GM3
a mining and metals company

CODE OF BUSINESS CONDUCT

CONTENTS

WHAT OUR CODE COVERS

Section 1:	Message from our CEO	3
Section 2:	Our code - know it	4
Section 3:	Our code - live it	5
Section 4:	Business Conduct quick test	6

CODE OF CONDUCT CATEGORIES

Section 5:	Everyone going home safe and well	7
Section 6:	Fostering inclusion, diversity and equity in our workplace	8
Section 7:	Respecting human rights	9
Section 8:	Protecting privacy	10
Section 9:	Building and maintaining trust with our communities	11
Section 10:	Being environmentally responsible	12
Section 11:	Working with governments	13
Section 12:	No fraud, bribery or other corrupt conduct	14
Section 13:	Avoiding conflicts of interest	15
Section 14:	Competing fairly	16
Section 15:	Using suppliers with integrity	17
Section 16:	Complying with Economic Sanctions	18
Section 17:	Protecting company assets, including information and data	19

REPORT A BUSINESS CONDUCT CONCERN

Section 18:	Speak Up Policy & Our EthicsPoint reporting hotline	20
APPENDIX		
Glossary:		21-22

SECTION 1

MESSAGE FROM CEO

At GM³, integrity is central to everything we do – it is a fundamental value and is reflected in the way we work. We are all accountable for delivering this commitment to integrity which is detailed in this Code of Business Conduct (Code).

Our Code supports us to make the right ethical, responsible and legal decisions as we look to deliver on our purpose. It also supports us in engaging with each other and with our partners, suppliers, customers, communities and Governments.

Our Code also incorporates our Speak Up Policy which outlines how you can report a business conduct concern, the process that we follow and the way you will be protected during that process. You have a responsibility to report your concerns and we will support you to do this.

Our Code is part of the way we work at GM³ so please take the time to read and understand it and reach out to your leader, or me directly if you have any questions.

Peter Baker

Chief Executive Officer - GM³

SECTION 2

OUR CODE – KNOW IT

Our Code is part of every decision we make and guides how we act, work, communicate and evaluate our conduct.

It sets out the standards of conduct you can expect from everyone representing GM3. This includes our people, our joint venture partners acting on our behalf and our suppliers. Our Code is widely available so everyone can understand our conduct standards.

Who must follow Our Code?

Our people

Includes GM3 directors, management, employees, contractor staff (e.g. labour hire, temporary or agency staff and secondees).

Our suppliers

Any third party that GM3 engages to provide goods and/ or services, such as vendors, consultants and contractors, as well as third party representatives who interact with external parties on GM3's behalf.

Those who interact with others on our behalf must follow our Code. All other suppliers must follow this Code, or their own, provided their standards of conduct are consistent with ours.

Our JV partners acting on our behalf

Any of our joint venture partners or co-investors in a GM3 controlled or operated joint venture (JV partners) who interact with third parties on behalf of that joint venture and therefore us.

Non-controlled JVs

We endeavour to influence our non-controlled joint ventures to adopt standards of conduct consistent with ours and as relevant to that joint venture.

SECTION 3

OUR CODE – LIVE IT

Our Chief Executive Officer and Executive Lead Team:

- oversee GM3's culture;
- promotes ethical, responsible and lawful decision-making; and
- promotes an inclusive workplace where we hold ourselves and each other to account.

Our Code enables this and reflects what's important to us. Follow it and the law.

Uphold our standards of business conduct

We respect and work in accordance with applicable laws and regulations of where we operate.

Where differences exist between our Code and local laws or regulations, we apply the higher standard of conduct.

You must follow all our applicable policies, standards, approaches, procedures and processes as relevant to your work for GM3. To live our Code, you must complete all our required training.

Make good decisions and avoid any improper conduct

Embed our Code into your everyday work and decision-making.

Unsure what to do or have a question?

- Ask for help from your line leader or another GM3 leader.
- Use our Business Conduct Quick Test outlined at Section 4.

Consequences for breaching our code

A breach of our Code is serious and may have significant reputational, commercial, operational and/or legal consequences.

It may result in:

- disciplinary action, including termination of employment;
- legal action (for example, GM3 may sue to recover stolen company assets or money);
- GM3 terminating its relationship with a supplier or other third party involved in the breach;
- misconduct being reported to law enforcement authorities; and/or
- exposing GM3 and its people to significant civil and/or criminal consequences, such as fines or imprisonment for those involved.

Speak Up and report a business conduct concern via any of the reporting options outlined in our **Speak Up Policy** at Section 18.

We don't tolerate retaliation.

Never retaliate, encourage, or allow others to retaliate, against someone for reporting a business conduct concern.

Our Speak Up Policy confirms we will support and protect you from retaliation for reporting a legitimate business conduct concern.

SECTION 4

BUSINESS CONDUCT QUICK TEST

Use our Business Conduct Quick Test to make good decisions.

We are all responsible for working with integrity, respect, good judgement and within the law.

