



Securities Trading Policy

1. Introduction

- 1.1 This policy imposes constraints on Directors, key management personnel, employees and contractors trading in securities of Renascor Resources Limited ACN 135 531 341 (“Company”).
- 1.2 This policy has been adopted by the board of Directors of the Company (“Board”).

2. Explanation of terms

- 2.1 For the purposes of this policy:
 - 2.1.1 “contractor” means a contractor of the Company that is contractually bound to comply with this policy;
 - 2.1.2 “Designated officer” means:
 - 2.1.2.1. in case of the Directors, the Chair;
 - 2.1.2.2. in the case of the Chair, the Chair of the Audit and Risk Committee; and
 - 2.1.2.3. in the case of key management personnel, employees, or contractors of the Company, the Company secretary;
 - 2.1.3 “Director” means any director or officer of the Company from time to time;
 - 2.1.4 “key management personnel” means the Company secretary and all directors, employees and officers of the Company having significant knowledge of, or significant authority and responsibility for planning, directing and controlling all or major parts of the activities of the Company;
 - 2.1.5 “Relevant Persons” means Company Directors, key management personnel, employees, and contractors engaged by the Company from time to time.
 - 2.1.6 “related bodies corporate” has the same meaning as in the Corporations Act 2001 (Cth).
 - 2.1.7 “securities” includes shares in the Company, options over those shares and any other financial products of the Company;
 - 2.1.8 “trading day” means any day that the ASX is open for trading; and

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- 2.1.9 “trading in securities” includes:
- 2.1.9.1. applying for, acquiring or disposing of, securities;
 - 2.1.9.2 entering into an agreement to apply for, acquire or dispose of, securities;
 - 2.1.9.3 granting, accepting, exercising or discharging an option or other right or obligation to acquire or dispose of securities;
 - 2.1.9.4 trading in financial products issued or created over securities of the Company; and
 - 2.1.9.5 entering into transactions in financial products which operate to limit the economic risk of security holdings;

3. Objectives

- 3.1 The objectives of this policy are to:
- 3.1.1 minimise the risk of Relevant Persons contravening the laws against insider trading;
 - 3.1.2 ensure the Company is able to meet its reporting obligations under the ASX Listing Rules; and
 - 3.1.3 increase transparency with respect to trading in securities of the Company (including shares and options) by Relevant Persons.
- 3.2 To achieve these objectives, Relevant Persons should consider this policy to be binding on them in the absence of a specific exemption by the Board.

4. What is insider trading?

- 4.1 The Corporations Act 2001 (Cth) prohibits persons who are in possession of information that 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 in the Company (Price Sensitive Information) from:
- 4.1.1. trading in the securities; or
 - 4.1.2. communicating the Price Sensitive Information to others who might trade in the securities.
- 4.2 Information is generally available to the public if, amongst other things, it consists of readily observable matters or it has been brought to the attention of investors by an announcement with ASX Limited (ASX) and a reasonable period for its dissemination has elapsed since the announcement.
- 4.3 Relevant persons will from time to time be in a situation where they are in possession of Price Sensitive Information. Examples include information which may have a

material effect on the Company's financial position and information regarding a major transaction which is being negotiated.

- 4.4 For these reasons, if any person believes that they may be in possession of Price Sensitive Information, the advice of the designated officer should be sought prior to any trading taking place during any period set out in clause 7, and steps should be taken to ensure that the designated officer is advised of all relevant considerations by the person proposing to trade.
- 4.5 To illustrate the prohibition described above, the following are possible examples of price sensitive information which, if made available to the market, may be likely to affect materially the price of the Company's securities:
 - 4.5.1. the Company considering a major acquisition or disposal of assets;
 - 4.5.2. the threat of major litigation against the Company;
 - 4.5.3. the Company's sales and profit results materially exceeding (or falling short of) the market's expectations;
 - 4.5.4. the financial performance of the Company against its budget;
 - 4.5.5. a material change in debt, liquidity or cash flow;
 - 4.5.6. a significant new development proposal i.e., new product or technology;
 - 4.5.7. the granting (or loss) or a major contract;
 - 4.5.8. an actual or proposed takeover or merger;
 - 4.5.9. Changes to the Board of Directors or significant changes in senior management;
 - 4.5.10. Events which are not public knowledge, and which have the potential to delay key projects (i.e. delays in key approvals) or adversely impact company performance;
 - 4.5.11. a share issue proposal;
 - 4.5.12. an agreement or option to acquire an interest in a mining tenement, or to enter into a joint venture or farm-in or farm-out arrangement in relation to a mining tenement; and
 - 4.5.13. significant discoveries, exploration results, or changes in reserve/resource estimates from mining tenements in which the Company has an interest.

