

**MANUKA RESOURCES LTD**  
**ACN 611 963 225**  
**(Company)**

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**CORPORATE GOVERNANCE PLAN**

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Adopted by Board of Directors on: 22<sup>nd</sup> May 2020 and amended 16<sup>th</sup> June 2021

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## **SCHEDULE 1 – BOARD CHARTER**

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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.

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### **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 Executive Director/Managing Director and other senior executives and the determination of their terms and conditions including remuneration and termination;
- (b) driving the strategic direction of the Company, ensuring appropriate resources are available to meet objectives and monitoring management's performance;
- (c) reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance;
- (d) approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures;
- (e) approving and monitoring the budget and the adequacy and integrity of financial and other reporting;
- (f) approving the annual, half yearly and quarterly accounts;
- (g) approving significant changes to the organisational structure;
- (h) 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);
- (i) procuring appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively;
- (j) approving the Company's remuneration framework;
- (k) ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making;
- (l) 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
- (m) meeting with the external auditor, at their request, without management being present.

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### **2. COMPOSITION OF THE BOARD**

- (a) 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.

- (b) 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.
- (c) Where practical, the majority of the Board is comprised of non-executive Directors. Where practical, at least 50% 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.
- (d) 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.
- (e) The Board must disclose the independence of each Director as determined by the Board.
- (f) Directors are expected to bring their independent views and judgement to the Board and must declare immediately to the Board any potential or active conflicts of interest.
- (g) Directors must declare immediately to the Board, and the Board will determine whether to declare to the market, any loss of independence.
- (h) 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.
- (i) The board must disclose the length of service of each Director.
- (j) 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.
- (k) 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.
- (l) The Board must disclose the relevant qualifications and experience of each Board Member.

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### **3. THE ROLE OF THE CHAIR**

- (a) Where practical, the Chair should be a non-executive Director. If a Chair ceases to be an independent Director then the Board will consider appointing a lead independent Director.
- (b) Where practical, the Executive Director/Managing Director should not be the Chair of the Company during his or her term as Executive Director/Managing Director or in the future.
- (c) The Chair must be able to commit the time to discharge the role effectively.

- (d) The Chair is responsible for the leadership of the Board, ensuring it is effective, setting the agenda of the Board, conducting the Board meetings and conducting the shareholder meetings.
- (e) The Chair 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 Chair is absent from a meeting of the Board then the Board shall appoint a Chair for that meeting.

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#### **4. BOARD COMMITTEES**

- (a) Once the Board is of a sufficient size and structure, and the Company's operations are of a sufficient magnitude, to assist the Board in fulfilling its duties, the Board will establish the following committees, each with written terms of reference:
  - (i) Audit and Risk Committee;
  - (ii) Remuneration Committee; and
  - (iii) Nomination Committee.
- (b) The charter of the Committees is approved by the Board and reviewed following any applicable regulatory changes.
- (c) The Board will ensure that the Committees are sufficiently funded to enable them to fulfil their roles and discharge their responsibilities.
- (d) Members of Committees are appointed by the Board. The Board may appoint additional Directors to Committees or remove and replace members of Committees by resolution.
- (e) The Board must disclose the members and Chair of each Committee.
- (f) 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.
- (g) 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.
- (h) 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.

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#### **5. BOARD MEETINGS**

- (a) The Directors may determine the quorum necessary for the transaction of business at a meeting, however, until otherwise determined, 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 minutes of each Board meeting shall be prepared by the Company Secretary, approved by the Chair and circulated to Directors after each meeting.
- (e) The Company Secretary shall distribute supporting papers for each meeting of the Board as far in advance as practicable.
- (f) If required, all Board reports and papers shall be appropriately translated and an interpreter available for all Board meetings.
- (g) Minutes of meetings must be approved at the next Board meeting.
- (h) Further details regarding board meetings are set out in the Company's Constitution.

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## **6. THE COMPANY SECRETARY**

- (a) 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.
- (b) The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.
- (c) The Company Secretary is to facilitate the induction and professional development of Directors.
- (d) The Company Secretary is to facilitate and monitor the implementation of Board policies and procedures.
- (e) 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.
- (f) All Directors have access to the advice and services provided by the Company Secretary.
- (g) The Board has the responsibility for the appointment and removal of the Company Secretary.

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## **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 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 Chair. A copy of any such advice received is made available to all members of the Board.

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## **8. THE BOARD'S RELATIONSHIP WITH MANAGEMENT**

- (a) The role of management is to support the Executive Director/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 Executive Director/Managing Director.
- (c) In addition to formal reporting structures, members of the Board are encouraged to have direct communications with management and other employees within the Group to facilitate the carrying out of their duties as Directors.

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**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.

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**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.

