

Code of Conduct

Stanmore Resources Limited

MESSAGE FROM OUR CEO

Our Vision is to be a leading resources company in Australia, creating value to our stakeholders through sustainable development. We do this with genuine care and safety for our people, the environment, and our partners and stakeholders.

Our Values of Commitment, Integrity, Loyalty, Positive Attitude, being Innovative with a Continuous Improvement mentality should be a part of every action we take as we look to develop our resources sustainably and safely.

Guiding our employees and partners as we do business are our Values and our Code of Conduct (**Code**). By holding yourself and others accountable to apply the Code and the Values in the actions, decisions and way we work, we will deliver better outcomes, with the highest standards of integrity.

I am proud of the journey of Stanmore and the company we have become. There are many fantastic opportunities ahead of us as we progress further in our journey. As we continue operations and build on opportunities, it is my expectation that we each commit to adopt and live our Code at Stanmore.

OUR VALUES

Commitment	We are committed to safety as number one priority and to always achieving the best possible outcome
Integrity	We do the right thing
Innovative	We develop processes / ideas that increase productivity and company growth
Continuous Improvement	We aim to continuously enhance ourselves and our operations
Positive Attitude	We display encouraging behaviour that builds and fosters lasting relationships
Loyalty	We implement our core values in our day-to-day operations

1 Importance of our Code

- (a) Stanmore Resources Limited (**Stanmore** or **we**¹) is committed to providing a workplace which fosters mutual respect, honesty and trusting working relationships. Everyone has the right to a fair and inclusive working environment of which they can be proud to be a part of.
- (b) This Code outlines the behaviours required of our people when dealing with each other, shareholders, stakeholders and the broader community. Our people are expected to consider the principles of this Code and at all times use them as a guide to determine how to respond when acting on behalf of Stanmore.
- (c) Each person who works for or with Stanmore including employees, contractors, suppliers (where under a relevant contractual obligation), executive officers and Directors must adhere to this Code.
- (d) Our Code applies to conduct within the workplace, during work activities and at work related events, as well as any social media activity where there is sufficient connection to the workplace or other people at work.
- (e) Any breach of our Code is taken seriously and will be investigated and may result in disciplinary action up to and including dismissal or reporting of criminal activity in accordance with the Managing Performance Policy.
- (f) Stanmore recognises the importance of people who speak up in identifying misconduct affecting Stanmore. If you become aware of, or suspect a contravention of our Code, you have a responsibility to speak up. All disclosures will be treated confidentially, and Stanmore prohibits retaliation against those who speak up. For more information, read our Whistleblower Policy.
- (g) Education and training contribute to a shared understanding of our values and standards of conduct. Our people must complete ongoing training to ensure compliance with our Code, policies, procedures and other compliance requirements.
- (h) If you have any questions or concerns regarding this Code, speak to your leader or Human Resources in the first instance.

2 Standards of conduct

- (a) Stanmore promotes a culture of ethical behaviour and compliance with the law. At a minimum you are to:
 - (i) act in accordance with Stanmore's values;
 - (ii) act honestly, responsibly and with high standards of personal integrity and ethics;
 - (iii) comply with the laws and regulations that apply to Stanmore and its operations;
 - (iv) observe the rule and spirit of the legal and regulatory environment in which Stanmore operates;
 - (v) not knowingly participate in any illegal or unethical activity;
 - (vi) treat fellow employees and colleagues with respect and not engage in bullying, harassment or discrimination;
 - (vii) deal with customers and suppliers fairly;
 - (viii) act with respect in relation to the environment in which Stanmore operates;

¹ In this document, unless otherwise stated, references to "Stanmore or we or our" means a reference to Stanmore Resources Limited and its controlled entities as a whole.

