

SECURITIES DEALING POLICY

1 Purpose

1.1 The purpose of this policy is to:

- (a) explain the type of conduct in relation to dealings in securities of Xstate Resources Limited (**Xstate**) that is prohibited under the *Corporations Act 2001* which is applicable to all Key Management Personnel, employees of and contractors to Xstate and its controlled entities (**the Company**) and to all employees of and contractors to any joint venture companies, operations or arrangements to which Xstate and its controlled entities are a party. Key Management Personnel includes directors, spouses of directors and related parties as defined by the *Corporations Act 2001*; and
- (b) establish a best practice procedure relating to dealing in securities that provides protection to both Xstate and employees against the misuse of unpublished information which could materially affect the value of securities.

1.2 The rules set out in this policy are designed to assist in preventing breaches of the insider trading provisions of the *Corporations Act 2001* and to enable the Company to satisfy the disclosure requirements of ASX Listing Rules. Ultimately, it is the responsibility of the individual to ensure that none of his or her dealings could constitute insider trading.

1.3 For the purpose of this policy, dealing means buying or selling a security holding in Xstate, or entering into a margin loan, scrip lending or hedging arrangement which involves a security holding in Xstate.

2 Insider Trading Laws

2.1 Nature of Prohibition

- (a) Section 1043A (of Part 7.10, Division 3) of the *Corporations Act 2001* makes it an offence for a person in possession of information that is not generally available but which, if generally available, might materially impact the price or value of a financial product to:
 - (i) trade in (ie. apply for, acquire or dispose of, or enter into an agreement to do any of these things); or
 - (ii) procure another person to trade in,

financial products (collectively referred to as **dealing in financial products**).

- (b) It is also an offence to “tip” the information to another person with the knowledge that the person could deal in financial products. Accordingly, the effect of this section cannot be avoided by simply getting another person to deal on your behalf.

2.2 How do you become aware of the information is irrelevant

It is irrelevant how or in what capacity the person came into possession of the information. This means that Section 1043A will apply to any employee, director or consultant who acquires “inside information” in relation to a financial product, no matter in which capacity and is prohibited dealing in that financial product.

2.3 Information which might affect price or value

The prohibition referred to in clause 2.1 refers to unpublished information which, if generally available, might materially impact the price or value of financial products.

2.4 What does information include?

“information” includes matters of supposition or speculation and matters relating to the intentions or likely intentions of a person.

2.5 What information might materially affect price or value

- (a) This means information that a reasonable person would expect to have a material effect on the price or value of financial products. A reasonable person would be taken to expect information to have a material effect on price or value if the information would be likely to influence persons who commonly invest in financial products whether or not to do so.
- (b) Examples of this type of information which might affect the price or value of Xstate shares include, but are not limited to:
 - (i) proposed changes in the capital structure, capital returns and buy backs of financial products;
 - (ii) information relating to XST’s consolidated financial results;
 - (iii) a material acquisition, divestment or realisation of assets;
 - (iv) proposed dividends and share issues;
 - (v) changes to the Board;
 - (vi) events which could have a material impact on profits (negatively or positively);
 - (vii) proposed changes in the nature of the business of Xstate;
 - (viii) notification to Xstate of a substantial shareholding; or
 - (ix) any information required to be announced to the market pursuant to ASX Listing Rule 3.1.

2.6 What does “unpublished” mean?

“Unpublished” for this purpose means that the information is not generally available. Information is generally available if it consists of readily observable matter, or it has been disseminated in a manner likely to bring it to the attention of investors and a reasonable period has elapsed. Xstate publishes information to the market by releasing Xstate announcements to ASX. All announcements by Xstate are available on the ASX website (www.asx.com.au) and the Company’s website (www.xstateresources.com.au).

3 Insider Trading is Prohibited at All Times

- 3.1 Notwithstanding any other provision of this policy, if you possess inside information, you must not buy or sell securities in Xstate, advise or get others to do so or pass on the inside information to others. This prohibition applies regardless of how you learn the information.
- 3.2 The prohibition on insider trading is not restricted to information concerning the Company's securities. If a person has inside information in relation to securities of another company, that person must not deal in those securities.

4 Additional Dealing Restrictions for Directors and Some Employees

- (a) Additional restrictions on dealing in the Company's securities apply to the following people in the Company and its related companies (**Restricted Persons**):
- (i) all Directors; and
 - (ii) any executive employee or contractor considered necessary or appropriate by the chief executive officer and company secretary from time to time.
- (b) The Company Secretary will notify those persons in (i) and (ii) above that they are considered Restricted Persons for the purposes of this policy and, therefore, bound by the additional restrictions in Sections 6, 7 and 8 below. The Company Secretary will also notify any Restricted Persons if the Board decides that the person should no longer be considered a Restricted Person under this policy.

5 Reasons for the Additional Trading Restrictions

- 5.1 Restricted Persons are in positions where it may be assumed that they have inside information and, as a result, any trading by Restricted Persons may embarrass or reflect badly on them or on the Company (even if they have no actual inside information at the time).
- 5.2 This policy is designed to avoid the possibility that misconceptions, misunderstandings or suspicions might arise.

6 Dealing in Shares by Restricted Persons

- 6.1 Key Management Personnel, Employees, Contractors and Restricted Persons must not deal in the Company's securities (except in extraordinary circumstances and approved by the Board or Chair) during the following periods:
- (a) two weeks prior to, and 24 hours after the release of the Company's Annual Report;
 - (b) two weeks prior to, and 24 hours after the release of the Company's Half-year Report;
 - (c) two weeks prior to, and 24 hours after the release of the Company's Quarter Reports (if applicable); and
 - (d) one week prior to, and 24 hours after, the release of any known price sensitive information announcement.

