

New Securities Trading Policy

On 27 February 2024, Legacy Minerals Holdings Limited (ASX: LGM) (**Company**) adopted a new securities trading policy (**Securities Trading Policy**), replacing the existing share trading policy.

The new securities trading policy includes the following information in accordance with ASX Listing Rule 12.12:

1. The Company's Blackout Periods.¹
2. Restrictions on trading that apply to the Company's Employees.²
3. Trading which is not subject to the Company's Securities Trading Policy.
4. Exceptional circumstances in which the Company's Employees may be permitted to trade during a prohibited period with prior written clearance.
5. The procedures for obtaining prior written clearance for trading.

In accordance with ASX Listing Rules 12.9 and 12.10, following is a copy of the new Securities Trading Policy.

Unless otherwise stated, defined terms in this announcement have the same meaning as in the Company's Securities Trading Policy dated 27 February 2024.

Approved by the Board of Legacy Minerals Holdings Limited.

For more information:

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¹ Blackout Period has the meaning given in section 3.7 of the Securities Trading Policy.

² Employee means a person who is an employee, officer or director of the Company or the Group and includes the Senior Executives



LEGACY MINERALS HOLDINGS LIMITED

ABN 43 650 398 897

SECURITIES TRADING POLICY

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Board Approved: 27 February 2024

1. Application

Who does this policy apply to?

- 1.1 This Securities Trading Policy (**Policy**) sets out the Company's policy on Trading in Shares or related Securities of the Company. Certain capitalised terms used in this Policy are defined in section 2.

Reasons for this policy

- 1.2 The Company has adopted this Policy to regulate Trading by certain persons in the Company's Securities.
- 1.3 All persons to whom this policy applies are required to conduct their personal investment activity in a manner that is lawful and avoids conflicts of interest between the Employee's personal interests and those of the Group. The Company is also keen to promote shareholder and general market confidence in the Group.
- 1.4 This Policy is specifically designed to:
- (a) raise awareness and minimise any potential for breach (or the appearance of any breach) of the prohibitions on insider trading contained in Part 7.10 of the Corporations Act – see section 4 for further details; and
 - (b) meet the Company's obligations under the ASX Listing Rules to maintain a Securities Trading Policy.

Who does this Policy apply to?

- 1.5 This Policy applies to all Employees and Designated Persons of the Company and the Group.

2. Definitions and Interpretations

Definitions

- 2.1 In this Policy, unless the context otherwise requires:

ASX means ASX Limited (ABN 98 008 624 691) or the financial market conducted by ASX Limited, as the context requires.

ASX Listing Rules means the listing rules of ASX applicable to the Company from time to time.

Board means the board of directors of the Company.

Blackout Period has the meaning given in section 3.7.

Chairman means the chairman of the Board.

Chief Executive Officer means the Chief Executive Officer and/or Managing Director of the Company as appointed from time to time.

Company means Legacy Minerals Holdings Limited (ABN 43 650 398 897).

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

Designated Persons means consultants, contractors and advisors working with the Company.

Director means a director of the Company as appointed from time to time.

Employee means a person who is an employee, officer or director of the Company or the Group and includes the Senior Executives.

Exceptional Circumstances means circumstances which the Chairman (or the Chief Executive Officer in the case of proposed Trading by the Chairman) decides are so exceptional that the proposed Trading in

Securities is the only reasonable course of action available, which may include the circumstances set out in section 7.1.

Group means the Company and its subsidiaries.

Inside information has the meaning given in the Corporations Act, as summarised in sections 4.6 to 4.8 inclusive below.

Securities includes Shares, debentures, options, consideration rights, performance rights and other securities issued by the Company which are convertible into Shares, as well as financial products issued or created over Shares by third parties, including structured financial products, swaps, futures contracts, contracts for differences, spread bets, options, warrants, depositary receipts or other derivatives over or related to the performance of Shares.

