

MANTLE MINING CORPORATION LIMITED
ACN 107 180 441
(Company)

CORPORATE GOVERNANCE PLAN

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SCHEDULE 1 – BOARD CHARTER

In carrying out the responsibilities and powers set out in this Charter, the board of directors of the Company (**the Board**):

- (a) recognises its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of its shareholders; and
- (b) recognises its duties and responsibilities to its employees, customers and the community.

1. THE SPECIFIC RESPONSIBILITIES OF THE BOARD

In addition to matters it is expressly required by law to approve, the Board has the following specific responsibilities:

- (a) appointment, and where necessary, the replacement, of the Managing Director and other senior executives and the determination of their terms and conditions including remuneration and termination;
- (b) appointment, and where necessary, the replacement, of the Chairman;
- (c) appointment, and where necessary, the replacement, of the Company Secretary;
- (d) driving the strategic direction of the Company, ensuring appropriate resources are available to meet objectives and monitoring management's performance;
- (e) approving and monitoring systems of risk management and internal compliance and control, codes of conduct and legal compliance;
- (f) overseeing the Company's process for making timely and balanced disclosure of all material information;
- (g) overseeing the integrity of the Company's financial reporting and approving the annual, half yearly and quarterly accounts;
- (h) approving and monitoring the operating budgets and major capital expenditure of the Company;
- (i) reviewing and approving significant acquisitions, divestitures and other key transactions of the Company;
- (j) approving significant changes to the organisational structure;
- (k) approving the issue of any shares, options, equity instruments or other securities in the Company (subject to compliance with the ASX Listing Rules if applicable);
- (l) procuring appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively;
- (m) approving the Company's remuneration framework;

- (n) ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making;
- (o) 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 ASX Listing Rules if applicable); and
- (p) meeting with the external auditor, at their request, with or without management being present.

2. COMPOSITION OF THE BOARD

- (a) The Board must comprise at least three members.
- (b) The Board should comprise Directors with a mix of qualifications, experience and expertise which will assist the Board in fulfilling its responsibilities, as well as assisting the Company in achieving growth and delivering value to shareholders.
- (c) The composition of the Board is to be reviewed regularly against the Company's board skills matrix to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction.
- (d) The Board must disclose the relevant qualifications and experience of each Board Member.
- (e) In appointing new members to the Board, consideration is given to the ability of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company.
- (f) Where practical, the majority of the Board is to be comprised of non-executive Directors.
- (g) Where practical, the majority of the Board will be independent. An independent Director is a director who is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the entity and its security holders generally. Independent Directors should meet the definition of what constitutes independence as set out in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations* as set out in *Annexure A – Definition Of Independence*. Directors must disclose their interests, positions, associations or relationships. The independence of the Directors should be regularly assessed by the Board in light of the interests disclosed by them.
- (h) The Board must disclose the independence of each Director as determined by the Board.
- (i) In the event that a Director has an interest, position, association or relationship of the type described in *Annexure A – Definition Of Independence*, but the Board is of the opinion that it does not

compromise the independence of the Director, the Company must disclose the nature of the interest, position, association or relationship in question and an explanation of why the Board is of that opinion that the independence of the director is not compromised. Directors must declare immediately to the Board, and the Board will determine whether to declare to the market, any loss of independence.

- (j) The Board must disclose the length of service of each Director.
- (k) No member of the Board may serve for more than three years or past the third annual general meeting following their appointment, whichever is the longer, without being re-elected by the shareholders.
- (l) Prior to the Board proposing re-election of non-executive Directors, their performance will be evaluated by the Nomination Committee to ensure that they continue to contribute effectively to the Board.

3. THE ROLE OF THE CHAIRMAN

- (a) Where practical, the Chairman should be a non-executive Director. If a Chairman ceases to be an independent Director then the Board shall consider the merits of appointing a lead independent Director.
- (b) Where practical, the Managing Director should not be the Chairman of the Company.
- (c) The Chairman must be able to commit the time to discharge the role effectively.
- (d) The Chairman is responsible for the leadership of the Board, ensuring it is effective, setting the agenda of the Board, conducting Board meetings and conducting shareholder meetings.
- (e) The Chairman should facilitate the effective contribution of all Directors and promote constructive and respectful relations between Board members and management.
- (f) In the event that the Chairman is absent from a meeting of the Board then the Board shall appoint a Chairman for that meeting.

4. BOARD COMMITTEES

- (a) Once the Board is of a sufficient size and structure, and the Company's operations are of a sufficient magnitude, the Board may establish the following committees to assist the Board in fulfilling its duties:
 - (i) Audit and Risk Committee;
 - (ii) Remuneration Committee; and
 - (iii) Nomination Committee.
- (b) Each of the above committees has its own written terms of reference which is approved by the Board and reviewed following any applicable regulatory changes.
- (c) Where the Board elects to establish any Committees:

- (i) The Board will ensure that the Committees are sufficiently funded to enable them to fulfil their roles and discharge their responsibilities.
 - (ii) Members of Committees are appointed by the Board. The Board may appoint additional members to Committees or remove and replace members of Committees by resolution.
 - (iii) The Board must disclose the members and Chairman of each Committee and the relevant qualifications and experience of those members.
 - (iv) The minutes of each Committee meeting shall be provided to the Board at the next occasion the Board meets following approval of the minutes of such Committee meeting, except where the Committee determines that such access would be adverse to the Company's interests.
 - (v) The Board must disclose, in relation to each reporting period relevant to a Committee, the number of times each Committee met throughout the period and the individual attendances of the members at those Committee meetings.
- (d) Where the Board does not consider that the Company will gain any benefit from a particular separate committee, the full Board will carry out the duties that would ordinarily be assigned to that committee under the written terms of reference for that committee.

5. BOARD MEETINGS

- (a) In accordance with the Company's constitution, there must be two Directors present at a meeting to constitute a quorum.
- (b) The Board will schedule formal Board meetings at least quarterly and hold additional meetings, including by telephone, as may be required.
- (c) Non-executive Directors may confer at scheduled times without management being present.
- (d) The Company Secretary shall distribute supporting papers for each meeting of the Board as far in advance as practicable.
- (e) The minutes of each Board meeting shall be prepared by the Company Secretary, approved by the Managing Director and circulated to Directors after each meeting. Minutes of meetings must be approved at a subsequent Board meeting.
- (f) Further details regarding board meetings are set out in the Company's Constitution.

