

Code of Conduct

Southern Palladium Limited
ACN 646 391 899
(Company)

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1 Purpose and application

1.1 Purpose of this Code

The Company is committed to and strives to act honestly and with integrity in all its dealings. This Code sets out the values, commitments, ethical standards and policies of the Company and outlines the standards of conduct expected of our business and people, taking into account the Company's legal and other obligations to its stakeholders.

The Board has endorsed this Code. The Board and management believe that the Company's commitment to this Code will maintain the confidence of the Company's key stakeholders in the Company's integrity.

1.2 Application of this Code

This Code applies to all Directors and senior management, as well as all Officers, employees, contractors, consultants, other persons that act on behalf of the Company, and associates of the Company.

Directors will acquaint themselves with obligations imposed on them and the Company by the Corporations Act. They will also familiarise themselves with other documents prepared by the Company to meet corporate governance requirements.

The more important legal obligations are summarised below:

- (a) Directors will act honestly, and exercise reasonable care and diligence at all times in the performance of their functions;
- (b) Directors or former Directors will not make improper use of information acquired by virtue of his or her position;
- (c) Directors will not make improper use of his or her position to gain a direct or indirect advantage for themselves or any other person; and
- (d) Directors have a fiduciary duty to the Company and a duty to act with loyalty and in good faith.

You are expected at all times to act consistently with the values, commitments and ethical standards as set out in this Code. This Code operates in conjunction with the Company's policies and procedures relating to you.

It is essential that each of you are familiar with this Code, which is available on the Company's website. Naturally, this Code cannot cover every circumstance that you may face nor can it address every law, regulation or company policy that may apply to you.

You are encouraged to obtain copies of the policies, standards and procedures relevant to your work. If you have any questions about your obligations or about the Company's expectations, please speak with your manager or the Secretary.

1.3 ASX Corporate Governance Principles

The Company has adopted the recommendations provided in the ASX Corporate Governance Principles and, in particular, the recommendations regarding codes of conduct.

2 Definitions

General terms and abbreviations used in this Code have the meanings set out below:

Anti-bribery & Corruption Policy means the Company's anti-bribery and corruption policy.

ASX means ASX Limited ACN 008 624 691 or the securities market operated by ASX Limited, as the case may be.

ASX Corporate Governance Principles means *Corporate Governance Principles and Recommendations (4th Edition, 2019)* as amended from time to time.

Board means the board of Directors of the Company.

CEO means the chief executive officer of the Company.

Chair means the chair of the Board.

Code means this "Code of Conduct".

Company means Southern Palladium Limited ACN 646 391 899.

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

Director means a director of the Company.

Directors' Report means the Directors' report which forms part of the Company's annual financial statements.

Notes to the Financial Statements means the notes to the financial statements which form part of the Company's annual report.

Officer means a senior executive of the Company.

Secretary means the company secretary of the Company.

Securities Trading Policy means the Company's securities trading policy.

Social Media includes, but is not limited to:

- (a) blogs, discussion forums or websites used for posting opinions that are publically accessible, whether operated by a media organisation or established by another organisation or an individual, such as Twitter and Yahoo! Groups;
- (b) video or photo sharing websites, such as YouTube, Flickr and TikTok;
- (c) wikis which individuals and organisations can contribute to or edit information, such as Wikipedia;
- (d) social networking websites such as Facebook, Instagram and LinkedIn whether publically accessible or not;
- (e) message sharing networks such as WhatsApp; and
- (f) email accounts.

Whistleblower Policy means the Company's whistleblower policy.

3 Our values and commitments

3.1 Core values and commitments

The Company's core values and commitments are:

- (a) *Integrity* – we act honestly and with integrity in all our dealings, both internally and externally. We commit to only dealing with business partners who demonstrate similar ethical and responsible business practices.
- (b) *Respect* – we respect all people, their ideas and cultures and our words and actions must reflect this respect.
- (c) *Health and Safety* – we are committed to providing and maintaining a healthy and safe and non-discriminatory working environment to safeguard the health and safety of our employees, consultants, contractors, customers, suppliers and other persons who visit our workplace, or who we work with, as required by law.
- (d) *Community Standards* – we act in a manner consistent with reasonable expectations of our investors and the broader community.
- (e) *Environment* – we are committed to acting responsibly towards the environment.