How to make good decisions:

When faced with a difficult decision or situation:

- **Pause** before you act and consider how to approach the situation.
- **Think** whether the action is consistent with our Code.
- **Ask** for help if you are unsure.

USE THIS BUSINESS CONDUCT QUICK TEST:

Behavioural Standards

Does it fit with our behavioural standards?

Safety and environment

Could it endanger someone's safety or health, or the environment, directly or indirectly?

Law and policies

Is it legal?

Is it in line with our policies, standards and procedures?

Media

If the story appeared in the newspaper or other media, would you feel comfortable with the decision?

Family

Would you tell your partner, child or friend to make the same decision?

If you feel discomfort or have difficulty answering any of these questions, don't proceed and speak to someone about the matter.

If it feels wrong, it probably is.

SECTION 5

EVERYONE GOING HOME SAFE AND WELL

Nothing is more important to us than making sure everyone goes home safe and well every day.

Health and safety

Our shared accountability for safety inspires trust in everyone who works with us and we are all responsible for:

- **Working safely and preventing workplace injuries and illnesses.**

  All our people, suppliers (which includes contractors) and visitors must be aware of and comply with our health and safety standards, procedures and practices.

  All work must be well designed before commencing it. Risks must be assessed, and controls implemented and verified, before high risk work commences. Working safely also means fostering inclusion, diversity and equity in our workplace (see Section 6).

  All our people and suppliers (which includes contractors) must demonstrate care by empowering people and leading safely.

- **Being fit for work every day.**

  Being fit for work means being able to perform your role safely. All our people, suppliers (which includes contractors) and visitors must be well rested, physically and mentally fit, and not under the influence of drugs or alcohol.

  We encourage you to seek professional fitness for work help if you or a colleague are having difficulties.

If there is any doubt in your mind whether safety can be guaranteed, stop, report and reassess. Speak Up if the health or safety of anyone else is at risk.

All people and suppliers (which includes contractors) and visitors have a responsibility to prevent and report workplace-related injuries, illnesses, hazards, near misses and actual events in line with safety requirements and procedures. Safety is the responsibility of everyone, everywhere, every day.

Health and safety issues and concerns can also be reported anonymously via our EthicsPoint reporting hotline.

SECTION 6

FOSTERING INCLUSION, DIVERSITY AND EQUITY IN OUR WORKPLACE

Our people are key to our success. We value and strive to build inclusion, diversity and equity in our workplace, where everyone is valued and can be empowered to achieve their full potential.

We all have a responsibility to contribute to a safe, fair and respectful work environment, free from bullying, harassment, sexual harassment, discrimination and victimisation. This applies where you are at work, travelling for work, in work provided accommodation, or at work-related events or online.

Together, we build trust and are all responsible for:

- Being inclusive and co-operating with one another.
- Knowing what is required to do our job.
- Embracing openness, trust, teamwork, diversity and relationships that are mutually beneficial.
- Knowing what is expected of you in treating others fairly, with respect and dignity, and without discrimination.
- Supporting each other to Speak Up in line with our Speak Up Policy at Section 18.
- Considering the implications of our conduct.

We don't tolerate bullying, harassment, sexual harassment, discrimination, victimisation or any other disrespectful behaviour – whether in person, via email, phone, social media.

These behaviours are unsafe, are considered serious breaches of our Code, have no place at GM3 and will not be tolerated.

If you see, hear or experience behaviour which does not align with our Code, you must speak up about this as soon as possible.

What we expect from our leaders:

Leadership isn't a title or level, it's about how we work together to fulfill our purpose, and successfully deliver our strategy and breakthroughs. To do this we all need to consistently demonstrate leadership excellence that is inclusive, collaborative and supportive aimed at empowering our people, aligning our teams and delivering performance.

Bullying is repeated unreasonable verbal, physical, social or psychological behaviours directed towards an individual or group of people at work, which creates a risk to health or safety.

Discrimination is adverse treatment of an individual or group, based on specific attributes which may include but are not limited to race, gender identity, sex, age, origin, ethnicity, sexual orientation, intersex status, gender reassignment, transgender status, disability, marital and civil partnership status, religion, political opinion, pregnancy, breastfeeding or family responsibilities.

Harassment is an action or behaviour viewed as unwelcome, humiliating, intimidating or offensive by the recipient.

Sexual harassment is unwanted or unwelcome conduct of a sexual nature, which makes a person feel offended, humiliated and/or intimidated, where a reasonable person would anticipate that reaction in the circumstances.

Victimisation subjecting a person to a detriment or threatening to subject a person to a detriment because that person has made a workplace complaint or concern or has supported someone else in doing so.

SECTION 7

RESPECTING HUMAN RIGHTS

We celebrate the diversity, dignity and uniqueness of every individual.

At GM3, we recognise our important responsibility to respect human rights. Together, we can make a difference to improve people's lives now and for generations to come.

