Related Party Transactions Policy

POL-GE-C.000-0103

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Table of Contents

1. POLICY STATEMENT 2

1.1. Policy Purpose 2

1.2. Policy Principles 2

1.3. Policy Scope 2

2. OUR COMMITMENT 2

2.1. Key Definitions 2

2.2. Our Obligations 3

2.3. Measurable Commitments 3

3. ROLES AND RESPONSIBILITIES 4

4. CONSEQUENCES OF BREACH 4

5. REPORTING BREACHES 4

6. REVIEW OF THIS POLICY 4

7. REFERENCES AND RELATED DOCUMENTS 5

APPENDIX A. APPENDIX A: LEGISLATIVE AND REGULATORY FRAMEWORK 6

1. POLICY STATEMENT

1.1. Policy Purpose

Related party transactions carry inherent conflicts of interest and are subject to strict legal obligations. At Liontown, related party transactions are not a preferred option and must be avoided wherever a commercially equivalent alternative exists. Where a related party transaction is unavoidable, this policy sets out how Liontown identifies, assesses, approves and records it, to protect Liontown and its shareholders and to meet our obligations under the Corporations Act 2001 (Cth), the ASX Listing Rules and applicable accounting standards.

1.2. Policy Principles

Liontown's approach to related party transactions is guided by the following principles:

1. Avoidance: Liontown does not enter into related party transactions as a matter of preference. Where a transaction can be structured or sourced independently, it must be.
2. Transparency: All related party transactions are disclosed, assessed and recorded before they are entered into.
3. Independence: Transactions involving related parties are assessed on arm's length terms. Where they are not, this must be justified and specifically approved by the Board.
4. Accountability: The Board is responsible for related party transaction decisions. This responsibility cannot be delegated.
5. Shareholder protection: Where the law requires shareholder approval, Liontown will obtain it. We do not rely on statutory exceptions without proper assessment and legal advice.
6. Integrity: No related party transaction may be structured to avoid the requirements of this policy or the law.

1.3. Policy Scope

This policy applies to:

- all **Key Management Personnel (KMP)** and all members of the **Executive Leadership Team (ELT)**; and
- **substantial shareholders** of Liontown, being any person or entity holding 5% or more of the voting power in Liontown.

2. OUR COMMITMENT

2.1. Key Definitions

The following terms apply throughout this policy.

Term	Definition
Related Party	A person or entity with a defined relationship to Liontown creating a potential conflict of interest. Includes Directors; KMP; Close Family Members of Directors and KMP; entities controlled or significantly influenced by a Director, KMP or their Close Family Members; former related parties within the previous six months; and persons acting in concert with a related party to obtain a benefit. If unsure, contact the Company Secretary.
Financial Benefit	Any benefit provided to a related party. Includes payments; property transfers; asset sales, purchases or leases; supply or receipt of services; loans, guarantees or security; and debt forgiveness.
Substantial Asset	An asset whose value is 5% or more of Liontown's equity interests as set out in its latest accounts lodged with ASX.
Arm's Length Terms	Terms and conditions that would reasonably be expected between independent parties in a comparable transaction.

2.2. Our Obligations

Liontown's related party transaction obligations are a legal requirement, not a governance preference. Providing a financial benefit to a related party without the required approval carries civil and criminal consequences for both the Company and individual Directors.

Avoidance first

Before entering into any transaction involving a related party, the responsible person must first assess whether the transaction can be structured or sourced independently. Where a commercially equivalent outcome is achievable without related party involvement, Liontown must pursue that alternative. This assessment must be documented before the transaction is referred to the Board.

Board referral

All proposed related party transactions must be referred to the Board before execution. This applies even where a statutory exception to the shareholder approval requirement may exist. The Company Secretary prepares a Board briefing for each proposed transaction.

Arm's length assessment

All related party transactions must be conducted on arm's length terms. Where a transaction is not on arm's length terms, the Board must specifically consider and approve the departure and document its reasons. An independent valuation or fairness opinion must be obtained where the transaction involves a substantial asset or is otherwise material.

Shareholder approval

Liontown will obtain shareholder approval where required by law. We do not enter into a related party transaction before that approval is obtained.

Anti-bribery cross-check

Where a proposed related party transaction involves a Government Official or a government-connected entity, it must also be assessed for compliance with the Anti-Bribery, Fraud and Corruption Policy before it is referred to the Board.

Disclosure obligations

All persons in scope must:

1. Disclose any personal interest in a proposed transaction involving Liontown as soon as it comes to their attention.
2. Refrain from participating in any decision about a transaction in which they have a material personal interest, unless an exception applies.
3. Complete the annual declaration process coordinated by the Company Secretary.

Any disclosed interest relating to a proposed transaction must be referred to the Company Secretary immediately. Refer to the Conflicts of Interest, Gifts and Entertainment Policy for the conflict disclosure process.

Register and disclosure

The Company Secretary maintains a Register of Related Party Transactions. All transactions must be recorded before execution. The Register is reported to the Audit and Risk Committee at each meeting. Liontown discloses all related party transactions in its Annual Report in accordance with applicable accounting standards and legislative requirements. The Chief Financial Officer coordinates with the external auditor to ensure disclosures are complete and accurate.

