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# **Securities Trading Policy**

Kali Metals Limited (ACN 653 279 371)

Adopted by the Board on 03 November 2023

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## Kali Metals Limited – Securities Trading Policy

Kali Metals Limited (**Kali**) has adopted this Securities Trading Policy in order to comply with ASX Listing Rule 12.9.

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### 1 Purpose and application of this policy

- (a) 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:
  - (i) imposes substantial penalties on persons who breach those provisions; and
  - (ii) applies to the extent of any inconsistency between it and this policy.
- (b) For the purposes of this policy:
  - (i) **Kali Person** means all directors and senior management including each director of Kali, the persons performing the function of Chief Executive Officer or Managing Director, Chief Financial Officer and Chief Operating Officer, the Company Secretary of Kali, Key Management Personnel (as defined in the ASX Listing Rules) and any other person designated as a Kali Person by the board of directors (**Board**) in writing; and
  - (ii) a company or trust controlled by any of the persons referred to in clause 1(b)(i) above.
- (c) This policy regulates dealings by directors and certain officers of Kali and other designated persons, in securities in Kali or any other entity about which they acquire Inside Information through their position or dealings with Kali.
- (d) The purpose of this policy is not only to minimise the risk of insider trading, but also to avoid the appearance of insider trading and the significant reputational damage associated with the perception of insider trading.
- (e) This policy is not designed to prohibit Kali Persons from investing in Kali securities, but does recognise that there may be times when directors, officers or certain employees cannot or should not invest in Kali securities.

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### 2 Insider trading

#### 2.1 General prohibition on Insider Trading

- (a) No Kali Person may, while in possession of Inside Information (defined in clause 0) concerning Kali, in breach of the Corporations Act:
  - (i) buy, sell or deal in any Kali securities at any time;
  - (ii) procure another person to deal in Kali's securities in any way; or
  - (iii) pass on any Inside Information to another person for that person's own personal gain by dealing in Kali securities in any way (**Insider Trading**).

- (b) All Kali Persons are prohibited from dealing in the securities of outside companies about which they acquire Inside Information through their position with Kali.
- (c) The requirements imposed by this policy are in addition to any legal prohibitions on Insider Trading. Trading in Kali's securities is prohibited at any time by a director or a Kali Person if that person possesses Inside Information, even where the trade occurs outside a Blackout Period; or
- (d) the trade falls within an exclusion in this policy; or clearance has been given under this policy to trade (whether in exceptional circumstances or otherwise).

## 2.2 Inside Information

A Kali 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 Kali 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 Kali 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 "Kali securities" should be read as references to the securities of the outside company.

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## 3 Restrictions on trading in Blackout Periods

### 3.1 Blackout Periods

- (a) Kali Persons, subject to clauses 3.3 and 5, may not buy or sell Kali securities during a Blackout Period (defined below).
- (b) **Blackout Periods** are times when Kali Persons must not deal in Kali securities.

The following are mandated Blackout Periods:

- (i) from the close of the ASX trading day on 31 May each year, until 10:00am (Sydney time) on the ASX trading day following the day on which Kali's half-yearly results are released to the ASX;
- (ii) from the close of the ASX trading day on 30 November each year, until 10:00am (Sydney time) of the ASX trading day following the day on which Kali's full year results are released to the ASX;
- (iii) from the close of trading on ASX at the end of each calendar quarter (being the end of March, June, September and December), until close of trading on the day following the announcement of Kali's quarterly reports to ASX; and
- (iv) any other period that the Board specifies from time to time.

If 31 May or 30 November are not ASX trading days, then the Blackout Period begins on the preceding ASX trading day.

### 3.2 Ad-hoc restrictions

Kali may impose, without notice and in its sole and absolute discretion, additional restrictions on trading in Kali's securities by any or all Kali Persons, and also by any other staff member(s) (who are not otherwise designated as "Kali Persons") as Kali considers appropriate. For the avoidance of doubt, Kali may impose ad-hoc restrictions under this clause 3.2 even where the proposed trade would otherwise take place outside a Blackout Period provided for in this policy. Any restriction communicated by Kali to any or all Kali Persons (or other staff members) under this clause 3.2 must be kept strictly confidential.

### 3.3 Notifications and obtaining clearance prior to dealing in Kali securities

- (a) Kali Persons must:
- (i) prior to dealing in Kali securities outside a Blackout Period or where clause 4 requires the person to obtain a consent under clause 3.3, notify the relevant person in clause 3.3(c) (the **Authorising Officer**) of their proposed dealing and obtain consent from the Authorising Officer; and
  - (ii) confirm that they are not in possession of any Inside Information; and
  - (iii) after dealing with the Kali securities, provide the Authorising Officer with a transaction confirmation; and
  - (iv) notify the Authorising Officer if they begin to have, or cease to have, a "substantial holding" (as defined in section 9 of the Corporations Act) in Kali, or if they have a substantial holding in Kali and there is a movement of at least 1% in their holding.
- (b) For the avoidance of doubt, the Kali Person seeking authorisation cannot be their own Authorising Officer.
- (c) Authorising Officer

