AXIANT RESOURCES LIMITED
ACN 697 543 203
(Company)

CORPORATE GOVERNANCE PLAN

(Approved by the Board on 15 June 2026)

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CORPORATE GOVERNANCE

The Company is committed to ensuring that all of its business activities are conducted fairly, honestly and with integrity in compliance with all applicable laws. To achieve this, the Company's board of directors (**Board**) has adopted a number of charters and policies which aim to ensure that value is created whilst accountability and controls are commensurate with the risks involved.

The Board believes that the Company's policies and practices comply with the recommendations set out in the ASX Corporate Governance Principles and Recommendations – 4th Edition (**ASX Recommendations**).

Together with the Company's constitution (**Constitution**), the following charters and policies have been adopted by the Company to achieve a high standard of corporate governance:

Charters and Codes

Board Charter

Code of Conduct

Audit and Risk Committee Charter

Remuneration Committee Charter

Environment and Climate Change Committee Charter

Policies

Performance Evaluation Process

Continuous Disclosure Policy

Risk Management Policy

Trading Policy

Diversity Policy

Whistleblower Policy

Anti-Bribery and Anti-Corruption Policy

Shareholder Communications Strategy

Environmental, Social and Governance Policy

Privacy Policy

SCHEDULE 1 – BOARD CHARTER

1. Purpose

This Charter sets out the authority, role and responsibilities, membership and operation of the Board of the Company.

2. Role of the Board

The role of the Board is to:

(a) act in the best interests of the Company as a whole;

(b) define the Company's purpose and set its strategic objectives;

(c) represent and serve the interests of shareholders by overseeing management in its implementation of the Company's values, strategic objectives and policies;

(d) provide strong leadership and challenge to management and hold management accountable; and

(e) keep shareholders informed of the Company's performance and major developments which affect it.

3. Specific Responsibilities of the Board

In addition to matters it is expressly required by law to approve, the Board is responsible for:

(a) driving the strategic direction of the Company and defining the Company's purpose, ensuring appropriate resources are available to meet objectives and monitoring management's performance;

(b) ensuring that an appropriate framework exists for relevant information to be reported by management to the Board including the escalation of risks to the Board;

(c) appointment and replacement of the Chair, Chief Executive Officer/Managing Director, other senior executives and the Company Secretary and the determination of the terms and conditions of their employment including remuneration and termination;

(d) reviewing and ratifying systems of audit, risk management and internal compliance and control, codes of conduct and legal compliance to minimise the possibility of the Company operating beyond acceptable risk parameters;

(e) overseeing the integrity of the Company's accounting and corporate reporting systems, including any external audit (satisfying itself financial statements released to the market fairly and accurately reflect the Company's financial position and performance);

(f) establishing procedures for verifying the integrity of those periodic reports which are not audited or reviewed by an external auditor, to ensure that each periodic report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions;

(g) recommending to shareholders the appointment of the external auditor as and when their appointment or re-appointment is required to be approved by them (in accordance with the *Corporation Act 2001* (Cth) and ASX Listing Rules if applicable); and

(h) ensuring good corporate governance practice and regulatory compliance and promoting ethical and responsible decision making.

4. Board structure and operations

The Constitution governs the regulations and proceedings of the Board.

(a) **Board composition**

The Board determines the size and composition of the Board, subject to any limit set out in the Company's Constitution.

Where practical, the Board should comprise a majority of independent non-executive Directors and comprise Directors with a broad range of skills, diversity, expertise and experience from a range of backgrounds. The Board has adopted a Board skills matrix to assist in ensuring it has the skills to discharge its obligations effectively and to add value.

Where practical, the Chair of the Board will be an independent non-executive Director and must not be the Chief Executive Officer or a former Chief Executive Officer.

(b) **Independence**

A Director is considered to be independent for the purposes of service on the Board and Board committees if the Director satisfies the standards adopted and published by the Board from time to time to assist it in its regular 'independence' determinations. A copy of the criteria used to assess the independence of Directors as at the adoption of this Charter, is attached at Annexure A, and forms part of this Charter.

The Board will regularly review the independence of each non-executive Director in light of information relevant to this assessment as disclosed by each non-executive Director to the Board. Directors must also immediately declare to the Board any loss of independence and the board will determine whether to declare this to the market.

(c) **Disclosure of interest**

A Director must disclose to the Board:

(i) any material personal interest that they or any of their associates may have in a matter that relates to the affairs of the Company; and

(ii) any other interest or relationship that may affect the Director's independence.

(d) **Election and re-election**

The Constitution and the ASX Listing Rules govern the election and re-election of Directors.

New Directors will be provided with formal letters setting out the key terms and conditions of their appointment.

(e) **Induction & continuing professional education**

New Directors are required to undertake induction training, tailored to their existing skills, knowledge and experience on the Company's strategy, structure, operations, culture, key risks and material sites.

Where required, Directors are required to undertake periodic continuing professional education to deal with new and emerging business and governance issues. Regular briefings on material developments in laws, regulations and accounting standards relevant to the Company will be given to the Board.

(f) **Meetings**

The Board is structured to facilitate the effective discharge of its duties and to add value through its deliberations. The Board shall meet in accordance with a schedule agreed at the commencement of each calendar year or as required.

Non-executive Directors should periodically meet without the presence of management to address such matters as succession planning, key strategic issues, and Board operation and effectiveness.

Agendas and Board papers will be distributed to Directors in a reasonable time to enable Directors to properly prepare for meetings.

(g) **Access to information and advice**

All Directors have access to Company employees, advisers and records. In carrying out their duties and responsibilities, Directors have access to advice and counsel from the Chair and the Company Secretary, and are able to seek independent professional advice at the Company's expense, after consultation with the Chair.

(h) **Performance evaluation**

The Board will review the performance of the Directors retiring by rotation and seeking re-election under the Constitution each year, the results of which will form the basis of the Board's recommendation to shareholders at the annual general meeting.

The Chair shall coordinate an annual performance review of the Board that:

(i) compares the performance of the Board with the requirements of its Charter;

(ii) critically reviews the mix of the Board to ensure it covers the skills needed to address existing and emerging business and governance issues relevant to the Company and to ensure the currency of each Director's knowledge and skills and whether the Director's performance has been impacted by other commitments; and

(iii) suggests any amendments to this Charter as are deemed necessary or appropriate.

5. Board Committees

(a) Once the Board is of a sufficient size and structure, reflecting that the Company's operations are of a sufficient magnitude, the Board must establish the following Committees, each with written Charters:

(i) audit and risk Committee;

(ii) remuneration Committee; and

(iii) nomination Committee,

to assist the Board in fulfilling its duties.

(b) The Board will evaluate on an annual basis the performance of the Committees against their respective Charters.

(c) The Board will ensure that the Committees are sufficiently funded to enable them to fulfil their roles and discharge their responsibilities.

(d) Members of Committees are appointed by the Board. The Board may appoint additional Directors to Committees or remove and replace members of Committees by resolution.

(e) Where the Board does not consider that the Company will benefit from a particular separate Committee the Board must carry out the duties that would ordinarily be assigned to that Committee as per the Charter for that Committee.

6. Responsibilities of Management

(a) The Board shall delegate responsibility for the day-to-day operations and administration of the Company to the Managing Director.

(b) Specific limits on the authority delegated to the Managing Director and the team of senior executives as appointed by the Company must be set out in the delegated authorities approved by the Board.

(c) The role of management is to support the Managing Director and implement the running of the general operations and financial business of the Company including instilling and reinforcing the Company's values, in accordance with the delegated authority of the Board.

(d) The senior executive team will be responsible for providing the Board with accurate, timely and clear information on the Company's operations to enable the Board to perform its operations.

(e) In addition to formal reporting structures, members of the Board are encouraged to have direct communications with management and other employees within the Company and its subsidiaries (if any) (**Group**) to facilitate the effective carrying out of their duties as Directors.

7. Responsibilities of the Chair

(a) Where practical, the Chair will be a non-executive Director, will not be the same person as the CEO.

(b) The Chair must be able to commit the time to discharge the role effectively.

(c) The Chair is responsible for the leadership of the Board, ensuring it is effective, setting the agenda of the Board, conducting the Board meetings, ensuring then approving that an accurate record of the minutes of Board meetings is held by the Company and conducting the shareholder meetings.

(d) The Chair should facilitate the effective contribution of all Directors and promote constructive and respectful relations between Board members and management.

(e) In the event that the Chair is absent from a meeting of the Board, the Board will appoint a Chair for that meeting in an acting capacity.

8. The Company Secretary

(a) The Board has the responsibility for the appointment and removal, by resolution, of the Company Secretary.

(b) The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board, including advising on governance matters, monitoring that Board policies and procedures are followed, coordinating all Board business including meetings, agendas, Board papers and monitoring the completion of actions arising from Board meetings.

(c) All Directors have access to the advice and services provided by the Company Secretary.

9. Foreign Directors

In the event that a Director does not speak the language in which key corporate documents are written or Board or shareholder meetings are held, the Company will ensure that:

(a) such documents are translated into the Director's native language; and

(b) a translator is present at all Board and shareholder meetings.

In this case, "key corporate documents" includes the Company's Constitution, prospectuses, product disclosure statements, corporate reports and continuous disclosure announcements.

10. Monitoring and Review

(a) The Board will periodically monitor the content, effectiveness and implementation of this Charter on a regular basis. Any updates or improvements identified will be addressed as soon as possible.

(b) Any changes to the Charter will require approval of the Board.

ANNEXURE A – DEFINITION OF INDEPENDENCE

Examples of interests, positions and relationships that might raise issues about the independence of a Director include if the Director:

(a) is, or has been, employed in an executive capacity by the Company or any of its child entities and there has not been a period of at least three years between ceasing such employment and serving on the Board;

(b) receives performance-based remuneration (including options or performance rights), or participates in an employee incentive scheme of the Company;

(c) is, or has been within the last three years, in a material business relationship (eg as a supplier, professional adviser, consultant or customer) with the Company or any of its child entities, or is an officer of, or otherwise associated with, someone with such a relationship;

(d) is, represents, or is or has been within the last three years an officer or employee of, or professional adviser to, a substantial holder of the Company;

(e) has close personal ties with any person who falls within any of the categories described above; or

(f) has been a Director of the Company for such a period that their independence from management and substantial holders may have been compromised.

In each case, the materiality of the interest, position or relationship needs to be assessed by the Board to determine whether it might interfere, or might reasonably be seen to interfere, with the Director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party.

SCHEDULE 2 – CODE OF CONDUCT

1. Purpose

The purpose of this Code of Conduct is to provide a framework for decisions and actions in relation to ethical conduct in employment. It underpins the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders.

The Code of Conduct has been approved by the Board and is periodically reviewed and updated as required. The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees. It is supplemented by policies approved by the Board and standards, processes and procedures developed by management that provide practical guidance on the principles, practices and standards employees are expected to follow.

2. Scope

Everyone who works for the Company, including Directors, officers, executives, managers, supervisors, employees, contractors and service providers (where they are under a contractual obligation to do so), must comply with the Code of Conduct together with policies and any standards, processes and procedures which relate to their daily business activities. The Code of Conduct applies at work and to work related events and out-of-hours activities that are connected to employment or work with the Company.

3. Responsibilities

Responsibility lies with each person covered by this Code of Conduct to conduct themselves in accordance with this Code of Conduct. To this end, regular and appropriate training on how to comply with this will be provided to all employees. If you have any questions, you should speak with the Company Secretary.

4. Values and Purpose

4.1 Identity

The Company is a gold mineral exploration company.

4.2 Purpose

(a) Our primary objective is to deliver maximum shareholder value through the discovery of gold resources whilst acting lawfully, ethically and responsibly.

(b) The Company will use best practice approaches in our decision-making process focusing on continuous development, accountability and teamwork in all aspects of our business.

(c) In order to achieve these goals, we will ensure our employees and business partners have the appropriate skills and resources to perform their work effectively and efficiently. We will foster an open and supportive environment in all activities and relationships, and make sure that our senior executives demonstrate and reinforce our values in all aspects of our business and in all interactions with staff.

(d) We believe that our pursuit of these goals will cement a positive reputation for the Company in the community as a reliable, responsible and ethical organisation.

4.3 Values

The Company's values will help the Company achieve its purpose and goals and help guide decision making at every level of the organisation.

The Company's current values are:

(a) Doing what we have committed to do.

(b) Demonstrating leadership and innovation in all aspects of the business.

(c) Managing the business in an effective and sustainable manner.

(d) Acting with respect and integrity.

4.4 Commitment to Values

The Company and its subsidiary companies (if any) are committed to conducting all of its business activities in accordance with the above stated values. The Board will ensure that all employees are given appropriate training on the Company's values and senior executives will continually demonstrate and reinforce such values in all interactions with staff.

5. Personal and Professional Behaviour

When carrying out your duties, you should:

(a) act in the best interests of the Company;

(b) behave ethically, responsibly, honestly and with integrity and report other employees who are behaving dishonestly;

(c) treat fellow employees with respect and not engage in bullying, harassment or discrimination;

(d) disclose and deal appropriately with any conflicts between your personal interests and your duty as a Director, senior executive or employee (as applicable);

(e) not take advantage of the property or information of the Company or its customers for personal gain or to cause detriment to the Company or its customers;

(f) not take advantage of your position for the opportunities arising therefrom for personal gain;

(g) carry out your work with integrity and to a high standard and in particular, commit to the Company's policy of producing quality goods and services;

(h) operate within the law at all times;

(i) follow the policies of the Company and adhere to the Company's values; and

(j) act in an appropriate business-like manner when representing the Company in public forums and deal with customers and suppliers fairly.