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## **SCHEDULE 2 – CORPORATE CODE OF CONDUCT**

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### **1. PURPOSE**

The purpose of this Corporate Code of Conduct is to articulate the Company's values and 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.

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### **2. ACCOUNTABILITIES**

#### **2.1 Managers and Supervisors**

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.

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### **3. PERSONAL AND PROFESSIONAL BEHAVIOUR**

When carrying out your duties, you should:

- (a) behave honestly and with integrity and report other employees who are behaving dishonestly;
- (b) carry out your work with integrity and to a high standard and in particular, commit to the Company's policy of producing quality goods and services;
- (c) operate within the law at all times;
- (d) act in the best interests of the Company;
- (e) follow the policies of the Company; and
- (f) act in an appropriate business-like manner when representing the Company in public forums.



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#### **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.

- (a) Some situations that may give rise to a conflict of interest include situations where you have:
  - (i) financial interests in a matter the Company deals with or you are aware that your friends or relatives have a financial interest in the matter;
  - (ii) directorships/management of outside organisations;
  - (iii) membership of boards of outside organisations;
  - (iv) personal relationships with people the Company is dealing with which go beyond the level of a professional working relationship;
  - (v) secondary employment, business, commercial, or other activities outside of the workplace which impacts on your duty and obligations to the Company;
  - (vi) access to information that can be used for personal gain; and
  - (vii) offer of an inducement.
- (b) You may often be the only person aware of the potential for conflict. It is your responsibility to avoid any conflict from arising that could compromise your ability to perform your duties impartially. You must report any potential or actual conflicts of interest to your manager.
- (c) If you are uncertain whether a conflict exists, you should discuss that matter with your manager and attempt to resolve any conflicts that may exist.
- (d) You must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported to your manager.

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#### **5. PUBLIC AND MEDIA COMMENT**

- (a) Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.
- (b) Employees must not make official comment on matters relating to the Company unless they are:
  - (i) authorised to do so by the Executive Director/Managing Director; or
  - (ii) giving evidence in court; or
  - (iii) otherwise authorised or required to by law.
- (c) Employees must not release unpublished or privileged information unless they have the authority to do so from the Executive Director/Managing Director.
- (d) The above restrictions apply except where prohibited by law, for example in relation to “whistleblowing”.

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## **6. USE OF COMPANY RESOURCES**

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

If employees are authorised to use Company resources outside core business times they must take responsibility for maintaining, replacing, and safeguarding the 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. Company resources are not to be used for any private commercial purposes.

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## **7. SECURITY OF INFORMATION**

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

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## **8. INTELLECTUAL PROPERTY/COPYRIGHT**

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

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

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## **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.

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## **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.

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## **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) following the safety and security directives of management;
- (b) advising management of areas where there is potential problem in safety and reporting suspicious occurrences; and
- (c) minimising risks in the workplace.

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## **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 management.

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## **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.

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## **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 employees are permitted to buy and sell the Company's securities.

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## **15. RESPONSIBILITIES TO INVESTORS**

The Company strives for full, fair and accurate disclosure of financial and other information on a timely basis.

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## **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. The Board must be informed of any material breaches of the Code of Conduct.

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**17. REPORTING MATTERS OF CONCERN**

Employees are encouraged to raise any matters of concern in good faith with the head of their business unit or with the Company Secretary/Group Legal Counsel, without fear of retribution.

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## **SCHEDULE 3 – AUDIT AND RISK COMMITTEE CHARTER**

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### **1. ROLE**

The role of the Audit and Risk Committee is to assist the Board in monitoring and reviewing any matters of significance affecting financial reporting and compliance. This Charter defines the Audit and Risk Committee's function, composition, mode of operation, authority and responsibilities.

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### **2. COMPOSITION**

- (a) The Committee must comprise at least three members.
- (b) All members of the Committee must be Directors.
- (c) A majority of the members of the Committee must be independent non-executive Directors in accordance with the criteria set out in Annexure A.
- (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) The Chair of the Committee must not be the Chair of the Board of Directors and must be independent.
- (g) The Chair shall have leadership experience and a strong finance, accounting or business background.
- (h) The external auditors, the other Directors, the Executive Director/Managing Director, Chief Financial Officer, Company Secretary and senior executives, may be invited to Committee meetings at the discretion of the Committee.

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### **3. 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 and financial reporting and disclosure practices;
- (b) compliance with all applicable laws, regulations and company policy;
- (c) the effectiveness and adequacy of internal control processes;
- (d) the performance of the Company's external auditors and their appointment and removal;
- (e) the independence of the external auditor and the rotation of the lead engagement partner;
- (f) the identification and management of business, environmental and social risks; and
- (g) the review of the Company's risk management framework at least annually to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.

