of the securities or influence a person's decision to buy or sell the securities.

Further, you must not either directly or indirectly pass on Inside Information to another person if you know, or ought reasonably to know, that the other person is likely to Deal in Company Securities or procure another person to do so.

It does not matter how you come to know the Inside Information. For the purpose of the insider trading provisions of the Corporations Act, “information” is given a wide meaning and includes matters of supposition and other matters that are insufficiently definite to warrant being made known to the public and matters relating to the intentions, or the likely intentions of a person.

Examples of information which, if made available to the market, may depending on the circumstances be likely to have a material effect on the price of Company Securities are set out in *Annexure A* at the end of this policy.

## 2.4 Securities of other companies

The insider trading provisions in the Corporations Act also apply to the securities of *other companies and entities* if you have inside information about that company or entity. These other companies and entities may include suppliers or customers of the Group; joint venture partners; or companies that the Company or another member of the Group has entered (or is planning to enter) into a transaction with, for example a takeover or asset sale.

Accordingly, if you possess Inside Information in relation to the securities of another listed entity, you must not Deal in those securities, procure another person to do so or directly or indirectly pass on Inside Information to another person in the circumstances described in Section 2.3 above.

## 3. Restricted Persons

Sections 4 to 7 (inclusive) of this policy apply to Restricted Persons. A **Restricted Person** is:

- ▶ a person with the authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including:
  - (i) any director (whether executive or otherwise); and
  - (ii) other key management personnel as set out in the latest Annual Report of the Company (**Key Management Personnel** or **KMP**);
- ▶ a Senior Employee of the Group;
- ▶ a person who is a key or senior contractor or consultant engaged by or providing services to the Group at the time (**Key Consultant** or **Key Contractor**);
- ▶ any other person designated as a ‘Restricted Person’ by the Board in writing; and

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- ▶ a Connected Person of any person referred to in the sub-paragraphs above.

If you are in any doubt as to whether you are a Restricted Person, please contact the Company Secretary.

## 4. Dealing in Company Securities

### 4.1 When a Restricted Person MAY Deal

Unless restricted from doing so under clause 4.2, a Restricted Person may Deal in Company Securities, subject to obtaining prior written clearance under Section 6.

### 4.2 When a Restricted Person MAY NOT Deal

In addition to the prohibitions on insider trading set out in the Corporations Act, and subject to Section 5 (Exceptions), Restricted Persons must not Deal in Company Securities from:

- ▶ 20th March until the end of the ASX trading session following the announcement to the ASX of the **March quarterly report**;
- ▶ 20th June until the end of the ASX trading session following the announcement to the ASX of the **annual financial accounts**;
- ▶ 20th September until the end of the ASX trading session following the announcement to the ASX of the **September quarterly report**; and
- ▶ 20th December until the end of the ASX trading session following the announcement to the ASX of the **half- year financial accounts**,

(together, the **Blackout Periods**), unless the circumstances are exceptional (as set out in Section 5) and the procedure for prior written clearance described in Section 6 has been met.

In addition to the prohibitions on insider trading set out in the Corporations Act, Restricted Persons must not Deal in Company Securities within any period imposed by the Board (or its delegate) from time to time, for example because the Company is considering matters that would require disclosure to the market but for ASX Listing Rule 3.1A (**Additional Period**), unless the circumstances are exceptional (as set out in Section 5) and the procedure for prior written clearance described in Section 6 has been met.

Any such Additional Period applies in addition to the Blackout Periods. Restricted Persons must not disclose to anyone that an Additional Period is in effect.

The Blackout Periods and Additional Periods are together referred to as **Prohibited Periods** in this policy.

*For the avoidance of doubt, even if outside a Prohibited Period, Restricted Persons remain subject to the prohibitions under the Corporations Act regarding insider trading and must not Deal in the Company's securities, or those of another Company, if they possess Inside Information.*

## 5. Exceptions

### 5.1 Permitted Dealings

The following Dealings by Restricted Persons are excluded from the restrictions outlined in Section 4.2, but remain subject to the insider trading provisions of the Corporations Act summarised in Section 2 of this policy:

- ▶ transfers of Company Securities between a Restricted Person and their spouse, civil partner, child, step-child, family company, family trust or other close family member or of Company Securities already held into a superannuation fund or other saving scheme in which the Restricted Person is a beneficiary;
- ▶ an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in Company Securities) where the assets of the fund or other scheme are invested at the discretion of a third party;