5. Trading restrictions during 'Closed Periods'

- 5.1 Relevant Persons are not permitted to trade the Company's securities during the specific "Closed Periods" detailed below.
- 5.2 The Closed Periods are:

- 5.2.1. The period from the end of a quarter until and including the day quarterly results are announced;
 - 5.2.2. The period from the end of a half year until and including the day half year results are announced;
 - 5.2.3. The period from the end of a full year until and including the day full year results are announced; and
 - 5.2.4. The day of the annual general meeting.
- 5.3 The Company may at its discretion vary this rule in relation to a particular Closed Period by general announcement to all Relevant Persons either before or during the period.
- 5.4 In particular, the Company may announce additional Closed Periods during which the Company's securities may not be traded, including while it considers matters which are exempt from immediate disclosure to ASX under the continuous disclosure rules.
- 5.5 However, if a Relevant Person is in possession of Price Sensitive Information which is not generally available to the market, then he or she must not deal in the Company's securities at any time, even if such trading might otherwise be permitted by the securities trading policy.

6. No trading in securities of the Company when in possession of Price Sensitive Information

- 6.1 Relevant Persons in possession of Price Sensitive Information must not at any time:
- 6.1.1. trade in securities of the Company;
 - 6.1.2. advise, procure, encourage, or suggest another person trade in securities of the Company; or
 - 6.1.3. communicate the Price Sensitive Information, or cause the Price Sensitive Information to be communicated, to a person who may trade in securities of the Company or may procure another person to trade in securities of the Company.
- 6.2 A contravention of the insider trading prohibitions is an offence and exposes a person to criminal and civil liability, including liability under civil damages actions and compensation orders. The penalties for a breach of the insider trading prohibitions are serious and include severe fines and imprisonment.
- 6.3 Key management personnel must ensure that external advisors who receive Price Sensitive Information are bound by a confidentiality agreement or other enforceable confidentiality obligations.
- 6.4 From time to time, the Company may publish a list of companies whose securities Relevant Persons are prohibited from trading in due to the Company being in possession of Price Sensitive Information in respect of those companies (Restricted

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Securities List). Relevant Persons must not trade in securities of companies on the Restricted Securities List at any time.

7. No short-term trading in securities of the Company

- 7.1 Relevant Persons must not without approval of the Chairman engage in short-term trading in securities of the Company.
- 7.2 Short-term trading is considered to be trading where the acquisition and disposal of securities occurs within 3 months of each other.

8. Trading in exceptional circumstances during Closed Periods

- 8.1 Relevant Persons who are not in possession of Price Sensitive Information may trade in, or engage in short-term trading of, securities of the Company, during Closed Periods if there are exceptional circumstances and he or she receives prior written clearance from the designated officer.
- 8.2 Exceptional circumstances are:
 - 8.3 financial hardship which cannot be satisfied otherwise than by trading in securities of the Company; or
 - 8.4 a court order directing the trading in securities of the Company.
- 8.5 Relevant Persons wishing to trade in, or engage in short-term trading of, securities of the Company during a Closed Period based on exceptional circumstances must apply in writing to the designated officer for prior written clearance to trade in those securities. The application must include the following information:
 - 8.5.1 details of the exceptional circumstances;
 - 8.5.2 the number of securities of the Company that he or she wishes to trade in;
 - 8.5.3 the way in which he or she wishes to trade in those securities;
 - 8.5.4 a request for clearance to trade in those securities; and
 - 8.5.5 confirmation that he or she is not in possession of any Price Sensitive Information.
- 8.6 The designated officer must consider the objectives of this policy and the purpose of the ASX Listing Rules in deciding as to whether to provide consent to trade in securities of the Company during a Closed Period or to allow short-term trading in securities.
- 8.7 Any consent provided by the designated officer under this policy must:
 - 8.7.1 be in writing; and
 - 8.7.2 outline the duration of the clearance (which must be no more than 5 trading days from the date of the provision of any consent).

