

Cazaly Resources Limited (“Cazaly” or “the Company”) has adopted this Code of Conduct to set out the principles and standards that the directors, officers, employees, consultants and contractors of the Company are encouraged to strive towards when dealing with shareholders and other relevant stakeholders, local communities, each other and the broader community.

The Company is vested in being a sound corporate citizen.

This Code of Conduct applies across the Cazaly group of companies and is supported by the Company’s Continuous Disclosure Policy, Diversity Policy, Security Trading Policy, Shareholder Communications Policy, Social Media Policy, Whistleblower Policy, and Anti-Bribery and Corruption Policy.

Integrity

Directors, officers, employees, consultants and contractors of the Company are committed to conducting themselves with integrity and honesty in accordance with this Code of Conduct. They shall respectively deal with the Company’s shareholders and other stakeholders, local communities, each other and the broader community with honesty, fairness and integrity and observe the legal and regulatory rules and spirit of the environment in which Cazaly operates.

Responsibility to Shareholders

The Company aims:

- (a) to increase shareholder value within an appropriate framework which safeguards the rights and interests of the Company’s shareholders and the financial community; and
- (b) to comply with systems of control and accountability which the Company has in place as part of its corporate governance with openness and integrity.

Compliance with Laws and Ethics

The directors, officers, employees, consultants and contractors of the Company must respect the laws, customs and business practices of the countries in which we operate, without compromising the Code principles. They must also comply with the ethical and technical requirements of relevant regulatory and professional bodies, promote ethical behaviour and will not engage in conduct likely to bring discredit upon the Company.

Conflicts of Interest

Directors, officers, employees, consultants and contractors must not involve themselves in situations where there is a real or apparent conflict of interest between them as individuals and the interest of the Company.

Where a real or apparent conflict of interest arises, the matter should be brought to the attention of:

- (a) the Chair in the case of a Board member or the Managing Director;
- (b) the Managing Director in the case of a member of management; and
- (c) a supervisor in the case of an employee,

so that it may be considered and dealt with in an appropriate manner for all concerned.

Protection of Assets

Directors, officers, employees, consultants and contractors must protect the assets of the Company to ensure availability for legitimate business purposes and ensure all corporate opportunities are enjoyed by the Company and that no property, information or position belonging to the Company or opportunity arising from these are used for personal gain or to compete with the Company.

Confidential Information

Directors, officers, employees, consultants and contractors must respect confidentiality of all information of a confidential nature which is acquired in the course of the Company's business and not disclose or make improper use of such confidential information to any person unless specific authorisation is given for disclosure or disclosure is legally mandated.

All individuals are prohibited by law from trading in the Company's securities if they possess commercially sensitive information not released to the Australian Securities Exchange (ASX). The Board has adopted a Security Trading Policy governing when Cazaly personnel and their related parties are able to buy and sell the Company's securities.

Responsibility to Environmental, Social and Governance (ESG)

Directors, officers, employees, consultants and contractors must take into account the impact of environmental, governance and social issues (including community, climate change and work place health and safety) when making business decisions. They must maintain proper ESG practices that are in compliance with the applicable legal requirements and are commensurate with the nature of the Company's business and activities.

Responsibility of the Individual

The Company recognises and respects the rights of individuals and will comply with the applicable legal rules regarding privacy, and the use of privileged or confidential information.

Obligations Relative to Fair Trading and Dealing

The Company will deal with others in a way that is fair and will not engage in deceptive practices.

Financial and Other Inducements

Please refer directly to the Cazaly Anti-Bribery and Corruption Policy for more detailed guidance in this area.

This Code of Conduct also applies to agents and third parties who are employed by the Company to represent its interests.

Compliance with the Code of Conduct

Any breach of compliance with this Code of Conduct is to be reported directly to the Managing Director, Chair or Company Secretary, as appropriate. Anyone breaching this Code of Conduct may be subject to disciplinary action, including termination.

The Company will periodically monitor compliance with this Code of Conduct by liaising with directors, officers, employees, consultants and contractors especially in relation to any areas of difficulty which arise from this Code of Conduct and any other ideas or suggestions for improvement of it. Suggestions for improvements or amendments to this Code of Conduct can be made at any time by providing written notice to the Chair, Managing Director or Company Secretary.

This Code of Conduct will be reviewed by the Board on an annual basis.

For and on behalf of the Board

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