6. Conflicts of Interest

Potential for a conflict of interest arises when it is likely that you could be influenced, or it could be perceived that you are influenced, by a personal interest when carrying out your duties. Conflicts of interest that lead to biased decision making may constitute corrupt conduct.

(a) Some situations that may give rise to a conflict of interest include situations where you have:

(i) financial interests in a matter the Company deals with or you are aware that your friends or relatives have a financial interest in the matter;

(ii) directorships/management of outside organisations;

(iii) personal relationships with people the Company is dealing with which go beyond the level of a professional working relationship;

(iv) secondary employment, business, commercial, or other activities outside of the workplace which impacts on your duty and obligations to the Company;

(v) access to information that can be used for personal gain; and

(vi) offer of an inducement.

(b) You may often be the only person aware of the potential for conflict. It is your responsibility to avoid any conflict from arising that could compromise your ability to perform your duties impartially. You must report any potential or actual conflicts of interest to your manager.

(c) If you are uncertain whether a conflict exists, you should discuss that matter with your manager and attempt to resolve any conflicts that may exist.

(d) You must comply with the Company's Anti-Bribery and Anti-Corruption Policy at all times.

7. Information Systems, Devices and Social Media

Email, the internet, facsimile, telephones and other information systems must be used appropriately so as to maintain and not put at risk the integrity of the Company's information systems. The Company has policies in place to manage risks associated with information technology systems and their use. Employees must comply with the requirements of those policies at all times.

If you link personal devices to the Company's information systems, you must ensure that you first obtain appropriate authorisation and use such devices in accordance with all relevant policies.

Employees must ensure that they use any social media and networking sites in accordance with the requirements of the Code of Conduct and relevant policies.

8. Public and Media Comment

(a) Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.

(b) Employees must not make official comment on matters relating to the Company unless they are:

(i) authorised to do so by the Chief Executive Officer/Managing Director; or

(ii) giving evidence in court; or

(iii) otherwise authorised or required to by law.

(c) Employees must not release unpublished or privileged information unless they have the authority to do so from the Chief Executive Officer/Managing Director.

(d) The above restrictions apply except where prohibited by law, for example in relation to "whistleblowing". Employees should refer to the Company's Whistleblower Policy for further information.

9. Use of Company Resources

Requests to use Company resources outside core business time should be referred to management for approval.

If employees are authorised to use Company resources outside core business times, they must take responsibility for maintaining, replacing, and safeguarding the resources and following any special directions or conditions that apply.

Employees using Company resources without obtaining prior approval could face disciplinary and/or criminal action. Company resources are not to be used for any private commercial purposes.

10. Confidential Information

Directors, officers and employees are to make sure that confidential and sensitive information cannot be accessed by unauthorised persons. Sensitive material should be securely stored overnight or when unattended. Directors, officers and employees must ensure that confidential information is only disclosed or discussed with people who are authorised to have access to it. It is considered a serious act of misconduct to deliberately release confidential documents or information to unauthorised persons and may incur disciplinary action.

11. Intellectual property/copyright

Intellectual property includes the rights relating to scientific discoveries, industrial designs, trademarks, service marks, commercial names and designations, and inventions and is valuable to the Company.

The Company is the owner of intellectual property created by employees in the course of their employment unless a specific prior agreement has been made. Employees must obtain written permission to use any such intellectual property from the Company Secretary/ Chair of the Board before making any use of that property for purposes other than as required in their role as employee.

12. Safe workplace environment

The Company is committed to providing employees with a safe workplace environment free from discrimination and harassment (including sexual harassment). In this context, 'workplace' includes a work-related environment, for example, where employees are conducting business on behalf of the Company (whether onsite or offsite), attending work-related events, training activities, offsite conferences, work social functions, customer functions and volunteer days.

The Company expects all employees to help create the right environment by supporting each other and working collaboratively and ensuring that no one in the workplace is unlawfully discriminated against, bullied or harassed. Employees are reminded that they can speak up against any form of bullying, discrimination, harassment or other actual or suspected unlawful conduct following the avenues set out in the Company's Whistleblower Policy. Victimisation of those who speak up may be unlawful and will be considered seriously by the Company and may result in termination of employment.

Where behaviour involves threats to harm someone, acts of violence (e.g. physical assault or the threat of physical assault) or stalking, it should be reported immediately to the police.

(a) Discrimination

Unlawful discrimination can be direct or indirect. Direct discrimination occurs when a person or group of people treats, or proposes to treat, another person or group less favourably on the basis of a particular ground or attribute protected by law. Indirect discrimination occurs when a person imposes, or proposes to impose, an unreasonable requirement, condition or practice that has, or is likely to have, the effect of disadvantaging a person or persons with one of the grounds or attributes.

(b) Harassment

Unlawful harassment is any form of behaviour where a person is made to feel intimidated, insulted or humiliated because of one of the grounds or attributes listed in clause 12 above. It can be a single unwelcome incident or a persistent pattern of intimidating, insulting or humiliating behaviour.

(c) Sexual harassment

The Company has a zero-tolerance approach to sexual harassment. Sexual harassment is a specific form of harassment. It is where a person engages in unwelcome conduct of a sexual nature and, having regard to all the circumstances, a reasonable person would anticipate that the person harassed would be offended, humiliated or intimidated. Sexual harassment can be physical, spoken or written. It is irrelevant if the harasser did not intend to offend, humiliate or intimidate, or even know that this was the effect of their conduct, for it to be against the law.

13. Corrupt Conduct

Employees must comply with the Company's Anti-Bribery and Anti-Corruption Policy at all times.

Corrupt conduct involves the dishonest or partial use of power or position which results in one person/group being advantaged over another. Corruption can take many forms

including, but not limited to official misconduct, bribery and blackmail, unauthorised use of confidential information, fraud and theft.

Employees should refer to the Company's Whistleblower Policy in respect of reporting corrupt conduct, conduct in breach of any of the Company's policies or its Code of Conduct.

14. Occupational Health and Safety

It is the responsibility of all employees to act in accordance with the occupational health and safety legislation, regulations and policies applicable to their respective organisations and to use security and safety equipment provided.

Specifically, all employees are responsible for safety in their work area by:

(a) following the safety and security directives of management;

(b) advising management of areas where there is a potential problem in safety and reporting suspicious occurrences; and

(c) minimising risks in the workplace.

15. Legislation

It is essential that all employees comply with the laws and regulations of the countries in which the Company operates. Violations of such laws may have serious consequences for the Company and any individuals concerned. Any known violation must be reported immediately to management.

16. Fair Dealing

The Company aims to succeed through fair and honest competition and not through unethical or illegal business practices. Each employee should endeavour to deal fairly with the Company's suppliers, customers and other employees.

17. Insider Trading

All employees must observe the Company's 'Trading Policy'. In conjunction with the legal prohibition on dealing in the Company's securities when in possession of unpublished price sensitive information, the Company has established specific time periods when Directors, management and employees are only permitted to buy and sell the Company's securities.

18. Breaches of the Code of Conduct

Material breaches of this Code of Conduct must be reported to the Board or a committee of the Board and may lead to disciplinary action.

19. Reporting Matters of Concern

Employees are encouraged to raise any matters of concern in good faith with a member of the executive team or the Company Secretary without fear of retribution. Complaints will be handled impartially, confidentially and will be acted upon in a timely manner in accordance with the Company's Whistleblower Policy.

20. Monitoring and Review

(a) The Board will periodically monitor the content, effectiveness and implementation of this Code of Conduct. Any updates or improvements identified will be addressed as soon as possible.

(b) Employees are invited to comment on the Code of Conduct and suggest ways in which it might be improved. Suggestions and queries should be addressed to the Board.

SCHEDULE 3 – AUDIT AND RISK COMMITTEE CHARTER

1. Purpose

The primary purpose of the audit and risk committee (**Committee**) is to assist the Board in fulfilling its statutory and fiduciary responsibilities relating to:

(a) the quality and integrity of the Company's financial statements, accounting policies and financial reporting and disclosure practices;

(b) compliance with all applicable laws, regulations and Company policy;

(c) the effectiveness and adequacy of internal control processes, risk frameworks and risk management;

(d) the performance of the Company's external auditors and their appointment and removal;

(e) the independence of the external auditor and the rotation of the lead engagement partner;

(f) oversee the policies and procedures for ensuring the Company's compliance with relevant regulatory and legal requirements and escalate to the Board any breaches of these policies and procedures;

(g) the identification and management of business, economic, environmental, climate-related and social sustainability risks and ensuring corrective action is taken where necessary;

(h) the review of the Company's risk management framework at least annually to satisfy itself that it continues to be sound and to determine whether there have been any changes in the material business risks the Company faces and to ensure that they remain within the risk appetite set by the Board; and

(i) make recommendations to the Board in relation to each of the areas listed above where necessary

A secondary function of the Committee is to perform such special reviews or investigations as the Board may consider necessary.

2. Responsibilities

The role of the Committee is to assist the Board in monitoring and reviewing any matters of significance affecting financial reporting, compliance with legal and regulatory requirements, setting the risk appetite of the Company and overseeing the Company's systems of internal control and risk management. This Charter sets risk parameters and defines the Committee's function, composition, mode of operation, authority and responsibilities.

3. Composition

The Board will strive to adhere to the following composition requirements for the Committee if possible:

(a) the Board will appoint members of the Committee. The Board may remove and replace members of the Committee by resolution;

(b) the Committee must comprise at least three members all of whom are non-executive Directors and a majority of whom are independent Directors (in accordance with the criteria set out in Annexure A);

(c) all members of the Committee must be able to read and understand financial statements and possess sufficient technical skills or professional qualifications and experience in relation to risk management;

(d) the chair of the Committee must not be the Chair of the Board and must be independent; and

(e) shall have leadership experience and a strong finance, accounting or business background.

The external auditors, the other Directors, the Managing Director, Company Secretary and senior executives, may be invited to Committee meetings at the discretion of the Committee.

4. Duties and Responsibilities of the Committee

4.1 Financial Reports

The Committee has the following duties in respect of the audited annual and half-yearly financial statements of the Company:

(a) to review the financial reports to ensure:

(i) compliance with accounting standards, Company policies, laws and other legal requirements relating to their preparation and content;

(i) the appropriateness of the accounting principles adopted by management in the financial reports;and

(ii) that the financial reports provide a true and fair view of the financial position and performance of the Company;

(b) overseeing the Company's accounting and disclosure policies and procedures as they relate to the preparation and content of the financial reports and the results of the external audits of those reports;

(c) establishing procedures for treatment of accounting complaints;

(d) reviewing the impact of any proposed changes in accounting policies on the financial statements;

(e) establishing procedures for verifying the integrity of the Company's periodic reports which are not audited or reviewed by an external auditor, to satisfy the Board that each periodic report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions; and

(f) making appropriate recommendations to the Board regarding any significant financial, accounting, auditing and reporting issues.

(g)

4.2 Relationship with External Auditors

The Committee has the following duties in relation to external audit, to:

(a) recommend to the Board procedures for the selection and appointment of external auditors and for the rotation of external auditor partners;

(b) review performance, succession plans and rotation of lead engagement partner;

(c) approve the external audit plan and fees proposed for audit work to be performed;

(d) discuss any necessary recommendations to the Board for the approval of quarterly, half yearly or Annual Reports;

(e) meet with the external auditors at least twice in each financial year and at any other time the Committee considers appropriate;

(f) provide pre-approval of audit and non-audit services that are to be undertaken by the external auditor;

(g) ensure that the external auditor prepares and delivers an annual statement as to their independence which includes details of all relationships with the Company;

(h) receive from the external auditor their report on, among other things, critical accounting policies and alternative accounting treatment, prior to the filing of their audit report in compliance with the *Corporations Act 2001* (Cth); and

(i) ensure that the external auditor attends the Company's annual general meeting and is available to answer questions from security holders relevant to the audit.

4.3 Risk Management and Internal Controls

The Committee has the following duties in relation to risk management and internal controls, to:

(a) oversee the Company's risk management systems, practices and procedures to ensure effective risk identification reporting and management and compliance with internal guidelines and external requirements;

(b) ensure that the risk management function is properly resourced, with adequate information rights and sufficient independence such that it is free from management interference;

(c) assess whether the Company has any potential or apparent exposure to environmental, social or governance risks and if it does, put in place management systems, practices and procedures to manage those risks;

(d) review the Company's risk management framework at least annually to satisfy itself that the framework:

(i) continues to be sound;

(ii) ensures that the Company is operating with due regard to the risk appetite set by the Board; and

(iii) deals adequately with contemporary and emerging risks such as conduct risk, digital disruption, cyber-security, privacy and data breaches, sustainability and climate change; and

(e) review reports by management on the efficiency and effectiveness of the Company's risk management framework and associated internal compliance and control procedures.

4.4 Legal and Regulatory Compliance

The Committee has the following duties in relation to legal and regulatory compliance, to:

(a) review and assess the effectiveness of the Company's compliance program in ensuring compliance with relevant regulatory and legal requirements; and

(b) review and assess the effectiveness of internal processes for ensuring compliance with the Company's policies and procedures and to oversee the process which ensures that any material breaches of these processes are escalated to the Board.

(c) obtain regular updates from management regarding any material litigation and Risk Reporting

The Committee will be responsible for ensuring that relevant disclosures are given in the Directors report as to the Company's risk management strategy and for making appropriate recommendations to the Board regarding any significant risk management reporting issues.

4.5 Additional Responsibilities

The Committee has the following additional responsibilities, to:

(a) oversee procedures for whistleblower protection; and

(b) oversee procedures for countering bribery and corruption.

5. Meetings

(a) The Committee will meet at least twice in each financial year and additionally as circumstances may require for it to undertake its role effectively.

