

Conflicts of Interest Policy

Energy Transition Minerals Ltd
(ACN 118 463 004)

Adopted by the Board with effect on 26 January 2026

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1. Application

- (a) This Conflicts of Interest Policy (**Policy**) applies to executive and non-executive directors (**Directors**) of the Company.
- (b) This Policy is available to officers and employees of the Company at <https://investorhub.etransmin.com/governance> and can also be obtained from an Authorised Officer.

2. Commitment

- (a) The Company is committed to:
 - (i) achieving contemporary corporate governance standards in all of its activities and being open and transparent in relation to any Conflicts of Interest;
 - (ii) complying with all relevant Conflicts of Interest obligations in the Corporations Act and ASX Listing Rules; and
 - (iii) ensuring that the Board has proper oversight and control of all Conflicts of Interest.
- (b) A key aspect of this commitment is to ensure that Directors disclose all actual, perceived and potential Conflicts of Interests to the Board.
- (c) This Policy supplements the Board's Code of Conduct and outlines the processes to be applied in circumstances where a Director has, or there is a real and sensible possibility that the Director may have, a Conflict of Interest.

3. Purpose of this Policy

The purpose of this Policy is to re-enforce each Director's legal duties and obligations by establishing a protocol under which each Director is required to disclose certain interests and advise the Board in circumstances where a Conflict of Interest arises.

4. Conflicts of Interest

- (a) Each Director has a duty not to place themselves in a position where he or she has a Conflict of Interest.
- (b) Some situations that may give rise to a Conflict of Interest include (but are not limited to):
 - (i) financial interests of a Director in a matter brought before the Board;
 - (ii) financial interests of a Director's Associates in a matter brought before the Board of which the Director is actually aware;

- (iii) appointment or engagement as a director, officer, employee, consultant or subcontractor to an organization outside of the Group;
- (iv) personal relationships with the Group's stakeholders which go beyond the level of a professional working relationship;
- (v) secondary employment, business, commercial or other activities outside the Group's Business activities;
- (vi) access to information that can be used for personal gain;
- (vii) an inducement or offer of an inducement;
- (viii) the acquisition or disposal (directly or indirectly) of a legal or beneficial interest in an asset or entity, including a resource project or mining tenement whether in Australia, Greenland, Spain or otherwise;
- (ix) the acquisition or disposal (directly or indirectly) of the right to receive offtake or a royalty from mineral resources whether in Australia, Greenland, Spain or otherwise; and
- (x) any other business activity or corporate transaction which may compete with the Business or the Group, or which is in the same business sector as the Group.

5. Disclosure and Identification

5.1 Disclosure of Conflicts of Interest

Directors must disclose, in writing, to the Board any actual or potential Conflict of Interest that he or she may have immediately on becoming aware of the Conflict of Interest.

5.2 Identification of Conflicts of Interest

- (a) Where no notification has been given by a Director under section 5.1, the Chairperson (or where the matter concerns the Chairperson, the longest serving Non-Conflicted Director) may make their own assessment as to whether a Director has a Conflict of Interest.
- (b) At each Meeting, any Director may query another Director as to whether they consider they have a Conflict of Interest, following which:
 - (i) the Directors must consider whether there is a Conflict of Interest; and
 - (ii) the relevant Director must disclose the nature and extent of any Conflict of Interest.

5.3 Standing Notice

- (a) Upon appointment to the Board, each Director must prepare and submit to the Board a notice disclosing the nature and extent of any Conflicts of Interest (Standing Notice). Each Director must update their Standing Notice for subsequent changes to his or her

Conflicts of Interests (as and when such changes occur), and circulate the updated Standing Notice to the Board immediately on becoming aware of the change to the Director's Conflicts of Interest.

- (b) Each Standing Notice, and any amendments or additions to it, must be tabled at the next Meeting, and recorded in the minutes of that Meeting.

5.4 Minutes

The Company Secretary must record in the minutes of each Meeting:

- (a) any disclosed and/or identified Conflicts of Interest and any Standing Notices received since the last Meeting; and
- (b) the content of any discussions under section 5.2(b).

5.5 Register

The Company Secretary will keep and maintain a register of:

- (a) Conflicts of Interest disclosed or identified under this section 5; and
- (b) Standing Notices,

which must be provided to any Director on request and to all new Directors as part of the Company's induction procedures for new Directors.

6. Dealing with Conflicts of Interest

6.1 Disclosed or Identified Conflicts of Interest

- (a) In respect of a Conflict of Interest disclosed by the Conflicted Director or otherwise identified in accordance with section 5.2 the Conflicted Director:
 - (i) must refrain from being present at a Meeting (and if present, must withdraw from the Meeting) while the matter giving rise to the Conflict of Interest is being considered;
 - (ii) must not vote on the matter giving rise to the Conflict of Interest and any votes cast will be disregarded; and
 - (iii) will continue to receive all Relevant Materials, unless the Conflicted Director requests, or the Chairperson determines, that he or she not receive any or all of the Relevant Materials,

in each case subject to section 195 of the Corporations Act; and

- (b) the Conflicted Director must do any act, or refrain from doing any act, in relation to the Conflict of Interest as directed by the Non-Conflicted Directors in order to comply with the Company's policies from time to time (including this Policy) and the Conflicted Director's duties to the Company and its shareholders.