Senior Executives means:

- (a) the Chief Executive Officer;
- (b) Chief Financial Officer;
- (c) all direct reports to the Chief Executive Officer;
- (d) any other person who is one of the Group's key management personnel (as defined in AASB 124 Related Party Disclosures), including those persons identified as key management personnel in the Company's most recent Annual Report; and
- (e) any other Employee who has been notified that the Board designates them as a Senior Executive for the purposes of this Policy.

Shares means ordinary shares of the Company.

Trade or Trading means:

- (a) buying or selling Securities;
- (b) entering into an agreement to buy or sell Securities; or
- (c) exercising options, rights or awards to acquire Securities.

Interpretation

2.1 In this Policy, a reference to writing includes writing delivered by email.

3. Blackout Periods

No trading during Blackout Periods

- 3.1 All Trading in Securities by Employees must comply with this Policy and generally will not be permitted during Blackout Periods.
- 3.2 No Trading in Securities may occur during a Blackout Period without the prior written permission of the Chief Executive Officer (or any other officer of the Company designated by the Chairman), unless an exception in section 3.8 applies. Permission to sell (but not purchase) Securities during a Blackout Period will ordinarily only be granted in Exceptional Circumstances and only in the event that the person involved is not in possession of inside information. Requests for permission should generally be made through the Company Secretary. Refer to section 7 for further details.
- 3.3 Employees must not commence, amend or withdraw from a dividend reinvestment plan of the Company during a Blackout Period, other than in Exceptional Circumstances.

- 3.4 The Company Secretary will provide written confirmation of the commencement of a Blackout Period, and when the Blackout Period ends.

When is Trading outside a Blackout Period prohibited?

- 3.5 Even if outside a Blackout Period, the laws prohibiting insider trading continue to apply to Employees so that they must not Trade if they possess any inside information. Refer to section 4 for further details.

What other restrictions on Trading apply?

- 3.6 Employees are prohibited from:
- (a) **(short term trading)** other than when an Employee exercises employee options, consideration rights or performance rights to acquire Shares at the specified exercise price, Trading in Securities on a short-term trading basis or entering into other short-term dealings (eg. forward contracts). However, the sale of Shares that have been converted after exercising options or rights will not be regarded as short-term trading;
 - (b) **(hedging unvested or restricted Securities)** entering into transactions or arrangements, including by way of derivatives or similar financial products, which operate to limit the economic risk relating to Securities granted under an employee, executive or director incentive plan or as part of the Employee's remuneration, which either have not vested or have vested but remain subject to a holding lock or other restriction on dealing under the terms of the plan;
 - (c) **(short positions)** Trading in Securities which enable an Employee to profit from or limit the economic risk of a decrease in the market price of Shares; or
 - (d) Margin lending arrangements. Refer to section 8 for further details.

When are the Blackout Periods?

- 3.7 A Blackout Period is:
- (a) from 1 January of each year until one business day after the release of the Company's quarterly activities report for the period ended 31 December;
 - (b) from 1 February of each year until one business day after the release of the Company's half year accounts to the ASX;
 - (c) from 1 April of each year until one business day after the release of the Company's quarterly activities report for the period ended 31 March;
 - (d) from 1 July of each year until one business day after the release of the Company's quarterly activities report for the period ended 30 June; and
 - (e) from 15 August of each year until one business day after the release of the Company's annual accounts to the ASX;
 - (f) from 1 October of each year until one business day after the release of the Company's quarterly activities report for the period ended 30 September; and
 - (g) any other period determined by the Board from time to time to be a Blackout Period.