6. THE ROLE OF THE COMPANY SECRETARY

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

- (b) The role of the Company Secretary is to provide advice to the Board on corporate governance matters, the application of the Company's Constitution, the ASX Listing Rules and applicable other laws.
- (c) The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.
- (d) The Company Secretary is to facilitate and monitor the implementation of Board policies and procedures.
- (e) When requested by the Board, the Company Secretary will facilitate the flow of information of the Board, between the Board and its Committees and between senior executives and non-executive Directors.
- (f) The Company Secretary is to facilitate the induction and professional development of Directors under the direction of the Chair or the Board.
- (g) All Directors have access to the advice and services provided by the Company Secretary.

7. ACCESS TO ADVICE

- (a) All Directors have unrestricted access to company records and information except where the Board determines that such access would be adverse to the Company's interests.
- (b) All Directors may consult management and other senior employees as required to enable them to discharge their duties as Directors.
- (c) The Board, Committees or individual Directors may seek independent external professional advice as considered necessary at the expense of the Company, subject to prior consultation with the Chairman. A copy of any such advice received may be made available to all members of the Board upon request.

8. THE ROLE OF MANAGEMENT

- (a) The role of management is to support the Managing Director and implement the running of the general operations and financial business of the Company, in accordance with the delegated authority of the Board.
- (b) The Board shall delegate responsibility for the day-to-day operations and administration of the Company to the Managing Director.
- (c) Management is also responsible for providing the Board with accurate, timely and clear information to enable the Board to perform its duties.
- (d) In addition to formal reporting structures, members of the Board are encouraged to have direct communications with management and other employees within the Company to facilitate the carrying out of their duties as Directors.

9. PERFORMANCE REVIEW

The Nomination Committee shall conduct an annual performance review of the Board that:

- (a) compares the performance of the Board with the requirements of its Charter;
- (b) critically reviews the mix of the Board; and
- (c) suggests any amendments to the Charter as are deemed necessary or appropriate.

10. DISCLOSURE POLICY

The Board should ensure that the Company has in place effective disclosure policies and procedures so that shareholders and the financial market are fully informed to the extent required by the applicable disclosure rules and legislation on matters that may influence the share price of the Company or its listed debt securities.

SCHEDULE 2 – CORPORATE CODE OF CONDUCT

1. PURPOSE

The purpose of this Corporate 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 document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees.

“**Employees**” for the purposes of this Code of Conduct includes all employees and contractors who are employed, engaged by, and/or act on behalf of the Company.

2. ACCOUNTABILITIES

2.1 Board, Managers and Supervisors

The Board, Managers and supervisors are responsible and accountable for:

- (a) undertaking their duties and behaving in a manner that is consistent with the provisions of the Code of Conduct;
- (b) the effective implementation, promotion and support of the Code of Conduct in their areas of responsibility; and
- (c) ensuring employees under their control understand and follow the provisions outlined in the Code of Conduct.

2.2 Employees

All Employees are responsible for:

- (a) undertaking their duties in a manner that is consistent with the provisions of the Code of Conduct;
- (b) reporting suspected corrupt conduct; and
- (c) reporting any departure from the Code of Conduct by themselves or others.

3. PERSONAL AND PROFESSIONAL BEHAVIOUR

When carrying out your duties, you should:

- (a) behave honestly and with integrity\;
- (b) carry out your work with a high standard of personal integrity and exercise due care and diligence in fulfilling your role and exercising the powers attached to your employment;
- (c) operate within the law at all times;
- (d) follow the policies of the Company; and

- (e) act in an appropriate business-like manner when representing the Company in public forums.

4. CONFLICT OF INTEREST

Potential for 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.

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

- (a) 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;
- (b) directorships/management of outside organisations;
- (c) membership of boards of outside organisations;
- (d) personal relationships with people the Company is dealing with which go beyond the level of a professional working relationship;
- (e) secondary employment, business, commercial, or other activities outside of the workplace which impacts on your duty and obligations to the Company;
- (f) access to information that can be used for personal gain; and
- (g) offer of an inducement.

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.

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.

You must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported to your manager.

5. PUBLIC AND MEDIA COMMENT

It is the Company's policy that all public statements, including responses to public and media enquiries, be made by authorised spokespersons only.

The Company's Authorised Spokespersons are its Chairman, Managing Director and Company Secretary.

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

- (a) authorised to do so by an Authorised Spokesperson; or
- (b) giving evidence in court; or
- (c) otherwise authorised or required to by law.

Employees must not release unpublished or privileged information unless they have the authority to do so from an Authorised Spokesperson.

The above restrictions apply except where prohibited by law, for example in relation to "whistleblowing".

6. USE OF COMPANY RESOURCES

All Company resources must:

- (a) be used efficiently, economically, as authorised and for their proper purposes; and
- (b) not be used for personal interests, reward, gain or benefits without appropriate authority; and
- (c) not be removed from the Company's premises without appropriate authority.
- (d) 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 property and following any special directions or conditions that apply.

Employees using Company resources **without** obtaining prior approval could face disciplinary and/or criminal action.

7. SECURITY AND USE OF INFORMATION

In the performance of his or her duties, an employee may learn confidential information about the Company, fellow Employees, shareholders, customers or suppliers. Unless an employee has permission, he or she must not use, disclose or discuss that information while employed by the Company or after he or she leaves the Company. In particular, that information must not be used for personal interests, reward, gain or benefits.

All information to which an employee has access and all work performed by that employee in the course of his or her duties belongs to the Company.

Employees are also required to ensure that confidential and sensitive information cannot be accessed by unauthorised persons. Sensitive material should be securely stored overnight or when unattended. 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.

8. INTELLECTUAL PROPERTY/COPYRIGHT

Intellectual property includes the rights relating to scientific discoveries, industrial designs, trademarks, service marks, commercial names, 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 Managing Director or Company Secretary before making any use of that property for purposes other than as required in their role as employee.

9. DISCRIMINATION AND HARASSMENT

Employees must not harass, discriminate, or support others who harass and discriminate against colleagues or members of the public on the grounds of sex, pregnancy, marital status, age, race (including their colour, nationality, descent, ethnic or religious background), physical or intellectual impairment, homosexuality or transgender.

