

Code of Conduct

1. Preamble

This Code of Conduct sets out the principles and standards which Genesis Minerals Limited and its subsidiaries (the **Company**), the Board, management, employees and its contractors (**Genesis Personnel**) are encouraged to strive to abide by when dealing with each other, shareholders and the broader community.

All Genesis Personnel are required to operate in the best interests of the Company and in accordance with its ASPIRE Values – Accountable, Sustainable, People First, Integrity, Results and Empower.

Genesis Personnel shall comply with the systems of control and accountability which the Company has in place with openness and integrity.

Personal and professional conduct

Genesis Personnel shall:

- ▶ deal with the Company's customers, suppliers, competitors and each other with the highest level of honesty, fairness and personal integrity;
- ▶ act in accordance with the Company's ASPIRE values;
- ▶ act ethically and responsibly;
- ▶ observe the rule and spirit of the legal and regulatory environment in which the Company operates;
- ▶ follow the Company's policies; and
- ▶ maintain a professional manner when representing the Company in a public forum.

2. Conflicts of Interest

A conflict of interest occurs when personal interests could influence, or appear to influence, how you carry out your duties. Such conflicts can lead to biased decisions and may amount to corrupt conduct.

Genesis Personnel 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:

- ▶ the Chair in the case of a Board member (or the Lead Independent Director in the case of an Executive Chair);
- ▶ the Managing Director (or their equivalent) in the case of a member of management; and
- ▶ a supervisor in the case of an employee,

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

If you are uncertain whether a conflict exists, you should discuss that matter with your manager and attempt to resolve any conflicts that may exist. Further information may be found in the Company's Anti Bribery and Corruption Policy.

3. Public and media comment

Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.

Genesis Personnel must not make official comment on matters which relate to the Company unless they:

- ▶ have authorisation to do so by the Company's Board or Management;
- ▶ are required to give evidence in a court of law; or
- ▶ are otherwise authorised or required by the law.

Genesis Personnel must not release unpublished or privileged information unless they have the authority to do so from the Managing Director (or their equivalent).

The above restrictions apply except where prohibited by law, for example in relation to "whistleblowing".

4. Protection of Assets

Genesis Personnel must protect the assets of the Company to ensure:

- ▶ its availability for legitimate business purposes and ensure all corporate opportunities are enjoyed by the Company; and
- ▶ 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.

5. Bullying, discrimination and harassment

Genesis Personnel are prohibited from harassing or discriminating against, or encouraging harassment (including bullying and sexual harassment) or discrimination of, colleagues or members of the public on the grounds of gender, pregnancy, marital status, age, race (including colour, nationality, descent, ethnic or religious background), physical or intellectual impairment, or sexuality.

6. Confidential Information

Genesis Personnel 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.

7. Employment Practices

The Company will employ the best available staff with skills required to carry out vacant positions.

The Company will endeavour to establish a safe work place and maintain proper occupational health and safety practices commensurate with the nature of the Company's business and activities.

8. Responsibility to the Community

The Company will recognise, consider and respect environmental issues which arise in relation to the Company's activities and comply with all applicable legal requirements.

9. Responsibility to the Individual

The Company recognises and respects the rights of individuals and to the best of its ability will comply with the applicable legal rules regarding privacy, privileges, and private and confidential information.

10. Legislation

All Genesis Personnel must comply with the laws and regulations which are applicable to the Company. Non-compliance may expose the Company and individuals to significant legal, regulatory, and reputational risks. Any known or suspected breach of applicable laws or regulations must be promptly reported to management in accordance with Company procedures.

11. Fair Dealing

The Company will deal with others in a way through fair and honest competition and not through unethical, illegal or deceptive business practices.

12. Insider trading

Genesis Personnel must observe the Company's Securities Trading Policy. In conjunction with the legal prohibition on dealing in the Company's securities when in possession of unpublished price sensitive information, the Company has established specific time periods when Personnel are not permitted to buy and sell the Company's securities (blackout periods).

13. Compliance with the Code of Conduct

Genesis Personnel have a duty to observe this Code of Conduct.

A breach of this Code of Conduct is serious. It may result in disciplinary action for individuals, including termination of employment or contract, and/or legal action.

14. Reporting matters of concern

- ▶ Genesis Personnel are encouraged to raise matters of concern in good faith with the head of their department or to the Company Secretary. Any breach of compliance with this Code of Conduct may also be reported directly to the Chair or, if the Chair be the subject thereof, the Lead Independent Non-Executive Director, or the Managing Director (or their equivalent).
- ▶ In addition, Genesis Personnel are encouraged to raise any matters of Wrongdoing (as defined in the Whistleblower Policy) with the relevant Disclosure Officers as set out in the Whistleblower Policy.

15. Related policies

- ▶ Securities Trading Policy
- ▶ Whistleblower Policy
- ▶ Human Rights Policy
- ▶ Anti-Bribery and Corruption Policy
- ▶ Social Media Policy

If you are in any doubt regarding this Code of Conduct, you should contact the Company Secretary at:

Genesis Minerals Limited, PO Box Z5340, St Georges Tce, WA 6001, Phone: +61 8 6323 9050
Email: companysecretary@genesisminerals.com.au

Last Review: April 2026
Next Review: April 2028