Exceptions to the Blackout Periods

- 3.8 The following exceptions apply to the Trading restrictions during Blackout Periods (but subject always to insider trading laws):
- (a) an exercise (but not the sale of Securities following exercise) of an option or other right to acquire Shares 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 for the conversion of the Security falls during a Blackout Period;

- (b) Trading under an offer or invitation made to all or most shareholders in the Company such as a rights or entitlement issue, a security purchase 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 decisions relating to whether or not to take up entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
- (c) Trading where the beneficial interest in the relevant Securities does not change. This includes:
 - (i) a dealing by which the relevant Securities are transferred by an Employee from their personal holdings to a superannuation or similar fund of which they are a beneficiary; or
 - (ii) the withdrawal of Securities from an employee incentive scheme and the transfer of those Securities to the participant's personal holdings or superannuation or similar fund of which they are a beneficiary;
- (d) an acquisition of Securities under a dividend reinvestment plan, provided the election to participate in the dividend reinvestment plan was not made during a Blackout Period or when the Employee was in possession of any inside information;
- (e) an Employee accepting a takeover bid or transferring Securities under a scheme of arrangement in respect of the Company;
- (f) an involuntary disposal of Securities that is the result of a secured lender or financier exercising their rights. However, this does not extend to disposal under a margin lending arrangement where such arrangement is prohibited by this Policy;
- (g) an acquisition of Securities under a bonus issue made to all holders of Securities of the same class;
- (h) where the Company has an employee incentive scheme with an Employee as a trustee of the scheme, an acquisition of Securities by the Employee in their capacity as a trustee of the scheme;
- (i) indirect and incidental Trading that occurs as a consequence of an Employee dealing in securities issued by a managed investment scheme, listed investment company, exchange-traded fund or similar investment vehicle that is managed by a third party and that happens to hold Securities in the Company as part of its portfolio;
- (j) where an Employee is a trustee of a trust, Trading by that trust provided the Employee is not a beneficiary of the trust and any decision to Trade during a Blackout Period is taken by the other trustees or by the investment managers independently of the relevant Employee; and
- (k) Trading under a pre-determined investment or divestment plan for which prior written clearance has been provided in accordance with procedures set out in this Policy and where:
 - (i) the Employee did not enter into the plan or amend the plan during a Blackout Period;
 - (ii) the trading plan does not permit the Employee to exercise any influence or discretion over how, when, or where to Trade; and
 - (iii) the trading plan does not allow for the cancellation of a trading plan or for the Employee to otherwise vary their participation in the trading plan during a Blackout Period other than in Exceptional Circumstances.

3.9 However, under the insider trading laws, a person who possesses inside information is generally

prohibited from Trading even where Trading falls within an exception specified above. See section 4 for further details.

Escrow

- 3.10 Any Employee who holds Securities subject to binding restrictions on transfer (either as ASX restricted securities or through voluntary escrow arrangements) must comply with the terms of any applicable escrow arrangements and will be unable to Trade in the relevant Securities during that time. Once the escrow arrangements have ended, the Employee is not free to Trade unless permitted by this Policy.

4. Insider trading laws

What is insider trading?

- 4.1 Under the Corporations Act, all Employees (and other persons) are prohibited in all circumstances from Trading in Securities at any time if they are in possession of "inside information" (see sections 4.6 to 4.8 inclusive) whether or not in a Blackout Period.
- 4.2 Employees who possess inside information are also prohibited from procuring others to Trade.
- 4.3 In addition, Employees:
- (a) must not communicate inside information to someone who might then:
 - (i) Trade in Securities; or
 - (ii) procure another person to Trade in Securities, including to any family members, friends, and entities which the Employee controls; and
 - (b) should seek to ensure that third parties who come into possession of inside information preserve its confidentiality and do not Trade while in possession of that information. This will usually be achieved by means of a written confidentiality agreement.
- 4.4 It does not matter how or in what capacity an Employee becomes aware of inside information. It does not have to be obtained from the Group to constitute inside information.
- 4.5 Employees cannot avoid the insider trading prohibitions by arranging for a family member, friend or other person to Trade nor may an Employee give "tips" concerning inside information to others.

What is inside information?

