

15 February 2021

Company Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY, NSW, 2000

Update to Securities Trading Policy

In accordance with ASX Listing Rule 12.10, please find attached is a copy of EQ Resources Limited's revised Securities Trading Policy.

Released on authority of the Board by:
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EQ Resources Limited

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About the Company

EQ Resources Limited is an ASX-listed company transforming its world-class tungsten assets at Mt Carbine in North Queensland; leveraging advanced technology, historical stockpiles and unexploited resource with the aim of being the pre-eminent tungsten producer in Australia. The Company also holds gold exploration licences in New South Wales. The Company aims to create shareholder value through the exploration and development of its current portfolio whilst continuing to evaluate corporate and exploration opportunities within the new economy and critical minerals sector.

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*resourcing the new economy
for a better tomorrow*

SECURITIES TRADING POLICY V2.0

EQ RESOURCES LIMITED
ABN 77 115 0009 106

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SECURITIES TRADING POLICY

1. BACKGROUND

- 1.1 This securities trading policy (*Policy*) sets out the policy of EQ Resources Limited (the *Company*) regarding dealing in Company securities and is consistent with the Company's commitment to conduct all of its business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations.
- 1.2 The board of directors of the Company (*Board*), management and employees are aligned with the key values of the Company which includes:

Lead with Integrity

Have the courage to do the right thing. | Be accountable.

- 1.3 In this Policy:
- (a) securities include shares as well as options, warrants, debentures and any other security on issue from time to time; and
 - (b) capitalised terms have the meaning set out in the Glossary of Terms in clause 16.

2. SCOPE

- 2.1 This Policy applies to all executive and non-executive directors, officers and employees of the Company (including those defined as Key Management Personnel per AASB 124 Related Party Disclosures) and their associates (collectively, *Restricted Persons*) of the Company, and its subsidiaries and connected entities, if any (collectively, *Group*).
- 2.2 The term "trading" is used for convenience to refer to any form of dealing including but not only buying, selling, acquiring, disposing of, transferring, or granting or receiving interests in securities, granting or receiving interests in securities may include but is not limited to directly or indirectly granting, allowing the grant of or becoming entitled to a security interest in or over securities. Lending securities is a form of dealing in securities (note, particular additional restrictions apply to lending securities).

3. POLICY

- 3.1 The Company has adopted this Policy to regulate dealings by Restricted Persons in Securities.
- 3.2 All Restricted Persons must comply always with the provisions of the Corporation Act and Australian Securities Exchange (ASX) Listing Rules concerning securities dealings including:
- (a) insider trading provisions;
 - (b) market manipulation provisions; and
 - (c) notification requirements.
- 3.3 It is each Restricted Person's own responsibility to ensure that they are fully aware of their legal obligations with respect of securities dealings.
- 3.4 All trading in securities by Restricted Persons must be in accordance with this Policy. Despite anything else in this Policy, Restricted Persons should not deal in the Company's securities when they possess *Inside Information* relating to the Company that is not generally available to the market.

4. INSIDER TRADING

- 4.1 Restricted Persons who possess *Inside Information* are prohibited in all circumstances from:
- (a) trading in securities in the Company;
 - (b) procuring others to trade in securities in the Company; and
 - (c) directly or indirectly communicating *Inside Information* to another person who the Restricted Person believes is likely to trade in the securities in the Company in any way or procure a third person to trade in the securities in the Company.
- 4.2 Insider trading is strictly prohibited by law, and it is incumbent upon all Restricted Persons to uphold that prohibition. Insider trading, or the perception of insider trading, by any Restricted Person will not be tolerated.
- 4.3 Insider trading is a crime and can result in imprisonment, fines, orders to pay compensation and other penalties against the Company and Restricted Persons.

5. PRICE SENSITIVE INSIDE INFORMATION

- 5.1 Inside information is information which is not generally available to the public and which a reasonable person would expect to have a material effect on the price or value of securities of the Company (*Inside Information*). The person who holds the information knows, or ought reasonably to know, the information is not generally available and, if it were, might materially affect the price or value of the Company's securities.
- 5.2 Examples of Inside Information include, but are not limited to:
- (a) a material variance in the financial performance of the Company;
 - (b) the signing or termination of a joint venture;
 - (c) a proposed or actual takeover;
 - (d) an unexpected liability or legal claim against the Company;
 - (e) proposed share issue; or
 - (f) changes in management.
- 5.3 Information is considered generally available if:
- (a) it can be easily observed;
 - (b) it has been released to the ASX, published in an Annual Report or prospectus or is generally available to the investing public and a reasonable time has elapsed since the information was communicated; or
 - (c) it may be deduced, inferred or concluded from the above.
- 5.4 Information would be likely to have a material effect on the price or value of Company securities if the information might influence persons who commonly acquire securities in deciding whether to acquire or dispose of Company's securities.