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

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## **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 the external audits of those reports.
- (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 Executive Director and Chief Financial Officer have declared that, in their opinion, the financial records of the Company have been properly maintained and that the 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 that the opinion has 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) Review performance, succession plans and rotation of lead engagement partner.
- (c) Approve the external audit plan and fees proposed for audit work to be performed.
- (d) Discuss any necessary recommendations to the Board for the approval of quarterly, half yearly or Annual Reports.
- (e) Review the adequacy of accounting and financial controls together with the implementation of any recommendations of the external auditor in relation thereto.
- (f) 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.
- (g) Provide pre-approval of audit and non-audit services that are to be undertaken by the external auditor.
- (h) Ensure adequate disclosure as may be required by law of the Committee's approval of all non-audit services provided by the external auditor.

- (i) Ensure that the external auditor prepares and delivers an annual statement as to their independence which includes details of all relationships with the Company.
- (j) 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.
- (k) 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**

- (a) Monitor the need for a formal internal audit function and its scope.
- (b) Assess the performance and objectivity of any internal audit procedures that may be in place.
- (c) Review risk management and internal compliance procedures.
- (d) Monitor the quality of the accounting function.
- (e) Review the Internal Control Reports on a quarterly basis.

#### **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, environmental and social risks (if appropriate).
- (c) Review the Company's risk management framework at least annually to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.
- (d) 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.

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### **5. MEETINGS**

- (a) The Committee will meet at least twice 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 the Board or at the request of the Chair of the Committee.
- (c) Where deemed appropriate by the Chair of the Committee, meetings and subsequent approvals and recommendations can be implemented by a circular written resolution or conference call.
- (d) A quorum shall consist of two members of the Committee. In the absence of the Chair of the Committee or their nominees, the members shall elect one of their members as Chair of that meeting.
- (e) Decisions will be based on a majority of votes with the Chair having a casting vote.
- (f) The Committee Chair, 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.

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**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.

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**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;
- (d) 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
- (e) another Director or officer of the Group in relation to matters within the Director's or officer's authority.

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**8. ACCESS TO ADVICE**

- (a) Members of the Committee have rights of access to management and to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests.
- (b) Members of the Committee may meet with the auditors, both internal and external, without management being present.
- (c) Members of the Committee may consult independent legal counsel or other advisers they consider necessary to assist them in carrying out their duties and responsibilities, subject to prior consultation with the Chair. Any costs incurred



as a result of the Committee consulting an independent expert will be borne by the Company.

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**9. REVIEW OF CHARTER**

- (a) The Board will conduct an annual review of the membership to ensure that the Committee has carried out its functions in an effective manner, and will update the Charter as required or as a result of new laws or regulations.
- (b) The Charter shall be made available to members on request, to senior management, to the external auditor and to other parties as deemed appropriate and will be posted to the Company's website.

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**10. 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.

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## **SCHEDULE 4 – REMUNERATION COMMITTEE CHARTER**

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### **1. GENERAL SCOPE AND AUTHORITY**

- (a) The Remuneration Committee is a Committee of the Board. The Charter may be subject to review by the Board at any time.
- (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 executive 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 Group, 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 Director reports to the Executive Director/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.

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### **2. COMPOSITION**

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

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### **3. 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.
- (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

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#### **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 Chair of the Committee.
- (c) A quorum shall comprise any two members of the Committee. In the absence of the Committee Chair or appointed delegate, the members shall elect one of their members as Chair.
- (d) Where deemed appropriate by the Chair of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or a conference call.
- (e) Decisions will be based on a majority of votes with the Chair 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.

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#### **5. 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 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.

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#### **6. DUTIES AND RESPONSIBILITIES**

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

- (a) Executive Remuneration Policy
  - (i) Review and approve the Group'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.
- (b) 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 Executive Director/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.
- (c) Executive Incentive Plan  
Review and approve the design of any executive incentive plans.
- (d) Equity Based Plans
  - (i) Review and approve 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 Executive Director/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, manage and disclose the policy (if any) under which participants to a Plan may be permitted (at the discretion of the Company) to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Plan.
- (e) Other  
The Committee shall perform other duties and activities that it or the Board considers appropriate.
- (f) Disclose the policies and practices regarding the remuneration of non-executive directors, executive directors and other senior executives.

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## 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 Executive Director/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 Executive Director/Managing Director. Termination payments to other departing executives should be reported to the Committee at its next meeting.

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## **SCHEDULE 5 – NOMINATION COMMITTEE CHARTER**

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### **1. GENERAL SCOPE AND AUTHORITY**

- (a) The Nomination Committee is a Committee of the Board. The Charter may be subject to review by the Board at any time.
- (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.

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### **2. COMPOSITION**

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

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### **3. 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.