Such harassment or discrimination may constitute an offence under legislation. Managers should understand and apply the principles of Equal Employment Opportunity.

10. CORRUPT CONDUCT

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:

- (a) official misconduct;
- (b) bribery and blackmail;
- (c) unauthorised use of confidential information;
- (d) fraud; and
- (e) theft.

Corrupt conduct will not be tolerated by the Company. Disciplinary action up to and including dismissal will be taken in the event of any employee participating in corrupt conduct.

Further guidance on the Company's policies relating to bribery, facilitation payments and the giving and/or acceptance of gifts and gratuities are set out below.

10.1 Bribery

Employees and agents of the Company must not offer or accept cash or any other incentive, inducement or reward in any form (subject to a limited exception for minor facilitation payments in connection with routine government actions). In particular, payments to win business or to influence a business decision in the Company's favour such as bribes, 'kick-backs', secret commissions and similar payments are strictly prohibited.

All business dealings should be accurately documented to reflect the true nature of the transaction.

Employees should take all practical steps to ensure that agents, contractors, intermediaries or business partners do not engage in conduct on our behalf that would contravene this Code.

Bribes and other corrupt payments or benefits are not only a contravention of this Code; offering or giving them is a criminal offence under the Australian Criminal

Code, the criminal laws of Australian States and the laws of most foreign countries. Liability may extend not only to the individuals directly involved in making the payment or giving the benefit, but also to the Company and to Company directors or officers who expressly or impliedly authorised or permitted the payment to be made or the benefit to be given.

10.2 Facilitation Payments

In some countries it is customary for lower level government or public utility officials to demand payments or benefits to facilitate the provision of routine services or administrative actions.

The Company opposes these payments and encourages Employees, agents and contractors to resist making them if possible. However, where the alternative is significant disruption to business activities, facilitation payments may be made within the strict limits laid down in the Australian Criminal Code, and in accordance with the procedure referred to below.

The limits are:

- (a) the value of the benefit given must be of a minor nature;
- (b) the benefit must be given for the sole or dominant purpose of expediting or securing the performance of a routine government action of a minor nature (see examples listed below);
- (c) the action must be one that is ordinarily and commonly performed by the relevant official. It must not involve a decision about awarding new business or continuing existing business, or the terms of business; and
- (d) the employee who gives the benefit must make a signed record of it (amount, date, to whom, for what) as soon as practicable after giving it, and keep the record.

Employees may only make payments which are clearly within these limits. If an employee makes a payment, a written record of the payment must be sent to the Company Secretary within ten working days of the payment being made. Where it is not clear whether a payment is within the limits, permission must be sought from the Company Secretary ahead of such payment and the Company Secretary is authorised to seek external legal advice on behalf of the Company where it is deemed necessary.

Agents and contractors must not make facilitation payments on behalf of the Company without prior approval from a director or officer of the Company.

10.3 Gifts and Gratuities

Gifts or gratuities may be accepted (or offered) only if they are of an incidental nature and should not exceed A\$150. Gifts in excess of this figure must be brought to the attention of your direct supervisor, Managing Director or Company Secretary and unless approved by him or her must be returned without delay with an explanation of the Company's policy on these matters.

Entertainment of customers and suppliers provided (or received) should not extend beyond a level reasonably required to maintain an arms length business relationship.

Travel and accommodation offered by a supplier may not be accepted unless it is unconditional or of benefit to the Company and has been approved by a member of the Board, the Managing Director or Company Secretary.

11. OCCUPATIONAL HEALTH AND SAFETY

It is the responsibility of all Employees to act in accordance with 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) minimising risks in the workplace;
- (b) following the safety and security directives of management; and
- (c) advising management of areas where there is a potential problem in safety.

12. LEGISLATION

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

13. 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.

14. 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 other employees are permitted to buy and sell the Company's securities.

Employees who are unsure about whether a potential transaction is contrary to the law, the rules and regulations of the ASX, or the Company's *Trading Policy* should contact the Managing Director or Company Secretary.

15. RESPONSIBILITIES TO STAKEHOLDERS

The Company recognises that the primary stakeholders in the Company are its shareholders. Other legitimate stakeholders in the Company include Employees, customers, creditors, suppliers and the general community.

The Company's primary objective is to create shareholder wealth through capital growth by the continued development of its business and the provision of innovative solutions within the relevant and related industry. This is achieved by:

- (a) keeping the market informed of its exploration and mine development activities and of all material information affecting the Company and its performance, in line with its **Continuous Disclosure Policy**;

- (b) actively progressing its exploration and mine development programmes; and
- (c) seeking new opportunities in the vicinity of, complimentary to, or in addition to the Company's existing interests.

The Company is committed to conducting all its operations in a manner which:

- (a) protects the health and safety of all Employees, contractors and community members;
- (b) recognises, values and rewards the individual contribution of each employee;
- (c) achieves a balance between economic development, maintenance of the environment and social responsibility;
- (d) maintains good relationships with suppliers and the local community; and
- (e) is honest, lawful and ethical.

All Employees are expected to act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.

16. BREACHES OF THE CODE OF CONDUCT

Employees should note that breaches of certain sections of this Code of Conduct may be punishable under legislation.

Breaches of this Code of Conduct may lead to disciplinary action. The process for disciplinary action is outlined in Company policies and guidelines, relevant industrial awards and agreements.

17. REPORTING MATTERS OF CONCERN

Employees are encouraged to raise any matters of concern in good faith with their direct supervisor and if a satisfactory outcome is not achieved, next level of management or the head of their business unit, without fear of retribution.

SCHEDULE 3 – AUDIT AND RISK COMMITTEE CHARTER

1. GENERAL SCOPE AND AUTHORITY

- (a) The Audit and Risk Committee is a Committee of the Board.
- (b) The primary purpose of the Committee is to assist the Board in monitoring and reviewing any matters of significance affecting financial reporting and compliance.
- (c) This Charter defines the Audit and Risk Committee's function, composition, mode of operation, authority and responsibilities.

2. PURPOSE

The primary purpose of the 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, financial reporting and disclosure practices;
- (b) the effectiveness of the Company's risk management framework;
- (c) compliance with all applicable laws, regulations and company policy;
- (d) the effectiveness and adequacy of internal control processes;
- (e) the performance of the Company's external auditors and their appointment and removal;
- (f) the independence of the external auditor and the rotation of the lead engagement partner; and
- (g) the identification and management of business, economic, environmental and social sustainability risks.

