



SECURITIES TRADING POLICY

1. Purpose

The *Corporations Act 2001* (Cth) (**Corporations Act**) prohibits the trading in shares, options, debentures (including convertible notes) and other securities (**securities**) of a company by any person who is in possession of price sensitive information regarding that company that is not generally available. The Corporations Act:

- (a) imposes substantial penalties on persons who breach those provisions; and
- (b) applies to the extent of any inconsistency between it and this policy.

This policy regulates dealings by directors and certain officers of Andromeda Metals Limited (**Andromeda** or the **Company**) and other designated persons, in securities in Andromeda about which they acquire Inside Information through their position or dealings with Andromeda.

This policy is not designed to prohibit Andromeda Persons from investing in Andromeda securities but does recognise that there may be times when directors, officers or certain employees cannot or should not invest in Andromeda securities.

2. Definitions

For the purposes of this policy:

- (a) "**Blackout Period**" has the meaning given in section 4.1 of this policy;
- (b) "**Board**" means the board of directors of the Company from time to time;
- (c) "**Company Secretary**" means the secretary of the Company from time to time;
- (d) "**Directors**" means each director of Andromeda;
- (e) "**Senior Management**" means the Managing Director/Chief Executive Officer, the Chief Financial Officer, Operations Director and Company Secretary of Andromeda, Key Management Personnel and persons as the Board decides from time to time;
- (f) "**Inside Information**" has the meaning given in section 3.2 of this policy;
- (g) "**Key Management Personnel**" has the meaning given in the Corporations Act;
- (a) "**Material Contractors**" means those contractors that are involved in the significant operations of the business which includes exploration activities, development activities and operation of mining projects.
- (b) "**Andromeda Person**" means:
 - (i) all Directors, Employees and material contractors, any other person designated an Andromeda Person by the Board in writing; and
 - (ii) also includes:
 - (A) a company or trust controlled by any of the persons referred to in sub-paragraph (i) above; and
 - (B) for the purposes of section 4 only, a spouse (including a de facto spouse), child (including a step-child or adopted child), a close relative, a person financially dependent on or acting in concert with any of the persons referred to in sub-paragraph (i) above.

3. Insider Trading

3.1 General Prohibition on insider trading

No Andromeda Person may, while in possession of Inside Information concerning Andromeda, in breach of the Corporations Act:

- (a) buy or sell any Andromeda securities at any time;
- (b) procure another person to deal in Andromeda securities in any way; or
- (c) pass on any Inside Information to another person for that person's own personal gain by dealing in Andromeda securities in any way.

All Andromeda Persons are prohibited from dealing in the securities of outside companies about which they acquire Inside Information through their position with Andromeda.

The requirements imposed by this policy are in addition to any legal prohibitions on insider trading. Trading in Andromeda securities is prohibited at any time by a director or an Andromeda Person if that person possesses Inside Information.

3.2 Inside Information

An Andromeda Person is responsible for assessing whether they possess "**Inside Information**". This occurs where:

- (a) the person possesses information that is not generally available to the public and, if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of Andromeda's securities (or a decision whether or not to trade in them); and
- (b) the person knows, or ought reasonably to know, that the information is not generally available and, if it were generally available, a reasonable person would expect it to have a material effect on the price or value of Andromeda's securities.

A reasonable person would be taken to expect information to have a material effect on the price or value of securities if the information would, or would be likely to, influence a person who commonly invests in securities to either deal or not deal in securities in any way. Inside Information in relation to the securities of outside companies has the same meaning for the purposes of this policy, except that references to "Andromeda's securities" should be read as references to the securities of the outside company.

4 Restrictions on trading in Blackout Periods

4.1 Blackout Periods

Andromeda Persons, subject to sections **4.3** and **6**, may not buy or sell Andromeda securities during a Blackout Period.

"**Blackout Periods**" are times when Andromeda Persons must not deal in the Company's securities.

The following are mandated Blackout Periods:

- (a) two weeks before and 24 hours after the release to the ASX of the Company's quarterly reports;
- (b) one month before and 24 hours after the release to the ASX of the Company's half yearly results;
- (c) one month before and 24 hours after the release to the ASX of the Company's full year results;
- (d) any other period that the Board specifies from time to time.

During Blackout Periods Andromeda Persons must not deal in any of the Company's financial products or securities, or in any securities related to them.