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### **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 Chair of the Committee.
- (c) Where deemed appropriate by the Chair of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or conference call.
- (d) A quorum shall comprise any two members of the Committee. In the absence of the Committee Chair or appointed delegate, the members shall elect one of their number as Chair.
- (e) Decisions will be based on a majority of votes with the Chair 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.

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## 5. 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 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.

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## 6. 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) 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;
- (b) undertake appropriate checks before appointing a candidate, or putting forward to security holders a candidate for election, as a Director;
- (c) ensure that the Company undertakes appropriate checks before appointing senior executive candidates;
- (d) 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;
- (e) 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);
- (f) approve and review induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities;
- (g) 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;
- (h) consider and recommend to the Board candidates for election or re-election to the Board at each annual shareholders' meeting;
- (i) review Directorships in other public companies held by or offered to Directors and senior executives of the Company;
- (j) review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board;
- (k) arrange an annual performance evaluation of the Board, its Committee, senior executives, and individual Directors;
- (l) make recommendations to the Board on the appropriate size and composition of the Board; and
- (m) make recommendations to the Board on the terms and conditions of appointment to, and removal and retirement from, the Board.

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## **SCHEDULE 6 – DISCLOSURE – PERFORMANCE EVALUATION**

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

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.

The review will include:

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

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

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 Nomination Committee and Remuneration Committee must disclose whether or not the relevant annual performance evaluations have been conducted.



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## **SCHEDULE 7 – DISCLOSURE – CONTINUOUS DISCLOSURE**

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

The general rule, in accordance with ASX Listing Rule 3.1, is that once the Company becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price of value 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, including investor presentations, 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 Executive Director/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 to the Executive Director/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 Executive Director/Managing Director (and in his/her absence, the Company Secretary) is to be given the final signoff before release to the ASX of the announcement.
- (e) Copies of all key announcements are to be provided to the Board promptly after the ASX confirms an announcement has been made.

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

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

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## SCHEDULE 8 – DISCLOSURE – RISK MANAGEMENT

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### 1. DISCLOSURE – 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 Board has delegated to the Audit and Risk Committee responsibility for implementing the risk management system.

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

- (a) oversee 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 environmental and/or social 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; and
- (c) monitoring the performance of, and improving the effectiveness of, risk management systems and internal compliance and controls, including regular assessment of the effectiveness of risk management and internal compliance and control.

To this end, comprehensive practises are in place that are directed towards achieving the following objectives:

- (a) compliance with applicable laws and regulations:
  - (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 quarterly 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 to satisfy itself that the Company's risk management framework continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.

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## **SCHEDULE 9 – TRADING POLICY**

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### **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 and those employees directly reporting to the Executive Director/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).

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### **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.

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### **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 (i.e. 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) results of material technical studies (including scoping, pre-feasibility, feasibility, or other detailed technical studies);
- (f) a significant new development proposal;
- (g) the grant or loss or a major contract;
- (h) a management or business restructuring proposal;
- (i) a share issue proposal;
- (j) 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
- (k) 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.

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## **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) two weeks prior to, and 48 hours after the release of the Company's Annual Financial Report;
- (b) two weeks prior to, and 48 hours after the release of the Interim Financial Report of the Company; and
- (c) two weeks prior to, and 48 hours after the release of the Company's quarterly reports,
- (d) 24 hours after the release of any price sensitive announcement.

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

#### **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.

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## **5. APPROVAL AND NOTIFICATION REQUIREMENTS**

### **5.1 Approval requirements**

- (a) Any Key Management Personnel (other than the Chair) wishing to buy, sell or exercise rights in relation to the Company's securities must obtain the prior written approval of the Chair or the Board before doing so.
- (b) If the Chair wishes to buy, sell or exercise rights in relation to the Company's securities, the Chair 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 two (2) 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 Executive Director/Managing Director (or in the case of the Executive Director/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.

## 5.6 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 Executive Director/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.

## 5.7 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 Executive Director/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.

#### **5.8 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.

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### **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.

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### **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.

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## SCHEDULE 10 – DIVERSITY POLICY

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### 1. INTRODUCTION

The Company and all its related bodies corporate are committed to workplace diversity.

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

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

To the extent practicable, the Company will address the recommendations and guidance provided in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*.

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.

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### 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;
- (b) a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff;
- (c) improved employment and career development opportunities for women;
- (d) a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity; and
- (e) awareness in all staff of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity,

(collectively, the **Objectives**).

The Diversity Policy does not impose on the Company, its directors, officers, agents or employee 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.