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

3. COMPOSITION

- (a) The Committee must comprise at least three members.
- (b) Where possible, all members of the Committee must be non-executive Directors.
- (c) Where possible, a majority of the members of the Committee must be independent non-executive Directors in accordance with the criteria set out in *Annexure A – Definition of Independence*.
- (d) The Board will appoint members of the Committee. The Board may remove and replace members of the Committee by resolution.
- (e) All members of the Committee must be able to read and understand financial statements.

- (f) Where possible, the Chairman of the Committee should not be the Chairman of the Board of Directors and should be independent.
- (g) The Chairman shall have leadership experience and a strong finance, accounting or business background.
- (h) The external auditors, the other Directors, the Managing Director, Chief Financial Officer, 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 Review of Financial Reports

- (a) Review the appropriateness of the accounting principles adopted by management in the financial reports and the integrity of the Company's financial reporting.
- (b) Oversee the financial reports and the results of external audits.
- (c) Assess whether external reporting is adequate for shareholder needs.
- (d) Assess management processes supporting external reporting.
- (e) Establish procedures for treatment of accounting complaints.
- (f) Review the impact of any proposed changes in accounting policies on the financial statements.
- (g) Review the quarterly, half yearly and annual results.
- (h) Ensure that before the Board approves the Company's financial statements for a financial period, the Managing Director and Chief Financial Officer provide a written statement to the Board certifying that, in their opinion:
 - (i) the financial records of the Company have been properly maintained in accordance with the Corporations Act;
 - (ii) the Company's financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company; and
 - (iii) the assertions made in respect of points (i) and (ii) above have been formed on the basis of a sound system of risk management and internal control which is operating effectively.

4.2 Relationship with External Auditors

- (a) Recommend to the Board procedures for the selection and appointment of external auditors and for the rotation of external auditor partners.
- (b) Approve the external audit plan and fees proposed for audit work to be performed.
- (c) Discuss any necessary recommendations to the Board for the approval of quarterly, half yearly or annual reports.

- (d) Review the adequacy of accounting and financial controls together with the implementation of any recommendations of the external auditor in relation thereto.
- (e) Meet with the external auditors at least twice in each financial period without management being present 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 adequate disclosure as may be required by law of the Committee's approval of all non-audit services provided by the external auditor.
- (h) Ensure that the external auditor prepares and delivers an annual statement as to their independence which includes details of all relationships with the Company.
- (i) 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.
- (j) 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 Internal Audit Function (to the extent deemed necessary)

- (a) Monitor the need for a formal internal audit function and, if required, determine the scope of work to be undertaken.
- (b) Review risk management and internal compliance procedures.
- (c) Assess the performance and objectivity of any internal audit procedures that may be in place.
- (d) Monitor the quality of the accounting function.

4.4 Risk Management

- (a) Oversee the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements.
- (b) Assist in identifying and managing potential or apparent business, economic, environmental and social sustainability risks (if appropriate).
- (c) Review the Company's risk management framework at least annually to
 - (i) ensure that it continues to be sound;
 - (ii) determine whether there have been any changes in the material business risks exposures of the Company; and
 - (iii) ensure that those risks remain within the risk appetite set by the Board.

- (d) Disclose in relation to each reporting period, whether such a review of the Company's risk management framework has taken place in accordance with point (c) above.
- (e) Review reports by management on the efficiency and effectiveness of the Company's risk management framework and associated internal compliance and control procedures.

4.5 Other

- (a) The Committee will oversee the Company's environmental risk management and occupational health and safety processes.
- (b) The Committee will oversee procedures for "whistleblower" protection.
- (c) As contemplated by the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, and to the extent that such deviation or waiver does not result in any breach of the law, the Committee may approve any deviation or waiver from the *Corporate Code of Conduct*. Any such waiver or deviation will be promptly disclosed where required by applicable law.
- (d) Monitor related party transactions.

5. MEETINGS

- (a) The Committee will meet at least once in each financial year and additionally as circumstances may require for it to undertake its role effectively.
- (b) Meetings are called by the Secretary as directed by any one member of the Board or at the request of any one member of the Committee.
- (c) Where deemed appropriate by the Chairman 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 Chairman of the Committee or their nominees, the members shall elect one of their members as Chairman of that meeting.
- (e) Decisions will be based on a majority of votes with the Chairman having a casting vote.
- (f) The Committee Chairman, 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, except where the Committee determines that such access would be adverse to the Company's interests.

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 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 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 other senior employees 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 Chairman. 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. REVIEW OF CHARTER

The Charter may be subject to review by the Board at any time.

11. DISCLOSURE

This Charter shall be made available on the Company's website.

SCHEDULE 4 – REMUNERATION COMMITTEE CHARTER

1. GENERAL SCOPE AND AUTHORITY

- (a) The Remuneration Committee is a Committee of the Board.
- (b) The primary purpose of the Committee is to support and advise the Board in fulfilling its responsibilities to shareholders by:
 - (i) reviewing and approving the Company's *Remuneration Policy* to enable the Company to attract and retain executives and Directors who will create value for shareholders;
 - (ii) ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration;
 - (iii) recommending to the Board the remuneration of executive Directors;
 - (iv) fairly and responsibly rewarding executives having regard to the performance of the Company, the performance of the executive and the prevailing remuneration expectations in the market;
 - (v) reviewing the Company's recruitment, retention and termination policies and procedures for senior management;
 - (vi) reviewing and approving the remuneration of the Managing Director and as appropriate, other senior executives; and
 - (vii) reviewing and approving any equity based plans and other incentive schemes.
- (c) The Committee shall have the right to seek any information it considers necessary to fulfil its duties, which includes the right to obtain appropriate external advice at the Company's expense.

2. COMPOSITION

- (a) Where possible, the Committee shall comprise at least three Directors, the majority being independent non-executive Directors.
- (b) Where possible, the Committee will be chaired by an independent Director who will be appointed by the Board.
- (c) Committee members should have diverse and complementary backgrounds.
- (d) The Board may appoint such additional members to the Committee or remove and replace members of the Committee by resolution.