Not only is it the right thing to do, but it is critical to the success and integrity of operating as a responsible business.

We expect those who work for us to:

- create and maintain a work environment that respects human rights and is without discrimination and harassment; and
- conduct business in accordance with applicable laws and our human rights standards, and be guided by recognised international human rights standards and initiatives, such as the:
  - Universal Declaration of Human Rights
  - UN Declaration on the Rights of Indigenous Peoples
  - UN Guiding Principles on Business and Human Rights
  - Voluntary Principles on Security and Human Rights
  - Ten Principles of the UN Global Compact
  - International Council of Mining and Metals Principles

We are committed to:

- conducting due diligence to identify human rights risks across all our operations and our supply chain;
- supporting freedom of association, providing safe and decent work for all our employees, and working towards embedding a living wage for our employees;
- recognising the traditional rights of Indigenous, Traditional and Tribal Peoples and other vulnerable and marginalised peoples;
- engaging meaningfully with communities and other potentially impacted rights-holders;
- ensuring there are legitimate accessible and safe grievance and redress channels;
- encouraging an open civic space and respecting human rights and environmental defenders, with a commitment to non-retaliation; and
- working with private security providers to maintain safe and secure operations whilst avoiding harm to human rights.

SECTION 8

PROTECTING PRIVACY

We celebrate the diversity, dignity and uniqueness of every individual.

At GM3, we recognise our important responsibility to respect human rights. Together, we can make a difference to improve people's lives now and for generations to come.

Not only is it the right thing to do, but it is critical to the success and integrity of operating as a responsible business.

We respect and protect the personal information and privacy of others.

We collect, manage and use personal information in accordance with our Privacy Policy and applicable privacy laws.

If we need to share personal information with third parties, we take reasonable steps to ensure that they also manage the information appropriately and keep it secure.

Our people must:

- follow our Privacy Policy and applicable standards and procedures as relevant to their role, when managing any personal information; and
- promptly inform our Privacy Officer of any incident involving unauthorised access to, disclosure of, or loss of personal information held by GM3.

You can also direct any questions or issues about how GM3 manages personal information (including any requests for access to personal information held by GM3) to our Privacy Officer at the contact details contained in our Privacy Policy.

Personal information is any information (including an opinion) about an identified or identifiable person.

GM3 collects personal information from a range of individuals in the context of our business activities including our people; shareholders; job applicants; representatives of our suppliers; customers; contractors and joint venture partners; users of our website; and visitors to our operational and office sites.

SECTION 9

BUILDING AND MAINTAINING TRUST WITH OUR COMMUNITIES

We are committed to building meaningful relationships in the communities where we operate. We actively engage with the community to understand their interests and aspirations and identify opportunities to work together with the aim of creating shared value.

In delivering our strategy, we seek to create enduring social, environmental and economic value, in a way that aligns with our purpose. We help do this by:

- contributing to employment, procurement, business development, and regional economic development;
- managing the impacts of our business;
- investing in community programs; and
- paying taxes and royalties.

Together, we build and maintain trust, and are all responsible for:

- complying with our commitments towards our communities, including making sure our third party contractors do likewise;
- engaging with Indigenous, Traditional and Tribal Peoples using culturally appropriate methods throughout the mining lifecycle; and
- working with our community stakeholders to identify and manage social impacts and risks associated with our activities. We aim to do this through:
  - regular, open and honest communication;
  - understanding our impact on local communities and working with them to manage those impacts; and
  - providing access to complaint and grievance processes.

Working with our host communities

If you work with a host community, including Indigenous, Traditional and Tribal Peoples, you must:

- recognise and respect their cultures, customs, lifestyles and heritage;
- ensure that your conduct always reflects positively on your own reputation and that of GM3. Take care to avoid any actual or perceived undue influence or unethical conduct;
- follow our requirements for dealing with host communities, including pre-approval requirements before proceeding with any community donation or investment; and
- consult local management or a social performance team representative if you have any questions, including about appropriate actions, words, customs and local practices.

SECTION 10

BEING ENVIRONMENTALLY RESPONSIBLE

We are an environmentally responsible business.

We work hard to treat natural resources with care so they are available for future generations.

Together, we build trust and are all responsible for:

- being environmentally aware;
- complying with applicable environmental laws and regulations;
- understanding the potential environmental risks and impacts of our work and minimising our footprint, including in relation to biodiversity, waste, water, tailings and emissions;
- reporting actual or potential environmental incidents; and
- making sure our relevant suppliers (which includes contractors) respect and also work in accordance with our environmental requirements and commitments.

We meet these responsibilities by considering environmental factors through all phases of our work, from exploration to development, operation, rehabilitation and closure.

SECTION 11

WORKING WITH GOVERNMENTS

We recognise the authority of governments wherever we operate.

We always seek open, non-partisan, ethical, legal and constructive relationships with governments.