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### 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 may develop measurable objectives and strategies to meet the Objectives of the Diversity Policy (**Measurable Objectives**) and is responsible for monitoring the Company's progress in meeting the Objectives through the monitoring, evaluation and

reporting mechanisms listed below. The Board shall annually assess the Measurable Objectives (if any), and the Company's progress (if any) towards achieving them.

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

The Board will 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.

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## **4. MONITORING AND EVALUATION**

The Chair will monitor the scope and currency of this policy.

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

Measurable Objectives as set by the Board (if any) will be included in the annual key performance indicators for the Executive Director/Managing Director and senior executives.

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

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## **5. REPORTING**

The Board will include in the Annual Report each year:

- (a) the Measurable Objectives, if any, 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.

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## **SCHEDULE 11 – SHAREHOLDER COMMUNICATIONS STRATEGY**

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

Information is communicated to shareholders through:

1. the Annual Report delivered by post and which is also placed on the Company's website;
2. the half yearly report which is placed on the Company's website;
3. the quarterly reports which are placed on the Company's website;
4. disclosures and announcements made to the Australian Securities Exchange (**ASX**) copies of which are placed on the Company's website;
5. notices and explanatory memoranda of Annual General Meetings (**AGM**) and General Meetings (**GM**) copies of which are placed on the Company's website;
6. the Chair's address and the Executive Director/Managing Director's address made at the AGMs and the GMs, copies of which are placed on the Company's website;
7. the Company's website on which the Company posts all announcements which it makes to the ASX; and
8. the auditor's lead engagement partner being present at the AGM to answer questions from shareholders about the conduct of the audit and the preparation and content of the auditor's report.

As part of the Company's developing investor relations program, Shareholders can register with the Company Secretary to receive email notifications of when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.

Shareholders are encouraged to participate at all GMs and AGMs of the Company. Upon the despatch of any notice of meeting to Shareholders, the Company Secretary shall send out material with that notice of meeting stating that all Shareholders are encouraged to participate at the meeting. At all GMs and AGMs, the Company shall display, at the time of voting for each resolution, the proxy votes received by the Company, so that Shareholders are fully informed as to the level of support for each resolution.

The Company is reviewing its website to identify ways in which it can promote its greater use by shareholders and make it more informative.

At least three historical years of the Company's Annual Report is provided on the Company's website.

Shareholders queries should be referred to the Company Secretary in the first instance.

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## **SCHEDULE 12 – HEDGING POLICY**

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### **1. Purpose**

The Company is a miner and producer of gold and silver (“the Commodities”). While its costs are incurred in Australian Dollars, its revenues are largely influenced by the direction of the US Dollar. Invariably a weaker US Dollar level (vs other currencies) translates to stronger Commodity prices, and a strong US Dollar translates to weaker Commodity prices. The Australian Dollar (‘AUD’) will also obviously be impacted by the strength or weakness of the US Dollar. However its relationship to the Commodities can also be specifically impacted by various external factors and the price of the commodity pair (the Commodity measured in AUD) can be quite volatile. With this in mind, the Company proposes the following Policy on Commodity and FX Hedging (“Hedging Strategy”).

This policy establishes the commodity and financial risk management framework and defines the procedures and controls for the effective management of Manuka Resources Limited’s risks that arise through the company’s operational activities.

The purpose of this policy is to:

- (a) ensure the Company recognises the extent of the inherent price risks confronting the Company, and the impact those price risks can have on the Company;
- (b) determine the level of exposure to the underlying Commodity price the Company wishes to assume, and implement a hedge on the excess amount;
- (c) understand the impacts of each of the hedging solutions available to the Company;
- (d) permission management to implement the appropriate level of hedging so as to provide the necessary cover as determined by the directors and deemed to be appropriate for the Company;
- (e) ensure the hedges are correctly accounted for within the Company’s financial and risk management systems, and the potential liquidity impacts are fully considered;
- (f) ensure the Company maintains an ongoing policy of hedge management and a review of the Hedging Strategy is maintained over the life of the hedge, so as to ensure it delivers its required outcome;
- (g) ensure the Company has Officers who are suitably skilled to complete the above tasks.

These issues will be addressed through the continuing evolution of this policy, which is to be reviewed bi-annually at a minimum, as financial and commodity risks are likely to change over time.

### **2. Risk Parameters and Tolerance for Risk**

The overriding objective of Manuka’s price risk management program is to accommodate participation in favourable commodity price movements whilst eliminating a proportion of the downside risk at an adequate margin above operating cash costs of site operations. Management acknowledges that as circumstances change, these risk management objectives may change and hence will be reconsidered and revised as part of the annual review process. The authorised risk management program must also comply with the hedging requirements of the financing institutions and be thoroughly understood by Manuka’s Board and executive officers with specific attention to the full range of financial outcomes of the hedge. This policy defines the parameters permitted in achieving these objectives, ensuring the program is conducted in a controlled and prudent manner.