3. DUTIES AND RESPONSIBILITIES

In order to fulfil its responsibilities to the Board the Committee shall:

- (a) General Remuneration Policy**

- (i) Consider and make recommendations to the Board regarding the overall remuneration strategies of the Company;
- (ii) Review and reassess the Company's *Remuneration Policy* at least annually.
- (iii) Consider whether gender or other inappropriate bias in remuneration exists for directors, senior executives or other employees within the Company.

(b) Executive Remuneration Policy

- (i) Review and approve the Company's recruitment, retention and termination policies and procedures for senior executives to enable the Company to attract and retain executives and Directors who can create value for shareholders.
- (ii) Review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs.
- (iii) Ensure that remuneration policies fairly and responsibly reward executives having regard to the performance of the Company, the performance of the executive and prevailing remuneration expectations in the market.

(c) Executive Directors and Senior Management

- (i) 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) having regard to the executive remuneration policy.
- (ii) Review and approve the proposed remuneration (including incentive awards, equity awards and service contracts) for the direct reports of the Managing Director. As part of this review the Committee will oversee an annual performance evaluation of the 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.

(d) Executive Incentive Plan

- (i) Review and approve (subject to shareholder approval) the design of any executive incentive plans.

(e) Equity Based Plans

- (i) Review and approve (subject to shareholder approval) any equity based plans that may be introduced (**Plans**) in the light of legislative, regulatory and market developments.
- (ii) For each Plan, determine each year whether awards will be made under that Plan.
- (iii) Review and approve total proposed awards under each Plan.

- (iv) In addition to considering awards to executive Directors and direct reports to the Managing Director, review and approve proposed awards under each plan on an individual basis for executives as required under the rules governing each plan or as determined by the Committee.
 - (v) Review, approve and keep under review performance hurdles for each equity based plan.
 - (vi) Review and approve, on a case-by-case basis, the ability for participants to a Plan to 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.
- (f) Other**
- (i) The Committee shall perform other duties and activities that it or the Board considers appropriate.
 - (ii) The Company must disclose the policies and practices regarding the remuneration of non-executive directors, executive directors and other senior executives.

4. MEETINGS

- (a) The Committee will meet at least once per year and additionally as circumstances may require.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the Committee.
- (c) A quorum shall comprise any two members of the Committee. In the absence of the Committee Chairman or appointed delegate, the members shall elect one of their members as Chairman.
- (d) Where deemed appropriate by the Chairman 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 Chairman 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.
- (g) Where an executive director is a member of the Committee, they should not be involved in deliberations regarding their own remuneration and should be cognisant of the potential conflict of interest in being involved in setting the remuneration for other executives that may indirectly affect their own remuneration.

5. 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 keeping the minutes of meeting of the Committee and circulating them to Committee members and to the other members of the Board as appropriate.
- (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

6. ACCESS

- (a) Members of the Committee have rights of access 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) The Committee may consult management and other senior employees as required to enable them to discharge their duties as Committee members.
- (c) 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.

7. APPROVALS

The Committee must approve the following prior to implementation:

- (a) changes to the remuneration or contract terms of executive Directors and direct reports to the Managing Director;
- (b) the Plans or amendments to current equity plans or executive cash-based incentive plans;
- (c) total level of awards proposed from equity plans or executive cash-based incentive plans; and
- (d) termination payments to executive Directors or direct reports to the Managing Director. Termination payments to other departing executives should be reported to the Committee at its next meeting.

8. PERFORMANCE EVALUATION PROCEDURES

The Remuneration Committee will oversee the annual performance evaluation of the executive team in line with the procedures outlined in *Annexure B - Performance Evaluation Procedures*. The Remuneration Committee must disclose whether or not the relevant annual performance evaluations have been conducted.

The Nomination Committee will oversee the annual performance evaluation of the Board in line with the procedures outlined in *Annexure B - Performance Evaluation Procedures*. The Nomination Committee must disclose whether or not the relevant annual performance evaluations have been conducted.

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. REVIEW OF CHARTER

The Charter may be subject to review by the Board at any time.

11. DISCLOSURE

This Charter shall be made available on the Company's website.

SCHEDULE 5 – NOMINATION COMMITTEE CHARTER

1. GENERAL SCOPE AND AUTHORITY

- (a) The Nomination Committee is a Committee of the Board.
- (b) The primary purpose of the Committee is to support and advise the Board in:
 - (i) maintaining a Board that has an appropriate mix of skills and experience to be an effective decision-making body; and
 - (ii) ensuring that the Board is comprised of Directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance.
- (c) The Charter may be subject to review by the Board at any time.

2. COMPOSITION

- (a) The Committee shall comprise, where possible, at least three non-executive Directors, the majority of whom are independent, one of whom will be appointed the Committee Chairman.
- (b) The Board may appoint additional members to the Committee or remove and replace members of the Committee by resolution.

3. DUTIES AND RESPONSIBILITIES

The Committee shall periodically review and consider the structure and balance of the Board and make recommendations regarding appointments, retirements and terms of office of Directors. In particular, the Committee is to:

- (a) prepare and disclose a Board skill matrix setting out the mix of skills and diversity that the Board currently has (or is looking to achieve);
- (b) review succession plans for the Board and make recommendations to the Board on the appropriate size and composition of the Board and with a view to maintaining the appropriate balance of skills and experience on the Board;
- (c) identify and recommend to the Board candidates for the Board after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience and after assessment of how the candidates can contribute to the strategic direction of the Company;
- (d) undertake appropriate checks before appointing a candidate, or putting forward to security holders a candidate for election, as a Director;
- (e) consider and recommend to the Board candidates for election or re-election to the Board at each annual shareholders' meeting and ensure shareholders are provided with all material information relevant to a decision on whether or not to elect or re-elect the Board candidate;

- (f) make recommendations to the Board on the terms and conditions of appointment to, and removal and retirement from, the Board.
- (g) ensure that each Director and senior executive is a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment;
- (h) assess and consider the time required to be committed by a non-executive Director to properly fulfil their duty to the Company and advise the Board;
- (i) review Directorships in other public companies held by or offered to Directors and senior executives of the Company;
- (j) approve and review induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities;
- (k) arrange an annual performance evaluation of the Board, its Committee, and individual Directors;

4. MEETINGS

- (a) The Committee will meet at least once a year and additionally as circumstances may require.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the Committee.
- (c) Where deemed appropriate by the Chairman of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or conference call.
- (d) A quorum shall comprise any two members of the Committee. In the absence of the Committee Chairman or appointed delegate, the members shall elect one of their number as Chairman.
- (e) Decisions will be based on a majority of votes with the Chairman having a casting vote.
- (f) The Committee may invite executive management team members or other individuals, including external third parties to attend meetings of the Committee, as they consider appropriate.