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

### **3.4 Exceptional circumstances**

- (a) In exceptional circumstances the Authorising Officer has discretion to approve dealings in Kali securities during a Blackout Period, or other dealings that would otherwise be prohibited by this policy.
- (b) Any approval given under this clause 3.4, must be provided by electronic delivery via email. The notification requirements still apply.
- (c) What constitutes “exceptional circumstances” will be assessed on a case-by-case basis within the absolute discretion of the Authorising Officer, and may include, without limitation, severe financial hardship or a requirement to comply with a court order or court enforceable undertaking.
- (d) Any decision to grant or refuse to grant clearance to a Kali Person to trade in Kali’s securities by the Authorising Officer under this clause 3.4:
  - (i) may be made in the Authorising Officer’s absolute discretion, without giving any reasons;
  - (ii) can be withdrawn (if clearance has been given) if new information comes to light or there is a change in circumstances;
  - (iii) is final and binding on the Kali Person seeking clearance; and
  - (iv) must be kept strictly confidential by the Kali Person and not disclosed to any other person.
- (e) In deciding whether to grant clearance to trade in Kali’s securities, the Authorising Officer will consider the need to minimise the risk of Insider Trading, and also to avoid the appearance of Insider Trading and the significant reputational damage that may cause.
- (f) Any clearance to trade by the Authorising Officer under this clause 3.4 is not an endorsement to trade. The Kali Person doing the trading is individually responsible for their investment decisions and their compliance with insider trading laws. The Kali Person must carefully consider whether they are in possession of any Inside Information that might preclude them from trading at that time. If the Kali Person is in any doubt, they should not trade.
- (g) If a Kali Person comes into possession of Inside Information after receiving a clearance to trade, they must not trade despite having received the clearance.

### **3.5 Company secretary to maintain records**

The Company Secretary will maintain a copy of:

- (a) all requests for an approval to deal in Kali’ securities submitted by a Kali Person; and
- (b) details of all dealings in Kali’ securities made by a Kali Person.

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## 4 Other restrictions

### 4.1 No speculative trading

Under no circumstances should Kali Persons engage in short-term or speculative trading in Kali securities. This prohibition includes short term direct dealing in Kali 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.

### 4.2 No protection arrangements

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

- (a) is prohibited at any time in respect of any Kali securities which are unvested or subject to a holding lock; and
- (b) otherwise, requires consent under clause 3.3.

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 Kali Person’s holding of securities;
- (b) operate to limit the economic risk of any Kali Person’s security holding (e.g. hedging arrangements) including Kali’s securities held beneficially (for example, in trust or under an incentive plan) on that Kali Person’s behalf; or
- (c) otherwise enable a Kali Person to profit from a decrease in the market price of securities.

### 4.3 No granting of security over Kali’s securities or entering into margin lending arrangements

- (a) Kali 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 Kali securities which are unvested or subject to a holding lock, to secure any obligation of that Kali Person or any third party or enter into any margin lending arrangement involving Kali securities.
- (b) Unless clause 4.3(a) applies, Kali Persons may, directly or indirectly, grant any form of security (whether by way of charge, mortgage, pledge or otherwise) over any of Kali’s securities, to secure any obligation of that Kali Person or any third party or enter into any margin lending arrangement involving Kali securities, with consent under clause 3.3.

### 4.4 Trading in outside companies

Kali Persons must not trade in the securities or financial products of outside companies where they are in possession of Inside Information of that outside company.

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## 5 Exemptions

- (a) Kali Persons may at any time:

- (i) trade in Kali's securities where the trading does not result in a change of beneficial interest in the securities;
  - (ii) 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;
  - (iii) transfer Kali securities already held into a self-managed superannuation fund or other saving scheme in which the restricted person is a beneficiary;
  - (iv) acquire Kali's ordinary shares by conversion of securities giving a right of conversion to Kali's ordinary shares;
  - (v) acquire Kali's securities under a bonus issue made to all holders of securities of the same class;
  - (vi) undertake to accept, or accept, a takeover offer;
  - (vii) invest in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of Kali) where the assets of the fund or other scheme are invested at the discretion of a third party;
  - (viii) a disposal of Kali securities that is the result of a secured lender exercising their rights under a loan or security agreement;
  - (ix) 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;
  - (x) 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.
- (b) If a Kali Person undertakes any of the actions described in paragraph (a), that Kali Person must advise the relevant Authorising Officer (as set out in clause 3.3(c)).

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## 6 ASX Notifications

- (a) Kali must notify ASX within 5 business days after any change to a director's relevant interest in Kali's securities or a related body corporate of Kali, including whether the change occurred inside a Blackout Period and, if so, whether prior written clearance was provided.
- (b) To enable Kali to comply with the obligation set out in clause 6(a), 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.

- (c) If Kali 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.

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## **7 General**

- (a) A breach of this policy will be regarded as serious misconduct which may lead to disciplinary action, up to and including dismissal.
- (b) This policy will be made available on Kali's website ([www.kalimetals.com.au](http://www.kalimetals.com.au)).
- (c) 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.

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## **8 Reviews and changes to the Securities Trading Policy**

- (a) The Board will review this policy periodically to ensure that it is operating effectively and whether any changes are required.
- (b) The Board may change this policy from time to time by resolution.