- 4.6 **Inside information** is information which is not generally available (which usually means that the information has not been released to ASX) but, if the information were generally available, would be likely to have a material effect on the price or value of the Company's Securities. Inside information can include matters of speculation or supposition and matters relating to intentions or likely intentions of a person.
- 4.7 Information is regarded as being likely to have a material effect on price or value if it would, or would be likely to, influence persons who commonly invest in securities or other traded financial products in deciding whether or not to deal in the Company's Securities. This can be a relatively low threshold and, if in doubt, Employees should assume that non-public information could have this effect.
- 4.8 Examples of inside information could include:
- (a) the financial performance of the Group against its budget or published guidance;
 - (b) changes in the Group's actual or anticipated financial condition or business performance;
 - (c) changes in the capital structure of the Company, including proposals to raise additional equity or borrowings;

- (d) proposed changes in the nature of the business of the Group;
- (e) changes to the Board or significant changes in key management personnel;
- (f) an undisclosed significant change in the Group's market share;
- (g) likely or actual entry into, or loss of, a material contract;
- (h) material acquisitions or sales of assets by the Group;
- (i) a proposed dividend or other distribution or a change in dividend policy; or
- (j) a material claim against a member of the Group, a regulatory investigation, or other unexpected liability.

What are the consequences of insider trading?

- 4.9 Insider trading is strictly prohibited by law, and it is important that all Employees do not breach that prohibition. Insider trading, or the perception of insider trading, by any Employee will not be tolerated. Breach of the law or this Policy will also be regarded by the Company as serious misconduct which may lead to disciplinary action or dismissal.
- 4.10 The existence of a personal financial emergency or hardship does not excuse non-compliance with this Policy. It is important not only that the Group and its Employees do not participate in any insider trading activities, but also that the Group and its Employees avoid any appearance of insider trading.
- 4.11 Any allegation of insider trading would be likely to have a serious detrimental impact on the Group and its business and all Employees must be seen to be actively and diligently upholding the law and complying with this Policy.
- 4.12 Breach of the insider trading laws may subject the Company and Employees to:
- (a) criminal liability (penalties include heavy fines or imprisonment);
 - (b) civil liability (including orders to pay compensation for any loss suffered as a result of illegal trading activities);
 - (c) civil penalties (the Australian Securities and Investments Commission may seek court-ordered civil penalties against relevant persons); and
 - (d) automatic disqualification from managing corporations.

Primacy of insider trading laws

- 4.13 Despite anything else in this Policy, any conduct by Employees in breach of insider trading laws is prohibited. Under those laws, a person who possesses inside information is generally prohibited from Trading even where:
- (a) outside a Blackout Period;
 - (b) the Trading falls within an exception in this Policy; or
 - (c) the person has been given permission under this Policy to Trade (whether in Exceptional Circumstances or otherwise).
- 4.14 Any permission to Trade given under this Policy, or any failure to object to a pre-notified Trade, is not an endorsement of the proposed Trade. Employees are individually responsible for their investment decisions and their compliance with insider trading laws.

- 4.15 Before making any Trade, an Employee should consider carefully whether they are in possession of any inside information that might preclude them from Trading at that time and, if they have any doubt in this regard, they should not Trade.

5. Trading in securities of other companies

- 5.1 While in general Employees are free to deal in securities of other listed companies, the insider trading laws prohibit dealings not only in the Company's Securities but also in the securities of other listed companies in respect of which an Employee possesses inside information.
- 5.2 If an Employee is aware of inside information in respect of another company, the Employee should not trade or deal in the securities of that company. For example, where the Employee is aware that the Group is about to sign a major agreement with another company, the Employee should not Trade securities in either the Company or the other company.
- 5.3 The Board may extend this Policy by specifying that Employees are also restricted from dealing in securities of other specified companies with which the Group may have a close relationship.

6. Pre-notification and reporting of Trades

When and by whom must an intention to Trade be notified?