5. 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 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.

6. ACCESS

- (a) Members of the Committee have rights of access 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) The Committee may consult management and other senior employees as required to enable them to discharge their duties as Committee members.
- (c) The Committee may consult independent experts where the Committee considers this necessary to carry out its duties and responsibilities. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

7. 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.

8. REVIEW OF CHARTER

The Charter may be subject to review by the Board at any time.

9. DISCLOSURE

This Charter shall be made available on the Company's website.

SCHEDULE 6 – CONTINUOUS DISCLOSURE POLICY

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 or value of the Company's securities, the Company must immediately disclose that information to the ASX.

The Company has in place a written policy on information disclosure and relevant procedures. The focus of these procedures is on continuous disclosure compliance and improving access to information for investors.

The Company Secretary is responsible for:

- (a) overseeing and co-ordinating disclosure of information to the relevant stock exchanges and shareholders; and
- (b) providing guidance to Directors and employees on disclosure requirements and procedures.

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.

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.

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 by all members of the Board.
- (b) all members of the Board are required to provide the Managing Director (or in his/her absence, the Company Secretary) with verbal or written contribution of each announcement, prior to its release.
- (c) any relevant parties named in the announcement should also be given the opportunity to review the announcement prior to its release, to confirm all information is factually correct.
- (d) the Managing Director (or in his/her absence, the Company Secretary) is to be given the final signoff before release to the ASX of the announcement.

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 register and copy of all announcements released.

SCHEDULE 7 – RISK MANAGEMENT POLICY

1. RISK MANAGEMENT REVIEW PROCEDURE AND INTERNAL COMPLIANCE AND CONTROL

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

The function of the Audit and Risk Committee is currently performed by the full Board and the board is responsible 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 the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements;
- (b) assist management to determine whether it has any material exposure to economic, environmental and/or social sustainability risks (as those terms are defined in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*) and, if it does, how it manages, or intends to manage, those risks;
- (c) assist management to determine the key risks to the businesses and prioritise work to manage those risks; and
- (d) review reports by management on the efficiency and effectiveness of risk management and associated internal compliance and control procedures.

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;
- (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; and
- (d) disclosing material exposure to economic, environmental and social sustainability risks identified as part of the above process.

To this end, comprehensive practises are in place that are directed towards achieving compliance with applicable laws and regulations, including:

- (i) preparation of reliable published financial information; and

- (ii) implementation of risk transfer strategies where appropriate e.g. insurance.

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 back at least annually to the Audit and Risk Committee.

The Board will review assessments of the effectiveness of risk management and internal compliance and control at least annually.

SCHEDULE 8 – REMUNERATION POLICY

1. INTRODUCTION

This policy sets out the general remuneration strategies of the Company.

The Remuneration Committee shall perform its duties and activities in line with these strategies and shall review and reassess the policy at least annually.

2. GENERAL DIRECTOR REMUNERATION

- (a) Shareholder approval must be obtained in relation to the overall limit set for directors' fees. The directors shall set individual Board fees within the limit approved by shareholders.
- (b) Shareholders must also approve the framework for any equity based compensation schemes and if a recommendation is made for a director to participate in an equity scheme, that participation must be approved by the shareholders.
- (c) All directors are entitled to have their indemnity insurance paid by the Company.

3. EXECUTIVE AND SENIOR MANAGEMENT

The Company's remuneration policy for executive directors (including the Managing Director) and senior management is designed to promote superior performance and long term commitment to the Company. Executives receive a base remuneration which is market related, and may also be entitled to performance-based remuneration at the ultimate discretion of the Board.

Overall remuneration policies are subject to the discretion of the Board and can be changed to reflect competitive market and business conditions where it is in the interests of the Company and shareholders to do so.

Executive remuneration and other terms of employment are reviewed annually by the Remuneration Committee having regard to performance, relevant comparative information and, where necessary, expert advice.

The Company's reward policy reflects the benefits of aligning executive remuneration with shareholders' interests and to retain appropriately qualified executive talent for the benefit of the Company. The main principles of the policy are:

- (a) remuneration is reasonable and fair, taking into account the Company's obligations at law, the competitive market in which the Company operates and the relative size and scale of the Company's business;
- (b) individual reward should be linked to clearly specified performance targets which should be aligned to the Company's short term and long term performance objectives; and
- (c) executives should be rewarded for both financial and non-financial performance.

The total remuneration of executive directors (including the Managing Director) and other senior managers may consist of the following:

- (a) salary - executive directors and senior managers may receive a fixed sum payable monthly in cash;
- (b) bonus - executive directors and nominated senior managers are eligible to participate in a profit participation plan if deemed appropriate;
- (c) long term incentives - executive directors may participate in share option schemes with the prior approval of shareholders. Executives may also participate in employee share option schemes, with any option issues generally being made in accordance with thresholds set in plans approved by shareholders. The Board however, considers it appropriate to retain the flexibility to issue options to executives outside of approved employee option plans in exceptional circumstances; and
- (d) other benefits - executive directors and senior managers are eligible to participate in superannuation schemes.

4. NON-EXECUTIVE REMUNERATION

Shareholders approve the maximum aggregate remuneration for non-executive directors. The Remuneration Committee recommends the actual payments to directors and the Board is responsible for ratifying any recommendations, if appropriate. The maximum aggregate remuneration approved for non-executive directors is currently \$500,000.

The total remuneration of non-executive directors may consist of the following:

- (a) fixed cash fees, the level of which reflect the time commitment and responsibilities of the role of a non-executive director;
- (b) superannuation contributions in line with the relevant statutory requirements;
- (c) non-cash benefits in lieu of fees such as equity or salary sacrifice into superannuation; and
- (d) equity-based remuneration where the Committee and Board deem that the issue of securities will align the interests of the Company's non-executive directors with those of other security holders. It is recognised that non-executive directors' remuneration is ideally structured to exclude equity based remuneration with performance hurdles attached as it may lead to bias in decision making and compromise objectivity. However, whilst the Company remains small and the full Board, including the non-executive directors, are included in the day-to-day operations of the Company more than what may be the case with larger companies, the non-executive directors are entitled to participate in equity based remuneration schemes.

