RESOURCES

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CONFLICTS OF INTEREST AND RELATED PARTY TRANSACTIONS POLICY

EQ RESOURCES LIMITED

ABN 77 115 0009 106

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1.0 PURPOSE

EQ Resources Limited and its subsidiaries (collectively, **EQR**) are committed to acting with integrity, transparency and accountability in all business activities.

This Policy establishes the requirements for identifying, disclosing, assessing, managing and monitoring actual, potential and perceived conflicts of interest and related party transactions.

The objectives of this Policy are to:

- support ethical and objective decision-making;
- protect EQR's interests and reputation;
- promote transparency and accountability;
- support compliance with applicable laws, regulations and ASX requirements;
- ensure related party transactions are appropriately assessed and approved; and
- provide a consistent framework across EQR operations.

2.0 SCOPE

This Policy applies to:

- Directors;
- Officers;
- employees;
- contractors;
- consultants;
- temporary and fixed-term personnel; and
- any other person acting on behalf of EQR,

(collectively referred to as **Company Personnel**).

This Policy applies across all EQR business activities, operations, projects and transactions (being any agreement, contract, arrangement, commitment, exchange or dealing whether written, oral, binding or non-binding).

3.0 POLICY STATEMENT

Company Personnel must act in the best interests of EQR and must not allow personal interests, external relationships or financial interests to improperly influence business decisions.

Where a conflict of interest or related party transaction exists, or may reasonably be perceived to exist, it must be disclosed, assessed and managed in accordance with this Policy.

No person may approve, influence or participate in a decision where they have a Material Personal Interest unless expressly authorised under applicable laws, governance requirements or Board direction.

4.0 PRINCIPLES

EQR applies the following principles:

- **Integrity**
  Business decisions must be made objectively and in the best interests of EQR.
- **Transparency**
  Conflicts of interest and related party relationships must be disclosed promptly and accurately.
- **Accountability**
  Individuals are responsible for identifying and declaring their own conflicts and related party interests.
- **Independence**
  Assessment and approval processes must be free from improper influence.

- **Governance**
  Conflicts and related party transactions must be appropriately documented, recorded and capable of audit.

5.0 ROLES AND RESPONSIBILITIES

5.1. COMPANY PERSONNEL

Company Personnel must:

- identify actual, potential and perceived conflicts of interest;
- disclose conflicts promptly;
- comply with management actions and controls;
- participate in annual declarations where required; and
- avoid participating in decisions where they are conflicted.

5.2. MANAGERS

Managers must:

- ensure conflicts are identified and escalated;
- implement conflict management controls;
- support monitoring and compliance; and
- consult Legal & Governance where required.

5.3. COMPANY SECRETARY

The Company Secretary is responsible for:

- maintaining conflict and related party registers;
- assessing disclosures;
- facilitating Board consideration where necessary;
- maintaining governance records; and
- monitoring compliance with this Policy.

5.4. AUDIT AND RISK COMMITTEE

The Audit and Risk Committee may review:

- significant conflicts;
- material related party transactions;
- compliance trends; and
- matters referred by the Company Secretary or Board.

5.5. BOARD

The Board is responsible for:

- overseeing compliance with this Policy;
- determining management actions for significant conflicts;
- approving transactions where required; and
- considering matters requiring Board approval under law, ASX requirements or governance frameworks.

6.0 REQUIREMENTS

6.1. WHAT IS A CONFLICT OF INTEREST

A conflict of interest exists where personal interests interfere, may interfere, or may be reasonably perceived to interfere with an individual's ability to perform their duties objectively.

Conflicts may be:

(a) *Actual*: A direct conflict exists between an individual's duties and personal interests.

(b) *Potential*: A conflict does not currently exist but may arise in the future.

(c) *Perceived*: A reasonable person could perceive that personal interests may influence business judgement, whether or not this is actually the case.

6.2. PERSONAL INTERESTS

Personal interests may be financial or non-financial.

Examples include:

(a) Financial Interests

- shareholdings;
- trusts;
- partnerships;
- investments;
- directorships;
- financial benefits;
- loans or guarantees;
- business interests;
- property ownership; and
- commercial relationships.

(b) Non-Financial Interests

- family relationships;
- personal relationships;
- professional associations;
- external appointments;
- community involvement;
- political affiliations;
- personal loyalties; and
- competing duties.

6.3. EXAMPLES OF CONFLICTS

Examples include:

- holding an interest in a competitor, supplier or customer;
- engaging a family member or associated business;
- accepting gifts or hospitality which may influence decision-making;
- participating in procurement involving an Associate;
- directing opportunities away from EQR;
- using EQR information or resources for personal benefit; or
- holding external employment that conflicts with EQR's interests.

6.4. DISCLOSURE REQUIREMENTS

(a) Requirement
Company Personnel must disclose all actual, potential and perceived conflicts of interest as soon as they become aware of them.

(b) Accountability
The individual with the conflict is responsible for disclosure.

(c) Verification
Disclosure must be made in writing to:

- the Company Secretary;

- the Chief Executive Officer; or
- another person nominated by EQR.

(d) Escalation
Material conflicts must be referred to the Board where appropriate.

(e) Consequence
Failure to disclose a conflict may result in disciplinary action.

6.5. STANDING DECLARATIONS

Directors, Officers and designated senior personnel must provide annual declarations of interests.