Schedule A details risk measurement and limits and may be revised in accordance with this Policy.

The objective of the policy is two-fold:

- (a) to mitigate short-term commodity price impacts (i.e. between 3 to 9 months)
- (b) to give certainty to exchange rate and commodity price impacts on the realised sales prices of the Commodities produced by the Company

The Company will adopt one (or both) of the following two strategies to achieve its objectives:

- (a) the Company will look to sell its monthly forward production at a fixed price in AUD, for a term of between 3 to 9 months
- (b) the Company will engage in zero cost option structures (the purchase of put options on the price of the commodity in AUD and the corresponding sale of call options for the same term. The purchase of the put option strategy will be placed below the prevailing Commodity price in AUD and the corresponding call will be sold at an equidistant price above the prevailing Commodity price in AUD (less a small transaction spread). Zero cost option strategies assume put/call parity at the time of execution or alternatively the distance to the prevailing spot price is adjusted to achieve the zero cost.

Prior to executing a Hedging Strategy, the Company will consider the following:

- (a) the extent of the future production it ideally needs to hedge, taking into account current monthly production, or alternatively ensure the level of certainty of achieving production of that specific commodity is beyond dispute.
- (b) the availability of hedging lines and facilities available from credible counterparties, and the costs associated with engaging the Hedging Strategy with the selected counterparty
- (c) the potential impact on the Company's liquidity arising from the execution of the Hedging Strategy i.e. are there any mark to market implications in the event the hedging is 'out of the money' or trading in a loss situation.

### **3. The Governance Requirements**

Intrinsic to the Hedging Policy is a half-yearly review of the policy fundamentals. At this time, the review will consider the Company's policies relating to the term of the hedge, the amounts to be hedged, counterparties providing the hedging, and the suitability of products utilised in the Company's Hedging Strategy.

- The review will be conducted by the Board of Directors ("the Directors"), following hedging policy recommendations from the CEO or COO. At the same time, the Directors will review the existing Controls within the Company's Hedging Policy.
- The Directors will appoint the relevant senior executive (the Hedging Manager") to implement and oversee the Hedging Strategy
- The Directors will regularly satisfy themselves of the existing separation of responsibilities between the Company's accounting function and the Hedging Manager.

### **4. Controls**

The Hedging Manager needs to prepare a Hedging Strategy Request ("the Request") for the Directors to consider. The Request is an individual document which will address the specific risk the group of requests is to address, as well as outline acceptable approaches to managing the risk,

and this will include the risk products to be employed. The components of the Requests to be addressed are as follows:

#### **4.1 Hedging Strategy Requests – Components**

- (a) Request Details will include the range of acceptable products, the timeliness of the action, the implementation, the documentation, and the key thresholds for control and reporting
- (b) It will need to be signed by the Hedging Manager making the Request
- (c) Requests will be presented to the Directors at least prior to the maturity of an existing hedge, so as to ensure the Company maintains a current and active Hedging Strategy
- (d) The specific pricing of the hedging contracts needs to be included as well as whether the execution was within a competitive process (if applicable), and the percentage of forward production to be hedged must be disclosed.

#### **4.2 Hedging Strategy – accounting and corporate controls**

- (a) The executed open positions of the Company's Hedging Strategy need to be reported to the Directors on a monthly basis
- (b) The mark to market exposures arising from those executed open positions will need to be reported to the Directors on a monthly basis
- (c) The liquidity impacts arising from the mark to market exposures need to be reported to the Directors on a monthly basis, unless by their magnitude they trigger existing Company regulations in which case they should be reported promptly.

#### **4.3 Hedging Strategy - training**

The Directors will need to satisfy themselves that the Hedging Manager entering into the contracts has appropriate background and training

#### **5. Review of policy**

The Board will review this policy at least bi-annually and update it as required.

## Hedging Policy - Schedule A - Risk Measurement and Limits

Commodity price and foreign exchange risk will be measured by determining the sensitivity of cash flows to changes in metals prices and foreign exchange rates as they relate to the output from Manuka's operations. The volume of risk is determined by the Life of Mine Models.

In order to ensure the effectiveness of the hedging program at Manuka, certain limits will be implemented which will guide all the hedging activities undertaken.

Hedging limits will be calculated on a percentage of the forecast metal produced. Manuka will ensure a sound forecasting process, capable of recasting production forward each year for the life of the Projects.

On the basis of the above criteria, the commodity and foreign exchange framework for hedging Manuka's market risk exposures, using hedge ratios (i.e. percentage of notional exposure hedged) are as follows:

**Table 1: Exposure Limits**

METAL		CURRENCY	
Silver/Gold		AUD/USD	
MIN*	MAX %	MIN*	MAX %
0%	60%	0%	60%

\* Minimum hedge levels will be driven by mandatory hedging requirements of financiers and beyond that period, reviewed by the Hedging Manager using financial metrics to determine minimum requirements.