4 Our ethical standards and policies

4.1 Expectation

The Company expects that all Directors and senior management, as well as all Officers, employees, contractors, consultants, other persons that act on behalf of the Company, and associates of the Company will:

- (a) act in accordance with the stated values and in the best interests of the Company;
- (b) act honestly and with high standards of personal integrity;
- (c) comply with all laws and regulations that apply to the Company and its operations;
- (d) act ethically and responsibly;
- (e) treat fellow staff members with respect and not engage in bullying, harassment or discrimination;
- (f) deal with all customers and suppliers fairly;
- (g) disclose and deal appropriately with any conflicts between personal interest and duties within the Company;
- (h) not take advantage of the property or information of the Company or its customers for personal gain or to cause detriment to the entity or its customers;
- (i) not take advantage of their positions or the opportunities arising therefrom for personal gain; and

- (j) report breaches of this Code to the appropriate persons or body within the Company.

All Directors, senior management, as well as all Officers, employees and contractors will receive training on their obligations under this Code.

4.2 **Conflicts of interest**

A conflict of interest occurs if your loyalties are divided, for example if you or your family or friends have a personal or commercial interest which may interfere, or be perceived to interfere, with the performance of your duties and responsibilities to the Company, making it difficult to perform your role objectively and effectively.

The existence of a conflict of interest is not uncommon. What matters is how we manage the conflict.

To safeguard the confidence of the Company's key stakeholders in the Company's integrity, it is paramount that you do not allow personal interests or the interests of family or friends to conflict with the interests of the Company. You must avoid participating in decisions and activities which may conflict, or be perceived to conflict, with your duties and responsibilities to the Company.

Generally, you are precluded from approving or administering business arrangements such as contracts between the Company and a member of your immediate family or with a company, firm, or individual employing a member of your immediate family in activities under your administration. If you are a Director and the Board decides that you may properly supply goods or services on commercially acceptable terms to the Company, details will be provided in the annual Directors' Report and Notes to the Financial Statements.

You must not enter into any arrangement or participate in any activity that would conflict with the Company's best interests or would be likely to negatively affect the Company's reputation. You must avoid acquiring any business interests or participating in any business activity outside the Company which would tend to create an excessive demand upon your time and attention or create any distraction during working hours.

You must not be involved in any other company or business or organisation as director, agent, employee or consultant, whether paid or unpaid, if there is a possibility that your personal interests could conflict, or be perceived to conflict, with those of the Company unless you obtain approval first from your manager or the Secretary or the Board (if you are a Director).

If you receive approval to act on the Board of an external company or organisation, you will advise the Secretary promptly of any changes to relevant interests such as directorships, partnerships and holdings in securities. The Secretary will inform all Board members and the regulatory authorities if required. Directors will normally be advised at the next meeting, but more urgently if appropriate to the circumstances. Relevant interests are confirmed annually in writing to the Secretary prior to inclusion in the Directors' Report.

If you are involved in a conflict or possible conflict, or become aware of a conflict, you must tell your manager or the Secretary or the Board (if you are a Director) as soon as possible.

Further details in respect of the Company's approach to conflicts of interest are set out in the Conflict of Interest Policy.

4.3 **Opportunities, benefits and ownership of work**

You must not use Company property (including intellectual property), information, your position or opportunities which arise from these to improperly gain benefit for yourself or for another party.

You have an obligation to avoid all financial, business and other arrangements which may be opposed to the interests of the Company, or which may place you in a competitive position with the Company.

The product of any work performed while you are with the Company, or on behalf of the Company, or using Company property (including all intellectual property rights created in connection with that work) belongs to the Company.

4.4 **Anti-bribery and gifts**

A number of countries, including Australia, have strict laws against bribery and corruption. The anti-bribery laws of some countries, including Australia, the United States and United Kingdom can apply to things done in other countries (ie they have wide-reaching extra-territorial effect). We must comply with and uphold all laws against bribery, corruption and related conduct applying to the Company in all the jurisdictions where the Company operates.

Accordingly, the Company has a strict policy not to offer secret commissions or bribes to further its business interests. Depending on the circumstances, facilitation payments may breach anti-bribery laws. In this regard the Company has adopted its Anti-bribery & Corruption Policy.

Naturally, you must not accept any money or opportunity or other benefit which could be interpreted as an inducement, secret commission or bribe. Care must be exercised in accepting hospitality, entertainment or gifts over and above that required for the normal conduct of business or which may compromise your impartiality.

Decisions in the course of your work must be objective and based solely upon the best interests of the Company. They should never be influenced by any consideration of personal gain or gain to any personal associate (eg friend or relative).

We are committed to adopting effective systems to counter bribery and related improper conduct and to monitoring and enforcing these systems. From time to time, we may issue further guidance regarding what is acceptable in the normal course, what you can do with senior manager or Board approval and what is prohibited.

You may also seek further information or clarification from your manager, the Secretary, legal counsel, the Board (if you are a Director) or other relevant advisor.

4.5 **Dealings with politicians and government officials**

All dealings with politicians and government officials which relate to the Company and its business activities must be conducted at arm's length and with the utmost professionalism, to avoid any perception of attempts to gain advantage or to improperly influence the outcome of an official decision.

