

# **Code of Conduct and Ethics**

**Crigen Resources Limited**

## 1. PURPOSE AND VALUES

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- 1.1. The board of directors of Crigen Resources Limited (together with its subsidiaries, the **Company** and **We**) has adopted this code of conduct and ethics (Code) to:
- (a) promote high standards of personal integrity and honest, ethical and responsible conduct, including the ethical handling of actual or apparent conflicts of interest;
  - (b) promote behaviour in accordance with the values and best interests of the Company;
  - (c) promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to securities regulators and in other public communications made by the Company;
  - (d) promote compliance with Recommendation 3.2 of the Australian Securities Exchange (the 'ASX') Corporate Governance Principles and Recommendations (4th edition) and all applicable governmental laws, rules and regulations;
  - (e) promote the protection of Company assets, including corporate opportunities and confidential information;
  - (f) promote fair dealing practices;
  - (g) deter wrongdoing; and
  - (h) ensure accountability for adherence to the Code.
- 1.2. The Company's policy is to promote high standards of integrity by conducting its affairs honestly, ethically and responsibly. The purpose of the Code is to guide Personnel on how to carry out their duties in an honest and ethical manner.
- 1.3. Each Personnel must act with integrity and observe the highest ethical standards of business conduct in their dealings with the Company's customers, shareholders, suppliers, partners, service providers, competitors, employees and anyone else with whom they have contact in the course of performing their job. While the Code does not, and cannot, deal with every situation that may arise, the principles outlined in the Code provide a baseline for honest and ethical decision-making. The Company will ensure that each Personnel is provided with a copy of the Code.
- 1.4. All Personnel are required to be familiar with the Code, comply with its provisions and report any suspected violations as described in Section 10.
- 1.5. The Code does not form part of any Personnel's contract of employment or any applicable industrial instrument.

## **2. WE WILL AVOID CONFLICTS OF INTEREST**

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- 2.1. A conflict of interest occurs when an individual's private interest (or the interest of a member of their family) interferes, or appears to interfere, with the interests of the Company as a whole. A conflict of interest can arise when Personnel (or a member of their family):
  - (a) takes actions or has interests that may make it difficult for that person to perform their work for the Company objectively and effectively;
  - (b) receives improper personal benefits as a result of their position in the Company; or
  - (c) has a material interest in an agreement or transaction involving the Company.
- 2.2. Conflicts of interest will be avoided unless specifically authorised and, in all cases, where permitted by law.
- 2.3. Loans by the Company to, or guarantees by the Company of obligations of, Personnel, or their family members, are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Loans by the Company to, or guarantees by the Company of obligations of, any director or officer are expressly prohibited by the Code.
- 2.4. Whether or not a conflict of interest exists or will exist can be unclear. In the case of employees, conflicts of interest will be avoided unless specifically authorised as described in Section 2.5 or disclosed to the Chief Compliance Officer.
- 2.5. Persons other than directors and senior executives who have questions about a potential conflict of interest or who become aware of an actual or potential conflict, must discuss the matter with, and seek a lawful determination and prior authorisation or approval from the Chief Compliance Officer.
- 2.6. Directors and executive officers must seek lawful determinations and prior authorisations or approvals of potential conflicts of interest exclusively from the Board of Directors.

## **3. WE STRIVE FOR COMPLIANCE**

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- 3.1. The Company and its Personnel will comply, both in letter and spirit, with all applicable laws, rules and regulations in the jurisdictions in which the Company operates.
- 3.2. Although not all Personnel are expected to know the details of all applicable laws, rules and regulations, it is important to know enough to determine when to seek advice from appropriate personnel. Questions about compliance should be addressed to the Chief Compliance Officer.
- 3.3. Personnel must not deal in the Company's securities (including its shares) where they possess inside information in relation to those securities. Inside information is information

that:

- (a) is not generally available;
- (b) if it were generally available, would be material; and
- (c) the person knows (or ought reasonably to know) is not generally available and that, if the information were generally available, it would be material.

#### **4. WE WILL MAKE DISCLOSURES IN ACCORDANCE WITH LAW**

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- 4.1. The Company's periodic reports and other public documents, including all financial statements and other financial information, must comply with applicable laws including the Corporations Act 2001 (Cth) and the rules of the National Stock Exchange (the 'NSX').
- 4.2. Each Personnel who contributes in any way to the preparation or verification of the Company's financial statements and other financial information must ensure that the Company's books, records and accounts are accurately maintained. Personnel must cooperate fully with the Company's accounting and internal audit departments, as well as the Company's auditors and general counsel.
- 4.3. The Company has continuous disclosure obligations under the rules of the NSX and must provide timely and accurate disclosure of information to the NSX. Any Personnel who are involved in the disclosure of Company information in accordance with the rules of the NSX must:
  - (a) be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting; and
  - (b) take all necessary steps to ensure that all information filed with the NSX and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure; and
  - (c) otherwise comply with all applicable laws, including the Corporations Act 2001 (Cth).

#### **5. WE WILL PROTECT AND ENSURE THE PROPER USE OF COMPANY ASSETS**

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- 5.1. All Personnel will protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability and are prohibited.
- 5.2. All Company assets will be used only for legitimate business purposes. Any suspected incident of fraud or theft must be reported for investigation immediately and in accordance with Section 10.
- 5.3. The obligation to protect Company assets includes the Company's proprietary information. Proprietary information includes intellectual property such as trade secrets and confidential information, patents, trademarks, designs and copyright, as well as

business and marketing plans, engineering and manufacturing ideas, databases, records and any non-public financial data or reports. Unauthorised use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties. The obligation to protect Company assets and proprietary information includes any assets or information (including confidential information) being held by the Company belonging to the Company's customers, clients, business partners and shareholders.