6. TRADING WINDOWS

- 6.1 The risk of actual or perceived insider trading in an entity’s securities is generally lower during periods immediately following the release of up-to-date financial information. The Board has determined that, subject to this Policy, Restricted Persons may only deal in Company securities during the following periods (each a *Trading Window*):
- (a) **FROM** the beginning of trading on the first trading day after the **half year financial results** are released **TO** the end of trading on 31 March¹ (or if that’s not a trading day, the trading day immediately before 31 March);
 - (b) **FROM** the beginning of trading on the first trading day after the **March quarterly statements** are released **TO** the end of trading on 22 June² (or if that’s not a trading day, the trading day immediately before 22 June);
 - (c) **FROM** the beginning of trading on the first trading day after the **full-year financial results** are released **TO** the end of trading on 30 September³ (or if that’s not a trading day, the trading day immediately before 30 September);
 - (d) **FROM** the beginning of trading on the first trading day after the **September quarterly statements** are released **TO** the end of trading on 23 December⁴ (or if that’s not a trading day, the trading day immediately before 23 December); or
 - (e) the offer period for an offer of securities made pursuant to a prospectus, product disclosure statement or cleansing notice.
- 6.2 Notwithstanding clause 6.1, the Board may impose a restriction on trading during any period, including one that would otherwise fall within a permitted Trading Window.
- 6.3 The Company Secretary will notify Restricted Persons of the precise opening and closing dates of Trading Windows, and any period determined by the Board to be a Closed Period as provided for in clause 6.2.
- 6.4 Subject to this clause 6 and for illustration purpose only⁵, the Trading Windows for the Company may be expected to occur as displayed in green below:

Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec

7. EXCLUDED TRADING

- 7.1 Trading that is not covered by the restrictions in this Policy, includes:
- (a) transfer of securities in a superannuation fund or other saving scheme in which the Restricted Person is a beneficiary, but the Restricted Person has no control or influence over the investment decisions made by the superannuation fund or saving scheme;
 - (b) an investment in, or trading units of, a fund or other scheme (other than a scheme only investing in Company securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
 - (c) where a Restricted Person is a trustee, trading in securities by that trust provided the Restricted Person 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 Restricted Person;

¹ The period from quarter-end at which statements are compiled until its release to be a Closed Period: Section 4.3, ASX GN27.

² One (1) week prior to the end of the financial year to be a Closed Period: Section 4.3, ASX GN27.

³ The period from quarter-end at which statements are compiled until its release to be a Closed Period: Section 4.3, ASX GN27.

⁴ One (1) week prior to the end of the financial half-year to be a Closed Period: Section 4.3, ASX GN27.

⁵ For simplification, assuming 4 weeks in each month.

- (d) undertakings to accept, or the acceptance of, a takeover offer;
- (e) 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, the Restricted Person must only elect to participate in the DRP when they are not in possession of *Inside Information* and may not change that election until they are again not in possession of *Inside Information*;
- (f) a disposal of securities of the Company that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement;
- (g) 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 Restricted Person could not reasonably have exercised the options at a time prior to the Closed Period; and
- (h) 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 Restricted Person did not enter the plan or amend the plan during a Closed Period;
 - (ii) the trading plan does not permit the Restricted Person to exercise any influence or discretion over how, when, or whether to trade; and
 - (iii) this Policy does not allow the Restricted Person 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.

8. TRADING OUTSIDE A TRADING WINDOW - EXCEPTIONAL CIRCUMSTANCES

- 8.1 A Restricted Person, who is not in possession of Inside Information affecting securities, may be given prior written approval to sell or otherwise dispose of securities outside a Trading Window where there are exceptional circumstances.
- 8.2 Whether severe financial hardship or other exceptional circumstances exist is to be determined by the Managing Director/CEO or, if in the case of the Managing Director/CEO, by the Board in its sole and absolute discretion. Exceptional circumstances may include:
 - (a) severe financial hardship which means a Restricted Person has a pressing financial commitment that cannot be satisfied otherwise than by selling the securities. By example, the tax liability of a Restricted Person would not normally constitute severe financial hardship unless the Restricted Person has no other means of satisfying the liability;
 - (b) if the Restricted 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 Restricted Person to do so; or
 - (c) a situation determined by the Chair or, in the case of the Chair, the remaining directors on the Board, to be an exceptional circumstance.

