

## CODE OF CONDUCT

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### Policy Purpose and Scope

Andromeda Metals (Andromeda) is committed to establishing an organisational culture that encompasses ethical and professional behaviour based on decision-making with respect and integrity for action and results. This Code of Conduct shall underpin all of Andromeda's business relationships and physical endeavours and establishes Andromeda's responsibilities to shareholders, employees, customers, suppliers, consumers and the broader community. This Code of Conduct applies to all employees, directors, officers and contractors (employees and contractors) and provides clear guidelines as to Andromeda's expectations of their behaviour generally and with regard to a number of specific issues identified.

## 1. Standards

### 1.1 Compliance with the Law

Employees and contractors are expected to comply with the laws and regulations of the country in which they operate. Employees and contractors are also encouraged to keep up to date with relevant legal and industry developments that may impact on their work activities.

Employees and contractors are also expected to be familiar with and understand Andromeda's policies, standards and procedures relevant to their area of work. Employees and contractors will be provided with access to all policies, standards and procedures through their Manager.

If employees and contractors have any concerns about a particular law, regulation, policy, standard or procedure they should ensure their own safety and contact their Manager for assistance.

Protection of Andromeda's Interests- Employees and contractors shall at all times conduct themselves with honesty and integrity. They must avoid actions that compromise Andromeda's legitimate interests or objectives.

### 1.2 Conflict of Interest

Employees and contractors must conduct all business transactions solely in the best interests of Andromeda's. As Andromeda recognises that actual or potential conflicts of interest may arise from time to time, employees and contractors must advise their Manager of any private interest in an organisation, business or otherwise which may result in a conflict of interest.

### 1.3 Use of Knowledge and Information

Employees and contractors shall not improperly use knowledge, information, documents or other Company resources. Employees and contractors must respect, protect and maintain the confidentiality of information about Andromeda, its customers and fellow employees. The security and proper use of customer and Company information is mandatory.

No employee or contractor shall use confidential information or information about Andromeda that is not publicly available (inside information) for their own private gain, or

that of others. Shares in Andromeda or any other organisation to which the information refers cannot be bought or sold by anyone who holds confidential or inside information which could affect the Andromeda's share price if that information was made public.

Employees and contractors must comply with Andromeda's Market and Dividend Policy (including the standards and procedures as they relate to continuous disclosure and securities trading (all available on the intranet)).

The obligation not to disclose or misuse confidential or inside information and to respect the privacy of information will continue after employment has ceased.

#### **1.4 Respect of Andromedas Property**

Employees and contractors have a responsibility to protect any Andromeda assets under their control. Employees and contractors shall not steal, misappropriate or misuse Andromedas' assets which include but not limited to cash, securities, intellectual property, confidential information or property, nor assist others to do so.

#### **1.5 Professional Behaviour and Fair Dealing**

All employees and contractors are required to maintain the highest levels of professional conduct in their interactions with each other and in representing Andromeda to all stakeholders including the community in which they operate, customers, suppliers, consultants and contractors.

Business relationships must be maintained in a manner, which is consistent with the principles of respect for others, integrity and fairness and which meet, as a minimum, the laws applicable to behaviour in the work environment. All forms of discrimination and harassment are prohibited.

Andromeda is committed to equal opportunity, personal rights and freedom, in all aspects of its operations. All employees and contractors must be mindful of the social ramifications of their actions. Employees and contractors must make themselves aware of the local culture and behave accordingly.

#### **1.6 Health and Safety**

Andromeda is committed to providing a safe and healthy work environment for all employees and contractors and visitors to our sites. While at work, employees and contractors must take reasonable care for their own health and safety, take reasonable care that their acts or omissions do not adversely affect the health and safety of other people. Employees and contractors must comply with any reasonable instruction that is given by the Andromedas management team to ensure that Andromedas' employees and contractors comply with the Company's Health and Safety Policy and associated standards and procedures as well as with applicable health and safety legislation or regulations.

#### **1.7 Community and Environment**

Andromeda is committed to achieving a high standard of care for the natural environments and communities in which we come into contact with. As a minimum all Andromedas' employees and contractors must comply with Andromedas' Environment and Community Policy and associated standards and procedures as well as with applicable environmental legislation and standards.

## 1.8 Indigenous Peoples and Heritage

Andromeda acknowledges that indigenous people were the first Australians. Andromeda is committed to engaging with indigenous peoples with respect to their culture and spiritual traditions, understanding the important position of Aboriginal people in Australian society.

## 2. Compliance with Code of Conduct

It is the responsibility of each Andromeda employee and contractor to understand and comply with this Code of Conduct. It is an accountability of all Managers to make all employees and contractors aware of this Code of Conduct and all other Policies, standards and procedures adopted by Andromeda.

## 3. Reporting Non-Compliance

Employees and contractors who become aware of a breach or suspected breach of this Code of Conduct should report the matter. Employees and contractors can make reports to their immediate supervisor, the Managing Director or any Executive Officer.

Andromeda is committed to ensuring that its employees can raise concerns regarding illegal conduct or malpractice in good faith without being subjected to victimisation, harassment or discriminatory treatment, and to have such concerns properly investigated.

## 4. Review

The Company Secretary is responsible for reviewing this Code of Conduct on an annual basis and recommending changes to the Board as considered appropriate. Andromeda also retains the sole discretion to interpret or modify this policy at any time. All employees and contractors will be notified of any changes made to the Code of Conduct.

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<b>Implemented Date</b>	7/04/2021
<b>Created By</b>	Nick Harding
<b>Authorised and Approved By</b>	Board of Directors -December 2020

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

Date	Version	Changes Made/Reasons for Changes	Changed By