You must not make any donation or other financial contribution to any political party or candidate for an election or sponsor any organisations (other than in a purely personal capacity) without seeking and obtaining prior approval from the Secretary.

4.6 **Confidentiality**

In the course of the Company's business, you will have access to business or personal information about the affairs of the Company, its clients, customers, employees, suppliers and our business partners. It may include business strategies, marketing and sales plans, competitive analysis, financial plans and forecasts, customer or employee information, supplier information and pricing. Each of the parties expects the confidential nature of the information they have given in good faith to be respected.

You must keep confidential information acquired while you are with the Company, or acting on behalf of the Company, confidential, even after you leave or cease your engagement with the Company.

In conversations with customers or other staff members and when on the telephone, care must be taken to prevent outsiders from overhearing confidential or personal information. Information should not be divulged over the telephone unless the identity of the caller and his or her right to receive the information are definitely established. Particular care should be taken in answering enquiries, and data given must be limited to that permitted by standard Company practice. Appropriate legal advice should be obtained where doubt exists.

You must not access or request or make improper use of or transfer or disclose confidential information to anyone else except as required by your position or as authorised or legally required. If it inadvertently comes into your possession it should be returned immediately.

If you are required by an authority to provide confidential information which has not been otherwise authorised, you must notify the Secretary.

4.7 **Privacy**

You must respect and safeguard the privacy of personal information held by the Company regarding its clients, customers, suppliers, employees and others. If you have access to this information, you must ensure that it is collected, kept, disclosed, handled and used in a manner that complies with the *Privacy Act 1998* (Cth), any other privacy and data protection laws that may apply and the Company policy on privacy.

4.8 **Company reputation**

You must not make official statements relating to the Company unless you have obtained prior written approval from the CEO through the Secretary.

4.9 **Social media**

Management may authorise you to represent the Company on Social Media platforms. If you are granted this authorisation or if you discuss Company related issues in your personal use of Social Media, you must:

- (a) identify your name and your position (when you are acting within your authorised role);
- (b) ensure that any content you publish is factually accurate and complies with relevant Company policies, particularly those relating to confidentiality and the maintenance of professionalism;
- (c) do not publish any confidential or sensitive information that is not already in the public domain without written authorisation from the Company; and

- (d) be respectful of all individuals and communities with which you interact online.

You should ensure that you understand how your privacy settings on some Social Media sites may result in the disclosure of data about other individuals.

If the media contacts you about a Company related posting or requests information, and dealing with the media is not part of your job, you should consult your manager.

If you refer to the Company, its staff, products or services, its competitors, and/or other business related issues when you are using a Social Media platform in a personal capacity, you must:

- (a) ensure that readers of your posts cannot misconstrue your personal comments as representing an official Company position. You must not imply that you are authorised to speak on the Company's behalf. The Company recommends that you use a disclaimer to ensure that your stated views and opinions are understood to be your own and not those of the Company;
- (b) not knowingly use the identity of another Company staff member or a staff member of a Company business partner or competitor (including name or variation of a name); and
- (c) consider whether it is appropriate to accept customers, suppliers or competitors as "friends" on Facebook or other Social Media sites. If in doubt, consult your manager.

4.10 **Fair dealing**

You must treat each other and all suppliers, competitors, clients, customers and other stakeholders fairly and with respect.

The Company is committed to ensuring a diverse work environment in which everyone is treated fairly and with respect and where everyone feels responsible for the reputation and performance of the Company.

Applicants for employment are evaluated by the Company on merit in accordance with their skills, qualifications and abilities, and having regard to the Company's operational needs.

The Company is committed to ensuring the highest quality of service is provided to its customers and clients at all times. The Company makes decisions regarding suppliers and contractors on merit and a commercial basis.

The Company collects information about its competitors and others in a lawful manner.

4.11 **Discrimination, bullying, harassment and vilification**

Discrimination, bullying, harassment or vilification in the workplace will not be tolerated by the Company. Any such conduct will be dealt with in accordance with Company policy. For further information, including who to contact, see the Company's website.

4.12 **Health and safety**

The Company is committed to ensuring the health and safety of its employees, consultants, contractors and visitors to its workplace and any other persons who the Company works with, as required by law.

Officers have additional due diligence health and safety obligations which they must comply with.

You must act in accordance with work health and safety legislation, regulations and policies. It is important that we work together to create a safe and healthy workplace. Specifically, you are responsible for safety in your work area by:

- (a) following the safety and security directives of management;
- (b) advising management of areas where there is a potential problem in safety and immediately reporting any breaches of safety legislation, regulations and policies; and
- (c) minimising risks in the workplace.