9. Relevant Persons to obtain prior written clearance for trading in securities of the Company

- 9.1 Relevant Persons must obtain approval for any intended trading in securities of the Company from the designated officer. The request for approval must be submitted at least 3 trading days prior to the date of the trading and must include the following information:
- 9.1.1. the number of securities of the Company that he or she wishes to trade in;
 - 9.1.2. the way in which he or she wishes to trade in those securities; and
 - 9.1.3. confirmation that he or she is not in possession of any Price Sensitive Information.
- 9.2 Relevant Persons may only proceed with the trading in securities of the Company after having first obtained approval from the designated officer.
- 9.3 Approval is intended as a compliance monitoring function only and is not an endorsement of the proposed trading. Relevant Persons remain responsible for their own investment decisions and compliance with the law.

10. Notification of trading in securities of the Company

- 10.1 The ASX Listing Rules require the Company to notify ASX of trading in notifiable interests in securities of the Company by Directors within 5 business days.
- 10.2 Directors must notify the Company secretary immediately after trading in any securities of the Company and provide the Company with the requisite details of the trading for the Company to comply with the ASX Listing Rules.
- 10.3 Key management personnel (other than Directors, who must comply with clause 10.2) and contractors must notify the Company secretary immediately after acquiring or disposing of a relevant interest in any securities of the Company.

11. No hedging

- 11.1 Notwithstanding any other part of this policy, Relevant Persons must not at any time enter into any transaction (e.g. a derivative) which would have the effect of hedging or otherwise transferring the risk of fluctuation in value of any securities issued to them under any Company employee share or option plan prior to vesting of the shares or options.

12. Margin lending

- 12.1 Relevant Persons must not, without prior written approval by the designated officer, enter into margin loans or other secured lending arrangements. This provision includes entering into a margin or secured lending arrangement in respect of Company securities, transferring Company securities into an existing margin loan

account and selling Company securities to satisfy a call made pursuant to a margin loan, except where the Relevant Person has no control over such sale.

- 12.2 The details of the Security Arrangements which must be provided under clause 12.1 must include the number of securities of the Company involved, any trigger points, the right of the lender or security holder to sell the securities unilaterally and any other material details.

13. Penalties

- 13.1 A contravention of this policy by a Relevant Person may result in summary dismissal.

14. Application

- 14.1 This policy applies to all Relevant Persons.

- 14.2 For the purposes of this policy, Relevant Persons trading in securities of the Company includes “associates” of Relevant Persons trading in securities of the Company. It is incumbent on each Relevant Person to take reasonable steps to ensure that an associate does not trade in securities of the Company in contravention of this policy where the trading could be attributed to the Relevant Person concerned. “Associates” include relatives, controlled entities and entities acting in concert.

- 14.3 The following types of trading are excluded from the operation of this policy:

- 14.3.1. transfers of securities of the Company already held in a superannuation fund or other saving scheme in which the Relevant Person is a beneficiary and where the investments are made at the discretion of a third party;
- 14.3.2. an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party;
- 14.3.3. where a Relevant Person is a trustee, trading in securities of the Company 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 Relevant person;
- 14.3.4. undertakings to accept, or the acceptance of, a takeover offer;
- 14.3.5. 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 reinvestment plan and 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 the entitlements and the sale of entitlements required to provide for the take up of the balance of the entitlements under a renounceable pro rata issue;

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- 14.3.6. 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; and
- 14.3.7. the exercise (but not the sale of securities of the Company following exercise) of an option or a right under an employee incentive scheme, or the conversion of a convertible security.
- 14.3.8. Any disposal of an option or a right under an employee incentive scheme where the security expires without conversion.