- 5.4. All transactions undertaken on behalf of the Company using its assets or proprietary information must be authorised in accordance with Company policies and must be documented accurately. Personnel responsible for record-keeping and accounting must ensure that the Company's books and records are accurate, timely and fair in their description of the assets and transactions of the Company.

## **6. WE WILL NOT MISUSE CORPORATE OPPORTUNITIES**

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All Personnel owe a duty to the Company to advance its interests when the opportunity arises. However, Personnel are prohibited from using opportunities that are discovered through the use of Company assets, property, information or position for their personal benefit or for the benefit of another person or company (including, for example, the benefit of friends or family members).

## **7. WE WILL UPHOLD PRIVACY AND MAINTAIN CONFIDENTIALITY**

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- 7.1. Personnel will maintain the confidentiality of information entrusted to them by the Company and by its customers, suppliers or partners, except when disclosure is expressly authorised or legally required. Confidential information includes all non-public information (regardless of its source) that might be of use to the Company's competitors or harmful to the Company or its customers, suppliers or partners if disclosed. The obligation to maintain the confidentiality of information remains even after the Personnel ceases to be employed or hold office with the Company.
- 7.2. Personnel will collect, use, hold and disclose personal information (as defined in the Privacy Act 1988 (Cth)) in accordance with the law.

## **8. WE WILL DEAL FAIRLY WITH CUSTOMERS AND SUPPLIERS**

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- 8.1. Each Personnel must deal fairly with the Company's shareholders, customers, suppliers, competitors, employees and anyone else with whom they have contact in the course of performing their work duties. No Personnel may take unfair advantage of anyone through bribery or other corrupt practices, manipulation, concealment, abuse or privileged information, breaching privacy or confidentiality requirements, deception, misrepresentation of facts or any other unfair dealing practice.
- 8.2. Personnel must act in accordance with the Company's anti-bribery and corruption statement of ethics, anti-bribery and corruption policy.

## **9. WE WILL UPHOLD HUMAN RIGHTS IN THE WORKPLACE AND IN OUR SUPPLY CHAINS**

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- 9.1. The Company is committed to providing a workplace free of harassment, violence, bullying and discrimination. Personnel are expected to foster a respectful and inclusive work environment that adheres to the requirements of human rights law and related workplace legislation. The Company will not tolerate acts of discrimination based on age, race, colour, national or ethnic origin, disability, parental status, gender, sex, sexual orientation or any other ground of discrimination.
- 9.2. The Company is also committed to ensuring that slavery and human trafficking are not occurring anywhere in the Company's business or supply chain, or by the Company's third-party business partners. Personnel are expected to adhere to the requirements of applicable modern slavery laws and related human rights law, and to communicate to, and uphold those requirements with, the Company's third-party business partners.

## **10. WE TAKE REPORTING AND ENFORCEMENT SERIOUSLY**

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### **10.1. Reporting and investigation of violations**

- (a) The Chief Compliance Officer monitor compliance with this Code.
- (b) Employees are required to report any breach or possible breach of the Code to the Chief Compliance Officer. If required, the Chief Compliance Officer will escalate the matter to the Chair of the Board of Directors.
- (c) Directors and senior executives are required to report any breach or possible breach of the Code to the Chair of the Board of Directors or the Company Secretary.
- (d) After receiving a report of an alleged prohibited action, the Chief Compliance Officer, Chair of the Board of Directors or the Company Secretary must consider the most appropriate policy and process that may apply to the alleged prohibited action and promptly take all appropriate actions necessary to investigate in accordance with the appropriate policy.
- (e) All Personnel are expected to cooperate in any internal investigation of an alleged prohibited action.

### **10.2. Enforcement**

- (a) The Company must ensure prompt and consistent action against violations of this Code.
- (b) If, after investigating a report of an alleged prohibited action made by a director or senior executive, the Chair of the Board of Directors or Company Secretary determines that a violation of this Code has occurred, the Chair of the Board of Directors or Company Secretary will report such determination to the Board of Directors.
- (c) If, after investigating a report of an alleged prohibited action made by any other

person, the Chief Compliance Officer determines that a violation of this Code has occurred, the Chief Compliance Officer will report such determination to the general counsel.

- (d) On receipt of a determination that there has been a violation of this Code, the board of directors or the general counsel will take such preventative or disciplinary action as they deem appropriate, including, but not limited to, termination of contract for non-employees, reassignment, demotion, or other disciplinary action including dismissal and, in the event of criminal conduct or other serious violations of the law, notification to appropriate governmental authorities.

### **10.3. Prohibition On Retaliation**

The Company does not tolerate acts of retaliation or victimisation, including demotion, dismissal, discipline, discrimination, harassment, suspension or threats, of or against any Personnel who makes a good faith report of known or suspected violations of this Code.

## **11. AMENDMENT**

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The board of directors may, from time to time, change, modify or delete provisions of this Code without notice. The most current version of it can be found on <https://danaiwellness.com/>. When determining current requirements, you should always access the current online version, and not rely on earlier versions.

## **12. CODE ADMINISTRATION**

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The general counsel is responsible for the administration of this Code. If employees, directors or officers have any questions about the Code generally or any questions about reporting a suspected conflict of interest or other violation of the Code, they may contact the general counsel.