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- ▶ where a Restricted Person is a trustee, trading in the Company Securities by that trust provided that the Restricted Person is not a beneficiary of the trust and any decision to trade during a Prohibited Period is taken by the other trustees or by the investment managers independently of the Restricted Person;
  - ▶ undertakings to accept, or the acceptance of, a takeover offer;
  - ▶ a disposal of Company Securities arising from a scheme of arrangement;
  - ▶ trading under an offer or invitation made to all or most of the security holders such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy- back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
  - ▶ a disposal of Company Securities that is the result of a secured lender exercising their rights (for example, under a margin lending arrangement);
  - ▶ the exercise (but not the sale of Company Securities following exercise) of an option or right by a Restricted Person (excluding Key Consultants or Key Contractors) under an employee incentive scheme that is compliant with Division 1A of Part 7.12 of the *Corporations Act 2001* (Cth), or the conversion of a convertible security, where:
    - (i) the final date for the exercise of the option or right, or the conversion of the security, falls during a Prohibited Period and the Company has been in an exceptionally long Prohibited Period or the Company has had a number of consecutive Prohibited Periods and the Restricted Person could not reasonably have been expected to exercise it at a time when free to do so; and
    - (ii) the Restricted Person obtains prior written clearance to exercise the option or right, or convert the security, in accordance with the procedure set out in Section 6 of this policy;
  - ▶ an acquisition of Company Securities under an employee incentive scheme;
  - ▶ the vesting (but not the sale of Company Securities following the vesting) of Company Securities as a result of meeting performance hurdles, or release of Company Securities from holding lock or holding term in respect of Company Securities received by Restricted Persons as part of performance-based remuneration; and
  - ▶ trading under a non-discretionary trading plan for which prior written clearance has been provided in accordance with the procedure set out in Section 6 of this policy and where:
    - (i) the Restricted Person did not enter into the plan or amend the plan during a Prohibited Period; and
    - (ii) the trading plan does not permit the Restricted Person to exercise any influence or discretion over how, when, or whether to trade.

Unless otherwise stated, prior written clearance under Section 6 is not required for the above Dealings.

## 5.2 Exceptional Circumstances when disposal or transfer of Company Securities may be permitted

- ▶ A Restricted Person, who is not in possession of Inside Information, may be given prior written clearance to dispose of or transfer (but not to acquire or otherwise Deal with) Company Securities during a Prohibited Period (**Disposal Consent**) in accordance with the procedure described in Section 6 by an Approving Officer (defined in Section 6), in the following exceptional circumstances:
  - (i) where the person is in severe financial hardship; or
  - (ii) where there are other circumstances deemed to be exceptional by the Approving Officer.
- ▶ A person may be in severe financial hardship if they have a pressing financial commitment that cannot be satisfied otherwise than by selling the relevant Company Securities. A tax liability would not normally constitute severe financial hardship unless the person has no other means of satisfying the liability. A circumstance may be considered exceptional if the person in question is required by a court order or a court enforceable undertaking

to transfer or sell, or accept a transfer of, the Company Securities or there is some other overriding legal or regulatory requirement for the person to do so.

- ▶ A Restricted Person seeking Disposal Consent on the grounds of severe financial hardship must provide the Approving Officer with:
  - (i) a written application which states the facts;
  - (ii) copies of relevant supporting documentation, including contact details of the Restricted Person's accountant, bank and other such independent institutions (where applicable); and
  - (iii) a request for prior written clearance in accordance with Section 6.
- ▶ A Restricted Person seeking Disposal Consent based on any grounds other than severe financial hardship must provide the Approving Officer with a written application accompanied by relevant court and/or supporting legal documentation (where applicable), and a request for prior written clearance in accordance with Section 6.

## 6. Procedure for Obtaining Written Clearance Prior to Dealing

Subject to Section 5.1, Restricted Persons must not Deal in Company Securities at any time (including in the exceptional circumstances referred to in Section 5.2) unless the Restricted Person first requests permission to Deal in writing (including email) from the relevant Approving Officer (determined in accordance with the table below), copied to the Company Secretary, and obtains a written response granting clearance to Deal:

Written clearance requested by	Approving Officer
Managing Director & CEO, or any Executive Director	Chair
Chair	Managing Director & CEO
Non-Executive Director (excluding the Chair)	Managing Director & CEO and Chair, jointly in consultation with one another
Key Management Personnel (excluding any Director), 'C-suite' Executives, General Managers and Company Secretary	Managing Director & CEO
Group Managers, 'Heads of' function, Managers, members of the Group's Legal or Business Development teams (who are not otherwise covered above) and any other Restricted Person	Company Secretary or Chief Financial Officer

The Approving Officer may as appropriate, seek input from relevant Key Management Personnel and Senior Employees about the broader reputational, governance and other implications of the proposed Dealing in Company Securities in the prevailing circumstances having regard to corporate activity of the Group.

