ACG Metals Limited

Related Party Transactions Policy

7 April 2026

1. Introduction

1.1 ACG Metals Limited (company number: 2067083) ("**ACG**") is committed to conducting its business in compliance with all applicable laws, including, but not limited to, the BVI Business Companies Act, Revised Edition 2020 (the "**Act**"), matters of common law in the British Virgin Islands ("**BVI**"), the Listing Rules, the FCA Disclosure Guidance and Transparency Rules ("**DTRs**") and with its memorandum and articles of association (together "**Applicable Laws**").

1.2 Such Applicable Laws, amongst other things, impose a responsibility on the directors from time to time (as the case may be) of ACG (the "**Directors**") to be aware of related party transactions and disclose potential conflicts of interest with ACG as well as to declare personal transactions in ACG securities. This document provides a summary of a recommended process and incorporates a guidance note for Directors.

2. Background

DTRs

2.1 As a listed Company, the Company is required to comply with DTR 7.3 in respect of Related Party Transactions pursuant to UKLR 22. The Company must establish and maintain adequate procedures, systems and controls to assess whether a transaction with a Related Party is in the ordinary course of business and has been concluded on normal market terms. The Related Party and any person connected to the Related Party must not take part in such assessment.

2.2 A Related Party is defined as having the meaning in UK-adopted IFRS or where the Company prepares annual consolidated financial statements in accordance with equivalent standards, as defined therein.

2.3 Whenever the Company is proposing to enter into a transaction which is or may be a Related Party Transaction, it is recommended the Directors obtain guidance of its external advisors as to the application of the Applicable Laws.

3. Procedure in relation to Related Party Transactions

3.1 Directors should consider their obligations under the Company's Conflicts of Interest policy.

3.2 The Chief Financial Officer will monitor transactions which could be Related Party Transactions. All potential Related Party Transactions must be promptly report to the board of Directors. The board of Directors will consult with external advisors in order to assess any notification or other requirements under the DTRs.

3.3 Where the Company intends to enter into a Material Related Party Transaction it must, no later than when the terms of the transaction are agreed, publish an announcement on a RIS setting out:

(a) the nature of the related party relationship;

(b) the Related Party;

(c) the date and value of the transaction;

(d) any other information necessary for the shareholders of the Company to assess whether the transaction is fair and reasonable.

3.4 When considering whether a Related Party Transaction is material, the Directors should consider the percentage rations and related party test set out in DTR 7.3.

3.5 If following the announcement there is a material change to the terms of the transaction, a further announcement must be made in line with paragraph 3.3 above. Amongst other things, a material change includes an increase of 10% or more in the consideration payable.

3.6 The announcement requirement set out in paragraph 3.3 above applies to the variation or novation of an existing agreement between the Company and a related party, whether or not at the time of the original agreement, that party was a Related Party.

3.7 The Chief Financial Officer is to maintain a record of all transactions with Related Parties, regardless of size, to allow for the application of the aggregation principles set out in DTR 7.3.13R. The Directors should also consider its obligations under its MAR policy.

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