6.2 Approval by Non-Conflicted Directors

- (a) Where the Conflict of Interest is a Material Personal Interest, the Non-Conflicted Directors may unanimously resolve, in respect of a Conflicted Director that:
 - (i) section 6.1(a)(i) will not apply and the Conflicted Director may be present at the Meeting during the discussion of the matter giving rise to the Conflict of Interest; and/or
 - (ii) section 6.1(a)(ii) will not apply and the Conflicted Director may vote on the matter giving rise to the Conflict of Interest.
- (b) Where the Conflict of Interest is not a Material Personal Interest, a majority of Non-Conflicted Directors may resolve, in respect of a Conflicted Director, that sections 6.1(a)(i) and 6.1(a)(ii) will not apply and the Conflicted Director may be present, and vote, at the Meeting during the discussion of the matter giving rise to the Conflict of Interest.
- (c) The minutes of the Meeting must record the decision taken by the Non-Conflicted Director(s), including the nature and extent of the Conflict of Interest and the reasons for any determination under sections 6.2(a) and 6.2(b).

6.3 Access to Information

- (a) Subject to section 6.3(b), the Company Secretary must advise each Conflicted Director in writing of the broad nature of any information withheld from the Conflicted Director and the basis upon which it has been withheld from him or her.
- (b) The Chairperson (or where the matter concerns the Chairperson, the longest serving Non-Conflicted Director) may reasonably determine the matter giving rise to the Conflict of Interest is of such nature or sensitivity that it would not be in the best interests of the Company for the Conflicted Director to be made aware of the broad nature of the information withheld.
- (c) Where a Conflicted Director is provided with information that is not public knowledge (whether or not the information was provided to the Director prior to or after the disclosure or identification of the Conflict of Interest), that information should be treated as confidential and may not be passed to any third party without the prior informed written consent of all of the Non-Conflicted Directors.
- (d) If any Relevant Materials withheld from a Conflicted Director in accordance with this section 6.3 becomes public knowledge or if, in the opinion of the Chairperson (or where the matter concerns the Chairperson, the longest serving Non-Conflicted Director) the potential for conflict has passed, the Conflicted Director will be entitled to, should he or she request it, a briefing by the Company Secretary as to the current status of the matter giving rise to the Conflict of Interest.

7. Legal Advice

Where a Director:

- (a) is uncertain as to whether a Conflict of Interest should be disclosed;
- (b) is not permitted to be present at part or all of a Meeting;
- (c) is not permitted to vote at a Meeting or receive Relevant Materials; or
- (d) is uncertain whether to request that he or she not receive any Relevant Materials,

each in accordance with this Policy, the Director is authorised to obtain (at the cost of the Company) legal or other independent professional advice.

8. Amendment or Removal

- (a) Subject to section 8(b), the Board may amend or remove this Policy by ordinary resolution.
- (b) Where, in the reasonable opinion of the Chairperson (or where the matter concerns the Chairperson, the longest serving Non-Conflicted Director), the principal intention of any proposed amendment or removal of this Policy is intended to enable a Conflicted Director to participate in or vote at a Meeting or receive Relevant Materials in respect of any matter giving rise to a Conflict of Interest, in circumstances where the Conflicted Director would not otherwise be permitted to do so in accordance with this Policy (in the form and content immediately prior to the proposal of the amendment or removal), the proposed amendment or removal may only be approved with the majority approval of the Non-Conflicted Directors.

9. Review of this Policy

The Board is responsible for reviewing this Policy to determine its appropriateness to the needs of the Company from time to time.

10. Who to Contact

Any questions relating to the interpretation of this Policy should be forwarded to the Company Secretary at ryan.sebbes@etransmin.com.

11. Glossary

Associate means:

- (a) a relative of the Director;
- (b) a relative of a spouse of the Director;

(c) an entity of which the Director is an officer, member, employee, contractor or sub-contractor; and

(d) a Related Body Corporate of any of the entities described in paragraph (c) above.

ASX means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the official listing rules and requirements from time to time of the ASX.

Authorised Officer means the individuals detailed in section 10.

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

Business means the business conducted by the Group from time to time, including critical minerals exploration, development and production.

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

Company means Energy Transition Minerals Ltd ACN 118 463 004.

Company Secretary means a company secretary to the Board from time to time.

Conflict of Interest means:

(a) a Material Personal Interest; or

(b) any other interest of the Director or its Associates, which may:

(i) give rise to, or be perceived to give rise to, a real or substantial possibility of conflict with:

(A) the Director's duties to the Company; or

(B) the Business; or

(ii) materially interfere with, or be perceived to materially interfere with, the independent exercise of judgment by the Director.

Conflicted Director means a Director that has disclosed, or is deemed to have, a Conflict of Interest in accordance with section 5.

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

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

Group means the Company and all of its subsidiaries and **Group Member** means any of them.

Material Personal Interest means an interest which provides a personal benefit (whether that interest is direct, indirect, contingent or contractual) to the Director or its Associates, which has the capacity to influence the vote of the Director on the decision to be made.

Meeting means a meeting of the Board.

Non-Conflicted Director means each Director who is not a Conflicted Director.

Policy means this Conflict of Interests Policy.

Related Bodies Corporate has the meaning given in the Corporations Act.

Relevant Materials means any document or other information relating to a Conflict of Interest or related matters that is proposed to be provided to the Directors.

Standing Notice has the meaning given in section 5.3.