- 6.1 When permitted to Trade in accordance with this Policy, all Directors and Senior Executives must give at least two trading days' (or such shorter period approved by the Chairman) prior written notice to the relevant Notification Officer (as defined below) of any proposed Trading in Securities and certify that they do not possess any inside information that might preclude them from Trading at that time:
- (a) in the case of Senior Executives, to the Company Secretary (who will liaise with the Chief Executive Officer);
 - (b) in the case of a Director, to the Chairman;
 - (c) in the case of the Chairman, to the Chief Executive Officer,
- (each a Notification Officer).
- Notification must be submitted by using the form contained in Annexure A (Request for Approval to Trade in Securities).
- 6.2 On receiving a Request for Approval to Trade in Securities, the relevant Notification Officer must promptly consider the request and notify the relevant Director or Senior Executive whether permission to Trade has been granted or refused.
- 6.3 If the relevant Notification Officer objects to the proposed Trade, the Notification Officer must advise the Board (which may overrule the decision if it thinks appropriate). The Notification Officer or the Board may object to the proposed Trade in their discretion, without giving any reasons, and the decision is final and binding on the relevant Director or Senior Executive, who must keep the decision confidential and not disclose it to anyone. If permission to Trade has been refused, then the proposed Trade must not proceed.
- 6.4 If permission to Trade has been granted, the opportunity to make the Trade expires ten business days from the date of approval or such other period as determined by the Notification Officer and notified to the relevant Director or Senior Executive. The Notification Officer or the Board may object to the Trade during that period if new information comes to light or there is a change in circumstances.
- 6.5 However, under the insider trading laws, a person who possesses inside information is generally prohibited from Trading even if the proposed Trade is notified and not objected to. Directors and Senior

Executives must not Trade if they come into possession of inside information after giving notice of the proposed Trade. See section 4 for further details.

What Trading does not need to be pre-notified?

- 6.6 The only Trades that do not need to be pre-notified are those that are permitted under a specific exception in section 3.8 (Exceptions to the Blackout Periods).

Notification of Trades

- 6.7 In addition to prior notification under section 6.1, once a Trade has been made by or for a Director or Senior Executive, details of the Trade, including the number and price of Securities involved, must be notified by email to the Company Secretary.
- 6.8 Further, Directors must immediately notify the Company Secretary of all acquisitions or disposals or other Trading of Securities, including date, price and volume, without exception so that the Company can comply with its ASX reporting obligations. Each disclosure notice given to ASX will need to state whether the relevant trade occurred during a Blackout Period and, if so, whether prior written clearance was provided.

Notification of an intention to Trade on behalf of associates

- 6.9 Directors and Senior Executives must give prior written notice of any proposed Trading in Securities in accordance with section 6.1 on behalf of any of their associates. For this purpose, "associates" of a Director or Senior Executive includes their spouse, children and other family members, and any trusts, companies, nominees and other persons over whom the Director or Senior Executive has, or may be expected to have, investment control or influence.

7. Exceptional circumstances

- 7.1 Employees may request permission to Trade during a Blackout Period only in Exceptional Circumstances (except if this would breach the insider trading laws). Exceptional Circumstances may include:
- (a) severe financial hardship, where the Employee has pressing financial commitments that cannot be satisfied otherwise than by selling Securities; or
 - (b) requirements under a court order or court enforceable undertakings or other legal or regulatory requirements.
- 7.2 A request for permission to Trade due to Exceptional Circumstances should be made by written notice to the Company Secretary including:
- (a) the name of the Employee;
 - (b) details of the claimed Exceptional Circumstances and the reasons for requesting permission to Trade;
 - (c) the type of proposed transaction (purchase, sale, etc.);
 - (d) the number and type of Securities involved; and
 - (e) a statement certifying that the Employee does not possess any inside information that might preclude them from Trading at that time.
- 7.3 The Company Secretary will consult with the Chairman (or the Chief Executive Officer in the case of proposed Trading by the Chairman) in relation to any proposed Trading due to Exceptional Circumstances. Permission to Trade is entirely discretionary, and Employees should not Trade in the expectation that permission will later be given.