4.2 Notifications

Andromeda Persons must:

- (a) prior to dealing in Andromeda securities outside a Blackout Period or where paragraph 5 requires the person to obtain a consent under paragraph 4.2, notify (using the form at **Annexure A**) the relevant person in paragraph 4.2 (c) (the **Authorising Officer**) of their proposed dealing and obtain consent from the Authorising Officer; and
- (b) confirm that they are not in possession of any Inside Information; and
- (c) after dealing with the Andromeda securities, provide the Authorising Officer with a transaction confirmation.

For the avoidance of doubt, the Andromeda Person seeking authorisation cannot be their own Authorising Officer.

Authorising Officer matrix below:

Andromeda Person seeking authorisation	Authorising Officer
Chair of the Board	The Chair of the Audit and Risk Committee
Other directors, Company Secretary and any other Key Management Personnel	The Chair of the Board or, in his/her absence, the chair of the Audit and Risk Committee.
Any other Andromeda Person	The Company Secretary or, in his/her absence, the Chief Executive Officer/Managing Director.

4.3 Exceptional Circumstances

In exceptional circumstances the Authorising Officer, has discretion to approve dealings in Andromeda securities during a Blackout Period, or other dealings that would otherwise be prohibited by this policy. Any approval given under this section, must be provided by electronic delivery via email. The notification requirements still apply.

What constitutes "exceptional circumstances" will be assessed on a case-by-case basis within the absolute discretion of the Board, and may include, without limitation, severe financial hardship or a requirement to comply with a court order or court enforceable undertaking.

4.4 Company Secretary to maintain records

The Company Secretary will maintain a copy of:

- (a) all requests for an approval to deal in Andromeda's securities submitted by a Andromeda Person;
- (b) all approvals granted by Authorised Officers; and
- (c) details of all dealings in Andromeda's securities made by an Andromeda Person.

5 Other Restrictions

5.1 No speculative trading

Under no circumstances should Andromeda Persons engage in short-term or speculative trading in Andromeda securities. This prohibition includes short term direct dealing in Andromeda securities as well as transactions in the derivative markets, involving exchange traded options, share warrants, contracts for difference, and other similar instruments, which are short term or speculative.

5.2 No protection arrangements

The entering into of all types of "protection arrangements" for any Andromeda securities (or Andromeda products in the derivatives markets):

- (a) is prohibited at any time in respect of any Andromeda securities which are unvested or subject to a holding lock; and
- (b) otherwise, requires consent under paragraph 4.2.

For the avoidance of doubt and without limiting the generality of this policy, entering into protection arrangements includes entering into transactions which:

- (a) Amount to "short selling" of securities beyond the Andromeda Person's holding of securities;
- (b) Operate to limit the economic risk of any Andromeda Person's security holding (e.g. hedging arrangements) including Andromeda's securities held beneficially (for example, in trust or under any Andromeda incentive plan) on that Andromeda Person's behalf; or
- (c) Otherwise enable an Andromeda Person to profit from a decrease in the market price of securities.

5.3 No granting of security over Andromeda securities or entering into margin lending arrangements

- (a) Andromeda Persons may not at any time, directly or indirectly, grant any form of security (whether by way of charge, mortgage, pledge or otherwise) over any Andromeda securities which are unvested or subject to a holding lock, to secure any obligation of that Andromeda Person or any third party or enter into any margin lending arrangement involving Andromeda securities.
- (b) Unless paragraph (a) applies, Andromeda Persons may, directly or indirectly, grant any form of security (whether by way of charge, mortgage, pledge or otherwise) over any Andromeda securities, to secure any obligation of that Andromeda Person or any third party or enter into any margin lending arrangement involving Andromeda securities, with consent under paragraph 4.2.

