

SOUTHERN CROSS GOLD CONSOLIDATED LTD.

SECURITIES TRADING POLICY

The following Securities Trading Policy (the “**Policy**”) has been approved by the board of directors (the “**Board**”) of Southern Cross Gold Consolidated Ltd. (the “**Company**”)

1. Purpose

Securities legislation and the rules of the stock / securities exchanges (the “**Exchanges**”) on which securities of the Company ((including securities in the form of CHESS Depository Interests (“**CDIs**”)) (“**Securities**”) are listed impose various requirements on the Company, its subsidiary entities and affiliates, their respective directors, officers and employees and other persons in similar relationships with the Company, its subsidiary entities and affiliates (collectively, “**Company Personnel**”) that are intended to ensure that:

- (a) individuals in a “special relationship”, as defined in applicable securities or corporate legislation, with the Company, its subsidiary entities and affiliates do not trade in the Securities of the Company or any other issuer when they are in possession of material, non-public information about the Company or such other issuer;
- (b) those individuals do not pass on or “tip” that information to others; and
- (c) more generally, there is no “selective disclosure” of material information, with the result that it is accessible to some market participants but not others.

The purpose of this Policy is to ensure that persons having knowledge of material information not generally disclosed to the public do not take advantage of such information through trading in Securities issued by the Company or in securities of other entities whose price would be affected by such undisclosed material information. The Policy is also intended to ensure that Company Personnel act, and are perceived to act, in accordance with applicable laws and the highest standards of ethical and professional behaviour.

The Policy is not intended to provide an in-depth analysis of insider trading rules but rather to serve as a guideline for the purpose of limiting the possibility of illegal or inappropriate use of undisclosed material information, facts or changes regarding the Company. The onus of complying with the Policy and relevant insider trading and other securities legislation lies with each individual director, officer or employee of the Company and its subsidiaries and affiliates, each of whom is expected to be familiar with the Policy and such legislation and to comply fully with them. Any Company Personnel violating this Policy may face disciplinary action up to and including termination of his or her employment. A breach of the Policy may also violate certain securities laws.

The consequences of improper disclosure, trading or tipping (or suspicion of any of those activities) are serious, both for the individual involved and for the Company. Breach of applicable laws and regulations may involve both civil and criminal law penalties, and the monetary and reputational cost of an actual or suspected breach may be significant.

2. Application of the Policy

The Policy applies to the Board, officers and employees of the Company or any of its insiders or affiliates (including subsidiaries) or associates of such persons, and to any other insider who may be in possession of, or have access to confidential, material information regarding to the Company. For the purposes of this Policy, the term “**employees**” includes all permanent, contract, secondment and temporary agency employees who are on long-term assignments with the Company as well as to consultants to the Company.

3. Trading Procedures for Directors, Officers and Employee

In order to prevent insider trading violations, the following procedures must be followed by all Company Personnel:

- (a) **General Prohibition Against Using Material Information:** All Company Personnel who have knowledge of undisclosed material information relating to the Company (“**Inside Information**”) are expressly prohibited from buying or selling or tipping someone else to buy or sell (or not to buy or sell), Securities of the Company unless and until such information has been publicly disclosed and disseminated, notwithstanding that there may be an independent, justifiable reason for the trade. If this undisclosed material information relates to any other company with which the Company is negotiating or doing business, you may not trade in the securities of such company on the basis of such information, nor may you communicate such information to others.
- (b) **Family Members:** This prohibition applies to family members and others living in your household who gain access to or become aware of undisclosed material information relating to the Company. You are also responsible for their compliance.
- (c) **Timing of Transactions:** As a general rule, if you know of material information relating to the Company or its business, you should not engage in any transactions relating to Securities of the Company until at least the next trading day after the material information is publicly disclosed by news release (and not during a Closed Period unless an exception applies – see sections 5 and 6 of this Policy).
- (d) **Blackout Periods:** In addition to the trading restrictions during Closed Periods (see section 5 of this Policy), Company Personnel who have access to undisclosed material information relating to the Company or its business in the normal performance of their duties are subject to “blackout periods” during which they will be prohibited from trading in Securities of the Company. For further information on “blackout periods”, see section 3.6 of the Company’s Corporate Disclosure Policy. All directors, officers and employees who are made aware of a “blackout period” are prohibited from communicating (tipping) internally or externally to anyone else that the Company is subject to a “blackout period”. Exceptions to the prohibition against trading during “blackout periods” may only be made with the prior approval of the Chief Executive Officer or his designate after consultation with legal counsel.

- (e) **Prior approval:** Prior written approval for trading is required, including outside Closed Periods – see section 7 of this Policy.