When an Approving Officer is absent, the written request shall be sent to the person who holds their delegated authority, or in the absence of a delegated authority, the Company Secretary will take their place.

Any written clearance granted under this policy will be valid for a period of *five business days* from the time which it is granted or such other period as may be determined by the Approving Officer. The expiry time of the clearance will be stated in the clearance granted. Any clearance under this policy must be given in writing and must be copied to the Company Secretary.

Written clearance under this policy may be withdrawn by the Approving Officer in writing at any time during the clearance period (copied to the Company Secretary) should the Approving Officer consider that circumstances have changed, having regard to the broader reputational, governance and other implications of the proposed trading in Company Securities in the prevailing circumstances and corporate activity of the Group.

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## 7. Other restrictions

### 7.1 Incomplete Buy or Sell Orders

- ▶ Buy or sell orders for Company Securities which are placed but not completed outside of a Prohibited Period are subject to the following restrictions once the Prohibited Period commences:
  - (i) the order must be completed within five trading days otherwise it will lapse; and
  - (ii) the order cannot be varied.
- ▶ Any order subject to this procedure should be notified in writing to the Company Secretary within 24 hours of the Prohibited Period commencing.

### 7.2 No speculative trading

Under no circumstances should Restricted Persons engage in short-term or speculative trading in the Company's Securities. This prohibition includes short term direct dealing in Company Securities, including derivative market transactions involving exchange-trade options, share warrants, contracts for difference, and other similar instruments, which are short term or speculative.

### 7.3 No Protection arrangements

The entering into of all types of "protection arrangements" for any Company Securities:

- ▶ is prohibited at any time in respect of any Company Securities which are unvested or subject to a holding lock; and
- ▶ otherwise, requires approval under Section 6.

For the avoidance of doubt and without limiting the generality of this policy, "protection arrangements" include transactions which:

- ▶ amount to "short selling" of Company Securities;
- ▶ operate to limit the economic risk of any Restricted Person's security holding (e.g. hedging arrangements) including Company Securities held beneficially (for example, in trust or under an incentive plan) on that Restricted Person's behalf; or
- ▶ otherwise enable a Restricted Person to profit from a decrease in the market price of securities.

### 7.4 Prohibition on Margin Loan Arrangements

Restricted Persons must not enter into margin loan agreements or other secured lending arrangements in relation to Company Securities without first obtaining prior written clearance from the appropriate Approving Officer in accordance with the procedure set out in Section 6.

## 8. Director and other KMP Notification Requirements

Directors have agreed with the Company to provide details of changes in Company Securities they hold (directly or indirectly) to the Company Secretary as soon as reasonably possible to enable the Company to comply with its obligations under the ASX Listing Rules to report changes in a Director's holding within five business days of a change occurring. In addition, where possible, other members of the KMP should inform the Chair or Managing Director of their intention to trade as permitted under this policy (copied to the Company Secretary).

*Directors are reminded that it is their obligation under Section 205G of the Corporations Act to notify the market operator within 14 days after any change in a director's interest if the Company has failed to do so.*



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## 9. Register of Notifications and Clearances

The Company Secretary must maintain a register of notifications and clearances given in relation to trading in Company Securities as addressed in Section 6.

The Company Secretary must report all notifications of trading in, and clearances given in relation to trading in, Company Securities upon request by the Board.

## 10. Breaches

Breach of the insider trading prohibitions under the Corporations Act could expose you to criminal and civil liability. Breach of this policy (irrespective of whether the insider trading prohibition or any other law is breached) will also be regarded by the Group as serious misconduct which may lead to disciplinary action and/or dismissal.

This policy does not contain an exhaustive analysis of the restrictions imposed on, and the very serious legal ramifications of, insider trading. Restricted Persons who wish to obtain further advice in this matter are encouraged to contact the Company Secretary.

## 11. ASX Listing Rule Requirements

It is a requirement for admission to the official list of ASX, and an on-going requirement for listing, that the Company has a Securities Trading Policy.

The Company will give a copy of this policy to ASX for release to the market. The Company will also give any amended version of this policy to ASX when it makes a material change, including any change to: (a) the periods within which Restricted Persons are prohibited from Dealing in Company Securities; (b) the Dealings that are excluded from the operation of the policy; or (c) the exceptional circumstances in which Restricted Persons may be permitted to Deal during a Prohibited Period, within *five business days* of the amendments taking effect.

## 12. Additional Information

If you do not understand any part of this policy, you should contact the Company Secretary or your Manager before Dealing in Company Securities. Ultimately it is your responsibility to make sure that none of your trading constitutes insider trading.