Always consult our External Affairs and Legal team before:

- Engaging with government officials on matters that have the potential for political or reputational impact. This excludes engaging with government for technical or routine business purposes. This ensures engagement with government is consistent and aligned with our company policies.
- If you are authorised to provide information to governments on GM3's behalf, always ensure it is accurate and appropriate.
- Providing a written or verbal submission to government on policy, legislative reform matters or to participate in a public inquiry for or on behalf of GM3. This needs prior endorsement from our Legal team.
- Attending any political event or activity to ensure it is appropriate, lawful and meets our high ethical standards. This includes any invitation from third parties where the event involves politicians or political party officials.

Government Official includes:

- employees or officers of any national, state, regional, local or municipal authorities, as well as from public international organisations and organisations owned or controlled by government bodies;
- politicians, political party officials and candidates;
- leaders of Indigenous, Traditional and/or Tribal Peoples;
- senior members of royal families; and
- in some cases, relatives of any of the above.

GM3 does not make political donations in cash or in-kind to any political party, politician, political party official, elected official or candidate for public office in any country.

We actively engage in policy and legitimate business discussions with political parties, politicians, elected officials or candidates for public office that affect GM3's interests and operations.

We do this in a way that demonstrates high standards of ethics and complies with the law by attending conferences, policy workshops, round table discussions and other political events.

You must always obtain prior approval from our External Affairs and Legal teams to attend any political event or activity on GM3's behalf which will incur an attendance fee or cost.

This is to ensure attendance at the event, and any payment for attendance, is appropriate, lawful and meets our high ethical standards.

If in doubt, consult your External Affairs and/or Legal representative in the first instance.

Participating individually in political processes

You may individually participate in political processes provided any opinion, time or money you contribute to such processes is on your own account and you make it clear you are not representing GM3.

Pursuing public office in your personal capacity

You must notify your line leader prior to pursuing any public office position and apply for annual leave where any duties impact your normal working hours. You may also need to resign from your GM3 role if you win your candidacy.

SECTION 12

NO FRAUD, BRIBERY OR OTHER CORRUPT CONDUCT

We prohibit fraud, bribery and corruption in any form, and comply with applicable anti-bribery and corruption laws wherever we conduct business.

Don't engage in fraud or theft in your work for or on behalf of GM3.

Never accept or ask for bribes, or any other favour, from anyone (such as a supplier) as a reward to do your job or encourage you to act improperly.

Don't offer, promise, give or approve bribes, directly or indirectly (for example, through an agent or intermediary), to a Government Official or any other person.

We also prohibit facilitation payments, even if small or customary.

The only exception to the above is if you are asked to give a payment or thing of value and a threat is made to your health and safety (or that of a work colleague) – in such circumstances, you may give it but must then report the event as soon as safely possible to our Legal team to ensure it is documented accurately

Only offer, promise, give or approve appropriate gifts, entertainment and hospitality (including meals) which have a lawful and legitimate business purpose.

Pre-approval from your line leader and our Legal team is required if it will exceed the modest value thresholds set out in our Anti-Bribery and Corruption Policy (ABC Policy).

Never offer, promise, give, approve or receive anything of value if others could perceive such conduct as improper under the circumstances.

Always consult our Legal team to pre- approve and/or advise on high ABC risk transactions as outlined in our ABC Policy.

We also prohibit other illegal conduct such as:

- extortion (which is a criminal offence of obtaining something of value through force or threats);
- money laundering (which is the act of dealing with illegally obtained funds or making them look as though they are legitimate); and
- insider trading in third-party securities.

No insider trading

While performing your job you may learn confidential Inside Information about GM3 or other companies. Where you have Inside Information in respect of GM3 or other companies, you must not deal in the securities of that company, as this is called **insider trading**.

It is also a criminal offence to encourage insider trading or to disclose Inside Information with a view to others profiting from it.

Bribery or a bribe is the offering of anything of value intended to improperly influence the actions of a Government Official or other private person in performing their work duties.

A facilitation payment is the giving of anything of value to a Government Official to get them to perform (often to speed up) a routine and non-discretionary service which we are already entitled to.

Inside Information is information about a company that is not available to the market and if it were made public, would be likely to have a significant effect (upwards or downwards) on a company's share price.

SECTION 13

AVOIDING CONFLICTS OF INTEREST

We expect you to always act in the best interests of GM3 and to not be in conflict with those interests.

Identify conflicts

You have a responsibility to act honestly, to identify and then disclose a situation involving an actual, potential or perceived conflict of interest.

Ask yourself – could your conduct be perceived as creating an incentive for you, or your family, close friends or a business associate at GM3's expense?

If "**YES**", the conduct you are considering is likely to create a conflict of interest.

Avoid conflicts

At all times, whether on the job or in your personal time, nothing you do should conflict with your responsibilities to GM3.

