



Globe
Metals & Mining

Code of Conduct

June 2022

1. INTRODUCTION

- (a) This Code outlines how Globe expects Globe Personnel to behave and conduct business.
- (b) Globe is committed to the highest level of integrity and ethical standards in all business practices. Globe Personnel must conduct themselves with integrity and objectivity, striving at all times to enhance the reputation and performance of Globe in a manner consistent with current community and corporate standards, and in compliance with all legislation.
- (c) The objective of this Code is to:
 - (i) provide a benchmark for professional behaviour throughout Globe;
 - (ii) support Globe's business reputation and corporate image in the community; and
 - (iii) make Globe Personnel aware of the consequences if they breach this Code.
- (d) This Code complements Globe's corporate policies and procedures which apply to all Globe Personnel and operations. If there is any inconsistency between this Code and another Globe policy, then the policy overrides this Code to the extent of the inconsistency.
- (e) This Code applies to all Globe Personnel.

2. DEFINITIONS

In this Code, unless the context otherwise requires:

ASX means the Australian Securities Exchange.

Board means the board of Directors as constituted from time to time.

CEO means the chief executive officer of Globe from time to time.

Chairperson means the chairperson of the Board from time to time.

Code means this Code of Conduct.

Company Secretary means the company secretary of Globe from time to time.

Corporations Act means the *Corporations Act 2001 (Cth)*.

Directors means the directors of Globe from time to time and **Director** means any one of them.

Employees means the employees of Globe from time to time and **Employee** means any one of them.

Globe means Globe Metals & Mining Limited (ABN 33 114 400 609).

Globe Personnel means Globe's directors, executives, employees, and contractors.

Group means Globe and its controlled entities.

Listing Rules means the listing rules of ASX.

3. STATEMENTS OF COMMITMENT

3.1 Commitment by Directors

- (a) Directors are expected to exercise skills commensurate with their level of knowledge and experience to maximise shareholder value and decisions are taken based on the expectations of shareholders, together with regulatory and ethical obligations.
- (b) Each Director must endeavour to ensure that Globe is properly managed so as to protect and enhance the shareholders' interests. To meet this obligation, Directors must act honestly and should:
 - (i) at all times exercise due care in the exercise of their duties;
 - (ii) be diligent, attend Board meetings and make themselves knowledgeable about the business of Globe and the physical and social environment in which it operates;
 - (iii) not use their position or information for personal gain;
 - (iv) ensure that shareholders and the market are informed of all material matters that require disclosure, in accordance with the Listing Rules;
 - (v) avoid or fully disclose conflicts of interest; and
 - (vi) be impartial in their judgements and actions.
- (c) Directors should ensure they can give sufficient time and attention to detail so as to properly fulfill their duties.
- (d) Directors will conduct themselves in a way that is respectful, encourages open and honest dialogue and not harass, bully, demean or disparage fellow Directors and/or Globe Personnel.
- (e) Directors will not themselves in a way that brings or may bring themselves or Globe into disrepute.
- (f) At all times, Directors must act in the best interests of Globe. Where the interests of a Director or a Director's family or associates conflict with those of Globe, the Director must immediately disclose such conflict and either:

- (i) eliminate the conflict; or
 - (ii) abstain from participation in any discussion or decision-making process in relation to the subject matter of the conflict; or
 - (iii) in exceptional circumstances, consider resignation.
- (g) Executive Directors must always be alert to the potential for conflict of interest between management interests and their fiduciary duty as directors.
- (h) Directors should refrain from voting their shares at any general meeting on any matter in the outcome of which they or their associates have a special beneficial interest.
- (i) Directors must comply with the provisions of the Corporations Act relating to disclosure of directors' benefits and related party transactions.
- (j) To enable all Directors, but particularly Non-Executive Directors, to be fully effective, they must have full access to all relevant information. In the case of matters to be considered by the Board, Directors must insist that full details are made available to them in sufficient time to allow proper consideration. In becoming informed of Globe's affairs, Directors must have regard for the integrity of management's functions and responsibilities. In particular, no Director, acting individually, shall:
 - (i) require any action by an officer of Globe in connection with the business of the Group, except as authorised by the Board or as requested by the CEO; or
 - (ii) require or request any information concerning Globe from any officer, except where such information is necessary or appropriate for the discharge by that Director of his or her duties as a member of the Board or in exercise of any power or authority delegated to him or her by the Board. Where any Director requires information regarding the Group, unless it would be impractical or inappropriate to do so, it is expected that the Director will inform the Chairperson, another Director, or the CEO of the request.
- (k) Directors must ensure that when expert advice is sought it comes from suitably qualified sources. Auditors and other experts must not be subjected to pressure to produce results deemed appropriate by management or the Board.
- (l) Directors must ensure that strict confidentiality is maintained in relation to all Globe matters.
- (m) Directors are required to ensure that information in their possession that would affect the price of Globe's securities is transmitted only to those with a need to know for the proper discharge of their duties on behalf of Globe. Such information includes, but is not limited to, financial results, profit forecasts, proposed share issues, borrowings, impending takeovers, acquisitions, mergers, reconstructions, and litigation.