- (ix) not enter into any arrangement or participate in any activity that would conflict with Stanmore's best interests or that would be likely to negatively affect Stanmore's reputation or performance;
 - (x) not take advantage of the property or information of the entity or its customers for personal gain or to cause detriment to the entity or its customers; and
 - (xi) not take advantage of your position or the opportunities arising from your position with Stanmore for personal gain.
- (b) Our Code cannot cover all circumstances. If in doubt, you are to exercise common sense and good judgement, and act in the spirit of our values. Some questions you can ask yourself would be:
- (i) How would it look on the front page of a newspaper?
 - (ii) What would my family or friends think about it?
 - (iii) How would my work mates or leader react?
 - (iv) Do I have a bad feeling about it?

3 Anti-bribery and corruption

- (a) Stanmore strictly prohibits bribes, pay-offs, facilitation payments, secretive commissions or payments, kick-backs or any other improper gifts or benefits.
- (b) Donations or sponsorships must not be used as a means of making improper payments. Any donations and sponsorships must serve a legitimate purpose. Stanmore does not make political donations.
- (c) You may accept gifts, hospitality or benefits (which includes entertainment) where doing so does not raise a perception of influence, allegation of favouritism or collusion. Any gifts, hospitality or benefits must be reasonable and proportionate and not go beyond general commercial practice.
- (d) Gifts, hospitality or benefits you wish to give or receive beyond a nominal value must be declared.

For more information, read our Anti-Bribery and Corruption Policy and Gifting Procedure.

4 Conflict of interest

- (a) We expect you to always act in the best interests of Stanmore and not act in conflict with those interests.
- (b) At all times, whether on the job or in your personal time, you must not involve yourself in situations where there is an actual or potential conflict of interest between you as an individual and the interests of Stanmore.
- (c) You must declare all conflicts or potential or perceived conflicts of interest prior or as soon as they arise.

For more information, read our Conflicts of Interest Procedure.

5 Insider trading

- (a) Whilst performing your job, you may come into possession of inside information about Stanmore or other companies which is not generally available to the market. Stanmore strictly prohibits the communication, directly or indirectly, of inside information.

- (b) If you obtain inside information in respect of Stanmore in the course of your employment, you must not deal in Stanmore's securities until that information becomes generally available to the market. You must not disclose inside information to other persons with a view to them dealing in the relevant securities. You are expected to be familiar with and must observe Stanmore's Securities Trading Policy and all relevant legislation. This restriction also applies if you obtain inside information about any third party. In that instance, you must not deal in the securities of the entity in which you obtained the inside information.
- (c) In conjunction with the legal prohibition on dealing in Stanmore's securities when in possession of inside information, Stanmore has established additional specific time periods when certain persons are further restricted from dealing in Stanmore's securities. During those periods of time, the relevant Stanmore personnel must not deal in Stanmore's securities.

For more information, read our Securities Trading Policy.

6 Human rights and modern slavery

- (a) In the spirit of operating its business ethically and with integrity, Stanmore is committed to ensuring that its people do not engage in any conduct or omission which may contravene any modern slavery laws by the employment of any child, forced or illegal labour.
- (b) We are committed to ensuring compliance with the UN Guiding Principles on Business and Human Rights and the *Modern Slavery Act 2018* (Cth). In order to meet these obligations, we prohibit the use of all forms of forced labour in our operations or our suppliers' operations and supply chains. This includes situations where coercion, threats or deception are used to exploit victims and undermine or deprive them of their freedom.
- (c) All of our suppliers are required to adhere to the same high standards on human rights and modern slavery as us. We continually work with our suppliers and independent advisors to ensure the integrity of our supply chain.
- (d) We expect all of our people to create and maintain a work environment that respects human rights and conduct business in accordance with applicable laws and human rights standards.

For more information, read our Modern Slavery Policy.

7 Sanctions and trade

We comply with applicable laws, regulations, licensing requirements, boycotts, embargos and other restrictions that govern our business activities. We must provide accurate, truthful information about our products and other items to customs officials and other relevant authorities, and not participate in trade with sanctioned countries.

For more information, read our Sanctions Policy.

8 Fair business

- (a) We engage in fair and honest competition.
- (b) We treat our customers and suppliers fairly and honestly.
- (c) We do not obtain information about our competitors, suppliers or customers illegally, nor communicate false information about our competitors.
- (d) We do not share confidential information with competitors which could affect how we compete.