Declarations must include:

- directorships;
- shareholdings;
- trusts;
- partnerships;
- external employment;
- consulting roles;
- significant personal interests;
- related party relationships; and
- any matter capable of creating a conflict.

Changes must be notified promptly and not delayed until the next annual declaration.

6.6. ASSESSMENT OF CONFLICTS

The Company Secretary will conduct an initial assessment of disclosures. Assessment may consider:

- the nature of the conflict;
- potential impact on EQR;
- level of influence held by the individual;
- materiality;
- available controls; and
- legal or regulatory implications.

The matter may be referred to:

- Management;
- the Audit and Risk Committee; or
- the Board.

6.7. CONFLICT MANAGEMENT ACTIONS

Management actions may include any of:

- disclosure only;
- additional monitoring;
- restrictions on involvement;
- removal from decision-making;
- reassignment of duties;
- divestment of interests;
- termination of conflicting external engagements; or
- any other appropriate control.

All management actions must be documented.

6.8. RELATED PARTY TRANSACTIONS

(a) General Requirement
All related party transactions must be identified, disclosed, assessed and approved before commitment by EQR.

(b) Disclosure
Any proposed related party transaction must be disclosed to the Company Secretary before:

- negotiations are finalised;
- commitments are made;
- contracts are executed; or
- benefits are provided.

(c) Assessment
This may include consideration of:

- whether the transaction is in EQR's interests;
- whether the transaction is conducted on arm's length terms;
- commercial competitiveness;
- legal requirements;
- independence of decision-making;
- approval requirements; and
- disclosure obligations.

(d) Procurement Controls
Where a related party seeks to provide goods or services to EQR:

- appropriate market testing should be undertaken where practicable;
- pricing and commercial terms must be reasonable;
- conflicted persons must not influence supplier selection; and
- procurement records must support the decision.

(e) Board Consideration
The Board may require:

- independent advice;
- benchmarking;
- valuation reports;
- external legal review; or
- other evidence supporting the transaction.

(f) Recording
All approved related party transactions must be entered into the Related Party Transactions Register.

6.9. DIRECTORS' CONFLICTS

Directors must comply with all legal disclosure obligations relating to Material Personal Interests. Where a Director has a conflict:

- the nature and extent of the interest must be disclosed;
- the disclosure must be recorded in the Board minutes;
- the Director must not vote on the matter unless permitted by law;
- the Director must not improperly influence consideration of the matter; and
- the remaining Directors may determine whether the Director receives relevant information or participates in discussions.

6.10. GIFTS, BENEFITS AND HOSPITALITY

Company Personnel must not seek or accept gifts, benefits or hospitality that may:

- create a conflict of interest;
- influence business judgement;
- impair independence; or
- create an appearance of improper conduct.

Reportable gifts, benefits and hospitality must be disclosed and recorded in accordance with EQR requirements.

7.0 APPROVALS AND AUTHORITIES

The following approvals apply:

Matter	Approval Authority
Routine conflict management controls	Relevant Manager
Significant conflicts	Company Secretary and MD
Director conflicts	Board
Material related party transactions	Board
Transactions requiring shareholder approval	Shareholders in accordance with applicable requirements

Conflicted individuals must not approve matters in which they have an interest.

8.0 COMPLIANCE AND ASSURANCE

The Company Secretary will maintain:

- a Conflicts of Interest Register;
- a Related Party Transactions Register; and
- records of disclosures and approvals.

Compliance activities may include:

- annual declarations;
- periodic reviews;
- internal audits;
- Board reporting; and
- assurance assessments.

9.0 REPORTING AND ESCALATION

Material conflicts and related party matters must be escalated to the Company Secretary.

The Company Secretary may escalate matters to:

- the MD;
- the Audit and Risk Committee; or
- the Board.

Material breaches of this Policy must be reported promptly.

10.0 EXCEPTIONS

Any exception to this Policy must:

- be documented;
- include supporting reasons;
- be approved by the relevant approval authority; and
- be retained as a governance record.

11.0 REVIEW

This Policy will be reviewed at least every **two years or earlier** if:

- legal requirements change;

- governance requirements change;
- material control weaknesses are identified; or
- the Board requests a review.

All changes must be approved by the Board.

12.0 DEFINITIONS

Associate Any person or entity whose interests are controlled, influenced or connected to a Company Personnel member.

Material Personal Interest An interest that could influence, or reasonably be perceived to influence, the person's judgement or decision-making.

Related Party Has the meaning given under applicable law and includes:

(a) Directors;

(b) Officers;

(c) Key Management Personnel;

(d) spouses and de facto partners;

(e) parents and children;

(f) entities controlled by those persons;

(g) trusts associated with those persons; and

(h) any other person or entity prescribed by law.

Related Party Transaction Any transaction, arrangement or dealing between EQR and a Related Party involving the transfer of value, goods, services, rights, assets or benefits.

13.0 RELATED DOCUMENTS

- Code of Conduct
- Delegations of Authority Policy
- Securities Trading Policy
- Anti-Bribery and Corruption Policy
- Whistleblower Policy
- Procurement Policy
- Board Charter
- Audit and Risk Committee Charter
- Continuous Disclosure Policy

14.0 DOCUMENT CONTROL

Policy Status:	**Adoption**	28 September 2026
	Version	V**1** Updated on 28 September 2026
Endorsement Body:	**EQ Resources Board**	
Approval Body:	**EQ Resources Board**	
Maintained by:	**Company** Secretary	
Review Frequency	2 years (Biennial) or earlier if required	