- (n) Directors are to ensure that the accounts of the Group are drawn up in accordance with the Corporations Act and approved accounting standards.
- (o) Directors should make reasonable endeavours to ensure that Globe gives proper consideration to:
 - (i) the impact on the environment of Globe's activities and proposed activities and that the Group observes its obligations in respect of environmental practices; and
 - (ii) matters affecting the health, safety, and general wellbeing of all Globe Personnel.

3.2 Commitment to Employees

- (a) Employees are the most important resource of the Group. The collective skills, energy and commitment of the Employees is the key driver of the Group's business activities.
- (b) The Group is committed to providing a workplace that respects the rights of all Employees.
- (c) The Group will endeavour to maintain a workplace that is healthy and safe, fair, and honest and free of harassment, hostility, and offensive behaviour.
- (d) The Group will endeavour to keep Employees informed on the Group's activities.
- (e) The views of Employees will be respected, and participation will be encouraged at all times.

3.3 Commitment to Shareholders

- (a) Globe seeks to ensure that the Group is properly managed so as to protect and enhance shareholders' interests and to keep its shareholders and prospective investors fully informed by communicating financial results and activities on a regular basis.
- (b) The Group will protect its property and assets and safeguard them from loss, theft, and unauthorised use.
- (c) The Group will maintain records which are accurate in their representation of business events and the records will be used appropriately and stored securely.
- (d) The Group will restrict the use of information intended to benefit Employees, or anyone who interacts with Employees, either financially or otherwise.

3.4 Commitment to Governments

- (a) The Group will endeavour to comply with all applicable laws and regulations in any country in which it conducts its business.

- (b) The Group will respect and comply with all regulations and expectations of statutory and regulatory bodies including, but limited to, the Australian Taxation Office, state and territory taxation authorities, ASX, the Australian Securities & Investments Commission, and the ACCC.

3.5 Commitment to Communities

- (a) The Group will endeavour to minimise the impact of its operations on surrounding communities.
- (b) The Group will encourage Globe Personnel to support industry and community safety, health and environment initiatives that pertain to its business.
- (c) The Group will respect the environment and comply with the relevant environmental laws in the countries in which it operates.

4. THE CODE

4.1 Compliance with and Respect for the Law

- (a) Globe and all Globe Personnel must respect the law and act accordingly by observing and respecting the relevant laws, customs, and business methods in the environment in which Globe operates.
- (b) If Globe Personnel have concerns or queries about specific legal issues connected with the Group then they should, where appropriate, discuss those issues with the Company Secretary in the first instance. Where necessary, legal advice should be sought before any decision is made in relation to the issue.

4.2 Fair Dealing

- (a) Globe aims to maintain the highest standard of ethical behaviour in business dealings and to behave with integrity in all its dealings with Employees, shareholders, government, suppliers, and the community.
- (b) Globe Personnel are expected to perform their duties in a professional manner and act with utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Group. This should involve as a minimum:
 - (i) acting within applicable laws, particularly those that deal with matters covered by this Code, including equal opportunity and anti-discrimination laws;
 - (ii) acting with courtesy;
 - (iii) acting with fairness and respect;
 - (iv) encouraging cooperation;

- (v) fostering an environment where rational debate is encouraged, with a view to achieving shared goals;
- (vi) avoiding behaviour that might reasonably be perceived as bullying or intimidation; and
- (vii) understanding and responding to the needs of the Group's broader stakeholders including the community at large.