## 13. Defined Terms

**Additional Period** has the meaning given in Section 4.2.

**Approving Officer** means the person determined in accordance with Section 6.

**Blackout Period** has the meaning given in Section 4.2.

**Company Securities** means all securities issued by the Company, and includes shares, share rights, performance rights, options, and derivatives of any of the above (including equity swaps, futures, hedges and exchange-traded or over-the-counter options) whether settled by cash or otherwise.

**Connected Person** means a spouse or partner, child or step-child under 18 years, a parent, an unlisted body corporate which the relevant Restricted Person controls or is director of, a trust of which the relevant Restricted Person is a trustee and of which he or she or any of the persons referred to above is a beneficiary or any other person over whom the relevant Restricted Person has significant influence or control.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Deal or Dealing** includes:

- (a) applying for, acquiring or disposing of securities;

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- (b) entering into an agreement to apply for, acquire or dispose of, securities; and
  - (c) granting, accepting, acquiring, disposing, exercising or discharging an option or other right or obligation to acquire or dispose of securities,
- or procuring another person to do any action referred to in paragraphs (a), (b) or (c) above.

**Inside Information** is described in Annexure A.

**Key Consultant** or **Key Contractor** has the meaning given in Section 3.

**Key Management Personnel** has the meaning given in Section 3.

**Prohibited Period** has the meaning given in Section 4.2.

**Restricted Person** has the meaning given in Section 3.

**Senior Employee** of the Group means:

- (a) a 'C-suite' Executive, General Manager, Group Manager, 'Head of' function, Manager or Company Secretary;
- (b) a member of the Group's Legal or Business Development teams; and
- (c) an Executive Assistant to any of the persons listed in paragraph (a).

## 14. Review

This policy is subject to bi-annual review by the Board.

Last review: July 2025

Next review: July 2027



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## Annexure A – Inside Information

### 1. What is Inside Information?

Inside Information is information that:

- (a) is not generally available; and
- (b) if it were generally available, a reasonable person would expect it to have a material effect on the price or value of the securities.

### 2. When is Information generally available?

Information is generally available if:

- (a) it consists of ‘readily observable matter’;
- (b) it has been made known in a manner that would, or would be likely to, bring it to the attention of persons who commonly invest in securities of a kind whose price or value might be affected by the information and since it was made known, a reasonable period for it to be disseminated among such persons has elapsed; or
- (c) it consists of deductions, conclusions or inferences made or drawn from information of the kind referred to in (a) or (b) above.

### 3. The “front page” test

It is important that public confidence in the Group is maintained. It would be damaging to the Group’s reputation if the market or the general public perceived that Restricted Persons might be taking advantage of their position in the Group to make financial gains by dealing in securities based on inside information. As a guiding principle, any Restricted Person considering dealing in securities should ask themselves:

*If the market was aware of all the current circumstances, could the proposed dealing be perceived either now or at some stage in the future, by the market as taking advantage of my position in an inappropriate way? How would it look if the transaction were reported on the front page of the newspaper? (the “front page” test).*

If any Restricted Person is unsure, they should consult the Company Secretary or a member of the KMP. Where any approval under this policy is required for a dealing, approval will not be granted where the dealing would not satisfy the “front page” test.

### 4. Material Effect on the Price or Value of Securities

A reasonable person would be taken to expect information to have a material effect on the price or value of securities if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to acquire or dispose of those securities. In other words, the information must be shown to be material to the investment decision of a reasonable hypothetical investor in the securities.

Examples of information which, if made available to the market, may depending on the circumstances be likely to have a material impact on the price of Company Securities include, but are not limited to:

- ▶ a transaction that will lead to a significant change in the nature or scale of the Company’s activities;
- ▶ a material mineral discovery;
- ▶ a material acquisition or disposal;
- ▶ the granting or withdrawal of a material licence;
- ▶ becoming a plaintiff or defendant in a material law suit;
- ▶ the fact that the Company’s earnings will be materially different from market expectations;

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- ▶ the appointment of a liquidator, administrator or receiver;
  - ▶ the commission of an event of default under, or other event entitling a financier to terminate, a material financing facility;
  - ▶ under subscriptions or over subscriptions to an issue of securities;
  - ▶ giving or receiving a notice of intention to make a takeover;
  - ▶ any rating applied by a rating agency to the Company or its securities and any change to such a rating;
  - ▶ any actual or proposed change to the Company's capital structure (for example, a share issue);
  - ▶ material exploration results;
  - ▶ material drilling results; and
  - ▶ a significant change to or event affecting the availability of the Company's debt facilities.