4. Statutory or Regulatory Trading Restrictions

The provisions of this Policy will be supplemented by any greater prohibitions or restrictions prescribed by any applicable laws, regulations or other instruments. Any Company Personnel uncertain whether other prohibitions or restrictions apply should consult with the Company's Chief Executive Officer.

5. Closed Periods

Given the heightened risk of actual or perceived insider trading, the Board has determined Company Personnel are prohibited from trading in Securities during the following periods ("**Closed Periods**") other than in exception circumstances (referred to later in this Policy):

- (a) if the Company is required to prepare half yearly accounts - not less than the two (2) week period prior to the anticipated date of release of the Company's half yearly accounts until the commencement of trading on the business day following the release or, if released on a business day after close of trading, at the commencement of trading on the next business day following release;
- (b) not less than the week (2) week period prior to the anticipated date of release of the Company's annual accounts until the commencement of trading on the business day following the release or, if released on a business day after close of trading, at the commencement of trading on the next business day following release;
- (c) not less than the two (2) week period prior to the anticipated date of release of the Company's quarterly activities & cashflow reports until the commencement of trading on the business day following the release or, if released on a business day after close of trading, at the commencement of trading on the next business day following release;
- (d) for a market sensitive announcement released between less than one hour prior to market open and prior to market close, three (3) hours after release of such market sensitive announcement or, if there is less than three (3) hours between release of the market sensitive announcement and market close, the following trading day; and
- (e) any other period determined by the Board from time to time to be a Closed Period.

6. Excluded Trading

Company Personnel who do not possess Inside Information may complete the following trading activities during a Closed Period without seeking prior approval:

- (a) Transfer of Securities already held in a superannuation fund or other saving scheme in which the Company Personnel is a beneficiary, but the Company Personnel has no control or influence over the investment decisions made by the superannuation fund or saving scheme;

- (b) Transfer of Securities where there is no change in any beneficial interest, for example upon the change of trustee of a trust where the Securities are property of the trust;
- (c) Undertakings to accept, or the acceptance of, a takeover offer;
- (d) An investment in, or trading units of, a fund or other scheme (other than a scheme only investing in Securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (e) Where the relevant member of Company Personnel is a trustee, trading in Securities by that trust provided the Company Personnel member is not a beneficiary of the trust and any decision to trade during a Closed Period is taken by the other trustees or by the investment managers independently of the Company Personnel;
- (f) Trading under an offer or invitation made to all or most of the security holders, such as, a rights issue, a security purchase plan, a dividend or distribution investment plan (DRP) and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. In the case of a DRP, Company Personnel must only elect to participate in the DRP when they are not in possession of non-public price sensitive information and may not change that election until they are again not in possession of non-public price sensitive information;
- (g) A disposal of Securities that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement;
- (h) Receipt of Securities for which shareholder approval has been obtained;
- (i) The issue of Securities upon the conversion of convertible securities (i.e. exercise of options, conversion of performance rights etc). Unless permitted due to exceptional circumstances as provided for below, the Company Personnel must not trade Securities issued upon conversion of convertible securities during a Closed Period;
- (j) Receipt of Securities pursuant to an incentive scheme of the Company where the offer of such Securities is either made on a periodic basis or the offer was made or accepted outside a Closed Period. Unless permitted due to exceptional circumstances as provided for below, the Company Personnel must not trade the Securities issued pursuant to an incentive scheme of the Company, or any Securities issued upon exercise or conversion or such Securities issued pursuant to an incentive scheme of the Company, during a Closed Period;
- (k) The exercise (but not the sale of Securities following exercise) of an option or a right under an employee incentive scheme, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a Closed Period and where the Company Personnel could not in the opinion of the Chair or, if the Chair is the Company Personnel, an independent non-executive Director (or, if no independent non-

executive Director, a majority of the rest of the Board other than the Chair), reasonably have exercised the options at a time prior to the Closed Period; and

- (l) Trading under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy and where:
 - (i) The Company Personnel did not enter the plan or amend the plan during a Closed Period;
 - (ii) The trading plan does not permit the Company Personnel to exercise any influence or discretion over how, when, or whether to trade; and
 - (iii) This Policy does not allow the Company Personnel to cancel the trading plan or cancel or otherwise vary the terms of his or her participation in the trading plan during a prohibited period other than in exceptional circumstances.

7. Pre-trading Procedure - trading outside Closed Periods

For all periods during which trading in Securities is permitted in accordance with this Policy, Company Personnel must obtain prior written approval to trade in Securities in accordance with the process set out below under the heading “Procedure for obtaining written approval”.

Company Personnel must advise the Corporate Secretary in writing promptly following completion of any trade.

