

## **CORPORATE GOVERNANCE POLICIES**

### **SHARE TRADING POLICY**

#### **Purpose**

This share trading policy sets out Infinity Lithium Corporation Limited (“Infinity” or the “Company”) policy regarding the trading in Company securities, which includes shares, options, warrants, debentures and any other security on issue from time to time (“Securities”). This policy is separate from and additional to the legal constraints imposed by the common law, the Corporations Act and ASX Listing Rules.

Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company and/or subsidiaries of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company and/or a subsidiary of the Company.

This policy applies to all Directors, Key Management Personnel and employees of the Company and their associates (including spouses, children, family trusts and family companies) as well as contractors, consultants, advisers and auditors of the Company (“Designated Persons”).

#### **General Prohibition on Insider Trading**

It is illegal for Designated Persons to trade in the Company’s Securities while in possession of unpublished price sensitive information concerning the Company. Under the Corporations Act, a person with inside information must not, and must not procure another person, to deal in the Company’s Securities or enter into an agreement to deal in the Company’s Securities. Inside information is defined in the Corporations Act as information that:

- is not generally available; and
- if generally available, a reasonable person would expect it to have a material effect on the price or value of the Company’s Securities.

Unpublished price sensitive information is information regarding the Company, of which the market is not aware and that a reasonable person would expect to have a material effect on the price or value of the Company’s Securities, and includes:

- a proposed major acquisition or disposition;
- a significant business development or a proposed change in the nature of the Company’s business;
- details of material contracts that are being negotiated by the Company;
- potential litigation that would have a substantial effect on the Company;
- a proposed change in the share capital structure of the Company; and
- a major change to the Board or senior management.

There are penalties under the Corporations Act for breach of insider trading provisions.

**Restrictions on Trading**

All parties to which this Share Trading Policy applies are prohibited to trade in the Company's Securities at any time when they are in possession of any unpublished price sensitive information or potentially price sensitive information.

The prohibited trading period to which this Share Trading Policy applies are periods where parties are in possession of any unpublished price sensitive information and Listing Rule 3.1A is in operation and any other period communicated by the Board from time to time ("**Prohibited Period**").

If any party the subject to this Share Trading Policy is in any doubt as to the possession of price sensitive information or potentially price sensitive information they are required to seek permission from the Executive Director of the Company, or in the case of the Executive Director not being available for whatever reason, the Chairman, prior to trading in the Company's Securities.

Should the application of this Share Trading Policy conflict with the Corporations Act 2001 in any way, the Corporations Act 2001 will prevail.

**Additional Restrictions on Short-Term Trading**

The Company encourages Directors and employees to adopt a long-term attitude to their investment in the Company's Securities. Consequently, Directors and employees may not engage in short-term or speculative trading of the Company's Securities.

**Closed Periods - Directors and Employees**

Directors and employees must also not deal in the Company's Securities during the week immediately before and 48 hours after:

- the release of the Company's half-yearly or yearly results;
- the release of the Company's quarterly results; or
- the Annual General Meeting.

**Closed Periods - Directors and Senior Management**

Directors and senior management must also not deal in the Company's Securities during the week immediately before and 48 hours after;

- the date of the Board Meeting for the approval of the Company's interim or annual results; or
- the deadline for the Company to publish its annual results announcement.

**Permission to Trade**

Directors, Key Management Personnel and employees of the Company and their associates (including spouses, children, family trusts and family companies) as well as contractors, consultants, advisers and auditors of the Company may trade in the Company's Securities at other times so long as they are not in possession of any unpublished price sensitive information.

The above parties may trade in the Company's securities in the following circumstances:

- the Chairman approves the trade by a Director upon the Director or Company Secretary satisfying the Chairman he/she does not possess unpublished price sensitive information about the Company and a failure to trade in the Company's Securities would result in exceptional circumstances such as financial hardship;
- the Chairman approves the trade by an employee upon the employee satisfying the Chairman he/she does not possess unpublished price sensitive information about the Company and a failure to trade in the Company's Securities would result in exceptional circumstances such as financial hardship;
- trade in a managed securities portfolio where the person is not in a position to influence choices in the portfolio; and
- where the trade results from a dividend reinvestment plan where the person has given ongoing instructions to reinvest dividends.

### **Exceptions**

Should any party, the subject of this Share Trading Policy, wish to trade during a Prohibited Period, he/she must submit a written request to the Board and satisfy the Board that exceptional circumstances exist and a failure to trade in the Company's Securities would result in exceptional circumstances such as financial hardship.

A financial hardship or exceptional circumstances determination can only be made by examining all of the facts and if necessary obtaining independent verification of the facts from banks, accountants or other like institutions.

Exceptional circumstances may apply to the disposal of Company Securities by a person if the person is required by a court order, a court enforceable undertaking for example in a bona fide family settlement, to transfer or sell Securities of the Company, or there is some other overriding legal or regulatory requirement to do so.

Any request for permission to trade in the Company's Securities during a Prohibited Period will be assessed by the full Board (or in the case of the Executive Director, the balance of the Board) on a case by case basis.

A Board resolution in response to the applicant's written request to trade within a Prohibited Period is to be executed and kept in the Company's corporate volume, and where granted, written approval provided to the applicant.

### **Notification of Proposed Trade in Company Securities**

#### *Chairman*

Prior to trading in (either buying or selling) the Company's Securities, the Chairman must notify the Executive Director of his/her intention to trade and confirm that he/she is not in possession of any unpublished price sensitive information.

#### *Directors*

Prior to trading in (either buying or selling) the Company's Securities, Directors must notify the Executive Director, except in the case of the Executive Director, the Chairman, of their intention to trade and confirm that they are not in possession of any unpublished price sensitive information.

#### *Employees*

Prior to trading in (either buying or selling) the Company's Securities, employees must notify the Executive Director or, in his absence, the Chairman, of their intention to trade and confirm that they are not in possession of any unpublished price sensitive information.

The requirement to provide notice of an intention to trade in the Company's Securities does not apply to the acquisition of Securities through Director, officer or employee share or option plans. However, the requirement does apply to the trading of the Securities once they have been acquired.

*Other Designated Persons*

This Share Trading Policy does not impose any obligations on other Designated Persons (i.e. contractors, consultants, advisers and auditors of the Company) over and above the legal constraints imposed by the common law, the Corporations Act and ASX Listing Rules, and accordingly, takes no responsibility for any breaches of those constraints. The Company reserves the right to unilaterally terminate any contract, agreement or arrangement with Designated Persons in the event of a breach of those constraints.

**Notification of Trade in Company Securities**

Directors must also notify the Company Secretary of any trade in the Company's Securities as soon as practicable, but not later than 5 business days of such trade occurring so that the Company Secretary can comply with the ASX Listing Rule 3.19A requirement to notify the ASX of any change in a notifiable interest held by a Director.

Where a Director is granted permission to trade within a prohibited period, the notification to ASX must state whether the trade was made during a Prohibited Period where prior written approval is required and the date on which that written approval was provided, prior to the trade occurring.

The Company Secretary will maintain a register of all trades and holdings in Company Securities by Directors.