9 Privacy

We respect and protect the personal information and privacy of others. We only collect, manage and use personal information if needed for legitimate business purposes and when done in accordance with applicable privacy laws.

When managing any personal information, you are expected to adhere to the applicable standards and procedures and the following data privacy principles:

- (a) **We only process personal data for lawful reasons** - it must be for legitimate business purposes and if expressly permitted under local data privacy laws.
- (b) **We limit our personal data processing** - it must be for a specific and limited purpose with only the amount of personal data needed.
- (c) **We maintain data integrity** - take reasonable steps to ensure that the personal data is accurate and kept up to date.
- (d) **We are careful with sensitive information** - it is processed only when absolutely necessary.
- (e) **We protect our disclosures of personal data** - ensure it is protected by contractual data privacy clauses, consent has been received, and/or it is required by law or expressly permitted under data privacy laws.
- (f) **We secure personal data** - personal data is kept secure and protected against accidental, unauthorised or unlawful processing.
- (g) **We limit retention of personal data** - data is only kept for as long as necessary for the lawful purpose for which it is processed or for the time required or permitted under local laws.
- (h) **Everyone has data rights** – in accordance with relevant regulations. These include:
 - (i) seeking access to personal data that Stanmore holds about them;
 - (ii) seeking correction of inaccurate, incomplete or out of date personal data;
 - (iii) seeking erasure of their personal data;
 - (iv) being provided with information about how their personal data is processed;
 - (v) asking for processing of their personal data to cease (particularly if the processing is likely to cause damage or distress, or if the processing is for direct marketing purposes);
 - (vi) complaining about the processing of their personal data; and
 - (vii) withdrawing previously given consent regarding Stanmore's processing of their personal data.

For more information, read our Privacy Policy.

10 Health and safety

- (a) We are committed to upholding safe working conditions. We shall honour our work, health and safety (**WHS**) responsibilities and uphold them with the utmost importance. We will comply with all relevant WHS policies and procedures to ensure, as far as reasonably practicable, the workplace is safe without risk to health.
- (b) You are expected to be aware of and comply with Stanmore's WHS standards, procedures and practices which are made available to you, and follow the safety and security directives of management. You are responsible for demonstrating care through displaying safety

leadership, minimising risks in the workplace and advising management of areas where there is a potential problem with safety.

11 Discrimination, Bullying and Harassment

- (a) We all have a responsibility to contribute to a safe, fair and respectful work environment, free from harassment, sexual violence, bullying, racism, and discrimination. A respectful work environment applies whilst at work, travelling, in accommodation villages, online or at work-related events.
- (b) To achieve a respectful and safe environment, you must not engage in behaviour which is bullying, physically or verbally harassing, discriminating, or support others who bully, physically or verbally harass, and discriminate against colleagues or members of the public. This applies for any reason including on the grounds of gender, pregnancy, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, political beliefs, religious beliefs, cultural beliefs, socio-economic background, perspective and experience, or any other area of potential difference.

For more information, read our Sexual Assault, Sexual Harassment, Fair Treatment (Grievance) and Equitable Treatment Procedures.

12 Equal Employment

- (a) Stanmore is an equal employment opportunity employer and is committed to ensuring that all candidates for employment are not unlawfully discriminated against as outlined in the applicable employment law throughout the advertising, interview and selection processes.
- (b) We employ the most suitably qualified candidate with skills required to carry out their roles and apply the principles of equal employment opportunity.
- (c) All employees are given equal access to training, promotion, appointment or any other employment related issue without regard to any factor not related to their competency and ability to perform their duties.

For more information, read our Equal Employment Opportunity Policy.