The use of alcohol and drugs may impair performance at work, have an adverse impact on productivity, and can pose a risk to health and safety. To assist with ensuring the safety of our workplace, the consumption of alcohol, and the use of any prescription drugs which may impair a person's ability to perform their work, or which pose a risk to their or others' health and safety, must be strictly in accordance with Company policy.

The Company will not tolerate the use of alcohol, illegal drugs and improperly used prescription medicine on Company premises or when performing work for the Company, travelling on behalf of the Company, attending work related functions or activities or conducting business on the Company's behalf. The possession, use, sale or offering or distribution of illegal drugs or other controlled substances on Company premises or while performing work for the Company, conducting Company business, travelling on behalf of the Company or at work related functions or activities is forbidden.

4.13 **Protection of and use of the Company's assets and property**

You must protect the Company's assets and property (including intellectual property) and ensure that the Company's assets and property are used only for the benefit of the Company's business. You must report any suspected or actual theft or fraud to your manager or the Secretary or any other contact nominated by the Company.

You must not use the Company's assets or property for personal purposes except in accordance with any Company policy or approved arrangement.

You must return Company assets and property immediately upon request by the Company.

All expenses must be documented and reported in a timely manner.

4.14 **Compliance with laws and regulations**

The Company is committed to complying with the laws and regulations of the countries in which we operate which relate to the Company.

You must comply with all laws and regulations relating to the Company, including document retention requirements. You must also comply with the technical and ethical requirements of any relevant regulatory or professional body. You should also encourage other employees to do the same. You must not breach, or omit to do something in breach of, any law or regulation or requirement. All actual or potential breaches must be reported immediately to the Secretary or your manager.

Where local laws, regulations, or customs differ from this Code, you must apply this Code or local requirements, whichever sets the higher standard of behaviour.

Ignorance of the law or having a good intention does not excuse your obligation to comply. You must participate in relevant compliance training programs offered by the Company.

If you are uncertain about the interpretation of any applicable law or regulation or requirement, contact your manager or the Secretary or a relevant advisor.

4.15 **Responsibility to shareholders and the financial community**

The Company is committed to providing value to its shareholders and recognising the legitimate interests of other stakeholders. The Company has policies regarding the timely provision of information to its shareholders and other stakeholders including posting information to its website. It has processes to ensure that the accounts and financial information it provides represent a true and fair view of the financial performance and position of the Company.

You must fully cooperate with, and not make any false or misleading statement to, or conceal any relevant information from, the Company's auditors.

You must have an understanding of the Company's business and the environment in which it operates, and stay informed of all relevant activities affecting the Company and the community in which it operates.

Directors and Officers are obliged to exercise sound judgement in their decision-making processes and will not attempt to influence their colleagues improperly in relation to issues or matters where independent judgement is expected of the other person.

Directors and Officers who may communicate publicly (through lectures or papers) on material related to the Company's affairs will in general convey views agreed by the Board. If further material is made public, it should be clearly identified as the view of the individual. Any views attributed publicly to the Board or the Company should be cleared in advance (preferably by the full Board), but at least by the Chair.

4.16 **Insider trading**

Insider trading laws prohibit a person in possession of material non-public information relating to a company from dealing in that company's securities. Insider trading is a serious offence under the Corporations Act.

The Company's Securities Trading Policy is available on the Company's website. It provides guidance so that you do not deliberately or inadvertently breach the insider trading laws or the Company's policy.

4.17 **Whistleblower protection**

You are encouraged to report any actual or suspected unethical behaviour including excess waste or breach of the Company's codes and policies to your manager or the Secretary or any other contact nominated by the Company. Matters raised will be investigated.

The Company is committed to ensuring that you can raise concerns in good faith without being disadvantaged in any way, to the extent that the law permits, and the Company has adopted a Whistleblower Policy in this regard.

5 Breach of this Code

The highest standards of corporate conduct are critical to the Company's success and image. The values and policies in this Code are not exhaustive. This Code is designed to focus your attention to particular values identified by the Company as central to its integrity.

Compliance with this Code will be monitored and any known or suspected breaches of this Code will be investigated.

If a breach is found to have occurred, you may face legal or disciplinary action including termination of employment.

6 Administration

6.1 Where can I obtain further information?

The Company has a dedicated person responsible for the administration of this Code. At the date of adoption of this Code, this is the Secretary.

If you require further information or assistance, or are uncertain about the application of this Code or the law, please contact the Secretary.

6.2 Review and publication of this Code

The Board will review this Code annually. This Code may be amended by resolution of the Board.

A copy of this Code will be available on the Company's website. It will be distributed to all Directors, employees and other persons as relevant. Key features will be published in:

- (a) either the annual report or on the Company's website; and
- (b) in the Appendix 4G to be lodged with the ASX at the same time as lodgement of the annual report.

Adopted by the Board on 21 January 2022