9. PROCEDURE FOR OBTAINING WRITTEN APPROVAL

When requesting prior written approval to sell or otherwise dispose of securities outside a Trading Window, a Restricted Person must submit an application in writing (which can be by email) to the Chair, generally through the Company Secretary (in the case of the Chair an application in writing (which can be by email) to the remaining directors on the Board, and in the case of other director of the Company, to the Chair) including the reasons for requesting approval and confirming the Restricted Person is not in possession of *Inside Information*. Approval, if granted, must be in writing (which can be by email) and must specify a time for which the approval applies.

10. APPLICATION OF RESTRICTIONS TO FAMILY MEMBERS AND OTHERS

- 10.1 Several of the restrictions provided for in the Corporations Act, ASX Listing Rules and the Company's corporate governance policies prohibit the communication of *Inside Information* to other people or arranging for another person to trade in securities.
- 10.2 Where a person related to or closely connected with a Restricted Person undertakes trading in securities, which are restricted by this Policy, there is often a presumption that such person has been privy to information held by the Restricted Person. If that presumption is correct, both the Restricted Person and the other person may have engaged in insider trading. Even if that presumption is incorrect, such trading may create a perception of insider trading.
- 10.3 Accordingly, to the extent it is in Restricted Persons' power to do so, Restricted Persons should ensure that any securities trading which is prohibited by this Policy is not undertaken by their:
- (a) spouse or partner;
 - (b) immediate family members such as a parent, child, sibling, in-laws or other relative living in the Restricted Persons home or to whom material support is contributed;
 - (c) a company or trust over which the Restricted Person has influence or control (regardless of who is the beneficiary);
 - (d) a trust of which the Restricted Person is a beneficiary (other than a trust over which the Restricted Person exercises no control, i.e. a third person or entity exercises exclusive discretionary authority); and
 - (e) any other person over whom Restricted Person has investment control or influence.

11. NOTIFIABLE INTERESTS

Executive and non-executive directors of the Company must provide to the Company Secretary all information regarding trading in the Company securities within 2 (two) days of a trade in the Company's securities to ensure compliance with all requirements of the Corporations Act and the Listing Rules.

12. ANTI-HEDGING POLICY

Restricted Persons are not permitted to enter transactions with securities (or any derivative thereof) in associated products which limit the economic risk of any unvested entitlements under any equity-based remuneration schemes offered by the Company.

13. REVIEW OF THIS POLICY

This Policy will be reviewed when legislation relating to insider trading changes and otherwise at least every two years by the Company's Directors, having regard to the changing circumstances of the Company and any changes to this Policy will be notified to affected persons in writing. Material changes in the Policy will be notified to the ASX in accordance with the Listing Rules.

14. BREACHES OF THIS POLICY

- 14.1 Strict compliance with this Policy is mandatory for Restricted Persons. Breaches of this Policy may damage the Company's reputation and undermine confidence in the market for Company securities.
- 14.2 Any Restricted Person who becomes aware of a violation of this Policy must immediately report the violation to the Company Secretary.
- 14.3 It should be noted the Company may be obliged to notify regulatory and/or criminal authorities of a serious breach of this Policy.

15. FURTHER INFORMATION

If you have any questions or need further information on how to comply with this policy, please contact the Company Secretary.

16. GLOSSARY OF TERMS

Board	Board of directors of the Company
Closed Period	is a period that is not a Trading Window.
Company	EQ Resources Limited
Group	Company, and its subsidiaries and connected entities, if any
Inside Information	price sensitive information relating to the Company that is not generally available to the public, which a reasonable person would expect to have a material effect on the price or value of Company securities.
Policy	this securities trading policy document
Restricted Person	includes all executive and non-executive directors, officers and employees of the Company or any entity in the Group, including their associates.
Trading Window	has the meaning set out in clause 6.1.

DOCUMENT INFORMATION

Policy Status:	Adoption	26 January 2019
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Endorsement Body:	N/A	
Approval Body:	EQ Resources Board	
Maintained by:	Company Secretary	

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