### Permitted Products

The following financial product are permissible under this Policy:

METALS	FOREIGN EXCHANGE
Cash (in A\$ & US\$)	Spot (A\$/US\$)
Silver forwards (in A\$ & US\$)	Forward Exchange Contract (A\$/US\$)
Bought silver/gold put options (in A\$/US\$)	Bought US\$ put/ A\$ call options
Collar Instruments (in US\$)	Collar options (A\$/US\$)

Tenor of any hedging structure will be limited to a maximum of 12 months with greater tenors approved on an exceptions basis.



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## **SCHEDULE 13 – WHISTLEBLOWER POLICY**

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### **1. Introduction**

Manuka Resources Limited (the Company) is committed to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders. The Company encourages the reporting of any suspected unethical, illegal, fraudulent or undesirable behaviour involving the Company's businesses and will protect any officer or employee who raises such a concern.

This Whistleblower policy aims to make you feel confident about raising concerns internally, by offering a reporting and investigative process that is objective, confidential, independent and protects you from reprisal or disadvantage. This Policy covers reports about company wrongdoing, including any conduct by Group entity directors, employees, or contractors deemed unethical, dishonest, improper, illegal or a danger to the public or financial system.

Personal work-related complaints or grievances (e.g. interpersonal conflicts, promotion decisions and disciplinary actions) should be lodged under the Company's Corporate policies (such as the Workplace Bullying and Harassment Policy and Anti-discrimination Policy).

This Policy supplements the Company's Code of Conduct and is publicly available in the 'Corporate Governance' section of the Company's website.

### **2. Who can make a Report?**

The Policy applies to current and former:

- directors and alternate directors;
- officers, employees (full and part time) and contractors;
- service providers (e.g. auditors, accountants, brokers and consultants) and suppliers (whether paid or unpaid); and
- employees of these service providers or suppliers,

of Manuka Resources Limited and, if applicable, its subsidiary (the Company).

### **3. Duties of employees regarding reportable concerns**

It is encouraged and expected that employees of the Company who become aware of actual, suspected or potential cases of Reportable Concerns will make a report under this Policy or under other applicable policies.

### **4. What are Reportable Concerns?**

Reportable concerns under this Policy include an actual or suspected:

- Breach of the Company's Code of Conduct or other policy
- Illegal activities
- Conduct that constitutes bribery, corruption or abuse of authority
- Theft or misappropriation of Company property
- Bullying, sexual harassment or harassment
- Other serious impropriety (including assault of any form, including sexual assault or threats thereof)

You may make a report under this Policy in respect of a director, officer, employee, contractor, supplier, tenderer or another person who has business dealings with the Company that has engaged in conduct that you believe constitutes a Reportable Concern as outlined above.

## **5. Who can I make a Report to?**

If you become aware of any issue or behaviour which you consider to be Reportable Concern you can report in the following ways:

### **5.1 Report to the Executive Team**

To ensure appropriate escalation and timely investigation a Whistleblower is encouraged to report the matter to one of our Whistleblower Protection Officers, which includes:

- (a) The Chief Operating Officer; or
- (b) The Company Secretary.

Reports should be marked to the attention of the Whistleblower Protection Officer and can be mailed to the Company's registered office or to [admin@manukaresources.com.au](mailto:admin@manukaresources.com.au). For further contact details refer to the Company's website.

### **5.2 Report anonymously**

If a Reportable Concern is raised and you consider it to be unsuitable for investigation by management or the person wished to remain anonymous to management, the Company provides the following confidential reporting lines:

By Email : Direct to the Executive Chairman at [governance@manukaresources.com.au](mailto:governance@manukaresources.com.au)

A person who makes a report under this method will be treated as anonymous.

## **6. Investigation of a Reportable Concern**

The Company will investigate all Concerns fairly, objectively and confidentially and will investigate as soon as practicable after the Concern has been reported. A Whistleblower Protection Officer may, with your consent, appoint a person to assist in the investigation of a report (Investigation Officer).

The investigation process and enquiries adopted will be determined by the nature and substance of the report. Shortly after receipt of the report, the Whistleblower Protection Officer or investigator will discuss the investigation procedure with you.

If you do not report anonymously, you will be interviewed privately and may be asked to sign a written statement containing the relevant facts. If a Reportable Concern is reported anonymously, the investigation will be based on the information provided.

Overall, the aim is to conclude the investigation within six (6) weeks of the report. If this is not possible the Whistleblower will be informed of the expected investigation timeframe.