You should not, for example:

- have personal investments, directly or indirectly, in companies or businesses when it might cause, or appear to cause, you to act in a way that could impact GM3;
- accept any personal benefit, directly or indirectly, from any third party who is bidding for or trying to retain GM3 business;
- participate in decision-making or management of potential or existing GM3 business relationships that involve your family or close friends;
- participate in the hiring or recruiting process where a candidate is a family member or close friend;
- accept employment, advisory or other affiliated roles, board seats with our competitors or suppliers (including contractors) when your judgement could be, or could appear to be, influenced in a way that impacts GM3; and
- Enter into a workplace relationship without disclosing this, particularly where there is a power imbalance.

A conflict of interest is a situation where your role or relationship with GM3 or financial or other personal considerations or interests have the potential to affect, or could have the appearance of affecting, your judgment, objectivity or independence to properly fulfil your responsibilities to GM3

Always declare and resolve your conflict

As soon as you become aware of an actual, potential or perceived conflict of interest:

- immediately remove yourself from any involvement in the relevant activity; and
- promptly advise, review and resolve it with your line leader before proceeding.

Conflicts of interest can often be avoided or resolved through open and honest discussion.

Ask a more senior leader or relevant function representative (e.g. from Human Resources or our Legal team, as appropriate) if you are unsure how to resolve the conflict.

Document the outcome

Submit a conflict of interest declaration using our online Conflict of Interest Register.

Provide complete and accurate information and supporting documentation, if applicable.

It is your line leader's responsibility to properly review your declaration and record the agreed resolution outcome, including if it is appropriate for you to continue with any activities or discussions involving the conflict.

Our suppliers are to also avoid all conflicts of interest that may arise in performing work for us and in related business decisions. Our suppliers must declare any conflict of interest to GM3, and where appropriate, obtain GM3's consent before proceeding if there is or may be a perceived conflict between their obligations to GM3 and those to another party.

SECTION 14

COMPETING FAIRLY

Competition laws prohibit anti-competitive conduct by companies and individuals.

We compete fairly, ethically and comply with applicable competition laws across the globe. We also actively engage and co-operate with competition authorities.

Don't engage in anti-competitive conduct

Be cautious if your role involves dealing or interacting with GM3 competitors (including potential competitors).

Don't engage in, be part of or act in any way which others could perceive as collusive or co-operative conduct with a competitor, either directly or indirectly via third parties. This means, for example:

- **Not** discussing or reaching understandings with competitors about prices (i.e. price fixing).
- **Not** discussing or reaching understandings with competitors on which customers, suppliers or geographic territories you will each deal with (i.e. market sharing).
- **Not** sharing with competitors any information about bid or tender processes that GM3 is involved in, such as whether a bid will be submitted or any bid pricing or other commercial terms (i.e. bid rigging).
- **Not** otherwise discussing or disclosing, directly or indirectly, any competitively sensitive information with competitors.

Don't make statements (verbally or in writing) as to whether a particular business is dominant in a given market, or has the ability to misuse market power to damage competition.

Don't misuse market power to damage competition by, for example, tying / bundling products or pricing below cost.

A competitor is any organisation or person that offers, or is capable of offering, the same, similar, linked or substitutable products or services as GM3. Direct rivals, customers, suppliers, agents, and joint venture partners may be competitors in certain circumstances.

Competitively sensitive information is any non-public information concerning the current or future business operations of GM3 and its related companies, which is sufficiently sensitive to reduce market uncertainty and influence the strategy or commercial decision- making of a competitor. This includes (but is not limited to) information on pricing, costs, margins, production volume, capacity, marketing plans, business and strategic plans, and dealings with specific customers or suppliers.

Always:

- Ensure information shared with competitors is limited to that which is necessary to share, is not for an anti-competitive purpose, and is not competitively sensitive information.
- Stop any discussion with a competitor if they attempt to engage in collusive conduct or exchange competitively sensitive information.
- Comply with any competition law ring-fencing protocols developed for specific transactions, joint ventures and co-operation agreements.

Consult with our Legal team:

- before sharing competitively sensitive information with external parties or if you are unsure if a proposal or incident complies with competition law;
- before entering into any agreements with competitors or concluding agreements which provide for restrictive or exclusionary conduct;
- before attending any meetings (whether face to face, by telephone or video conference), site visits or industry association events involving competitors if you are unsure what you can or cannot say or do to mitigate competition law risk; and
- if contacted by a competition law regulator.

Alert our Legal team immediately:

- of any unauthorised access to, disclosure or loss of competitively sensitive information;
- of any anti-competitive conduct involving our people, joint venture partners or other third parties; and
- if a competitor attempts to engage in collusive conduct or exchange competitively sensitive information.

SECTION 15

USING SUPPLIERS WITH INTEGRITY

We work towards effective and equitable procurement processes, including related decision-making, with our suppliers.

We aim to only work with suppliers who:

- have strong values and standards of conduct; and
- share our commitment to lawful business practices.

Engaging and managing a supplier

If your role involves engaging a supplier, you must do so in accordance with our relevant policies, standards and procedures. This includes clearly informing them of our expectations, standards and applicable requirements.