(b) Meetings are called by the Company Secretary as directed by the Board or at the request of the chair of the Committee.

(c) Where deemed appropriate by the chair of the Committee, meetings and subsequent approvals and recommendations can be implemented by a circular written resolution or conference call.

(d) A quorum shall consist of two members of the Committee. In the absence of the chair of the Committee or their nominees, the members shall elect one of their members as chair of that meeting.

(e) Decisions will be based on a majority of votes with the Chair having a casting vote.

(f) The chair of the Committee, through the secretary, will prepare a report of the actions of the Committee to be included in the Board papers for the next Board meeting.

(g) Minutes of each meeting are included in the papers for the next full Board meeting after each Committee meeting.

6. Secretary

(a) The Company Secretary or their nominee shall be the secretary of the Committee and shall attend meetings of the Committee as required.

(b) The secretary will be responsible for preparing the agenda and keeping the minutes of meetings of the Committee and circulating them to Committee members and to the other members of the Board.

(c) The secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

7. Reliance on Information or Professional or Expert Advice

Each member of the Committee is entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

(a) an employee of the Company and its subsidiaries (if any) (**Group**) whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;

(b) a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or

(c) another Director or officer of the Group in relation to matters within the Director's or officer's authority.

8. Access to Advice

(a) Members of the Committee have rights of access to management and to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests.

(b) Members of the Committee may meet with the auditors, both internal and external, without management being present.

(c) Members of the Committee may consult independent legal counsel or other advisers they consider necessary to assist them in carrying out their duties and responsibilities, subject to prior consultation with the chair of the Committee. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

9. Report to the Board

(a) The Committee must report to the Board formally at the next Board meeting following from the last Committee meeting on matters relevant to the Committee's role and responsibilities.

(b) The Committee must brief the Board promptly on all urgent and significant matters.

10. Monitoring and review

The Board will conduct an annual review of the membership of the Committee to ensure that the Committee has carried out its functions in an effective manner and will review and update this Charter as required or as a result of new laws or regulations.

ANNEXURE A – DEFINITION OF INDEPENDENCE

Examples of interests, positions and relationships that might raise issues about the independence of a Director include if the Director:

(a) is, or has been, employed in an executive capacity by the Company or any of its child entities and there has not been a period of at least three years between ceasing such employment and serving on the Board;

(b) receives performance-based remuneration (including options or performance rights), or participates in an employee incentive scheme of the Company;

(c) is, or has been within the last three years, in a material business relationship (eg as a supplier, professional adviser, consultant or customer) with the Company or any of its child entities, or is an officer of, or otherwise associated with, someone with such a relationship;

(d) is, represents, or is or has been within the last three years an officer or employee of, or professional adviser to, a substantial holder of the Company;

(e) has close personal ties with any person who falls within any of the categories described above; or

(f) has been a Director of the Company for such a period that their independence from management and substantial holders may have been compromised.

In each case, the materiality of the interest, position or relationship needs to be assessed by the Board to determine whether it might interfere, or might reasonably be seen to interfere, with the Director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party.

SCHEDULE 4 – REMUNERATION COMMITTEE CHARTER

1. Purpose

The primary purpose of the remuneration committee (**Committee**) is to support and advise the Board in fulfilling its responsibilities to shareholders by:

(a) reviewing and approving the executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;

(b) ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration;

(c) recommending to the Board the remuneration of executive Directors;

(d) fairly and responsibly rewarding executives having regard to the performance of the Company and its subsidiaries (if any) (**Group**), the performance of the executive and the prevailing remuneration expectations in the market without rewarding conduct that is contrary to the Company's vales or risk appetite and having regard to the Company's commercial interest in controlling expenses;

(e) ensuring incentives for non-executive Directors do not conflict with their obligation to bring an independent judgement to matters before the Board;

(f) reviewing the Company's recruitment, retention and termination policies and procedures for senior management;

(g) reviewing and approving the remuneration of direct reports to the Chief Executive Officer/Managing Director, and as appropriate other senior executives;

(h) reviewing and approving any equity-based plans and other incentive schemes; and

(i) considering whether there is any gender or other inappropriate bias in remuneration for executive management or other employees.

2. Role

The role of the Committee is to assist the Board in monitoring and reviewing any matters of significance affecting the remuneration of the Board and employees of the Company. This Charter defines the Committee's function, composition, mode of operation, authority and responsibilities.

3. Composition

The Board will strive to adhere to the following composition requirements for the Committee where at all possible:

(a) the Committee shall comprise at least three Directors, the majority whom are independent Directors;

(b) the Committee will be chaired by an independent Director who will be appointed by the Board; and

(c) the Board may appoint such additional non-executive Directors to the Committee or remove and replace members of the committee by resolution.

4. Responsibilities of the Committee

4.1 Remuneration Policies

(a) In recommending the remuneration of executive Directors and management as well as non-executive Directors, the Committee is to consider the guidelines set out in Box 8.2 of the ASX Recommendations in respect of composition, fixed remuneration, performance-based remuneration, equity-based remuneration and termination payments.

(b) To the extent that the Company, on advice from the Committee, adopts a different remuneration structure from that referred to in clause 4.1(a), the Committee shall document its reasons for the purpose of disclosure to stakeholders of the Company.

4.2 Executive Directors and Senior Management

(a) Consider and make recommendations to the Board on the remuneration for each executive Director (including base pay, incentive payments, equity awards, retirement rights, service contracts and superannuation arrangements) having regard to the executive remuneration policy.

(b) Review and approve the proposed remuneration as well as any changes to remuneration (including incentive awards, equity awards and service contracts) for the direct reports of the Chief Executive Officer/Managing Director. As part of this review the Committee will oversee an annual performance evaluation of the senior executive team. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.

(c) Approve termination payments to executive Directors or direct reports to the Chief Executive Officer/Managing Director. Termination payments to other departing executives should be reported to the Committee at its next meeting.

4.3 Incentive Plans (including Equity Based Plans)

(a) Review and approve the design of any executive incentive plans (**Plans**) including those introduced in light of legislative, regulatory and market developments.

(b) Ensuring incentives for non-executive Directors do not conflict with their obligation to bring an independent judgement to matters before the Board.

(c) For each Plan, determine each year whether awards will be made under that Plan.

(d) Review and approve total proposed awards and performance hurdles under each Plan.

(e) Review, manage and disclose the policy (if any) under which participants to a Plan may be permitted (at the discretion of the Company) to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Plan.

4.4 Other

The Committee shall perform other duties and activities that it or the Board considers appropriate.

5. Meetings

(a) The committee will meet at least once per year and additionally as circumstances may require.

(b) Meetings are called by the Company Secretary as directed by the Board or at the request of the chair of the Committee.

(c) A quorum shall comprise any two members of the committee. In the absence of the chair of the Committee or appointed delegate, the members shall elect one of their members as Chair.

(d) Where deemed appropriate by the chair of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or a conference call.

(e) Decisions will be based on a majority of votes with the chair of the Committee having the casting vote.

(f) The Committee may invite any executive management team members or other individuals, including external third parties, to attend meetings of the Committee, as they consider appropriate.

6. Secretary

(a) The Company Secretary or their nominee shall be the secretary of the Committee and shall attend meetings of the Committee as required.

(b) The secretary will be responsible for preparing agendas, keeping the minutes of meeting of the Committee and circulating them to Committee members and to the other members of the Board.

(c) The secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

7. Reliance on Information or Professional or Expert Advice

Each member of the Committee is entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

(a) an employee of the Group whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;

(b) a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or

(c) another Director or officer of the Group in relation to matters within the Director's or officer's authority.

8. Access to Advice

(a) Members of the Committee have a right to access the books and records of the Company to enable them to discharge their duties as committee members, except where the Board determines that such access would be adverse to the Company's interests.

(b) The Committee may consult independent experts to assist it in carrying out its duties and responsibilities. Any costs incurred as a result of the committee consulting an independent expert will be borne by the Company.

9. External Remuneration Consultants

For the purposes of this Section 9, the terms 'Key Management Personnel' and 'Remuneration Consultant' have the meaning given in section 9 of the *Corporations Act 2001* (Cth) (**Corporations Act**), the term 'Remuneration Recommendation' has the meaning given in section 9B of the Corporations Act and the term 'Remuneration Consultancy Contract' has the meaning given in section 206K of the Corporations Act.

The Committee may, from time to time appoint an external Remuneration Consultant to make a Remuneration Recommendation pursuant to the terms of a Remuneration Consultancy Contract.

Prior to the appointment of a Remuneration Consultant, the Committee must have regard to any actual or potential conflicts of interest that may impact the independence of the Remuneration Consultant including any prior or current engagement of the Remuneration Consultant to provide services to the Company or any relationships that may exist between Key Management Personnel and the Remuneration Consultant.

Following entry into a Remuneration Consultancy Contract, the Remuneration Consultant will not be permitted to perform any other services for the Company unless the prior written approval of the Committee is obtained.

The Committee will:

(a) ensure that the requirements of Part 2D.8 of the Corporations Act are complied with including:

(i) reviewing and approving all remuneration consultancy contracts (as defined in section 206K(1) of the Corporations Act) before they are entered into by the Company; and

(ii) ensuring that any Remuneration Recommendation is provided directly to the Committee (excluding any executive Directors on the Committee) and that the Remuneration Recommendation is not provided to a person who is neither a Director of the Company or a member of the Committee;

(b) put in place arrangements to ensure that a Remuneration Consultant is not unduly influenced by a member or members of Key Management Personnel to whom a Remuneration Recommendation relates, including but not limited to restricting communication between Key Management Personnel and the Remuneration Consultant;

(c) ensure that the Company's remuneration report complies with the requirements of section 300A(1)(h) of the Corporations Act in circumstances where a Remuneration Recommendation has been made for that financial year;

(d) authorise the distribution of any Remuneration Recommendation by any person other than the Remuneration Consultant beyond the Committee (excluding any executive Directors on the Committee); and

(e) ensure that the Company meets its obligations under the Corporations Act, including its reporting obligations, in relation to Remuneration Consultants.

10. Reporting

(a) The Committee must report to the Board formally at the next Board meeting following from the last Committee meeting on matters relevant to the Committee's role and responsibilities.

(b) The Committee must brief the Board promptly on all urgent and significant matters.

(c) The Company must disclose the policies and practices regarding the remuneration of non-executive Directors, executive Directors and other senior executives in the Company's annual report and as otherwise required by law.

11. Monitoring and review

The Board will conduct an annual review of the membership of the Committee to ensure that the Committee has carried out its functions in an effective manner and will review and update this Charter as required or as a result of new laws or regulations.

SCHEDULE 5 – PERFORMANCE EVALUATION PROCESS

The Chair will arrange a performance evaluation of the Board, its committees, individual Directors and senior executives on an annual basis as appropriate. To assist in this process an independent advisor may be used.

The Chair will conduct an annual review of the role of the Board, assess the performance of the Board over the previous 12 months and examine ways of assisting the Board in performing its duties more effectively.

The review will include:

(a) comparing the performance of the Board with the requirements of its Charter;

(b) examination of the Board's interaction with management;

(c) the nature of information provided to the Board by management;

(d) management's performance in assisting the Board to meet its objectives; and

(e) an analysis of whether there is a need for existing Directors to undertake professional development.

A similar review may be conducted for each committee by the Board with the aim of assessing the performance of each committee and identifying areas where improvements can be made.

Unless otherwise appointed, a suitable non-executive Director should be responsible for the performance evaluation of the Chair, after having canvassed the views of the other Directors.

The Company must disclose, in relation to each financial year, whether or not the relevant annual performance evaluations have been conducted in accordance with the above processes.

SCHEDULE 6 – CONTINUOUS DISCLOSURE POLICY

1. Purpose

The Company must comply with continuous disclosure requirements arising from legislation and the ASX Listing Rules.

The general rule, in accordance with ASX Listing Rule 3.1, is that once the Company becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price of value or the Company's securities, the Company must immediately disclose that information to the ASX.

The Company has in place written policies on information disclosure and relevant procedures for the preparation, verification and release of announcements and periodic corporate reports.

The focus of these policies and procedures is on continuous disclosure compliance providing clear, concise and effective disclosure and improving access to information for investors to assess the impact of the information when making decisions

2. Scope

This Policy applies to all of the Company's Directors, officers and employees.

3. Responsibilities

All Directors, officers and employees of the Company must immediately report potentially market sensitive information to the Managing Director. They must also immediately report any situations where information that has been lodged with the ASX is or has become incorrect, false, misleading or deceptive.

The Company Secretary is responsible for:

(a) overseeing and co-ordinating disclosure of information to the relevant stock exchanges and shareholders;

(b) providing guidance to Directors and employees on disclosure requirements and procedures; and

(c) monitoring compliance with this Policy as well as investigating, documenting and reporting any breaches to the Board.

The Managing Director is responsible for determining whether or not information needs to be disclosed to the market.

The Directors are responsible for reviewing and commenting on material announcements prior to the disclosure being made.

All employees are responsible for understanding the Continuous Disclosure Policy. Employees must ensure that they comply with the Company's Code of Conduct and any other policies in respect of media contact and public comment.

4. Policy

4.1 Safeguarding confidentiality and avoiding the emergence of a false market

Price sensitive information is publicly released through ASX before it is disclosed to shareholders and market participants. Distribution of other information to shareholders and market participants is also managed through disclosure to the ASX. The importance of safeguarding the confidentiality of corporate information to avoid premature disclosure is paramount.

All Employees are advised of the confidentiality of Company information. This includes keeping confidential all information about the Company and its related companies to which Employees have access, and which is not already public, for example, any material transactions or negotiations the Company is involved in. Employees should immediately report to the Managing Director any instances where there has been a breach of the confidentiality of Company information for any reason whatsoever.