2.3. Measurable Commitments

Commitment	Owner	Frequency
RPT Register reported to ARC	Company Secretary	Each ARC meeting
Annual declaration completed by all Directors and KMP	Company Secretary	Annually (Q1) – for prior year.
Board briefing prepared for all proposed RPTs before execution	Company Secretary	As required
RPT disclosures reviewed with the external auditor	Chief Financial Officer	Annually
Directors and KMP complete RPT awareness	Company Secretary	Induction and as required

Policy reviewed and approved by Board	Company Secretary	Triennially or sooner if required

3. ROLES AND RESPONSIBILITIES

Role	Responsibilities
Board of Directors	Approves this policy; considers and approves related party transactions; receives ARC reports on the RPT Register.
Audit and Risk Committee	Reviews the RPT Register at each meeting; oversees compliance with related party transaction obligations; reviews annual report disclosures.
Company Secretary	Owns this policy; maintains the RPT Register; prepares Board briefings; coordinates shareholder approval processes; coordinates annual declarations; liaises with the external auditor on disclosures.
Chief Financial Officer	Ensures related party transaction disclosures are correctly disclosed in the financial statements; liaises with the external auditor.
Principal, Risk & Compliance	Supports monitoring and compliance; cross-references COI disclosures with RPT records; supports periodic review of this policy.
All Directors and KMP	Disclose related party interests promptly; comply with voting restrictions; complete annual declarations.
Substantial Shareholders	Disclose material interests in proposed transactions as required; comply with any applicable voting restrictions under the ASX Listing Rules.

4. CONSEQUENCES OF BREACH

Failing to comply with this policy is serious. It may result in:

1. disciplinary action, including termination of employment or engagement;
2. statutory penalties, including civil and criminal penalties for Directors involved in a failure to obtain required approvals;
3. voidability of the transaction; and
4. referral to ASIC or other regulatory authorities.

5. REPORTING BREACHES

Suspected breaches of this policy may be reported to:

- the Company Secretary;
- Principal, Risk & Compliance; or
- YourCall, Liontown's independent, confidential reporting service.

Liontown is committed to protecting those who report in good faith. Refer to the Whistleblower Protection Policy for protections and reporting channels.

6. REVIEW OF THIS POLICY

This policy will be reviewed every three years from the date of approval. An earlier review will be conducted if required by a material change in Liontown's operations or business environment, an incident or event directly related to the subject matter of this policy, or a change to applicable legislation, regulation, or relevant industry standards.

Any revised version must be endorsed by the Audit and Risk Committee and approved by the Board before it takes effect.

Policy Ref.	Policy Name	Ver	Author	Approving Authority	Approved Date
POL-GE-C.000-0103	Related Party Transactions Policy	1	Company Secretary	Board of Directors	30 June 2026

7. REFERENCES AND RELATED DOCUMENTS

Document Type	Document Number	Document Name	Relevance
Policy	POL-GE-C.000-0102	Conflicts of Interest, Gifts and Entertainment Policy	COI disclosures must be cross-referenced with RPT records.
Standard	STD-GE-C.000-0002	Conflicts of Interest, Gifts and Entertainment Standard	Director-specific disclosure obligations are consistent across both instruments.
Policy	POL-GE-C.000-0013	Anti-Bribery, Fraud and Corruption Policy	Relevant where an RPT involves a Government Official or government-connected entity.
Charter	CHA-GE-C.000-0001	Board Charter	Board oversight responsibilities for related party transactions.
Charter	CHA-GE-C.000-0101	Audit and Risk Committee Charter	ARC mandate for reviewing related party transactions.
Policy	POL-HR-C.000-0002	Code of Conduct	Ethical standards underpinning this policy.
Policy	POL-GE-C.000-0019	Continuous Disclosure Policy	Material related party transactions may trigger continuous disclosure obligations.
Policy	POL-GE-C.000-0018	Whistleblower Protection Policy	Reporting channel for suspected misconduct under this policy.
Framework	LTR-FWK-DOA-001	Delegations of Authority Framework	Approval authorities relevant to related party transaction thresholds.
Legislation		Corporations Act 2001 (Cth), Chapter 2E; sections 209 to 229	Related party transaction requirements; shareholder approval; statutory exceptions.
Legislation		Corporations Act 2001 (Cth), sections 180 to 184	Director duties relevant to related party decisions.
Legislation		ASX Listing Rules, Chapter 10	Substantial asset transactions; persons in a position of influence.
Legislation		AASB 124 Related Party Disclosures	Financial statement disclosure requirements.
Framework		ASX CGC Principles and Recommendations (4th Ed), Principle 2	Board independence; relevant to managing related party conflicts.

APPENDIX A. APPENDIX A: LEGISLATIVE AND REGULATORY FRAMEWORK

This policy supports compliance with the following framework. Seek guidance from the Company Secretary or legal counsel on specific requirements.

Legislation / Framework	Key Obligation for Liontown
Corporations Act 2001 (Cth), Chapter 2E; sections 209 to 229	Liontown must not give a financial benefit to a related party without either shareholder approval or a statutory exception applying. Breach carries civil and criminal consequences.
Corporations Act 2001 (Cth), sections 180 to 184	Directors must act with care, diligence and in good faith when considering related party transactions.
ASX Listing Rules, Chapter 10	Liontown must obtain shareholder approval before acquiring or disposing of a substantial asset involving a related party or person in a position of influence.
AASB 124 Related Party Disclosures	Liontown must disclose the nature and amount of related party transactions, and outstanding balances, in its financial statements.
ASX CGC Principles and Recommendations (4th Ed), Principle 2	Liontown is expected to have a Board of appropriate composition and independence to oversee related party matters without conflict.

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