As set out in our ABC Policy, you must always obtain pre-approval from our Legal team before engaging third party representatives who interact with government officials on GM3's behalf.

Suppliers actions can directly impact our financial performance and reputation, therefore all procurement decisions should be based on best value, taking into account the merits of price, quality, sustainable performance and suitability to meet GM3 requirements.

In managing the performance of a supplier and any supplier risk, you must ensure they are assessed and appropriately monitored. This may include carefully checking their invoices as well as ensuring regular communication with the supplier.

You must hold our suppliers accountable for any conduct inconsistent with our Code.

Our expectations of suppliers

Our suppliers must comply with lawful business practices and applicable GM3 policies, standards, procedures and processes, as relevant to the work they are performing for or on our behalf or goods they are supplying to GM3.

Performance or misconduct concerns

If you have a concern about an existing or potential supplier's integrity, adherence to our minimum requirements, or ability to perform an engagement, Speak Up so we can address any issues immediately.

Equally, our suppliers can report a misconduct concern with a member of our Supply team or via a reporting option outlined in our Speak Up Policy at Section 18.

A supplier is any third party that GM3 engages to provide goods and/or services, such as vendors, consultants, contractors as well as third party representatives who interact with external parties on GM3's behalf.

Examples of suppliers who may act on our behalf include customs or visa agents, freight forwarders, brokers, intermediaries and travel agents.

SECTION 16

ECONOMIC SANCTIONS

At GM3, we comply with all applicable economic sanctions.

Economic sanctions

If your role involves negotiating, facilitating or finalising a transaction with a new or existing counterparty, you must follow our sanctions compliance due diligence and related screening processes and procedures to ensure we don't:

- import or have dealings in products, materials or other property originating from a sanctioned country; and
- otherwise enter into transactions (including financial transactions), directly or indirectly, with sanctioned parties.

We expect counterparties who we propose to transact with to provide complete and accurate information as required by our governance and compliance processes.

Contact our Business Integrity team immediately if you become aware of an economic sanctions 'red flag' or potential breach of sanctions laws.

A counterparty is any party with whom GM³ conducts business, including customers, suppliers, agents, distributors, resellers, financial institutions or banks.

Economic sanctions are commercial and financial penalties (such as travel bans, asset freezes, arms embargoes, foreign aid reductions and trade restrictions) imposed by one or more governments to protect national security and foreign policy interests. They prohibit business with certain countries ("sanctioned countries"), as well as with certain individuals and entities (including banks) and companies owned or controlled by such individuals and entities ("sanctioned parties").

There are significant penalties for breaching applicable economic sanctions.

SECTION 17

PROTECTING COMPANY ASSETS, INCLUDING INFORMATION AND DATA

Together, we must protect our Company Assets, including Confidential Information and Intellectual Property, and use them only for their intended purpose.

We also prohibit falsifying, stealing, concealing or otherwise tampering with company information and data.

Protect company assets:

- You must only use Company Assets for legitimate business purposes as required by your role and for the sole benefit of GM3. Protect all assets against damage, misuse, loss or theft.
- Your use, including any disposal, of Company Assets must follow applicable policies, standards and procedures.
- Occasional personal use of GM3 email, internet and telephone systems is permitted provided it doesn't interfere with your work duties or GM3 information systems. Never take any action that undermines the integrity of our data and systems.
- Your use of Company Assets may be monitored and blocked at the discretion of GM3. Inappropriate use of Company Assets may lead to disciplinary consequences, including civil and/or criminal action.
- At the end of your employment or involvement with GM³, you must return all Company Assets.

Protect confidential information (CI) and intellectual property (IP):

- Only use CI as required in your role. You must keep it confidential and dispose of it in accordance with our applicable policies, standards and procedures. See also Section 8 (Protecting Privacy) and our Privacy Policy.
- Protect all CI and IP used by GM3 (whether it belongs to GM3 or to a third party) from unauthorised use. Also take care not to disclose CI in an unauthorised way.
- Notify your line leader and our Technology team if you believe you have created new IP and follow applicable standards and procedures so that GM3's interest in that IP can be protected.

Ensure complete and accurate company information and data:

- Our people must create and keep true and accurate records of all financial and non-financial company transactions and data in accordance with our policies, procedures, and applicable laws and regulations.
- All financial transactions and information (such as purchase orders, invoices, travel and expense records, journal and tax filings) must be evidenced by appropriate source documents, verified for their validity and accuracy.

Ensure appropriate and properly authorised public disclosure of information:

- Only authorised spokespeople can appropriately disclose information publicly or engage with external media on behalf of GM3. This includes (but is not limited to) print, digital, broadcast and social media.
- All media enquiries or requests for media engagement must be directed to the Corporate Affairs team.
- Any information shared that is of material importance to GM3 must be in the public domain already, unless approved.