Employees are reminded not to read confidential documents about the Company or its related companies in public places or have confidential discussions about the Company or its related companies in places that you could be overheard by others. Employees are also reminded that if confidential information is market sensitive information, it is "inside information" and trading in the Company's securities when in possession of such information is prohibited. Refer to the Company's Security Trading Policy for more detail.

Information is posted on the Company's website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

If the ASX considers that there is, or is likely to be, a false market in the Company's securities and asks the Company to give the ASX information to correct or prevent a false market, the Company must immediately give that information to the ASX. This obligation arises even if the Company considers that an exception to continuous disclosure obligation applies. All announcements (and media releases) must be:

(a) prepared in compliance with ASX Listing Rules continuous disclosure requirements;

(b) factual and not omit material information; and

(c) expressed in a clear and objective manner to allow investors to assess the impact of the information when making investment decisions.

4.2 ASX announcements

The Company's protocol in relation to the review and release of ASX announcements (and media releases) is as follows:

(a) all key announcements at the discretion of the Managing Director are to be circulated to and reviewed and approved by all members of the Board; and

(b) all members of the Board will receive copies of all material market announcements promptly after they have been made.

Information is posted on the Company's website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

The Company Secretary is to maintain a copy of all announcements released.

4.3 Analyst briefings

The Company may hold briefing sessions with analysts, investors and media groups. Only authorised Company spokespersons may conduct such sessions and all sessions will be conducted in accordance with the Company's continuous disclosure obligations.

Any new and substantive investor or analyst presentation that contains information that has not previously been disclosed to ASX will be released on the ASX Market Announcements Platform ahead of the presentation. Where practicable, the Company should consider providing shareholders the opportunity to participate in such presentations.

4.4 Media contact and comment

The Board has designated the Managing Director to speak to the media, analysts, brokers, shareholders and other external parties on behalf of the Company. In speaking to such parties, the Managing Director must ensure there is no disclosure of, or comment on, market sensitive information until that information has been released publicly through the ASX. To assist in safeguarding against the inadvertent disclosure of price sensitive information, the Managing Director will be informed of what the Company has previously disclosed to the market on any issue prior to briefing anyone outside the Company

5. Breach of this Policy

If there is a breach of this Policy, the person who becomes aware of the breach must immediately notify the Company Secretary. The Company Secretary must then take such steps as are required to remedy the breach as soon as possible. Where the breach relates

to a leak or suspected leak of confidential information, the Company Secretary will investigate the leak or suspected leak. The steps taken and the results of the investigation will be documented.

6. Monitoring and Review

(a) The Board will monitor the content, effectiveness and implementation of this Policy on a regular basis to ensure that it is operating effectively and whether any changes are required.

(b) Any updates or improvements identified will be addressed as soon as possible.

SCHEDULE 7 – RISK MANAGEMENT POLICY

1. Purpose

Recognising and managing risk is fundamental to the Company achieving its strategic objectives, and a crucial part of the role of the Board and management. Sound risk management practices can not only help to protect established value, but also can assist in identifying and capitalising on opportunities to creak value.

This Policy sets out the Company's approach to risk management and the responsibilities of the Board, management and others within the Company in relation to risk management. The Company has designed its risk management framework to ensure that risks are identified, understood, managed and minimised to the extent relevant to the sector in which it operates.

2. Scope

This Policy applies to all of the Company's Directors, officers and employees.

3. Responsibilities

The Board determines the Company's "risk profile" and is responsible for establishing, overseeing and approving the Company's risk management framework, strategy and policies, internal compliance and internal control.

The Board has delegated to the audit and risk committee responsibility for implementing the risk management system.

The Audit and Risk Committee will submit particular matters to the Board for its approval or review. Among other things it will:

(a) oversee and periodically review the Company's risk management framework, systems, practices and procedures to ensure effective risk identification and management and compliance with the risk appetite set by the Board, internal guidelines and external requirements;

(b) assist management to determine the key risks to the businesses and prioritise work to manage those risks; and

(c) review reports by management on the efficiency and effectiveness of risk management and associated internal compliance and control procedures.

The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required to assess risk management and associated internal compliance and control procedures and report, at least annually, to the audit and risk committee.

All employees should recognise, communicate and respond to material business risks and participate in the implementation of this Policy.

4. Risk Management Framework

4.1 Nature of risk

The Board is responsible for deciding the nature and extent of the risks it is prepared to take to meet its objectives.

4.2 Risk Identification

The risks faced by the Company will be identified and documented in a risk register. The Company's material risks include, but or not limited, to the following categories:

(a) Compliance, legal and regulatory;

(b) Economic and political;

(c) Environmental, social and sustainability;

(d) External;

(e) Financial;

(f) Governance;

(g) People and culture;

(h) Strategic;

(i) Technology and cybersecurity;

(j) Workplace health and safety; and

(k) Any other risk categories determined by the audit and risk committee from time to time.

4.3 Risk Analysis and Evaluation

Once identified in the risk register, the impact of each risk is analysed and an assessment made as to the likelihood of the risk eventuating. Existing controls in relation to the relevant risk are considered and their effectiveness evaluated. Where the level of risk is above the desired level for the Company, further controls may be considered to address the risk.

The Company's process of risk management and internal compliance and control includes:

(a) identifying and measuring risks that might impact upon the achievement of the Company's goals and objectives, and monitoring the environment for emerging factors and trends that affect these risks;

(b) formulating risk management strategies to manage identified risks, and designing and implementing appropriate risk management policies and internal controls; and

(c) monitoring the performance of, and improving the effectiveness of, risk management systems and internal compliance and controls, including regular assessment of the effectiveness of risk management and internal compliance and control.

4.4 Monitoring, review and disclosure

The Company acknowledges that its risk management framework will evolve with the development and growth of the Company's activities. The Board will review assessments of the effectiveness of risk management and internal compliance and control at least annually.

5. Monitoring and Review

(a) The Board will monitor the content, effectiveness and implementation of this Policy on a regular basis to ensure that it is operating effectively and whether any changes are required.

(b) Any updates or improvements identified will be addressed as soon as possible.

1. Purpose

These guidelines set out the Policy on the sale and purchase of securities in the Company by its Personnel.

Personnel are encouraged to be long-term holders of the Company's securities. However, it is important that care is taken in the timing of any purchase or sale of such securities.

The purpose of these guidelines is to Personnel to avoid conduct known as 'insider trading'. In some respects, the Company's Policy extends beyond the strict requirements of the *Corporations Act 2001* (Cth).

2. Definitions

In this policy:

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

The Company has determined that its Key Management Personnel are:

(a) its Directors; and

(b) its executives and employees directly reporting to either the Managing Director or to the CEO who have the authority and responsibility for planning, directing and controlling the activities of the entity.

Personnel means all persons (whether authorised or unauthorised) acting on behalf of the Company at all levels, including officers, Directors, Key Management Personnel, temporary staff, contractors, consultants and employees of the Company, as the context requires.

3. Scope

This Policy applies to both the sale and purchase of any securities of the Company and its subsidiaries on issue from time to time.

4. What is insider trading?

4.1 Prohibition

Insider trading is a criminal offence. It may also result in civil liability. In broad terms, a person will be guilty of insider trading if:

(a) that person possesses information, which is not generally available to the market and if it were generally available to the market, would be likely to have a material effect on the price or value of the Company's securities (ie information that is 'price sensitive'); and

(b) that person:

(i) buys or sells securities in the Company; or

(ii) procures someone else to buy or sell securities in the Company; or

(iii) passes on that information to a third party where that person knows, or ought reasonably to know, that the third party would be likely to buy or sell the securities or procure someone else to buy or sell the securities of the Company.

4.2 Examples

To illustrate the prohibition described above, the following are possible examples of price sensitive information which, if made available to the market, may be likely to materially affect the price of the Company's securities:

(a) the Company considering a major acquisition;

(b) the threat of major litigation against the Company;

(c) the Company's revenue and profit or loss results materially exceeding (or falling short of) the market's expectations;

(d) a material change in debt, liquidity or cash flow;

(e) a significant new development proposal (e.g. new product or technology);

(f) the grant or loss of a major contract;

(g) a management or business restructuring proposal;

(h) a share issue proposal;

(i) an agreement or option to acquire an interest in a mining tenement, or to enter into a joint venture or farm-in or farm-out arrangement in relation to a mining tenement; and

(j) significant discoveries, exploration results, or changes in reserve/resource estimates from mining tenements in which the Company has an interest.

4.3 Dealing through third parties

The insider trading prohibition extends to dealings by individuals through nominees, agents or other associates, such as family members, family trusts and family companies (referred to as "**Associates**" in these guidelines).

4.4 Information however obtained

It does not matter how or where the person obtains the information – it does not have to be obtained from the Company to constitute inside information.

4.5 Employee share schemes

The prohibition does not apply to acquisitions of shares or options by employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme. However, the prohibition does apply to the sale of shares acquired under an employee share scheme and also to the sale of shares acquired following the exercise of an option granted under an employee option scheme.

5. Guidelines for trading in the Company's securities

5.1 General rule

Personnel must not, except as set out in clauses 5.4~~4.4~~ and 6.4~~5.5~~ of this policy, either personally or through their Associates, deal in securities of the Company during the following periods:

(a) two weeks prior to, and 48 hours after the release of the Company's Annual Financial Report;

(b) two weeks prior to, and 48 hours after the release of the Half Year Report of the Company; and

(c) two weeks prior to, and 48 hours after the release of the Company's quarterly reports (if applicable),

(together the **Closed Periods**).

The Company may at its discretion vary this rule in relation to a particular Closed Period by general announcement to all Personnel either before or during the Closed Periods. However, if a Personnel is in possession of price sensitive information which is not generally available to the market, then they must not deal in the Company's securities at **any** time it is in possession of such information.

5.2 No short-term trading in the Company's securities

Personnel should never engage in short-term trading of the Company's securities except for the exercise of options where the shares will be sold shortly thereafter.

5.3 Securities in other companies

Buying and selling securities of other companies with which the Company may be dealing is prohibited where an individual possesses information which is not generally available to the market and is 'price sensitive'. For example, where an individual is aware that the Company is about to sign a major agreement with another Company, they should not buy securities in either the Company or the other Company.

5.4 Exceptions

(a) Personnel may at any time:

(i) acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;

(ii) acquire Company securities under a bonus issue made to all holders of securities of the same class;

(iii) acquire Company securities under a dividend reinvestment, or top-up plan that is available to all holders or securities of the same class;

(iv) acquire, agree to acquire, exercise or convert securities either:

(A) under an employee incentive scheme (as that term is defined in the ASX Listing Rules); or

(B) outside of an employee incentive scheme but for the purpose of incentivising the recipient;

(v) withdraw ordinary shares in the Company held on behalf of the Personnel in an employee incentive scheme (as that term is defined in the ASX Listing Rules) where the withdrawal is permitted by the rules of that scheme;

(vi) transfer securities of the Company already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary;

(vii) make an investment in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party;

(viii) where a restricted person is a trustee, trade in the securities of the Company by that trust, provided the restricted person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person;

(ix) undertake to accept, or accept, a takeover offer;

(x) trade under an offer or invitation made to all or most of the security holders, such as a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;

(xi) subject to clause 5.6~~4.6~~, dispose of securities of the Company resulting from a secured lender exercising their rights, for example, under a margin lending arrangement; or

(xii) trade under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy.

(b) In respect of any share or option plans adopted by the Company, it should be noted that it is not permissible to provide the exercise price of options by selling the shares acquired on the exercise of these options unless the sale of those shares occurs outside the periods specified in paragraph 5.14.1.

Were this is to occur at a time when the person possessed inside information, then the sale of Company securities would be a breach of insider trading laws, even though the person's decision to sell was not influenced by the inside information that the person possessed and the person may not have made a profit on the sale. Where Company securities are provided to a lender as security by way of mortgage or charge, a sale that occurs under that mortgage or charge as a consequence of default would not breach insider trading laws.

5.5 No hedging

Personnel (and any closely related party of such person) must not, without prior written approval by the relevant person specified in paragraph 6.15.1, engage in hedging arrangements, deal in derivatives or enter into other arrangement which vary economic risk related to Company securities including, for example, dealing in warrants, equity swaps, put and call options, contracts for difference and other contracts intended to security a profit or avoid a loss based on fluctuations in the price of Company securities. This provision includes engaging in hedging or other arrangements that would have the effect of limiting the economic risk in connection with the Company securities including securities which are unvested, subject to a holding lock or issued pursuant to an equity-based remuneration scheme.

5.6 No margin lending

Personnel must not, without prior written approval by the relevant person specified in paragraph 6.15.1, enter into margin loans or other secured lending arrangements. This provision includes entering into a margin or secured lending arrangement in respect of the Company's securities, transferring Company securities into an existing margin loan account and selling Company securities to satisfy a call made pursuant to a margin loan, except where the Personnel has no control over such sale.

***5.7* Notification of periods when Personnel are not permitted to trade**

The Company Secretary will endeavour to notify all Personnel of the times when they are not permitted to buy or sell the Company's securities as set out in paragraph 5.14.1.

6. Approval and Notification Requirements

6.1 Approval requirements

(a) Any Personnel (other than the Chairperson of the Board) wishing to buy, sell or exercise rights in relation to the Company's securities (either personally or through their Associates) must obtain the prior written approval of the Chairperson of the Board or the Board before doing so.

(b) If the Chairperson of the Board (either personally or through their Associates) wishes to buy, sell or exercise rights in relation to the Company's securities, the Chairperson of the Board must obtain the prior approval of the Board before doing so.