Any prior written approval to trade in Securities by a person in accordance with this Policy is automatically deemed:

- (a) to be withdrawn if the person becomes aware of any Inside Information prior to or during any approved trading in Securities.
- (b) suspended upon the start of any Closed Period, and (unless permitted due to exceptional circumstances as provided for below) shall remain suspended until trading is permitted after the Closed Period has ended in accordance with this Policy.
- (c) to lapse upon expiration of any time limit for which the approval to trade applies.

For the avoidance of doubt, any written approval shall not be valid if the person is in possession of Inside Information.

8. Trading inside a Closed Period - Exceptional Circumstances

Company Personnel who are not in possession of Inside Information may apply for and be given prior written approval to sell or otherwise dispose of Securities (but not to conduct any other trading in Securities) during a Closed Period and where there are exceptional circumstances.

Company Personnel who are not in possession of Inside Information may also apply for and be given written approval to encumber Securities.

Whether severe financial hardship or other exceptional circumstances exist is to be determined by the Chair or, if in the case of the Chair, by an independent non-executive Director (or, if no independent non-executive Director, a majority of the rest of the Board other than the Chair), in each case in their sole and absolute discretion. Exceptional circumstances may include:

- (a) severe financial hardship which means a person has a pressing financial commitment that cannot be satisfied otherwise than by selling the Securities. By example, the tax liability of a person would not normally constitute severe financial hardship unless the person has no other means of satisfying the liability;
- (b) if a person is required by a court order, or there are court enforceable undertakings to transfer or sell the Securities or there is some other overriding legal or regulatory requirement for the person to do so; or
- (c) a situation determined by the Chair or, in the case of the Chair, an independent non-executive Director (or, if no independent non-executive Director, a majority of the rest of the Board other than the Chair), to be an exceptional circumstance.

9. Procedure for obtaining written approval

When requesting prior written approval to trade in Securities, Company Personnel must submit an application in writing (which can be by email) to the Corporate Secretary shall provide the application to the relevant decision maker(s). In the case of Company Personnel other than the Chair and Directors, the request for written approval to trade in Securities shall be addressed to either the Managing Director, CEO or Chair as the decision makers. If the Chair is the Company Personnel, the request for written approval shall be addressed to the Chair of the Audit Committee as the decision maker. In the case of other Directors (including the Managing Director), the request for written approval shall be addressed to the Chair. The request for approval to trade in Securities shall include the reasons for requesting approval, the intended volume of Securities and confirmation that the Company Personnel is not in possession of Inside Information. The decision maker(s) shall act reasonably in considering an application for prior written approval.

Approval, if granted, must be in writing (which can be by email) and will specify a time limit for which the approval applies.

10. Insider Reporting

Under Canadian securities laws, Reporting Insiders (as defined in applicable securities legislation) are required to disclose to applicable regulatory authorities the fact of becoming a Reporting Insider. Thereafter, a Reporting Insider is required to disclose any change in direct or indirect beneficial ownership of, or control or direction over securities and any change in any interest in, or right or obligation associated with, a related financial instrument. Reporting Insiders must file an insider report electronically through the “System for Electronic Disclosure by Insiders” (“SEDI”), usually within five days after the trade occurs.

Reporting Insiders are solely responsible for filing their own insider reports through SEDI. Should any Reporting Insider have any questions regarding insider reporting obligations, the Reporting Insider is encouraged to contact the Corporate Secretary.

11. ASX Reporting

Once the Company is listed on the Australian Securities Exchange (“**ASX**”) it will be obliged to report any trading, acquisitions or disposals (direct or indirect) in the Company’s Securities by Directors of the Company, no later than 5 business days after such transaction. To enable the Company to comply with its reporting obligations, all Directors must report to the Corporate Secretary any trade, acquisition or disposal (directly or indirectly) of an interest in the Company’s Securities as soon as practicable (and in any event within 2 business days) after such transaction or any agreement to enter into a future transaction, with full details of the transaction.

12. Questions

Any questions regarding the Policy should be directed to the Company at +1 604 685 9316 or info@southerncrossgold.com.

This Policy was last reviewed on January 6, 2025

SCHEDULE A
SECURITIES TRADING POLICY

ACKNOWLEDGEMENT

The undersigned acknowledges having read the Securities Trading Policy of Southern Cross Gold Consolidated Limited and agrees to comply with such Policy in all respects. The undersigned further acknowledges that all members of the undersigned's family, all other persons who live with the undersigned and all holding companies and other related entities of the undersigned and all persons or companies acting on behalf of or at the request of any of the foregoing are also expected to comply with such Policy.

The undersigned acknowledges that any violation of such Policy may constitute grounds for immediate suspension or dismissal.

Dated this _____ day of _____, 20____.

Signature

Print Name