Non-executive directors of the Company are not entitled to any retirement benefits other than superannuation.

5. PROFIT PARTICIPATION PLAN

Performance incentives may be offered to executive directors and senior management of the Company through the operation of a profit participation plan at the ultimate discretion of the Board.

SCHEDULE 9 – TRADING POLICY

1. INTRODUCTION

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

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 its Directors, Company Secretaries and those employees reporting directly to the Managing Director.

Key Management 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 assist Key Management 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. WHAT TYPES OF TRANSACTIONS ARE COVERED BY THIS POLICY?

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

3. WHAT IS INSIDER TRADING?

3.1 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.

3.2 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.

3.3 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).

3.4 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.

3.5 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.

4. GUIDELINES FOR TRADING IN THE COMPANY'S SECURITIES

4.1 General rule

Key Management Personnel must not, except in exceptional circumstances deal in securities of the Company during the following periods:

- (a) one week prior to the release of the Company's Annual Financial Report;
- (b) one week prior to the release of the Consolidated Interim Financial Report of the Company; and
- (c) one week prior to the release of the Company's quarterly reports,
(together the **Closed Periods**).

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

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

Key Management 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.

4.3 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.

4.4 Exceptions

- (a) Key Management 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, or agree to acquire or exercise options under an employee incentive scheme (as that term is defined in the ASX Listing Rules);
 - (v) withdraw ordinary shares in the Company held on behalf of the Key Management 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) acquire ordinary shares in the Company as a result of the exercise of options held under an employee option scheme;
 - (vii) transfer securities of the Company already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary;
 - (viii) 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;
 - (ix) 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;
 - (x) undertake to accept, or accept, a takeover offer;
 - (xi) 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;
 - (xii) dispose of securities of the Company resulting from a secured lender exercising their rights, for example, under a margin lending arrangement;
 - (xiii) exercise (but not sell securities following exercise) an option or a right under an employee incentive scheme, or convert a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a prohibited period or the Company has had a number of consecutive prohibited periods and the restricted person could not reasonably have been expected to exercise it at a time when free to do so; or
 - (xiv) 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 4.1.

Were this 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.

4.5 Notification of periods when Key Management Personnel are not permitted to trade

The Company Secretary will endeavour to notify all Key Management Personnel of the times when they are not permitted to buy or sell the Company's securities as set out in paragraph 4.1.

5. APPROVAL AND NOTIFICATION REQUIREMENTS

5.1 Approval requirements

- (a) Any Key Management Personnel (other than the Managing Director) wishing to buy, sell or exercise rights in relation to the Company's securities must obtain the prior written approval of the Managing Director or the Board before doing so.
- (b) If the Managing Director wishes to buy, sell or exercise rights in relation to the Company's securities, the Managing Director must obtain the prior approval of the Board before doing so.

5.2 Approvals to buy or sell securities

- (a) All requests to buy or sell securities as referred to in paragraph 5.1 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.

5.3 Notification

Subsequent to approval obtained in accordance with paragraphs 5.1 and 5.2, any Key Management Personnel who (or through his or her 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 five (5) business days of the transaction occurring. This notification obligation **operates at all times** but 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.

5.4 Key Management Personnel sales of securities

Key Management Personnel need to be mindful of the market perception associated with any sale of Company securities and possibly the ability of the market to absorb the volume of shares being sold. With this in mind, the management of the sale of any significant volume of Company securities (i.e. a volume that would represent a volume in excess of 10% of the total securities held by the seller prior to the sale, or a volume to be sold that would be in excess of 10% of the average daily traded volume of the shares of the Company on the ASX for the preceding 20 trading days) by a Key Management Personnel needs to be discussed with the Board and the Company's legal advisers prior to the execution

of any sale. These discussions need to be documented in the form of a file note, to be retained by the Company Secretary.

5.5 Exemption from Closed Periods restrictions due to exceptional circumstance

Key Management 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) Severe financial hardship or exceptional circumstances

The determination of whether a Key Management 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 or exceptional circumstances determination can only be made by examining all of the facts and if necessary, obtaining independent verification of the facts from banks, accountants or other like institutions.

(b) Financial hardship

Key Management 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.

(c) Exceptional circumstances

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

Any 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.

6. 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.

7. 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.

SCHEDULE 10 – DIVERSITY POLICY

1. INTRODUCTION

The Company and all its related corporate bodies 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, accessing different perspectives and ideas and benefiting from all available talent.

Diversity includes, but is not limited to, gender, age, ethnicity and cultural background.

The Board also acknowledges the benefits of the recommendations and guidance provided in the *ASX Corporate Governance Council's Corporate Governance Principles and Recommendations* that relate to diversity, however, it is also cognisant of the fact that the Company is in its development phase and its workforce is not of a size where the benefits of such initiatives are proportionate to the costs involved in their implementation.

To this end, the Board has adopted a tiered approach to the implementation of its Diversity Policy which is relative to the size of the Company and its workforce.

Where the Company employs 20 or more employees, the Board undertakes to adopt practices in line with the recommendations and guidance provided in the *ASX Corporate Governance Council's Corporate Governance Principles and Recommendations*.

Whilst the Company's workforce remains below this threshold, the Board will continue to drive the Company's diversity strategies on an informal basis and will apply the initiatives contained in this Diversity Policy to the extent that the Board considers relevant and necessary.

The 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.

2. 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;
- (d) a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff;
- (e) improved employment and career development opportunities for women;
- (f) 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

- (g) 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.

3. RESPONSIBILITIES

3.1 The Board's commitment

The Board is committed to workplace diversity, with a particular focus on supporting the representation of women at the senior level of the Company and on the Board.

The Board acknowledges its responsibility for the development of measurable objectives and strategies to meet the objectives of this Diversity Policy (**Measurable Objectives**) and the importance of monitoring the progress of the Measurable Objectives through the evaluation and reporting mechanisms listed below.

Where the Company employs 20 or more employees, the Board shall;

- (a) define its Measurable Objectives;
- (b) undertake an annual assessment of those Measurable Objectives; and
- (c) report on the Company's progress (if any) towards achieving them.

Where the Company employs less than 20 employees, the Board will monitor the Company's diversity strategies on an informal basis only.