6.2 Approvals to buy or sell securities

(a) All requests to buy or sell securities as referred to in paragraph 6.15.1 must include the intended volume of securities to be purchased or sold and an estimated time frame for the sale or purchase.

(b) Copies of written approvals must be forwarded to the Company Secretary prior to the approved purchase or sale transaction.

6.3 Notification

Subsequent to approval obtained in accordance with paragraphs 6.15~~.1~~ and 6.1(a)~~5.2~~, any Personnel who (or through their Associates) buys, sells, or exercises rights in relation to Company securities **must** notify the Company Secretary in writing of the details of the transaction within two (2) business days of the transaction occurring. This notification obligation **operates at all times** and includes applications for acquisitions of shares or options by employees made under employee share or option schemes and also applies to the acquisition of shares as a result of the exercise of options under an employee option scheme.

6.4 Exemption from Closed Periods restrictions due to severe financial hardship or exceptional circumstance

Personnel who are not in possession of inside information in relation to the Company, may be given prior written clearance by the Managing Director (or in the case of the Managing Director, by all other members of the Board) to sell or otherwise dispose of Company securities in a Closed Period where the person is in severe financial hardship or where there are exceptional circumstances as set out in this Policy.

(a) **Exceptional circumstances**

The determination of whether exceptional circumstances apply to Personnel will be made by the Managing Director (or in the case of the Managing Director, by all other members of the Board).

An 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 Personnel if the person is required by a court order or 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 application for an exemption allowing the sale of Company securities in a Closed Period based on exceptional circumstances must be made in writing and be accompanied by relevant court and/or supporting legal documentation (where applicable).

Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

(b) **Financial hardship**

The determination of whether a Personnel is in severe financial hardship will be made by the Managing Director (or in the case of the Managing Director, by all other members of the Board).

A financial hardship 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.

Personnel may be in severe financial hardship if they have a pressing financial commitment that cannot be satisfied other than by selling the securities of the Company.

In the interests of an expedient and informed determination by the Managing Director (or all other members of the Board as the context requires), any application for an exemption allowing the sale of Company securities in a Closed Period based on financial hardship must be made in writing stating all of the facts and be accompanied by copies of relevant supporting documentation, including contact details of the person's accountant, bank and other such independent institutions (where applicable).

Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

7. ASX notification for Directors

The ASX Listing Rules require the Company to notify the ASX within 5 business days after any dealing in securities of the Company (either personally or through an Associate) which results in a change in the relevant interests of a Director in the securities of the Company. The Company has made arrangements with each Director to ensure that the Director promptly discloses to the Company Secretary all the information required by the ASX.

8. Breaches of this Policy

Strict compliance with this Policy is a condition of employment or engagement by the Company. Breaches of this Policy will be regarded as serious misconduct and may lead to disciplinary action, which may include termination of employment or engagement by the Company.

9. Effect of Compliance with this Policy

Compliance with these guidelines for trading in the Company's securities does not absolve that individual from complying with the law, which must be the overriding consideration when trading in the Company's securities.

10. Monitoring and Review

The Board will monitor the content, effectiveness and implementation of this Policy on a regular basis. Any updates or improvements identified will be addressed as soon as possible.

SCHEDULE 9 – DIVERSITY POLICY

1. Purpose

The Company, the Company's stated values and all the Company's related bodies corporate are committed to workplace diversity.

The Company recognises the benefits arising from employee and Board diversity, including a broader pool of high quality employees, improving employee retention and motivation, accessing different perspectives and ideas and benefiting from all available talent.

The Company is committed to inclusion at all levels of the organisation, regardless of gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, cultural background, socio-economic background, perspective and experience.

2. Scope

This Policy applies to all of the Company's Directors, officers and employees. The Board will also make consultants and contractors aware of the Company's expectations as set out in this Diversity Policy.

This Diversity Policy does not form part of an employee's contract of employment with the Company, nor gives rise to contractual obligations. However, to the extent that the Diversity Policy requires an employee to do or refrain from doing something and at all times subject to legal obligations, the Diversity Policy forms a direction of the Company with which an employee is expected to comply.

3. Responsibilities

3.1 The Board's commitment

The Board is committed to workplace diversity and supports gender diversity at the senior level of the Company and on the Board where appropriate.

The Board maintains oversight and responsibility for the Company's continual monitoring of its diversity practices and development of strategies to meet the Objectives.

The Board is responsible for developing measurable objectives and strategies to meet the Objectives (**Measurable Objectives**) and monitoring the progress of the Measurable Objectives through the monitoring, evaluation and reporting mechanisms listed below. The Board shall annually assess any Measurable Objectives (if any), and the Company's progress towards achieving them.

The Board may also set Measurable Objectives for achieving gender diversity and monitor their achievement.

The Board will consider conducting all Board appointment processes in a manner that promotes gender diversity, including establishing a structured approach for identifying a pool of candidates, using external experts where necessary.

3.2 Role of individuals

The Company expects each individual to:

(a) demonstrate consideration for the cultural and social differences of the people with whom they work;

(b) communicate with others politely and respectfully;

(c) act to prevent or stop unlawful discrimination, harassment and bullying in the workplace;

(d) raise any diversity concerns with the Managing Director and where a concern has been raised, engage constructively to resolve that concern; and

(e) participate in any initiatives that support the achievement of the objectives of this Policy.

4. Objectives

The Diversity Policy provides a framework for the Company to achieve:

(a) a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals;

(b) an inclusive workplace where discrimination, harassment (including sexual harassment), vilification and victimisation cannot and will not be tolerated;

(c) enhanced recruitment practices whereby the best person for the job is employed, which requires the consideration of a broad and diverse pool of talent;

(d) a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity; and

(e) awareness in all staff of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity,

(collectively, the **Objectives**).

The Diversity Policy does not impose on the Company, its Directors, officers, agents or employees any obligation to engage in, or justification for engaging in, any conduct which is illegal or contrary to any anti-discrimination or equal employment opportunity legislation or laws in any State or Territory of Australia or of any foreign jurisdiction.

5. Strategies

The Company's diversity strategies may include:

(a) recruiting from a diverse pool of candidates for all positions, including senior management and the Board;

(b) reviewing succession plans to ensure an appropriate focus on diversity;

(c) identifying specific factors to take account of in recruitment and selection processes to encourage diversity;

(d) developing programs to develop a broader pool of skilled and experienced senior management and Board candidates, including, workplace development programs, mentoring programs and targeted training and development;

(e) developing a culture which takes account of domestic responsibilities of employees; and

(f) any other strategies the Board develops from time to time.

6. Reporting

The Company will disclose, for each financial year:

(a) any Measurable Objectives set by the Board; and

(b) progress against these Measurable Objectives.

7. Monitoring and Review

(a) The Chair of the Board will monitor the context, effectiveness and implementation of this Policy on a regular basis.

(b) In addition, the Board will review progress against the Measurable Objectives as a key performance indicator in its annual performance assessment.

SCHEDULE 10 – WHISTLEBLOWER POLICY

1. Purpose

The Company is committed to conducting all of its business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations. Its Board of Directors, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards.

The Company has adopted this Policy to:

(a) encourage and support people to feel confident to speak up safely and securely if they become aware of wrong-doing or illegal or improper conduct within the Company;

(b) provide information and guidance on how to report such conduct, how reports will be handled and investigated in a timely manner and the support and protections available if a report is made;

(c) set out the responsibilities of the Company and its management in upholding the Company's commitment to reporting any illegal, unethical or improper conduct; and

(d) promote ethical behaviour and a culture of speaking up to deter wrong-doing.

In this Policy, references to the Company includes references to the Company and any of its subsidiaries.

2. Definitions

In this Policy the following words or phrases mean the following:

AFP means the Australian Federal Police.

APRA means the Australian Prudential Regulation Authority.

ASIC means the Australian Securities and Investments Commission.

Commissioner means the Commissioner of Taxation.

Corporations Act means the *Corporations Act 2001* (Cth).

Discloser means a person disclosing a Reportable Matter under this Policy and includes an individual who is, or has been, one of the following in relation to the entity:

(a) an officer or employee of the Company (and includes current and former employees who are permanent, part-time, fixed term or temporary, interns, secondees, managers and Directors);

(b) a supplier of services or goods to the entity (whether paid or unpaid), including their employees (and includes current and former contractors, consultants, service providers and business partners);

(c) an associate of the Company,

or a relative or dependant of one of the above (or of their spouse).

Personnel means all persons (whether authorised or unauthorised) acting on behalf of the Company at all levels, including officers, Directors, temporary staff, contractors, consultants and employees of the Company, as the context requires.

Recipient has the meaning set out in clause 6.2(a).

Reportable Matter has the meaning set out in clause 6.1.

Taxation Act means the *Taxation Administration Act 1953* (Cth).

3. Scope

(a) The Company requires all Personnel to comply with this Policy and any applicable whistleblower laws and regulations, including the provisions under the Corporations Act and Taxation Act.

(b) The Whistleblower Policy applies to all Disclosers of Reportable Matters. However, additional disclosures may be protected under other legislation.

(c) This Policy applies globally. To the extent that laws and regulations in any country are more rigorous or restrictive than this Policy, those laws and regulations should be followed by any subsidiary operating in that country. Where a country has specific whistleblower laws which are less rigorous than this Policy, this Policy prevails. The Company may, from time to time, provide country-specific directions for subsidiaries operating in countries outside of Australia.

4. Responsibilities

(a) The Company's Board is responsible for the overall administration of this Policy. The Board will monitor the implementation of this Policy and will review on an ongoing basis its suitability and effectiveness. Internal control systems and procedures will be audited regularly to ensure that they are effective in minimising the risk of non-compliance with this Policy.

(b) A copy of this Policy will be made available on the Company's website and intranet and in such other ways as will ensure the Whistleblower Policy is available to those wishing to use it.

(c) All Personnel are required to understand and comply with this Policy and to follow the reporting requirements set out in this Policy. To this end, regular and appropriate training on how to comply with this Policy will be provided to all Personnel (including recipients and potential investigators and those with specific responsibility under this Policy) to ensure everyone is aware of their rights and obligations under this Policy and under applicable whistleblower laws. However, it is the responsibility of all Personnel to ensure that they read, understand and comply with this Policy.

5. Consequences of breaching this Policy

(a) A breach of this Policy may expose Personnel and the Company to damage, including but not limited to criminal and/or civil penalties, substantial fines, loss of business and reputational damage.

(b) A breach of this Policy by Personnel will be regarded as a serious misconduct, leading to disciplinary action which may include termination of employment.

6. Whistleblower Policy

6.1 Reportable Matters

Personnel are encouraged to speak up and report Reportable Matters under this Policy to a Recipient listed in clause 6.2(a).

What are Reportable Matters?	
Reportable Matters involve any actual or suspected misconduct or an improper state of affairs in relation to the Company or a related body corporate or an officer or employee of the Company. You must have reasonable grounds for reporting such conduct but you should speak up even if you are unsure if something is a Reportable Matter.	Reportable Matters may or may not include a breach of law or information that indicates a danger to the public or to the financial system. **Examples** of Reportable Matters include, but are not limited to, conduct which: (a) is dishonest, fraudulent, corrupt or involves bribery or any other activity in breach of the Company's Anti-Bribery and Anti-Corruption Policy;

	(b) is illegal (such as theft, dealing in or use of illicit drugs, violence or threatened violence and criminal damage to property) or involves criminal conduct or other breaches of law or regulatory requirements; (c) is unethical or breaches any of the Company's policies, charters or Code of Conduct; (d) is potentially harmful or damaging to the Company, an employee or person, such as unsafe work practices, environmental damage or substantial wasting of Company resources; (e) may cause financial loss or damage in any way to the Company's reputation or be otherwise detrimental to the Company's interest; (f) involves actual or threatened harassment (including sexual harassment), discrimination, victimisation or bullying, or any other type of detrimental action (other than disclosures that solely relate to personal work-related grievances as defined in the Corporations Act); or (g) amounts to an abuse of authority.
What conduct is not covered?	
Reportable Matters do **not** generally include **personal work-related grievances.** Personal work-related grievances are those that relate to current or former employment and have, or tend to have, implications for the Discloser personally but do not have any other significant implications for the Company (or any other entity) or do not relate to conduct or alleged conduct, about a Reportable Matter. Personnel can discuss personal work-related grievances with the Company Secretary. Alternatively, Personnel may wish to seek legal advice about their rights and protections under employment law and ways to resolve personal work-related grievances. However, in some cases, these grievances may qualify for legal protection (See Annexure 1).	**Examples** of personal work-related grievances include: (a) an interpersonal conflict between the Discloser and another employee; and (b) a decision that does not involve a breach of workplace laws; (c) a decision concerning the engagement, transfer or promotion of the Discloser; (d) a decision concerning the terms and conditions of engagement of the Discloser; or (e) a decision to suspend or terminate the engagement of the Discloser, or otherwise to discipline the Discloser.

6.2 Making a Report

(a) **Who to report to?**

The Company encourages reports of Reportable Matters to be made to any of the following recipients (as appropriate in the circumstances) (**Recipients**):

(i) to the relevant supervisor, senior manager or officer in the Company who makes, or participates in making, decisions that affect the whole, or a substantial part of, the business of the Company, or who has the capacity to affect significantly the Company's financial standing;

(ii) to the chair of the Audit and Risk Committee;

(iii) any member of the Board; or

(iv) the Company Secretary.

Reports can be made by email, telephone or in person.

The Company recognises that there may be issues of sensitivity whereby a Discloser does not feel comfortable to make a report to an internal recipient. In such cases, the Discloser may feel more comfortable making an anonymous disclosure to an external recipient.