4.3 Equal Opportunity and Anti-Discrimination

- (a) Globe will not permit discrimination, intimidation, or harassment of or by Globe Personnel on the basis of race, gender, marital status, national origin, or religious beliefs or on basis of any other personal characteristics protected by law.
- (b) Discrimination is not permitted at any level of the Group or in any part of the employment relationship. This includes areas such as recruitment, promotion, training opportunities, salary, benefits, and termination.
- (c) Globe will treat all Employees according to their skills, qualifications, competencies, and potential.
- (d) Globe will promptly investigate all allegations of harassment, bullying, victimisation, or dissemination and will take appropriate corrective action. All harassment complaints will be treated seriously, sympathetically, quickly, and privately. Retaliation against individuals for raising claims of harassment or discrimination will not be tolerated.

4.4 Occupational Health and Safety

- (a) Globe is committed to maintaining a healthy and safe working environment for all Globe Personnel.
- (b) It is the responsibility of all Globe Personnel to act in accordance with applicable occupational health and safety legislation, regulations, and policies and to use security and safety equipment provided.
- (c) The Group will consider the impact of health and safety issues when making business decisions and must ensure that business decisions do not compromise the commitment to avoiding injury to people.

4.5 Disclosure of Globe Information

- (a) Globe has a formal Continuous Disclosure Policy to keep the market fully informed of information which may have a material effect on the price or value of its securities and to correct any material misstatement or misinformation in the market.

- (b) Globe requires all Globe Personnel to bring to the attention of the Company Secretary any information in their possession that may have a material effect on the price or value of Globe's securities and to maintain the confidentiality of that information.
- (c) Globe requires all Globe Personnel to protect confidential information and to not disclose such information other than pursuant to the Continuous Disclosure Policy.

4.6 Public and Media Comment

- (a) Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.
- (b) Globe Personnel should refrain from such opinions where they are likely to cause embarrassment or loss of reputation for themselves or Globe.
- (c) Globe Personnel must not make official comment on matters relating to Globe unless they are authorised to do so, required to in a court of law, or otherwise required under the law.

4.7 Securities Trading and Inside Information

- (a) Globe has a formal Securities Trading Policy that may place additional restrictions on certain personnel over and above the basic legal requirements discussed below.
- (b) Laws against insider trading make it illegal to deal in securities of a company while in possession of material information about the Group which has not become public.
- (c) If Globe Personnel come into possession of information concerning the Group that is not generally available and which a reasonable person would expect to have a material effect on the price of Globe's securities, it is unlawful for them to buy, sell or otherwise deal in Globe's securities. It is also unlawful in those circumstances to encourage someone else to deal in Globe's securities or to pass the information to someone who may use the information to buy or sell Globe's securities.
- (d) A person does not need to be an Employee to be guilty of insider trading. The prohibition extends to dealings by Employees through nominees, agents, or associates such as family members, family trusts, and family companies.
- (e) It does not matter how or where the person obtains the information. It does not have to be obtained from the Group to constitute inside information. There are very serious penalties, including imprisonment, for violation of these laws.

4.8 Conflict of Interest

- (a) All business transactions must be conducted solely in the best interests of Globe.
- (b) Globe Personnel must avoid situations where their personal interest could conflict with the interests of the Group.

- (c) A conflict of interest exists where loyalties are divided. A person can have a potential conflict of interest if, in the course of their employment or engagement with the Group, any decision they make could provide for an improper gain or benefit to themselves or an associate. A conflict of interest may be defined as an issue that may occur when personal interests and the interests of an associate or relative or a duty or obligation to some other person or entity conflict with a person's duty or responsibility to the Group.
- (d) Globe Personnel must notify the CEO or the Company Secretary if he or she suspects that there is a conflict of interest or a potential conflict of interest.

4.9 Corrupt Conduct

- (a) Corrupt conduct involves the dishonest or partial use of power or position which results in one person or group being advantaged over another. Corruption can take many forms including, but not limited to:
 - (i) official misconduct;
 - (ii) bribery and blackmail;
 - (iii) unauthorised use of confidential information;
 - (iv) fraud; and
 - (v) theft.
- (b) Corrupt conduct will not be tolerated within Globe. Disciplinary action up to and including dismissal will be taken in the event of any Globe Personnel participating in corrupt conduct. In addition, Globe will report any instances of corrupt conduct to appropriate governmental authorities, possibly resulting in criminal prosecution.

4.10 Gifts, Prizes and Entertainment

- (a) Giving and receiving gifts or hospitality are part of normal business practice. There can however be sensitivities associated with this giving or receiving such as when the size of the offering is beyond being acceptable.
- (b) Gifts, prizes, and entertainment must be free of any suggestions of bribery or secret commission and must not compromise the Group or its business associates.
- (c) Gifts, prizes, or entertainment should not be accepted or received if there is any possibility that they might:
 - (i) indicate any bias or prejudice towards a person or company;
 - (ii) compromise judgement; or
 - (iii) possibly represent a conflict of interest.