Cybersecurity and data protection:

- Cybersecurity threats encompass an array of potential risks targeting digital systems and data. These threats include malware attacks, such as ransomware, and deceptive phishing schemes aiming to extract sensitive company information.
- Follow Cybersecurity standards and guidelines, including data protection guidance to keep systems, processes and information secure.
- Keep software and devices up to date when prompted with updates, use strong and unique passwords, enable two-factor authentication, and be cautious of suspicious emails and links.
- Any unauthorised, unusual or suspicious activity affecting GM3 technology assets that you become aware of must be immediately notified to your line leader and the GM3 cybersecurity team.

SECTION 18

SPEAK UP POLICY

1. Purpose and Commitment

GM3 is dedicated to maintaining the highest standards of integrity, ethical behaviour, and corporate compliance. We aim to create a transparent and supportive environment where concerns about misconduct, unethical behaviour, or illegal activities can be reported without fear of retaliation. This Policy outlines the procedures for reporting such concerns and the protections available to those who do.

2. Scope and Application

This Policy applies to all employees, officers, contractors, suppliers, and any other individuals associated with GM3. It extends to their relatives, partners, and dependents, encouraging them to report any suspected wrongdoing related to our operations.

3. Reportable Conduct

Reportable conduct includes, but is not limited to:

- Fraud, bribery, or corruption.
- Discrimination, harassment, or bullying.
- Misuse of company assets.
- Breaches of legal or regulatory requirements.
- Activities that pose a danger to the public or financial system.
- Any conduct that is unethical or improper.

4. Reporting Mechanisms

Individuals can report their concerns through various channels:

- Directly to their immediate supervisor or manager.
- To Human Resources.
- Anonymously via our dedicated whistleblowing hotline 1 800 953 957 (EthicsPoint) or online platform.

a. Our EthicsPoint Reporting Hotline

- EthicsPoint is administered by an external and independent company (NavexGlobal), and is available 24 hours per day, every day of the year with multiple language support.
- EthicsPoint is a confidential way to raise your concerns by phone or online through the website. You can report your concern anonymously via EthicsPoint.
- After reporting your concern via EthicsPoint, you will receive a unique code called a 'report key' that will be your specific reference should you want to check back in and receive status updates about your submission. Your report key is particularly important if you choose to remain anonymous, as we can only contact you through the online website in that case.
- All reports received via the EthicsPoint reporting hotline are confidentially provided back to GM3 to manage in accordance with its Speak Up Policy.

b. External Whistleblowing

- Nothing in our Code or Speak Up Policy prevents you from, or requires approval for, reporting what you reasonably believe is a breach of the law to an appropriate government authority or from seeking legal advice on your rights.

5. Protection and Confidentiality

GM3 is committed to protecting the identity of whistleblowers and ensuring confidentiality. We will not disclose any information that could identify a whistleblower without their consent, except where required by law. All reports will be handled with strict confidentiality and information will be shared only on a need-to-know basis.

6. No Retaliation

Retaliation against whistleblowers for reporting concerns in good faith is strictly prohibited. Retaliation can include any adverse action such as dismissal, demotion, harassment, or any other form of discrimination. Any such retaliation will result in disciplinary action, up to and including termination of employment.

7. Investigation Process

All reported concerns will be promptly and thoroughly investigated. The investigation will be conducted by independent and qualified personnel to ensure impartiality. The whistleblower will be informed of the progress and outcome of the investigation, subject to legal and confidentiality constraints.

8. False Reports

Whistleblowers must ensure that their reports are made in good faith and based on reasonable grounds. False reports made maliciously or without reasonable grounds may result in disciplinary action.

9. Legal Protections

In accordance with relevant laws, additional legal protections may apply to whistleblowers, especially in jurisdictions with specific whistleblower protection legislation. These protections can include immunity from civil, criminal, or administrative liability for making the report.

10. Training and Awareness

GM3 will regularly conduct training and awareness programs to ensure that all employees and associated individuals are aware of this Policy and the mechanisms available for reporting concerns.

11. Policy Review

This Policy will be reviewed periodically to ensure it remains effective and compliant with relevant laws and regulations. Updates will be communicated to all employees and made available on our internal and external platforms.

12. Questions and Further Information

For any questions or further information about this Policy, individuals are encouraged to contact Human Resources or the Legal team.

GLOSSARY

Anything of value includes cash, cash equivalents, gifts, per diems, entertainment, travel, accommodation, vouchers, meeting fees, kickbacks, commissions, political donations, community or charitable donations, scholarships, sponsorships or job opportunities.

Bribery or a bribe is the offering of anything of value intended to improperly influence the actions of a Government Official or other private person in performing their work duties.

Bullying is repeated unreasonable verbal, physical, social or psychological behaviours directed towards an individual or group of people at work, which creates a risk to health or safety.

Company Assets are GM3 assets which exist in various forms and include physical and non- physical property, such as facilities, equipment, information technology inventory, software, data (including on personal devices and GM3 systems), funds, hardware (e.g. computers, telephones and servers), technology services (e.g. internet and email), Confidential Information and Intellectual Property.