(b) **Anonymous reports**

The Company also appreciates that speaking up can be difficult. Reports can be made anonymously or using a pseudonym and still be protected. A Discloser can refuse to answer questions that could reveal their identity. While reports can be made anonymously, it may affect the ability to investigate the matter properly and to communicate with the Discloser about the report. Anonymous Disclosers should therefore attempt to maintain two-way communication as far as possible.

Anonymous reports can be made by sending an anonymous email using a non-Company email address.

(c) **Information to include in the report**

As much information should be included in the report as possible including details of the Reportable Matter, people involved, dates, locations and whether more evidence may exist.

Disclosers will be expected to have reasonable grounds to believe the information being disclosed is true (which will be based on the objective reasonableness of the reasons for the Discloser's suspicions) but the Discloser will not be penalised and may still qualify for protection if the information turns out to be incorrect should they have such reasonable grounds. However, any deliberate false reporting will not qualify for protection under this Policy and will be treated as a serious matter and may be subject to disciplinary action.

(d) **Questions**

Personnel who are unsure about how this Policy works, what is covered by the Whistleblower Policy or how a disclosure may be handled are encouraged to speak with any individual stated at 6.2(a) in the first instance.

6.3 Investigating a Report

(a) **Who will investigate?**

An appropriate investigator (or investigators) may be appointed to investigate any reports made under this Policy. An investigator will be independent of the Discloser and individuals who are the subject of the disclosure and the department or business unit involved.

Where a Reportable Matter relates to the Managing Director, Chief Executive Officer or a Director or officer of the Company, the matter will be referred directly to the Chair of the Audit and Risk Committee or other appropriate person.

(b) **How will the investigation be conducted?**

Any matters reported under this Whistleblower Policy will be considered and a determination will be made as to whether the disclosure falls within the scope of

this Whistleblower Policy. If the matter falls within the scope of this Policy, the Company may, where it determines that a formal, in-depth investigation is required, refer the matter for investigation. If an investigation is required, it will be undertaken as soon practicable after the matter has been reported. Due care and appropriate speed will be taken and reported information will be verified and relevant personnel interviewed as part of the investigative process. The Company may seek independent advice as necessary.

The Discloser may be asked for further information, will be given regular and appropriate updates in the circumstances and will be advised of any outcomes from the investigation (subject to considerations of privacy and confidentiality). Any updates or outcomes will be advised by reasonable means.

Anonymous reports will be investigated based on the information provided and may be limited if the Discloser has refused or omitted to provide contact details.

The Discloser may lodge a complaint with a regulator if they are not happy with an outcome of the investigation or if they consider that this Policy has not been adhered to adequately.

6.4 Support and Protections

(a) **Identity Protection (Confidentiality) for Disclosers**

The identity of and information likely to lead to the identification of a Discloser will be kept confidential, however a disclosure can be made:

(i) if the Discloser consents;

(ii) to ASIC, APRA, the Commissioner or a member of the AFP;

(iii) to a lawyer for the purpose of obtaining legal advice or representation; or

(iv) if the disclosure is allowed or required by law.

During the course of an investigation, the Company will take reasonable steps to reduce the risk of disclosing information that could identify the Discloser (including redacting all personal information or references to the Discloser, restricting the number of people involved in handling and investigating the disclosure and ensuring secure and confidential email communication in relation to the investigation). Note however, that in practice, people may be able to guess the Discloser's identity if the Discloser has mentioned their intention to make a disclosure; the Discloser is one of a very small number of people with access to the information; or the disclosure relates to information that a Discloser has previously been told privately and in confidence.

Unauthorised disclosure of:

(i) the identity of a Discloser who has made a report of a Reportable Matter; or

(ii) information from which the identity of the Discloser could be inferred,

may be an offence under Australian law, will be regarded as a disciplinary matter and will be dealt with in accordance with the Company's disciplinary procedures.

A Discloser may lodge a complaint about a breach of confidentiality with the Company or a regulator.

(b) **Protection from detriment for Disclosers**

A Discloser who makes a report under this Policy shall not suffer detriment (either actual or threatened). Examples of actual or threatened detriment include:

(i) harassment (including sexual harassment), intimidation, victimisation, bias or discrimination;

(ii) dismissal of an employee or varying an employee's position or duties;

(iii) causing physical or psychological harm or injury; or

(iv) damage to a person's property, reputation, business or financial position or any other damage.

Certain actions will not constitute detrimental conduct such as:

(i) administrative action that is reasonable for the purpose of protecting a Discloser from detriment (eg moving a Discloser who has made a disclosure about their immediate work area to another area to prevent them from detriment); and

(ii) managing a Discloser's unsatisfactory work performance, if the action is in line with the Company's performance management framework.

(c) **Other protections available to Disclosers**

In addition, current and former employees may also request additional support from the Chair of the Audit and Risk Committee if required.

Whilst the Company will endeavour to support all Disclosers, it will not be able to provide the same sort of practical support to each Discloser. Therefore, the processes in this Policy will be adapted and applied to the extent reasonably possible.

(d) **Fair treatment of those mentioned in a disclosure**

The Company will ensure fair treatment of officers and employees of the Company who are mentioned in any disclosure, and to whom any disclosures relate. The disclosure will be handled confidentially and will be assessed and may be subject to investigation. If an investigation is required, it will be conducted in an objective, fair and independent manner. Such employees will be advised of the subject matter of the disclosure at the appropriate time and as required by law and will be advised of the outcome of the investigation. An employee who is the subject of a disclosure may contact the Company's support services.

(e) **Special legal protections under the Corporations Act and the Taxation Act**

Whilst this Policy deals with internal disclosures of information, additional legal protections are available for certain Disclosers under the Corporations Act and the Taxation Act provided the disclosure is about a "disclosable matter" or "tax affair" as defined under such legislation and certain conditions are met. These are summarised in Annexures 1 and 2 respectively.

Disclosures that are not about "disclosable matters" or "tax affairs" will not qualify for protection under the Corporations Act or Taxation Act. For more information, see the information available on the ASIC website and the ATO website.

7. Monitoring and Review

(a) Material breaches of this Policy will be reported to the Board or a committee of the Board.

(b) The Board, in conjunction with the Audit and Risk Committee, will monitor the content, effectiveness and implementation of this Policy on a regular basis. There may also be independent reviews taken from time to time. Any findings, updates or improvements identified will be addressed as soon as possible and circulated to all officers and employees.

ANNEXURE 1 – SUMMARY OF PROTECTIONS UNDER THE CORPORATIONS ACT

The Corporations Act sets out disclosures that are protected under the Corporations Act if certain conditions are met as well as the protections available to protected disclosures.

1. Protected disclosures

Disclosures will be protected if:

(a) the discloser is an **Eligible Whistleblower**, being an individual who is, or has been, any of the following:

(i) an officer or employee of the Company (eg current and former employees who are permanent, part-time, fixed-term or temporary, interns, secondees, managers and Directors);

(ii) an individual who supplies services or goods to the Company (whether paid or unpaid) or an employee of a person that supplies goods or services to the Company (eg current and former contractors, consultants, service providers and business partners);

(iii) an associate of the Company;

(iv) a relative, dependant or dependant of the spouse of any individual referred to at (i) to (iii) above; or

(v) any prescribed individual under the Corporations Act;

(b) **and** the disclosure is made to:

(i) the ASIC, APRA or a prescribed Commonwealth authority; or

(ii) an **Eligible Recipient**, being:

(A) an officer or senior manager of the Company or a related body corporate of the Company;

(B) an auditor (or a member of the audit team) of the Company or a related body corporate of the Company;

(C) an actuary of the Company or a related body corporate of the Company;

(D) a person authorised by the Company to receive disclosures that qualify for protection under the Corporations Act;

(E) anyone prescribed under the regulations as being an eligible recipient; or

(iii) a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the whistleblower provisions in the Corporations Act (even in the event such legal practitioner concludes that a disclosure does not relate to a disclosable matter under the Corporations Act);

(c) **and** the disclosure relates to a **Disclosable Matter** in that the discloser has reasonable grounds to suspect that the information concerns misconduct, or an improper state of affairs or circumstances in relation to the Company or a related body corporate of the Company. This includes any suspicion that the Company or its body corporate, or an officer or employee of the Company or its body corporate has engaged in conduct that:

(i) constitutes an offence against, or a contravention of, a provision of the Corporations Act, the *Australian Securities Investments Commission Act 2001*, the *Banking Act 1959*, the *Financial Sector (Collection of Data) Act 2001*, the *Insurance Act 1973*, the *Life Insurance Act 1995*, the *National Consumer Credit Protection Act 2009*, the *Superannuation Industry (Supervision) Act 1993*, or an instrument made under any such Act; or

(ii) constitutes an offence against any other law of the Commonwealth of Australia that is punishable by imprisonment for a period of 12 months or more; or

(iii) represents a danger to the public or the financial system; or

(iv) is prescribed by regulation.

(Note that the term "misconduct" is defined in the Corporations Act to include fraud, negligence, default, breach of trust and breach of duty.)

(d) **Public interest and Emergency Disclosures**

Emergency or public interest disclosures (as defined under the Corporations Act) will also be protected if made to Journalists or Parliamentarians (each as defined in the Corporations Act) in extreme cases (excluding tax matters) in circumstances where at least 90 days have passed since an earlier protected disclosure has been made to ASIC, APRA or another Commonwealth body without reasonable steps having been taken to address the misconduct, or there will be substantial and imminent danger to someone's health or safety. Note that before such public interest disclosure is made, the discloser must have given written notice to the relevant regulatory body. Such notice must include sufficient information to identify the previous disclosure and must state that the discloser intends to make the public disclosure if appropriate steps are not taken.

Disclosers are advised to contact the Company Secretary or an independent legal adviser to ensure they understand the criteria for making an emergency or public interest disclosure that qualifies for protection.

(e) **Personal work-related grievances**

Personal work-related grievances (as defined in the Corporations Act) will not be protected to the extent that the information disclosed does not concern a contravention, or an alleged contravention, of the prohibition on victimisation under the Corporations Act that involves detriment caused to the discloser or a threat made to the discloser.

However, a personal work-related grievance will still qualify for protection if:

(i) it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);

(ii) the Company has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the Discloser's personal circumstances;

(iii) the Discloser suffers from or is threatened with detriment for making the disclosure; or

(iv) the Discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

2. PROTECTIONS AVAILABLE

(a) Protected disclosures will be given the following protections under the Corporations Act

Protected disclosures not actionable

(i) the discloser will not be subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure; and

(ii) no contractual or other remedy may be enforced, and no contractual or other right may be exercised against the discloser on the basis of the disclosure; and

(iii) if the disclosure qualified for protection under the Corporations Act (including public interest and emergency disclosure), the information is not admissible as evidence against the discloser in criminal proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information;

Victimisation Prohibited

Anyone who causes or threatens to cause detriment (as defined in the Corporations Act) to a discloser or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages or subject to a court order. Examples of possible court orders include, but are not limited to:

(i) requiring compensation for loss or damage;

(ii) an injunction to prevent, stop or remedy the effects of detrimental conduct;

(iii) an order requiring an apology for engaging in detrimental conduct;

(iv) if the detrimental conduct wholly or partly resulted in the termination of an employee's employment, reinstatement of their position; and

(v) any other order the court thinks appropriate.

Identifying information not to be disclosed

Subject to applicable laws:

(i) a discloser's identity cannot be disclosed to a Court or tribunal except where considered necessary; and

(ii) the person receiving the report commits an offence if they disclose the substance of the report or the discloser's identity, without the discloser's consent, to anyone except an authorised disclosure to ASIC, APRA, the AFP or a lawyer for the purposes of obtaining legal advice or representation in relation to the report.

Costs of proceedings

A discloser may not need to pay costs of legal proceedings unless they have acted vexatiously or without reasonable cause and the unreasonable act caused the other party to incur the costs.

(b) **Confidentiality**

In relation to a protected disclosure, the identity of a discloser (and any information likely to lead to the identification of a discloser) must be kept confidential unless expressly authorised in writing.

A disclosure of the discloser's identity will be authorised if made:

(i) to ASIC, APRA or a member of the AFP;

(ii) to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the whistleblower provisions in the Corporations Act;

(iii) to a person prescribed by the regulations of the Corporations Act for this purpose;

(iv) with the express written consent of the discloser; or

(v) by ASIC, APRA or a member of the AFP to a Commonwealth or State or Territory authority for the purpose of assisting the authority in the performance of its functions or duties.

However, such confidentiality does not apply where the disclosure is not of the identity of the discloser and is reasonably necessary for the purposes of

investigating a matter and all reasonable steps have been taken to reduce the risk that the discloser will be identified.

(c) **Timing**

A discloser will qualify for protection from the time they make their disclosure, regardless of whether, at this time, the discloser or recipient recognises that the disclosure qualifies for protection.

(d) **No immunity from misconduct**

Note that the protections do not grant immunity for any misconduct a discloser has engaged in that is revealed in their disclosure.

ANNEXURE 2 – SUMMARY OF PROTECTIONS UNDER THE TAXATION ADMINISTRATION ACT

The Taxation Act sets out disclosures that are protected under the Taxation Administration Act if certain conditions are met as well as protections available to protected disclosures.