(together, the **Closed Periods**).

The Company may at its discretion vary this rule in relation to a particular Closed Period by general announcement to all Key Management Personnel, Employees, Contractors and Restricted Persons either before or during the Closer Periods. However, if a KMP, Employee,

Contractor or Restricted Person is in possession of price sensitive information which is not generally available to the market, then he or she must not deal in the Company's securities at **any** time they are in possession of such information.

6.2 Except where Section 6.2 applies, and subject to Section 7, there should be no objection to dealing in securities notified in accordance with the procedures in Sections 7.1, 7.2 or 7.3 as applicable, if the following factors are satisfied:

- (a) the Company is currently in compliance with its continuous disclosure obligations under ASX Listing Rule 3.1;
- (b) the Company is not withholding any material information from disclosure by reason of the exceptions to ASX Listing Rule 3.1 (namely, under Listing Rule 3.1A);
- (c) KMP, Employees, Contractors and Restricted Persons do not otherwise possess any inside information;
- (d) the trading does not result in a change in the beneficial interest in the securities (eg. transfer to a Superannuation fund from person holding);
- (e) the trading results from acceptance of a takeover offer;
- (f) the trading results from acceptance of an entitlements issue, share buy back or dividend re-investment plan; or
- (g) the trading is the exercise of options.

6.3 No short-term trading in the Company's securities

Key Management Personnel, Employees, Contractors and Restricted Persons should never engage in short-term trading of the Company securities, except for the exercise of options where the shares will be sold shortly thereafter.

6.4 Securities in other companies

Buying and selling securities of other companies with which Xstate or its controlled entities may be dealing is prohibited where an individual possesses information which is not generally available to the market and is "price sensitive". For example, where an individual is aware that the Company is about to sign a major agreement with another company, they should not buy securities in either the Company or the other company.

7 Requirements Before Dealing

7.1 Before dealing, or giving instructions for dealing or causing anyone else to deal, in the Company's securities, the Chair must:

- (a) notify the Board of the Chair's intention to deal (or cause someone else to deal) in the Company's securities;
- (b) confirm that the Chair does not hold any inside information;
- (c) have been advised by the Board that there is no known reason to preclude the Chair from dealing in the Company's securities as notified; and
- (d) have complied with any conditions on dealing imposed by the Board (including, for example, any time limits applicable to the clearance).

- 7.2** Before dealing or giving instructions for dealing or causing anyone else to deal, in the Company's securities, a Director or Company Secretary (other than the Chair) must:
- (a) notify the Chair of their intention to deal (or cause someone else to deal) in the Company's securities;
 - (b) confirm that the Director or Company Secretary does not hold any inside information;
 - (c) have been advised by the Chair that there is no known reason to preclude the Director or Company Secretary from dealing in the Company's securities as notified; and
 - (d) have complied with any conditions on dealing imposed by the Chair or Board (including, for example, any time limits applicable to the clearance).
- 7.3** Before dealing, or giving instructions for trading or causing anyone else to trade, in the Company's securities, Restricted Persons (other than the Chair, Directors or Company Secretary) must:
- (a) notify the Company Secretary of their intention to deal (or cause someone else to deal) in the Company's securities;
 - (b) confirm that the Restricted Persons do not hold any inside information;
 - (c) have been advised by the Company Secretary that there is no known reason to preclude the Restricted Person from dealing in the Company's securities as notified; and
 - (d) have complied with any conditions on dealing imposed by the Company Secretary, Chair or Board (including, for example, any time limits applicable to the clearance).
- 7.4** The Board, Chair or Company Secretary may seek appropriate legal advice to ensure the proper provision or otherwise of a clearance under Section 7.1(c), 7.2(c) or 7.3(c) respectively, and the cost of such advice shall be borne by the Company.

8 Notification of Dealing

- 8.1** A Restricted Person must also notify the company secretary of any dealing in the Company's securities by the Restricted Person or any associate of the Restricted Person within two business days of such dealing having taken place.
- (a) **8.2** The notification in Section 8.1 above should include: the name of the Restricted Persons or associated (if applicable);
 - (b) whether the interest in the Company's securities held by the Restricted Person was direct or indirect (and if it was indirect, the circumstances giving rise to the interest);
 - (c) the date of the dealing, and the number of securities bought or sold;
 - (d) the amount paid or received for the securities; and
 - (e) the number of securities held by the Restricted Person, directly and indirectly, before and after the trading in securities.

9 Excluded Dealing

There will be trading that is excluded from the trading policy.

The policy will not apply, subject to the Chair being satisfied of the facts, where:

- (a) the trading results in no change in beneficial interest in the securities;
- (b) the trading occurs via investments in a scheme or other arrangement where the investment decisions are exercised by a third party;
- (c) the Restricted Person has no control or influence with respect to trading decisions;
- (d) where trading occurs under an offer to all or most of the security holders; or
- (e) the exercise of options or rights where the final date for conversion falls during a prohibited period.

10 Restrictions Extend to All Securities

This policy covers dealings not only in the Company's shares, but also in other securities of the Company, including options, rights, warrant contracts and any debentures or notes issued by the Company.

11 Trading in Derivative Products

Directors and Restricted Persons are prohibited from trading in financial products issued or created over or in respect of the Company's securities.

12 Breaches of Policy

Strict compliance with this policy is a condition of employment. Breaches of this policy will be subject to disciplinary action which may include termination of employment.

13 More Information

For more information about this policy, please contact the Company Secretary.

JUNE 2025

Review date