- (d) Globe Personnel are prohibited from soliciting benefits such as gifts, prizes, and hospitality.
- (e) The difference between appropriate and inappropriate gifts is not always easy to determine. The following questions may help in assessing the motivation of the giver and the receiver and whether offering or acceptance is appropriate:
 - (i) Does the gift transgress any law or regulation?
 - (ii) Why is the gift being offered or why am I offering it?
 - (iii) Could the recipient feel pressure to reciprocate or grant favours as a result of the gift?
 - (iv) Could acceptance/offering adversely affect the way the person performs?
- (f) Globe Personnel are to exercise reasonable judgement and discretion in accepting any gratuity or gift offered in connection with employment with the Group.

4.11 Improper Use or Theft of Property or Assets

- (a) Globe Personnel have a responsibility to protect Group property and assets that are under their control and must be safeguarded from loss, theft, and unauthorised use. Group property and assets include cash, securities, business plans, third-party information, intellectual property (computer programs, software, models, and other items) confidential information, office equipment and supplies.
- (b) Group property and assets may not be used for personal purposes without prior approval. Group property and documents should not be removed from official premises without a good and proper reason. If removed, they must be stored in a secure manner and the appropriate manager must be informed.
- (c) Globe Personnel leaving the Group must return all Group property in their possession.
- (d) Globe Personnel are encouraged to use common sense and observe standards of good taste regarding content and language when creating documents that may be retained by the Group or a third party.
- (e) Globe Personnel should not use the Group's electronic communications systems to access or post material that is pornographic, obscene, sexually related, and profane or which is otherwise offensive or violates the Group's policies or any laws or regulations.
- (f) Globe Personnel's use of the Group's electronic communication systems for non-business purposes must be occasional, not interfere with the individual's professional responsibilities, not diminish productivity, and not violate this Code or any Globe policy.

- (g) Any messages transmitted by email are treated as business messages and constitute property of the Group.
- (h) All Group books, records and accounts must accurately reflect the precise nature of transactions recorded. Globe Personnel must comply with prescribed accounting and business procedures and controls at all times.

4.12 Confidential and Personal Information

- (a) Unless previously published in the public domain, the Group's records, reports, processes, plans, and methods are proprietary and confidential. Globe Personnel should not reveal information concerning such matters without proper authorisation.
- (b) The Group's records include personal information. Personal information is information or an opinion about an individual whose identity is apparent or can be ascertained from the information or opinion. During the course of its activities, the Group may collect, hold, or use personal information about suppliers of goods and services, customers, contractors, and prospective and current employees.
- (c) Any personal information should be managed in a professional and ethical manner and is not to be used for any other purpose or disclosed outside the Group without permission of the individual concerned, unless authorised by law.

4.13 Outside Employment

- (a) Globe Personnel may not receive payment for services from any competitor, customer, supplier, or anyone associated with the Group without approval from the CEO.
- (b) Any outside activity must be identified as completely separate from the Group, undertaken outside work hours and not in any way impinge on the Employee's work commitments. It must not represent an actual or potential conflict of interest or the perception of conflicting interests.

5. COMPLIANCE WITH THE CODE

- (a) This Code is a public document and as a result, adherence to the Code is fundamental to the Group's reputation in the business community.
- (b) This Code has been endorsed by the Board.
- (c) Globe Personnel who are aware of any breaches of this Code must promptly report the matter to the CEO or the Company Secretary.
- (d) Strict compliance with this Code is a condition of employment with the Group. Breaches of this Code will be subject to disciplinary action which may include termination of employment.

6. MORE INFORMATION

Globe Personnel who have queries about this Code should contact the Company Secretary.

7. CONSEQUENCES OF A BREACH OF THE CODE

- (a) A breach of this Code by Globe may result in:
 - (i) criminal and civil liabilities under the Corporations Act;
 - (ii) infringement notices for alleged contraventions issued to Globe;
 - (iii) a claim by a third party for compensation; and
 - (iv) negative publicity for Globe and damage to its reputation in the market.
- (b) Globe Personnel who are involved in a breach of this Code by Globe may also face criminal and civil liability.
- (c) A breach of this Code may lead to disciplinary action, which may include termination of employment or engagement.

8. POLICY REVIEW

This Code is to be reviewed by the Board on a periodic basis.