1. PROTECTED DISCLOSURES

Disclosures will be protected if:

(a) the discloser is an **Eligible Whistleblower**, being an individual who is, or has been, any of the following:

(i) an officer (within the meaning of the Corporations Act) or employee of the Company;

(ii) an individual who supplies services or goods to the Company (whether paid or unpaid) or an employee of a person that supplies goods or services to the Company;

(iii) an associate (within the meaning of the *Income Tax Assessment Act 1936*) of the Company;

(iv) a spouse, child or dependant of any individual referred to in (i) to (iii) above or of such an individual's spouse; or

(v) any prescribed individual under the regulations under the Taxation Act;

(b) **and** the disclosure is made to:

(i) the Commissioner **and** the discloser consider that the information may assist the Commissioner to perform their functions or duties under a taxation law in relation to the Company or an associate of the Company; or

(ii) an **Eligible Recipient**, being:

(A) a Director, secretary or senior manager of the Company;

(B) an employee or officer of the Company who has functions or duties that relate to the tax affairs (within the meaning of the Taxation Act) of the Company;

(C) the Company's auditor (or a member of that audit team);

(D) a registered tax agent or BAS agent (within the meaning of the *Tax Agent Services Act 2009*) who provides tax agent services or BAS services to the Company;

(E) a person authorised by the Company to receive disclosures that qualify for protection under the Taxation Act; or

(F) anyone prescribed under the Taxation Act regulations as being an Eligible Recipient;

and the discloser has reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Company or an associate of the Company ("tax affairs" means affairs relating to any tax imposed by or under, or assessed or collected under, a law administered by the Commissioner);

and the discloser considers that the information may assist the Eligible Recipient to perform functions or duties in relation to the tax affairs of the Company or an associate of the Company; or

(iii) a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the whistleblower provisions in the Taxation Act.

2. PROTECTIONS AVAILABLE

(a) **Protected Disclosures will be given the following protections under the Taxation Act**

Protected disclosures not actionable

(i) the discloser will not be subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure;

(ii) no contractual or other remedy may be enforced, and no contractual or other right may be exercised against the discloser on the basis of the disclosure; and

(iii) if the disclosure was a disclosure of information to the Commissioner, the information is not admissible as evidence against the discloser in criminal proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information;

(Note that in relation to (i) to (iii) above, the discloser has qualified privilege in respect of the disclosure and a contract to which the person is a party may not be terminated on the basis that the disclosure constitutes a breach of the contract.)

Victimisation prohibited

Anyone who causes or threatens to cause detriment (as defined in the Taxation Act) to a discloser or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages or subject to a court order. Examples of possible court orders include, but are not limited to:

(i) requiring compensation for loss or damage;

(ii) an injunction to prevent, stop or remedy the effects of detrimental conduct;

(iii) an order requiring an apology for engaging in detrimental conduct;

(iv) if the detrimental conduct wholly or partly resulted in the termination of an employee's employment, reinstatement of their position; and

(v) any other order the court thinks appropriate

Identifying information not to be disclosed

(i) a discloser's identity (or information likely to lead to the identity of the discloser) cannot be disclosed to a Court or tribunal except where considered necessary; and

(ii) the person receiving the report commits an offence if they disclose the substance of the report or the discloser's identity, without the discloser's consent, to anyone except the Commissioner, the AFP or a lawyer for the purposes of obtaining legal advice or representation in relation to the report.

Costs of proceedings

A discloser may not need to pay the costs of legal proceedings unless they have acted vexatiously or without reasonable cause and the unreasonable act caused the other party to incur the costs.

(b) **Confidentiality**

In relation to a protected disclosure, the identity of a discloser (and any information likely to lead to the identification of a discloser) must be kept confidential unless authorised.

A disclosure of the discloser's identity will be authorised if made:

(i) to the Commissioner or a member of the AFP;

(ii) to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the whistleblower provisions in the Taxation Act;

(iii) to a person prescribed by the regulations of the Taxation Act for this purpose; or

(iv) with the express written consent of the discloser.

However, such confidentiality does not apply where the disclosure is not of the identity of the discloser and is reasonably necessary for the purposes of investigating a matter and all reasonable steps have been taken to reduce the risk that the discloser will be identified.

SCHEDULE 11 – ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

1. Purpose

The Company is committed to conducting all of its business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations. Its Board, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards.

In particular, the Company is committed to preventing any form of Corruption and Bribery and to upholding all laws relevant to these issues. In order to support this commitment, the Company has adopted this Anti-Bribery and Anti-Corruption Policy (**Policy**) to ensure that it has effective procedures in place to prevent Corruption and Bribery.

The purpose of this Policy is to:

(a) set out the responsibilities of the Company and its management and Personnel in upholding the Company's commitment to preventing any form of Bribery or Corruption; and

(b) provide information and guidance to Personnel on how to recognise and deal with any potential Bribery and Corruption issues.

2. Definitions

In this Policy the following words or phrases mean the following:

Bribery is the act of offering, promising, giving or accepting a benefit with the intention of influencing a person who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide the Company with business or a business advantage that is not legitimately due (whether in respect of an interaction with an Official or any commercial transaction in the private sector).

Business Associates means third party companies and individuals (such as joint venture partners, consultants and agents) acting on the Company's behalf, whether directly or indirectly, by representing the Company's interests to foreign governments in relation to international business development or retention of business opportunities.

Corruption is the abuse of entrusted power for private gain.

Facilitation Payment means payments of nominal amounts or other inducement made to persons in order to secure or expedite the performance of a Government Official's routine governmental duties or actions.

Gifts, Entertainment and Hospitality includes the receipt or offer of presents, meals or tokens of appreciation and gratitude or invitations to events, functions, or other social gatherings, in connection with matters related to the Company's business unless they:

(a) fall within reasonable bounds of value and occurrence;

(b) do not influence, or are not perceived to influence, objective business judgement; and

(c) are not prohibited or limited by applicable laws or applicable industry codes.

Government Official means:

(a) any politician, political party, party official or candidate of political office;

(b) any official or employee of a domestic or foreign government (whether national, state/provincial or local) or agency, department or instrumentality of any domestic or foreign government or any government-owned or controlled entity (including state-owned enterprises);

(c) any official or employee of any public international organisation;

(d) any person acting in a private or public official function or capacity for such domestic or foreign government, agency, instrumentality, entity or organisation;

(e) any person who holds or performs the duties of any appointment created by custom or convention or who otherwise acts in an official capacity (including, some indigenous or tribal leaders who are authorised and empowered to act on behalf of the relevant group of indigenous peoples and members of royal families);

(f) any person who holds themselves out to be an authorised intermediary of a government official.

Item of Value includes, amongst other things, cash, travel, meals, Gifts, Entertainment and Hospitality, other tangible or intangible benefits or anything of value.

Money-laundering means the process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.

Official means a Government Official, political party, official or officer of a political party or candidate for political office.

Personnel means all persons acting (whether authorised or unauthorised) on behalf of the Company at all levels, including officers, Directors, temporary staff, contractors, consultants and employees of the Company.

Secret Commissions means offering or giving a commission to an agent or representative of another person that is not disclosed by that agent or representative to their principal to induce or influence the conduct of the principal's business.

Secure an improper advantage includes obtaining any commercial or financial benefit.

Third Party means any individual or organisation other than Officials, with whom Personnel come into contact during the course of their employment or business relationships associated with the Company.

3. Scope

The Company requires all Personnel to comply with this Policy as well as the Anti- Corruption Legislation. The prevention, detection and reporting of Bribery and other forms of Corruption are the responsibility of all those working for the Company or under its control.

This Policy applies to all Personnel, including Directors, temporary staff and contractors, and Business Associates of the Company. This Policy supplements, and does not replace, the Code of Conduct applicable to the Company and any of its subsidiaries.

This Policy applies globally. To the extent that local laws, codes of conduct or other regulations (**Local Laws**) in any countries are more rigorous or restrictive than this Policy, those Local Laws should be followed by any subsidiary operating in that country. Where a country has specific bribery and corruption Local Laws which are less rigorous than this Policy, this Policy prevails. The Company may, from time to time, provide country-specific directions for subsidiaries operating in countries outside of Australia.

This Policy sets out the Company's requirements in relation to interactions with Officials and Third Parties. This Policy does not prohibit interactions with Officials, rather it forbids corrupt interactions with those individuals.

4. Responsibilities

(a) The Company's Board is responsible for the overall administration of this Policy. The Board and will monitor the implementation of this Policy and will review on an ongoing basis the Policy's suitability and effectiveness. Internal control systems and procedures will be audited regularly to ensure that they are effective in minimising the risk of non-compliance with this Policy.

(b) A copy of this Policy will be made available to all Personnel via the Company's website and in such other ways as will ensure the Policy is available to Personnel wishing to use it.

(c) All Personnel are required to understand and comply with this Policy and to follow the reporting requirements set out in this Policy. To this end, regular and appropriate training on how to comply with this Policy will be provided to all

senior managers and other relevant Personnel by the Board. However, it is the responsibility of all Personnel to ensure that they read, understand and comply with this Policy.

(d) All Business Associates are required to be made aware of this Policy and to undertake to comply with this Policy in relation to any of their dealings with, for or on behalf of the Company.

(e) The prevention, detection and reporting of Bribery and other improper conduct addressed by this Policy are the responsibility of all those working for or engaged by the Company. All Personnel should be vigilant and immediately report any breaches or suspicious activity to the officer responsible for compliance.

5. Consequences of breaching this policy

(a) Bribery and the related improper conduct addressed by this Policy are very serious offences that will be taken seriously, reviewed and thoroughly investigated by the Company. Depending on the circumstances, the incident may be referred to regulatory and law enforcement agencies.

(b) A breach of this Policy may also expose Personnel and the Company to criminal and/or civil penalties, substantial fines, exclusion from tendering for government or private contracts, loss of business and reputational damage.

(c) Breach of this Policy by Personnel will be regarded as serious misconduct, leading to disciplinary action which may include termination of employment.

6. Policy

6.1 General

(a) Personnel must:

(i) understand and comply with this Policy and attend all relevant training;

(ii) not engage in Bribery or any other form of Corruption or improper conduct;

(iii) not make Facilitation Payments;

(iv) not offer, pay, solicit or accept Secret Commissions;

(v) not engage in Money-laundering;

(vi) not give or accept Items of Value where to do so might influence, or be perceived to influence, objective business judgement or otherwise be perceived as improper in the circumstances.

(vii) obtain required approvals for political contributions and charitable donations;

(viii) maintain accurate records of dealings with Third Parties; and

(ix) be vigilant and report any breaches of, or suspicious behavior related to, this Policy.

(b) This Policy does not prohibit the giving of normal and appropriate hospitality to, or receiving it from, Third Parties.

6.2 Prohibition against Bribery and Corruption

(a) The Company strictly prohibits Personnel engaging in or tolerating Bribery or any other form of Corruption or improper conduct.

(b) The Company's corporate values require that in all aspects of business all Personnel act honestly, adhere to the highest ethical standards, and act in compliance with all relevant legal requirements. In this respect Personnel must not engage in Bribery or any other form of Corruption.

(c) The prohibition of Bribery under this Policy includes the provision or conveying of an Item of Value to any Third Party, Official or family members of Officials, whether directly or indirectly, to secure any improper advantage or to obtain or retain business. This means that Personnel must not:

(i) offer, promise or give an Item of Value with the intention of influencing an Official or Third Party who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide the Company with business or an improper advantage; or

(ii) authorise the payment or provision of Items of Value to any other person, if it is known, or reasonably should have been known, that any portion of that payment orItem of Value will be passed onto an Official or Third Party to secure an improper advantage or obtain or retain business; or

(iii) engage, or procure, a third party to make a payment or provide an Item of Value to an Official or Third Party, (or to procure another person to make such payment or provision), in order to secure an improper advantage or obtain or retain business.

(d) The prohibition of Bribery under this Policy also includes the request or acceptance of (or the agreement to accept) an Item of Value from an Official or Third Party either:

(i) intending that, in consequence, a function or activity should be performed improperly (whether by the requestor/acceptor or another person); or

(ii) where the request, agreement or acceptance itself constitutes the recipient's improper performance of a function or activity; or

(iii) as a reward for the improper performance of a function or activity (whether by the recipient or another person).

6.3 Prohibition on Facilitation Payments, Secret Commissions and Money-laundering

(a) The Company does not condone the making of Facilitation Payments, Secret Commissions and Money Laundering.

(b) Personnel are prohibited from:

(i) making Facilitation Payments;

(ii) offering, paying, soliciting or receiving Secret Commissions; and

(iii) engaging in Money-laundering.

6.4 Interactions with Officials and Third Parties must be Compliant

(a) All interactions with Officials, Third Parties and Business Associates must comply with this Policy, and the Company and Personnel must not take any actions, whether direct or indirect, which create the appearance of impropriety regardless of whether there is any improper intent behind their actions.

(b) The prohibitions under this Policy include a prohibition on Personnel using personal funds to undertake any interaction or transaction that is prohibited under this Policy.

6.5 Documentation and Recordkeeping

(a) The Company must keep accurate and complete records of all business transactions:

(i) in accordance with generally accepted accounting principles and practices;

(ii) in accordance with the Company's accounting and finance policies; and

(iii) in a manner that reasonably reflects the underlying transactions and events.

(b) It is the responsibility of all Personnel to ensure that all business transactions are recorded honestly and accurately and that any errors or falsification of documents are promptly reported to the appropriate member of the senior management team of the relevant business, and corrected. No accounts are to be kept "off the books" to facilitate or conceal improper payments.

6.6 Compliance with Local Laws Required

If Local Laws in a particular country or region are more restrictive than this Policy, then any Personnel, including any Business Associates operating in that country or region must fully comply with the more restrictive requirements.

6.7 Protection

(a) The Company prohibits retaliation against anyone reporting such suspicions.

(b) Personnel who wish to raise a concern or report another's wrongdoing, or who have refused pressure to either accept or offer a bribe, should not be worried about possible repercussions. The Company encourages openness and will support any Personnel who raises genuine concerns in good faith under this Policy.

(c) If you are not comfortable, for any reason, with speaking directly to the Board, the Company has a Whistleblower Policy which affords certain protections against reprisal, harassment or demotion for making the report.