- 7.4 If permission to Trade is refused, no reasons need to be given and the decision is final and binding on the Employee, who must keep the decision confidential and not disclose it to anyone.
- 7.5 If permission to Trade is granted, it will be given in writing and the Employee may only Trade the Securities during the period specified in the permission. A permission expires ten trading days from its date, unless it specifies a different date, and may be withdrawn if new information comes to light or there is a change in circumstances.
- 7.6 However, under the insider trading laws, a person who possesses inside information is generally prohibited from Trading even where permission has been given under this Policy to Trade (in Exceptional Circumstances or otherwise). An Employee must not Trade if they come into possession of inside information after receiving permission to Trade. See section 4 for further details.

8. Margin lending arrangements

- 8.1 Directors and Senior Executives may not include their Securities in a margin loan portfolio or otherwise Trade in Securities pursuant to a margin lending arrangement. This is particularly because the terms of the arrangement may require the Securities to be sold during a Blackout Period or when the relevant Director or Senior Executive possesses inside information.
- 8.2 Arrangements prohibited by section 8.1 include:
- (a) entering into a margin lending arrangement in respect of Securities;
 - (b) transferring Securities into an existing margin loan account; or
 - (c) selling Securities to satisfy a call under a margin loan except where the holder of the Securities has no control over the sale.

9. Review of Policy and compliance with Policy

- 9.1 The Board will regularly review this Policy having regard to the changing circumstances of the Company. This Policy may be amended by resolution of the Board and any material changes to this Policy will be notified to ASX.

Version	Date Approved	Summary of Changes
1.0	27 February 2024	

- 9.2 If Employees have any comments or views concerning the operation or effectiveness of this Policy, they should contact the Company Secretary.

10. Breaches

- 10.1 Breaches of this Policy will be viewed seriously and may lead to disciplinary action being taken against the relevant Employee. In serious cases, disciplinary action may include dismissal. Any Employee who becomes aware of a violation of this Policy should immediately report the violation to the Company Secretary.
- 10.2 It should be noted that, in some circumstances, the Company may be obliged to notify regulatory and/or criminal authorities of a breach of this Policy.

11. Questions

For questions about the operation of this Policy or its application in any particular situation, please contact the Company Secretary.

12. Annexure A Securities Trading Policy - Request for Approval to Trade in Securities

Legacy Minerals Holdings Limited ABN 43 650 398 897

To: The Company Secretary or the Chairman of Legacy Minerals Holdings Limited (**LGM or the Company**)

It is my intention, or the intention of one of my Associates, to Trade in securities of the Company.

The intention is to Trade in the following manner:

- (a) LGM Securities _____ (*Insert type of Security: Shares, debentures, options, consideration rights, performance rights etc.*)
- (b) by purchasing up to _____ LGM Securities
- (c) by selling up to _____ LGM Securities

The Trading will be:

- (a) in my name (*insert name*)

- (b) in the name of (*insert name and nature of connection*)

I confirm that:

- I have read and understand the LGM Securities Trading Policy dated 27 February 2024 and as amended from time to time (Policy);
- the proposed Trading does not breach the Policy or any legal obligations referred to in it; and
- I am not in possession of any inside information in relation to the Company.

In accordance with the Policy, I request approval for the above Trading. I acknowledge that:

- in accordance with the Policy, the proposed Trading cannot proceed unless and until approval is given;
- any approval given will be valid only for the period stated in the approval;
- any approval given will not be an endorsement of the proposed Trading, and
- I remain individually responsible for complying with applicable laws.

(Name)

(Signature)

Date

OFFICE USE – For completion by Company Secretary / Chairman (as applicable)

Acknowledgement and Confirmation

___ Application rejected

___ Application approved

Duration of approval (select relevant option)

- Ten (10) business days from the date of approval (default period)
- _____ business days from the date of approval

(Name of authorised person)

(Signature of authorised person)

Date

Forward your completed and signed form to: The Company Secretary – ian.morgan@legacyminerals.com.au