A Competitor is any organisation or person that offers, or is capable of offering, the same, similar, linked or substitutable products or services as GM³. Direct rivals, customers, suppliers, agents, and joint venture partners may be competitors in certain circumstances.

Competitively Sensitive Information is any non- public information concerning the current or future business operations of GM3 and its related companies, which is sufficiently sensitive to reduce market uncertainty and influence the strategy or commercial decision-making of a Competitor. This includes (but is not limited to) information on pricing, costs, margins, production volume, capacity, marketing plans, business and strategic plans, and dealings with specific customers or suppliers.

Confidential Information (CI) is any information that is not in the public domain. Our Code covers CI belonging to GM3 as well as CI belonging to third parties (e.g. Suppliers) that GM3 has permission to use.

A Conflict of Interest is a situation where your role or relationship with GM3 or financial or other personal considerations or interests have the potential to affect, or could have the appearance of affecting, your judgment, objectivity or independence to properly fulfil your responsibilities to GM3.

Corruption is dishonest conduct for private gain, typically involving those entrusted with power or authority.

A Counterparty is any party with whom GM3 conducts business, including customers, suppliers, agents, distributors, resellers, financial institutions or banks.

Discrimination is adverse treatment of an individual or group, based on specific attributes which may include but are not limited to race, gender identity, sex, age, origin, ethnicity, sexual orientation, intersex status, gender reassignment, transgender status, disability, marital and civil partnership status, religion, political opinion, pregnancy, breastfeeding or family responsibilities.

Economic sanctions are commercial and financial penalties (such as travel bans, asset freezes, arms embargoes, foreign aid reductions and trade restrictions) imposed by one or more governments to protect national security and foreign policy interests. They prohibit business with certain countries ("sanctioned countries"), as well as with certain individuals and entities (including banks) and companies owned or controlled by such individuals and entities ("sanctioned parties").

There are significant penalties for breaching applicable economic sanctions.

A facilitation payment is the giving of anything of value to a Government Official to get them to perform (often to speed up) a routine and non- discretionary service which we are already entitled to.

Fraud is deception resulting in financial or personal gain intended to secure an unfair or unlawful advantage.

Government Official includes:

- employees or officers of any national, state, regional, local or municipal authorities, as well as from public international organisations and organisations owned or controlled by government bodies;
- politicians, political party officials and candidates;
- leaders of Indigenous, Traditional and/or Tribal Peoples;
- senior members of royal families; and
- in some cases, relatives of any of the above.

Harassment is an action or behaviour viewed as unwelcome, humiliating, intimidating or offensive by the recipient.

Indigenous, Traditional and/or Tribal Peoples the defined term 'Indigenous, Traditional and Tribal Peoples' is used as per the definition and guidance set out in the Indigenous and Tribal Peoples Convention, 1989 (no. 169). We use this term inclusively to encompass the diversity of worldwide Indigenous, Traditional and Tribal Peoples, including but not limited to First Nations, Native Americans, Traditional Owners, Aboriginal and Torres Strait Islander People and other land connected communities. We recognise that no single definition can fully capture the diversity of Indigenous, Traditional and Tribal People. Where possible, we use specific names as identified by a group, supporting self- identification and self-determination.

Inside Information is information about a company that is not available to the market and if it were made public, would be likely to have a significant effect (upwards or downwards) on a company's share price.

Intellectual Property (IP) is intangible property that is the result of some creative endeavour. Examples of IP include branding and trademarks, product designs, patentable inventions (potentially including business processes), know-how and copyright materials (such as plans, drawings or documents). Our Code covers IP belonging to GM3 as well as IP belonging to third parties (e.g. Suppliers) that GM³ has permission to use.

Personal information is any information (including an opinion) about an identified or identifiable person. GM3 collects Personal Information from a range of individuals in the context of our business activities including our People; shareholders; job applicants; representatives of our Suppliers; customers; contractors and joint venture partners; users of our website; and visitors to our operational and office sites.

Sexual harassment is unwanted or unwelcome conduct of a sexual nature, which makes a person feel offended, humiliated and /or intimidated, where a reasonable person would anticipate that reaction in the circumstances.

GM3 means Gear M Illawarra Met Coal Pty Ltd, its subsidiaries, and its operated or controlled joint ventures.

A Supplier is any third party that GM3 engages to provide goods and/or services, such as vendors, consultants, contractors as well as third party representatives who interact with external parties on GM3's behalf. Examples of Suppliers who may act on our behalf include customs or visa agents, freight forwarders, brokers, intermediaries and travel agents.

Victimisation is subjecting a person to a detriment or threatening to subject a person to a detriment because that person has made a workplace complaint or concern or has supported someone else in doing so.

GM3

a mining and metals company

This Code will be periodically reviewed and updated as required.
See our website for the latest published version.

www.gm3.au