6 Exemptions

Andromeda Persons may at any time:

- (a) trade Andromeda securities where the trading does not result in a change of beneficial interest in the securities;
- (b) acquire securities under any director or employee security plan or through the exercise of options or performance rights under an option or performance rights plan or acquire, or agree to acquire, options or performance rights under an option or performance rights plan. However, any dealing in those securities remains subject to this policy and the provisions of the Corporations Act;
- (c) transfer Andromeda securities already held into a self-managed superannuation fund or other saving scheme in which the restricted person is a beneficiary;

- (d) acquire Andromeda's ordinary shares by conversion of securities giving a right of conversion to Andromeda's ordinary shares;
- (e) acquire Andromeda's securities under a bonus issue made to all holders of securities of the same class;
- (f) undertake to accept, or accept, a takeover offer;
- (g) invest in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of Andromeda) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (h) a disposal of Andromeda securities that is the result of a secured lender exercising their rights under a loan or security agreement;
- (i) where a restricted person is a trustee, trade in the securities managed by that trust provided the restricted person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person;
- (j) trade 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 reinvestment plan or an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes deciding whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue.

If an Andromeda Person undertakes any of the actions described in paragraph 6, that Andromeda Person must advise the relevant Authorising Officer (as set out in clause 4.2).

7 ASX Notifications

Andromeda must notify ASX within 5 business days after any change to a director's relevant interest in Andromeda securities or a related body corporate of Andromeda, including whether the change occurred inside a Blackout Period and, if so, whether prior written clearance was provided.

To enable Andromeda to comply with the obligation set out in the above paragraph, a director must immediately (and no later than 3 business days after any relevant event) notify the Company Secretary in writing of the requisite information for the Company Secretary to make the necessary notifications to the Australian Securities and Investments Commission and ASX as required under the Corporations Act and ASX Listing Rules.

If Andromeda makes a material change to this trading policy, the amended trading policy will be provided to the ASX for release to the market within 5 business days of the material changes taking effect.

8 Breach

Strict compliance with this policy is mandatory for all Andromeda Persons covered by this policy.

Breaching this policy could cause Andromeda significant reputational damage and undermine the integrity of the market for Andromeda's securities.

Insider trading is a serious criminal offence and can result in:

- (a) Criminal penalties, including large fines and/or imprisonment.
- (b) Civil penalties, including monetary fines and disqualification from managing a company; and

- (c) Liability for the amount of any financial loss suffered as a consequence of the offence.

A breach of the insider trading laws will be treated by Andromeda as serious misconduct and will result in disciplinary action, possibly including termination of contract or employment.

It is the personal responsibility of each individual to comply with this policy.

9 General

This policy will be made available on the Andromeda website.

If you require any further information or assistance or are uncertain about the application of the law or this trading policy in any situation, please contact the Company Secretary.

10 Reviews and changes to this policy

The Board will review this policy annually or as often as it considers necessary to check it is operating effectively and consider whether changes are required.

The Board may change this policy from time to time by resolution.

This policy has been approved by the Andromeda Metals Limited Board of Directors.

Date:

25 October 2022

Record of reviews and relevant changes or amendments and/or reasons below:

Date	Version	Changes Made/Reasons for Changes	Changed By
20.01.2022	1.0	Approval and Adoption	The Board
25.10.2022	1.1	Amendment	The Board

Annexure A

Application for written acknowledgement prior to dealing in the securities of Andromeda Metals Ltd, its subsidiaries and related companies.

Name: _____

Securities as indicated below:

Company name: _____

Class of securities: _____

(eg ordinary shares)

Registered in the name of: _____

(See Note 1)

Nature of interest: _____

(See Note 2)

Nature of Trade: _____

(See Note 3)

Exceptional Circumstances: _____

(See Note 4)

As far as I am aware, I am not in possession of any inside information in relation to Andromeda, or its subsidiaries, or related companies. If this should change before the trade is completed, I undertake not to proceed with the trade.

Please provide acknowledgement by counter-signing and returning a duplicate of this form.

Signed:..... Date:.....

Permission given on the basis that the trade is completed by no later than close of business on:.....

Signed:..... Date:.....

Permission to trade must be given by an Authorising Officer in accordance with section 4.2 of the policy.

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|-------------------------------|---|
| (1) REGISTERED IN THE NAME OF | Give full name and if not yourself state the connection to yourself |
| (2) NATURE OF INTEREST | Specify precisely (ie personally, joint holding or as trustee) |
| (3) NATURE OF TRADE | Specify precisely (eg sale of shares) |
| (4) EXCEPTIONAL CIRCUMSTANCES | Specify the exceptional circumstances (if relevant) and include sufficient evidence that the requested trade is the most reasonable course of action available in the circumstances. Insert N/A if not requesting permission to trade during a "blackout" period. |