



Astron Corporation Limited
ARBN 154 924 553

Code of Conduct

Adopted by the Board 20 September 2022

Astron Corporation Limited (“the Company”) values people who behave professionally with integrity, and objectivity.

Purpose:

1. This Code of Conduct aims to encourage the appropriate standards of conduct and behaviour of the Directors, Officers, Employees, and Contractors (collectively referred to as “Employees”) of the Company.
2. Employees are expected to act professionally with integrity and objectivity, always striving to enhance the reputation and performance of the Company.

General Principles:

1. Employees of the Company must act honestly, in good faith and in the best interests of the Company as a whole
2. Employees have a duty to use due care and diligence in fulfilling the functions of their position and exercising the powers attached to their employment.
3. Employees must recognise that their primary responsibility is to the Company’s shareholders as a whole.
4. Employees must protect the assets of the Company to ensure availability for legitimate business purposes and ensure all corporate opportunities are enjoyed by the Company.
5. Employees must not take advantage of their position for personal gain, or the gain of their associates.
6. Directors have an obligation to be independent in their judgements.
7. Confidential information received by Employees in the course of the exercise of their duties remains the property of the Company. Confidential information can only be released or used with specific permission from the Company.
8. Employees have an obligation to comply with the spirit, as well as the letter, of the law which affects the operations of the Company, wherever it operates, and with the principles of this Code. Where the Company operates overseas, the Company shall comply with the relevant local laws as well as any applicable Australian laws

Breaches:

1. The Company views breaches of this Code as serious misconduct
2. Employees who have become aware of any breaches of this Code must report the matter immediately to the Company Secretary, or in their absence, the Chairman.
3. The Company Secretary has the responsibility to report the breach to the appropriate Member of Senior Management and to advise the relevant Employee of the outcome and actions implemented.
4. Any Employee who in good faith, reports a breach or a suspected breach will not be subject to any retaliation or recrimination for making that report.
5. Employees who breach the policies outlined in this Code may be subject to disciplinary action, including in the case of serious breaches, dismissal.

Monitoring:

6. The Company will monitor compliance with the Code periodically by liaising with the Board, Management, and other Employees in relation to any areas of difficulty which arise from this Code and any other ideas or suggestions for improvement of it.
7. Suggestions for improvements or amendments of the Code can be made at any time in writing to the Company Secretary.

Conflict of Interest

At all times, an Employee must be able to act in the interests of the Company. Where the interests of associates, the personal interest of an Employee or an Employee's family may conflict with those of the Company, then the Employee must immediately disclose such conflict and either:

1. Eliminate the conflict, or
2. Abstain from participation in any discussion or decision-making process in relation to the subject matter of the conflict.

Use of Information

Information concerning the activities or proposed activities of the Company, which is not public, and which could materially affect the Company's share price must not be used for any purpose other than valid Company requirements. The Company's securities trading policy contains further details in this regard.

Directors

The following additional principles apply to Directors of the Company and aim to ensure that the Directors have a clear understanding of the Company's expectations of their conduct:

1. **Fiduciary Duties**

All Directors have a fiduciary relationship with the Shareholders of the Company. A Director occupies a unique position of trust with Shareholders, which makes it unlawful for Directors to improperly use their position to gain personal advantage.

2. **Duties of Directors**

- (a) Each Director must endeavour to ensure that the Company is responsibly managed to protect and enhance the interests of all shareholders. Directors need to devote sufficient time and effort to understand the Company's operations.
- (b) Directors should ensure that shareholders and the Australian Securities Exchange Limited ("ASX") are informed of all material matters which require disclosure and avoid or fully disclose conflicts of interest.

3. **Conflict of interest**

All Directors must declare to the other Directors any interest they have in a matter being considered

Stakeholders

1. The Board recognises that the primary stakeholders in the Company are its Shareholders. Other legitimate stakeholders in the Company include Employees, customers, and the general community.
2. The primary objective of the Company is to create Shareholder value through capital growth and continued successful development of its projects.
3. The Company is committed to conducting all its operations in a manner which:
 - (a) Protects the health and safety of all Employees, contractors, and community members;
 - (b) Recognises, values, and rewards the individual contribution of each Employee;
 - (c) Employs the best available persons with the skills required to carry out their position;
 - (d) Achieves a balance between economic development, maintenance of the environment and social responsibility;
 - (e) Maintains good relationships with suppliers and the local community; and
 - (f) Is honest, lawful, and moral.

Health and Safety

Health and safety are particularly important given the nature of the Company's operations. All Employees are required to ensure the safety of themselves and others by:

1. Being aware of the safety requirements of their role;
2. Complying with all health and safety policies, rules, procedures, and instructions;
3. Complying with all applicable health and safety laws as well as government issued directives, guidance, and requirements.
4. Immediately:
 - (a) Acting upon becoming aware of a hazard, either by fixing the hazard or reporting it to your supervisor; and
 - (b) Reporting any workplace incidents, including injuries to themselves or others;
5. Proactively participating in health and safety activities and consultation processes in the workplace;
6. Being aware of the requirements of their role and not undertaking duties which they are not qualified or authorised to perform;
7. Being responsible for their own health and safety at work and exercising their duty of care obligations to their fellow workers by ensuring that their actions do not put the health and safety of themselves or others at risk;
8. Satisfying their specific health and safety obligations to the Company including:
 - (a) Complying with the Company's health and safety instructions and directives;
 - (b) Using personal protective clothing and equipment (PPE) as instructed;
 - (c) Taking good care of equipment provided by the Company; and
 - (d) Cooperating with others and complying with instructions in relation to health and safety.

Fitness for Work

9. Employees are responsible for looking after themselves and making sure they do not put the health and safety of others at risk.
10. The Company expects Employees to come to work free of illness, fatigue, alcohol, and performance impairing drugs, all of which could affect their ability to work safely.
11. All Employees also have a responsibility to ensure their personal behaviour does not adversely affect the Company or their:
 - (a) Work;
 - (b) Safety or the safety of co-workers; and
 - (c) Reputation or the reputation of co-workers.
 - (d) This duty extends to any situation where their conduct could be connected with their work with the Company, including on social media.

Drugs and Alcohol

The Company has a zero tolerance to alcohol and other drugs and is committed to reducing the risk of alcohol and other drug related incidents.

This Code of Conduct is reviewed annually.