6.8 Reporting Violations and Suspected Misconduct

(a) Any Personnel or stakeholder who believes that a violation of this Policy or any laws has been committed, is being committed, or is being planned, should report the matter immediately to the Board.

(b) If anyone is unsure whether a particular act constitutes Bribery, a Facilitation Payment, Secret Commission, Money-laundering or an improper Item of Value, or has any other queries, they should ask the Board.

7. Monitoring and Review

(a) Material breaches of this Policy will be reported to the Board or a committee of the Board.

(b) The Board will monitor the content, effectiveness and implementation of this Policy on a regular basis. There may also be independent reviews taken from time to time. Any findings, updates or improvements identified will be addressed as soon as possible.

(c) Personnel are invited to comment on this Policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Board.

SCHEDULE 12 – SHAREHOLDER COMMUNICATIONS STRATEGY

1. Purpose

The Board of the Company aims to ensure that the shareholders are informed of all major developments affecting the Company's state of affairs.

The purpose of this Policy is to outline how the Company will provide shareholders and other investors with information about itself and its governance, and to outline the Company's investor relations program.

2. Scope

References in this Policy to communicating and interacting with shareholders includes, where securities are held by a custodian or nominee, communicating or interacting with the beneficial owner of the securities.

3. Company website

The Company has a website which can be found at www.axiant.com.au. The Company's website is designed to provide shareholders and other investors with helpful information about the Company including:

(a) an overview of the Company's current business;

(b) a description of the Company's projects;

(c) a description of how the Company is structured;

(d) a summary of the Company's history;

(e) copies of media releases the Company makes;

(f) contact details for enquiries from shareholders, analysts or the media; and

(g) contact details for its securities registry.

The Company's website also has a "corporate governance" landing page from where the Company's relevant corporate governance information can be accessed. The following information is available in the corporate governance area of the Company's website:

(a) its Board Charter and the charters of each of its Board committees;

(b) a statement of the Company's values; and

(c) its corporate governance policies and procedures.

(d) The Company also makes available on its website the following information on a regular and up-to-date basis:

(e) the names and brief biographical information for each of its Directors and officers;

(f) copies of its annual reports and financial statements lodged with ASX;

(g) copies of its previous announcements to ASX; and

(h) copies of notices of meetings of security holders and any accompanying documents lodged with ASX.

4. Electronic communications

The Company gives shareholders the option to receive communications from, and send communications to, the Company and its security registry electronically. Please ensure you update us with any changes to your registered electronic address so that we can ensure you receive all communications in a timely manner.

In addition, as part of the Company's developing investor relations program, shareholders can register with the Company to receive email notifications of when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly

reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.

5. Shareholder meetings

The Company recognises that general meetings are an important forum for two-way communication between the Company and its shareholders. Shareholders are encouraged to participate at all general meetings and annual general meetings of the Company.

Shareholder enquiries

Shareholders queries should be referred to the Company Secretary in the first instance. Any significant comments or concerns will be conveyed to the Board and relevant senior executives.

6. Monitoring and Review

(a) The Board will monitor the content, effectiveness and implementation of this Shareholder Communications Policy on a regular basis.

(b) Shareholders are invited to comment on this Policy and suggest ways in which it might be improved.

SCHEDULE 13 – ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICY

1. Purpose

The Company is committed to the sustainable exploration for, and discovery of, gold mineral resources. As a responsible explorer, the Company must identify, assess and report responses to the environment, climate change and social challenges. The Company acknowledges that it has a role to play in protecting the natural environment, reducing global greenhouse gas emissions and improving people's lives now and for generations to come.

This Environmental, Social and Governance Policy (**Policy**) regulates and provides guidance for the management of activities to minimise adverse workforce, community or environmental impacts.

The Board is responsible for implementing the ESG management system.

A strong environmental, social and governance performance is essential for the success and growth of the Company's business. The Company's aim is to recognise its legal and other obligations to all legitimate stakeholders from time to time where and to the extent appropriate. With the recognised obligations in mind, the Company will manage its activities in a sustainable manner with respect to our workforce, our communities and the environment.

The Company is committed to managing its activities to minimise adverse workforce, community or environmental impacts.

2. Scope

This Policy applies to all of the Company's Directors, officers and employees.

3. Governing principles

(a) **General governance principles**

The Company will achieve this by:

(i) implementing a systematic approach to ESG risk management;

(ii) complying with and exceeding all relevant laws and regulations and applying responsible industry standards where laws do not exist;

(iii) setting, measuring and reviewing objectives and targets that will drive continuous improvement in ESG performance;

(iv) maintaining a culture in which stakeholders are aware of their ESG obligations and are empowered to intervene on ESG issues;

(v) taking a collaborative and pro-active approach with our stakeholders; and

(vi) requiring Directors, contractors and employees to comply with our ESG expectations in a mutually beneficial manner.

(b) **Environment**

In relation to the environment, the Company will:

(i) ensure that, as a minimum, all policies and procedures comply with all applicable environmental laws and regulations, assessment and approval requirements, licences and conditions;

(ii) commit to operate all business unit's sustainably by:

(A) identifying, mitigating, managing and reporting on material environmental risks and impacts associated with the business unit's activities; and

(B) planning and implementing strategies to effectively manage and reduce key environmental risks and impacts such as

greenhouse gas emissions, water management and waste reduction with the focus on reducing the Company's environmental footprint;

(iii) inform employees, customers and suppliers about this Policy and require compliance with such expectations as well as considering environmental performance of potential suppliers in decision-making; and

(iv) report openly, honestly and in a timely manner to stakeholders on the Company's environmental and sustainability performance.

(c) **Climate change**

The Company will take action to appropriately identify, measure and manage climate change risks and opportunities, consistent with the objective to sustainably deliver superior returns to shareholders.

(d) **Social**

The Company will:

(i) provide and maintain a safe workplace so that its employees, contractors and visitors go home safe and well;

(ii) identify and manage risks, impacts and opportunities within our operations and host communities; and

(iii) uphold ethical business practices and comply with all legal requirements in all jurisdictions in which the Company operates;

3.2 Application

Responsibility for the application of this Policy rests with, but not limited to, all Company employees and contractors engaged in activities under the Company's operational control.

3.3 Monitoring and review

(a) Material breaches of this ESG Policy will be reported to the Company's Board or a committee of the Board.

(b) The Board will monitor the content, effectiveness and implementation of this ESG Policy on a regular basis. There may also be independent reviews taken from time to time. Any findings, updates or improvements identified will be addressed as soon as possible.

(c) Personnel are invited to comment on this ESG Policy and suggest ways in which it may be improved. Comments, suggestions and queries should be addressed to the Board.

SCHEDULE 14 – PRIVACY POLICY

1. Purpose

The Company respects your privacy. We are committed to ensuring all information we collect or hold is handled respectfully and in accordance with relevant privacy las including the *Privacy Act 1988* (Cth) (**Privacy Act**) and the Australian Privacy Principles (**APPs**). This Policy explains how and why we collect, use, hold and disclose your personal information together with your rights to access and correct that information or make a complaint about our handling of personal information.

You consent to us collecting, holding, using and disclosing your personal information in accordance with this Policy.

2. Scope

This Policy applies to all of the Company's Directors, officers and employees.

3. What is personal information?

Personal information is any information or an opinion about an identified individual or an individual who can be reasonably identified from the information or opinion. Information or an opinion may be personal information regardless of whether it is true.

4. What personal information do we collect and hold?

The Company will only collect personal information from individuals as required to conduct our business operations. This includes when individuals use our website, apply for a position, work with us, invest in us or engage with us in other ways. Generally, the types of personal information we collect will include name, contact details and records of communications with us.

We may collect information about how you access, use and interact with the website. This information may include:

(a) the location from which you have come to the site and the pages you have visited; and

(b) technical data, which may include IP address, the types of devices you are using to access the website, device attributes, browser type, language and operating system.

We use cookies on the website. A cookie is a small text file that the website may place on your device to store information. We may use persistent cookies (which remain on your computer even after you close your browser) to store information that may speed up your use of our website for any of your future visits to the website. We may also use session cookies (which no longer remain after you end your browsing session) to help manage the display and presentation of information on the website. You may refuse to use cookies by selecting the appropriate settings on your browser. However, please note that if you do this, you may not be able to use the full functionality of the website.

5. Why do we collect, hold and use your personal information?

We may use personal information for the primary purpose for which it is collected (e.g. provision of our services, including administration of our services) or for secondary purposes which are related (or directly related to the case of sensitive information) to the primary purpose.

We collect, hold and use your personal information so that we can:

(a) comply with our legal obligations and assist government and law enforcement agencies or regulators;

(a) communicate with, and comply with our legal obligations to, our shareholders, and to process payments to them;

(b) enable third party service providers to produce us and our related companies with services such as information technology, auditing, legal advice, printing and mailing services, and services related to our share register;

(c) correspondence with people who have contacted us, and deal with feedback;

(d) provide services to, and manage, our related companies;

(e) consider applications from prospective employees or contractors;

(f) maintain and update our records;

(g) conduct or participate in investigations or due diligence;

(h) facilitate transactions involving the Company or any of our affiliates;

Where appropriate, we will confirm your express consent before collecting such information.

If you do not provide us with your personal information, we may not be able to provide you with our services, communicate with you or respond to your enquiries.

6. How do we collect your personal information?

We will collect your personal information directly from you whenever you interact with us.

We may collect information from third parties – for instance, information regarding shareholders is collected from our share registrar, and information about job applicants is collected in the manner set out above.

7. How do we store and hold personal information?

We store most information about you in computer systems and databases operated by either us or our external service providers.

We implement and maintain processes and security measures to protect personal information which we hold from misuse, interference or loss, and from unauthorised access, modification or disclosure. Processes including taking steps to restrict access to databases, maintaining firewalls, encrypting data, using secure servers in controlled facilities and only allowing access by those entrusted with authority and computer network passwords. We also require all employees to comply with information security policies and attend training. In addition, we monitor and regularly review our practices against industry best practice.

We will also take reasonable steps to destroy or de-identify personal information once we no longer require it for the purposes for which it was collected or for any secondary purpose permitted under the APPs.

However, the internet is not a secure environment and no computer system is perfectly secure. Although all care is taken, we cannot guarantee the security of information provided to us. This means that there is always a risk that your personal information may be accessed or used without authorisation.

8. Who do we disclose your personal information to, and why?

We may transfer or disclose your personal information to our related companies.

We may disclose personal information to external service providers (including IT service providers, auditors, legal advisors, mail houses and our share registrar) so that they may perform services for us or on our behalf.

We may also disclose your personal information to others outside our group of companies where:

(a) we are required or authorised by law to do so;

(b) you may have expressly consented to the disclosure or the consent may be reasonably inferred from the circumstances; or

(c) we are otherwise permitted to disclose the information under the Privacy Act.

If the ownership or control of all or part of our assets or business changes, we may transfer your personal information to the prospective or new owner.

9. Do we disclose personal information to overseas recipients?

We may disclose your personal information to recipients which are located outside Australia.

10. Access to and correction of your personal information

You may access or request correction of the personal information that we hold about you by contacting us. Our contact details are set out below. We may need to verify your identify before giving you access to your personal information. There are some circumstances in which we are not required to give you access to your personal information (for example, where a legal exemption applies).

There is no charge for requesting access to your personal information, but we may require you to meet our reasonable costs in providing you with access (such as photocopying costs or costs for time spent on collating large amounts of material).

We will respond to your requests to access or correct personal information in a reasonable time and will take all reasonable steps to ensure that the personal information we hold about you remains accurate and up to date.

11. Complaints

If you have a question about our Policy or wish to make a complaint about the way in which we have handled any privacy issue, including your request for access or correction of your personal information, you should contact us in writing. Our contact details are set out below.

We will consider your complaint promptly and determine whether it requires further investigation. We will notify you of the outcome of this investigation and any subsequent internal investigation.

It is our intention to use our best endeavours to resolve any complaints to your satisfaction. However, if you remain unsatisfied with the way in which we have handled a privacy issue, you may approach an independent advisor or contact the Office of the Australian Information Commissioner (**OAIC**) for guidance on alternative courses of action which may be available.

Office of the Australian Information Commissioner
Phone: 1300 363 992
Mail: GPO Box 5218,
SYDNEY NSW 2001
Website: www.oaic.gov.au

12. Contact details

If you have any questions, comments, requests or concerns, please contact us at:

admin@axiant.com.au

13. Changes to this Policy

From time to time, we may change our Policy on how we handle personal information or the types of personal information which we hold. Any changes to our Policy will be published on our website.

You may obtain a copy of our current Policy from our website www.axiant.com.au or by contacting us at the contact details above.

14. Monitoring and review

The Board will monitor the content, effectiveness and implementation of this Policy on a regular basis. Any updates or improvements identified will be addressed as soon as possible.

SCHEDULE 15 – CHARTER AND POLICY REVIEW TABLE

NO.	DOCUMENT NAME	REVIEW REQUIREMENT	LAST REVIEWED
Charters			
1.	Board Charter	Periodic	
2.	Code of Conduct	Periodic	
3.	Audit and Risk Committee Charter	Annual	
4.	Remuneration Committee Charter	Annual	
5.	Environmental, Social and Governance Committee Charter	Annual	
Policies			
1.	Performance Evaluation Process	Periodic	
2.	Continuous Disclosure Policy	Regular	
3.	Trading Policy	Regular	
4.	Diversity Policy	Regular but with 'Measurable Objectives' to be reviewed on an annual basis	
5.	Whistleblower Policy	Regular	
6.	Anti-Bribery and Corruption Policy	Regular	
7.	Environmental, Social and Governance Policy	Regular	
8.	Privacy Policy	Regular	