In any event, the Board will endeavour to conduct 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 Strategies

The Company's diversity strategies 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.

4. MONITORING AND EVALUATION

The Board of the Company is responsible for monitoring the scope and currency of this policy.

The Company is responsible for implementing, monitoring and reporting on the Measurable Objectives.

At a time when the Company's workforce grows to a size of 20 or more employees, the Company will undertake a review of the annual key performance indicators for the Managing Director and senior executives of the Company and will determine the extent to which the Measurable Objectives shall be linked to performance-based incentives offered to those executives.

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

5. REPORTING

Where the Company employs 20 or more employees, the Board will include in the annual report each year:

- (a) the Measurable Objectives set by the Board;
- (b) progress against the Objectives; and
- (c) the proportion of women employees in the whole organisation, at senior management level and at Board level.

Where the Company employs less than 20 employees, the Board will include in the annual report each year the proportion of women employees in the whole organisation, at senior management level and at Board level.

SCHEDULE 11 – SHAREHOLDER COMMUNICATIONS STRATEGY

1. INTRODUCTION

The Board of the Company aims to ensure that shareholders are informed of all major developments affecting the Company's state of affairs. Information is communicated to shareholders across several platforms including the ASX, the Company's website, general meetings, email and the Company's registrar.

2. ASX

In line with the Company's *Continuous Disclosure Policy*, the Company's primary method of communication with its shareholders is via the ASX's company announcements platform where shareholders can access:

- (a) the annual, half yearly and quarterly reports of the Company;
- (b) notices and explanatory memoranda of Annual General Meetings (**AGM**) and General Meetings (**GM**); and
- (c) all other disclosures and announcements made to the ASX.

3. COMPANY WEBSITE

In addition to the above, the Company makes use of its website to communicate with its shareholders and continually reviews its website to identify ways in which it can promote its greater use by shareholders and make it more informative.

The Company's website shall include at least the following information for the benefit of its shareholders:

- (a) an overview of the Company's current business and activities;
- (b) the names and brief biographical information for each of the Company's directors and senior executives;
- (c) the Company's constitution;
- (d) the Company's corporate governance policies and practices, including its board charter and the charter of each of its board committee;
- (e) copies of the Company's annual, half yearly and quarterly reports;
- (f) copies of the Company's ASX announcements and press releases;
- (g) copies of notices of meetings of security holders, explanatory statements and accompanying documents; and
- (h) presentations made to investors and other stakeholders.

All website information is continuously reviewed and updated to ensure that information is current, or appropriately dated and archived.

4. ANNUAL GENERAL MEETING / GENERAL MEETINGS

The Company recognises the rights of shareholders and encourages the effective exercise of those rights through the following means:

- (a) notices of meetings are distributed to shareholders in accordance with the provisions of the Corporations Act;
- (b) notices of meetings and other meeting material are drafted in concise and clear language;
- (c) shareholders are encouraged to use their attendance at meetings to ask questions on any relevant matter, with time being specifically set aside for shareholder questions;
- (d) notices of meetings encourage participation in voting on proposed resolutions by lodgement of proxies, if shareholders are unable to attend the meeting;
- (e) it is general practice for a presentation on the Company's activities to be made to shareholders at each annual general meeting; and
- (f) it is both the Company's policy and the policy of the Company's auditor for the lead engagement partner or a representative of the audit firm to be present at the annual general meeting and to answer any questions regarding the conduct of the audit and the preparation and content of the auditors' report.

5. OPTING IN TO RECEIVE ELECTRONIC COMMUNICATION

As part of the Company's investor relations program, Shareholders can register with the Company Secretary at admin@mantlemining.com to receive email notifications when an announcement is made by the Company.

The default option for receiving a copy of the annual report is via the Company's website, however all shareholders have the option of receiving, free of charge, a printed copy of the annual report or alternatively may elect to receive the annual report via email by notifying the Company's Registrar, **Security Transfer Registrars Pty Ltd**, of this election.

6. SHAREHOLDER ENQUIRIES

Shareholders and the investing public may at any time make a request for company information to the extent such information is publicly available.

Shareholders should direct any enquiries through our website at www.mantlemining.com or alternatively, shareholders may contact the Company Secretary on **+61 8 9389 3130**.

For enquiries regarding their shareholdings, shareholders may contact the Company's Registrar on the details below:

Security Transfer Registrars

770 Canning Highway
Applecross WA 6153
Australia

PO Box 535
Applecross WA 6953
Australia

Phone: +61 (0) 8 9315 2333

Fax: +61 (0) 8 9315 2233

Email: registrars@securitytransfer.com.au

ANNEXURE A – DEFINITION OF INDEPENDENCE

1. ASX CORPORATE GOVERNANCE COUNCIL'S CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

An independent Director is a non-executive Director (i.e. is not a member of management) and:

- (a) holds less than 5% of the voting shares of the Company and is not an officer of, or otherwise associated directly or indirectly with, a shareholder of more than 5% of the voting shares of the Company;
- (a) within the last three years has not been employed in an executive capacity by the Company or another group member, or been a Director after ceasing to hold any such employment;
- (b) within the last three years has not been a partner, director or senior employee of a provider of material professional services to the Company or another group member;
- (c) within the last three years has not been in a material business relationship (e.g. a material supplier or customer) of the Company or other group member, or an officer of or otherwise associated directly or indirectly with someone with such a relationship;
- (d) has no material contractual relationship with the Company or another group member other than as a Director of the Company;
- (e) has no close family ties with any person who falls within any of the categories described above;
- (f) has not served on the board for a period which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company; and
- (g) is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company.

The materiality thresholds are assessed on a case-by-case basis, taking into account the relevant Director's specific circumstances, rather than referring to a general materiality threshold.

ANNEXURE B – PERFORMANCE EVALUATION PROCEDURES

The Nomination Committee 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. To assist in this process an independent advisor may be used.

The review will include:

- (a) comparing the performance of the Board with the requirements of its Charter;
- (b) a critical review of the mix of the Board;
- (c) examination of the Board's interaction with management;
- (d) the nature of information provided to the Board by management; and
- (e) management's performance in assisting the Board to meet its objectives.

A similar review will be conducted for each Committee and Individual Directors.

The Remuneration Committee will oversee the performance evaluation of the 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.

The Company must disclose whether or not the relevant annual performance evaluations have been conducted in accordance with the above procedures.