13 Use of electronic resources

- (a) You must use all electronic resources appropriately, responsibly and ethically. Electronic resources include, but are not limited to, internet and network access, data storage, computers and similar devices, software, network tools and databases, printers, telephones, mobile phones, and radios.
- (b) Behaviours and actions that are not acceptable to Stanmore include:
 - (i) downloading or emailing material which is offensive, sexually explicit, defamatory, discriminatory, racially or otherwise inappropriate;
 - (ii) knowingly or wilfully causing any material (including software) to be used, copied or distributed in breach of confidentiality or copyright obligations;
 - (iii) deleting or attempting to destroy electronic records which are required by Stanmore, or are reasonably likely to be required for evidence in an internal, legal or regulatory investigation;
 - (iv) intentionally introducing computer viruses; and
 - (v) sharing computer passwords.

- (c) The use of electronic resources may be subject to regular surveillance and monitoring. For more information, read our IT Acceptable Use Policy and Mobile Phone Device Usage Guide.

14 Theft, fraud and misappropriation of company assets

You must treat all Company assets appropriately and with respect. You must not steal or misappropriate Company assets, including, but not limited to, cash, securities, property, intellectual property and confidential information, and must not assist others conspiring to do so.

15 Intellectual property

- (a) Intellectual property includes the rights relating to scientific discoveries, industrial designs, trademarks, service marks, commercial names and designations, and inventions and is valuable to Stanmore.
- (b) Unless governed by law or otherwise agreed upon in writing, any intellectual property developed during or as a result of your employment with Stanmore is the sole property of Stanmore.

16 Media relations

- (a) Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.
- (b) You must not compromise the integrity or reputation of Stanmore or its people when dealing with the media, including public officials, and on social media platforms.
- (c) You must not make official comment on matters relating to Stanmore unless authorised to do so or otherwise required by law.
- (d) You must not use or release any information obtained over the course of your employment with Stanmore to reap financial reward or benefit, or to malign or take advantage of another person(s).
- (e) The above restrictions apply except where prohibited by law, for example in relation to “whistleblowing”. Refer to Stanmore’s Whistleblowing Policy for further information, available on Stanmore’s website.

17 Community

- (a) Our communities are an integral part of Stanmore. We are committed to recognising, considering and respecting legal requirements impacting upon Stanmore’s operations in the communities in which we operate and comply with all applicable legal requirements.
- (b) You must always interact with our communities with a mutual respect, active partnership and long term commitment. When representing the Company, you must behave in accordance with this Code, our Values, and all other standards, policies and procedures.

18 Environment

- (a) We are committed to managing our environmental, social and governance responsibilities. Our approach and activities relating to environmental management, maintaining our social licence to operate, protecting our people and communities, and our governance are important.
- (b) We seek to understand the environmental impacts of the tasks we perform and continuously explore ways to avoid, minimise and rehabilitate impacts to air, land, water and biodiversity.

- (c) Stanmore and you are responsible for being environmentally aware and reporting any actual or potential environmental incidents or spillages, irrespective of perceived severity.

For more information, read our Sustainability Charter.

19 Responsibilities to investors

- (a) Stanmore aims to safeguard the rights and interests of Stanmore's shareholders and the investor community, comply with systems of control and accountability, and act in accordance with our values.
- (b) Stanmore strives for full, fair, timely and accurate disclosure of financial and other information.

For more information, read our Shareholder Communication Policy and Market Disclosure and Communications Policy.

20 Commitment of the Board and management to this Code

- (a) The Board and management approve and endorse this Code and commit to observing the principles set out in it.
- (b) Stanmore will ensure there is appropriate dissemination of this Code, and training in respect to your responsibilities under it, to all current and new team members.
- (c) All our Leaders are expected to role model this Code to their team members and across Stanmore.
- (d) The Board will be informed of any material breaches of this Code.
- (e) A breach of this Code may result in disciplinary action up to and including termination of employment.

21 Review

- (a) We will review this Code periodically and update it from time to time, or when relevant regulatory changes occur.
- (b) We will monitor compliance with this Code by liaising with the Board, management and staff.
- (c) Suggestions for improvements or amendments to this Code are encouraged and can be made to management at any time.

Approved for publication: 10 February 2023