

CONFLICT OF INTEREST POLICY

1. INTRODUCTION

The objective of this Policy is to assist the Directors, executives and employees of Core Lithium Ltd (**Core** or **Company**) to fulfil their legal duties in relation to conflicts of interest by identifying, avoiding and managing actual conflicts of interest and the perception, whether founded or not, of a conflict of interest.

2. KEY LEGAL CONCEPTS

In setting this policy, the Board recognises:

- (a) The director's statutory and fiduciary duty 'to avoid conflicts of interest', which encompasses both:
 - (i) the duty of Directors of Core to avoid conflicts between duties they owe as a Director to Core and any duty they owe to another company of which they are also a director and/or an executive) which might arise in relation to decisions of the Board of Core; and
 - (ii) the duty of a Director of Core to avoid conflicts between duties they owe as a Director to Core and any material personal interest they have, whether that is a financial interest or otherwise or through an employer company or a personal investment), which might arise in relation to decisions of the Board of the Company;
- (b) Sections 191 and 195 of the *Corporations Act 2001* (Cth) (**Act**), which apply to Core as a public company, require, in summary:
 - (i) ongoing disclosure of all 'material personal interests' which any Director of Core has in any matter that relates to the affairs of the Core unless the Act says otherwise;
 - (ii) that a Director having such an interest must abstain from, and not be present during, any discussion or decision by the Board in relation to the matter, unless agreed otherwise by the Directors having no such material personal interest in accordance with the requirements of the Act;
- (c) the provisions of clause 15.6 of the Constitution of Core which reflects the requirements of Sections 191 and 195 of the Act; and
- (d) the provisions of Chapter 2E of the Act relating to the giving of financial benefits to related parties which apply to the giving of financial benefits to Directors or to entities effectively controlled by them, which are in addition to the above duties and the provisions of Core's constitution.

The concepts of actual or perceived conflict of interest are extended to executives and employees, whether engaged under an employment contract or consultancy arrangement, of the Company (together with directors, the **Employees**).

3. WHAT IS A 'CONFLICT OF INTEREST'

A reference to a conflict of interest in this Policy is any conflict of interest which arises, or may reasonably be expected to arise, between a Core Employee's:

- (a) obligations to serve absolutely the interests of Core; and
- (b) any other separate personal, professional, business or other interests or duties of that Employee.

It is not possible to set out a definitive list of circumstances that would amount to a 'conflict of interest'. However, as a general guide, wherever another duty which a Core Employee owes to another person or company might reasonably be expected to interfere with the exercise by that Employee of their independent judgment in relation to a specific decision or decisions of Core's business then this would be regarded as a conflict of interest for the purposes of this Policy.

Without limiting the generality of the above, all Employees must declare a potential conflict of interest if circumstances arise where they may, directly or indirectly, are involved in the pursuit of the same commodity being pursued by Core in the same geological province.

In the case of an Employee who is involved with another public listed company, this duty will arise where the Employee has the ability to control a public company investment that that is proximate to Core's tenements.

4. CONFLICT OF INTEREST MANAGEMENT PROCEDURE

Where a conflict or potential conflict of interest arises, an Employee must promptly and accurately disclose to the Company any relationship, circumstance, interest or matter (whether of a private or business nature) that they may be aware of which may lead to a potential or actual conflict of interest or the perception that a conflict of interest exists.

This disclosure must be made via email to the Company Secretary, Managing Director or the Chairman of the Board and should be made use a Conflict Notification Form in the form contained in Annexure A or, where that form is not available, include the information required by that form.

The Company Secretary is responsible for maintaining a conflicts register, which must contain all of the information in Annexure B (**Conflicts Register**), and where the Managing Director or Chair of the Board is notified of a conflict, they are responsible for notifying the Company Secretary so the Conflicts Register may be updated.

If a person has any doubt about whether a conflict of interest exists, he or she should consult with his or her manager or the Company Secretary.

Additionally, the first standing agenda item for each Board meeting must include a requirement for disclosure of any conflict of interest by Officers that has arisen since the last meeting or which has not previously been disclosed.

Where a specific matter is on the agenda of a Board meeting, which matter involves a potential conflict of interest, the officer affected shall orally disclose the conflict and may be required by the Board to disclose it in writing.

The oral or written disclosure should be incorporated in the minutes of the meeting.

The Officer should then withdraw from the meeting room while the matter is discussed, and the minutes should be noted accordingly.

Those Directors who are unaffected by a conflict of interest (assuming they constitute a quorum) should consider whether there is a conflict of interest, and if

so, whether to approve the transaction or the Director's position, which approval may be conditional. Unless the conflict is so significant that it is thought inappropriate to give approval, it would be expected that approval would be given in most cases. The Directors should satisfy themselves that the transaction is appropriate.

The Board will record all declarations of interest, including verbal declarations, in the minutes of meetings and the Conflicts Register.

Once a conflict or potential conflict of interest has been disclosed, the Company will, through its Risk Committee or other responsible organ, consider the information and determine how to best manage the conflict or potential conflict of interest.

Employees who the Company determines have a conflict of interest or potential conflict of interest may:

- (a) have their involvement in a particular matter or area of activity restricted for such period as the Company considers appropriate having regard to the conflict; and/ or
- (b) be restricted from accessing certain information or documents.

The Conflicts Register will be maintained by the Company Secretary and access to the information in the Conflicts Register will, to the extent permitted by law, be restricted to the Board, the Company Secretary and the Company's auditors and legal and other professional advisors.

5. COMPLIANCE WITH THIS POLICY

Compliance with this Policy is an important aspect of each Employee discharging their obligations to the Company.

Each Employee is also required to report any breach or possible breach of this Policy that a person becomes aware of, either to the Company Secretary, Managing Director or Chairman (as appropriate).

The Company will endeavour to protect the privacy of the person making the report and keep the information reported in confidence so far as the issue reported allows. A person may choose to make a report anonymously and the Company's Whistleblower Policy will apply to any reported breach or possible breach.

6. POLICY REVIEW

The Company will monitor compliance with this Policy periodically by liaising with the Board, management and staff for any other ideas or suggestions for improvement of it. Suggestions for improvements or amendments to this Policy can be made at any time by providing a written note to the Chief Executive Officer.

Version 1.1

Last review and approval: June 2022

Annexure A – Conflict Notification Form

Name: _____

Address: _____

Phone: _____

Position: _____

Date: _____

Please set out below the nature and details of the relevant interest:

What is the likely duration of the conflict: _____

What is the estimated value of any financial arrangements: \$_____

What, if any, actions have been undertaken to manage this conflict of interest?

Signed by _____

Name (please print)