## **7. What information do I need to provide in my report?**

For a report to be investigated, it must contain enough information to form a reasonable basis for investigation. This includes any known details about the events underlying the report, including:

- Date;
- Time;
- Location;
- Name of the person(s) involved;
- Possible witnesses to the events; and
- Other evidence of the events (e.g. documents, emails)

Steps taken previously to report the matter elsewhere or resolve the concern.

If a report does not contain sufficient information to form a reasonable basis for investigation, the investigator will request additional information from you. If this additional information is not able to be obtained, and the investigation is unable to be completed, then the report will be closed, and you will be informed.

If there is insufficient information to warrant further investigation, or the initial investigation immediately identifies there is no case to answer, the investigator will notify you at the earliest possible opportunity.

#### **8. How will I receive feedback on my investigation?**

The investigator assigned to handle your Whistleblower report will tell you the outcome of the investigation unless prevented by law from doing so.

The investigator also notifies the Company's Board of Directors of the outcome of the investigation.

If reported anonymously to the Executive Chairman at [governance@manukaresources.com.au](mailto:governance@manukaresources.com.au), feedback will be provided via this email from the Executive Chairman.

#### **9. What happens if the concern is substantiated?**

Where the investigator substantiates the report, the Company will consider whether changes to internal processes and systems are required. Where a person is found to have engaged in misconduct, the matter will be dealt with under the Company's disciplinary procedures. This may result in disciplinary action, including dismissal.

Criminal matters will be reported to the police or other appropriate regulatory authorities.

#### **10. What if I am not satisfied?**

If you believe that your report was not dealt with according to this Policy, or are dissatisfied with the investigation outcome, then you may escalate the matter to the Executive Chairman.

#### **11. Protection of Whistleblowers**

The Company is committed to ensuring confidentiality in respect of all matters raised under this Policy, and that those who make a report are treated fairly and do not suffer detriment.

There are special protections available to Whistleblowers who disclose conduct which may breach the Corporations Act or the Tax Administration Act 1953 (Cth) (Tax Administration Act) where particular conditions are satisfied. Refer to Appendix A.

#### **12. Reporting procedures**

The Whistleblower Protection Officer will report to the Company's Board on the number and type of Whistleblower incident reports. If requested by the Board, they may receive copies of Whistleblower reports on a 'no names' basis, maintaining the confidentiality of matters raised under this Policy.

In addition, a serious or material Reportable Concern will be considered by the Whistleblower Protection Officer for immediate referral to the Board.

#### **13. False reporting**

A false report of a reportable matter could significantly affect the Company's reputation and the reputations of Officers and other staff members and could also cause considerable misuse of time and effort. Any deliberately false reporting of a Reportable Concern, whether under this Policy or otherwise, will be treated as a serious disciplinary matter.

## **WHISTLEBLOWER POLICY - APPENDIX A**

### **SPECIAL PROTECTIONS UNDER THE CORPORATIONS ACT**

#### **1. CONDITIONS FOR PROTECTION**

The Corporations Act gives special protection to 'eligible whistleblowers' for disclosure in relation to breaches of the Corporations Act (and certain other Acts) to 'eligible recipients':

An 'eligible whistleblower' is:

- An officer or employee of the Company
- A person with a contract for the supply of goods or services to the Company
- An employee of such a contractor
- A relative or dependent of any of the above

An 'eligible recipient' of a disclosure is:

- An officer, executive or manager of the Company
- The Company's auditor or a member of the audit team
- ASIC
- A member of Parliament or a journalist in certain emergency circumstances such as if the breach has an imminent risk of causing harm or danger to public health or safety.

Protections include:

- A whistleblower cannot be subject to legal liability for making a disclosure;
- Protected disclosure information is not admissible in evidence against the whistleblower in criminal proceedings (other than in proceedings of falsity of the information);
- A person, who victimises or harasses a whistleblower or causes detriment such as dismissal or injury to employment or reputation, commits an offence; and
- An individual who suffers detriment as a result of a protected disclosure may claim compensation.

### **PROTECTION FOR WHISTLEBLOWERS RELATING TO TAX AFFAIRS**

The Tax Administration Act 1953 (Cth) (Tax Administration Act) protects disclosures of information that indicates misconduct or an improper state of affairs about the tax affairs of an entity or an associate of an entity. This protection applies where persons consider the information may assist the recipient in performing functions or duties about the tax affairs of the entity or an associate.

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## **ANNEXURE A – DEFINITION OF INDEPENDENCE**

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### **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;
- (b) 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;
- (c) within the last three years has not been in a material business relationship (e.g. as a supplier, professional adviser, consultant or customer) with 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 close personal 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, compromise their independence from management and substantial holders; 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.

In assessing independence, the Board will consider whether the Director receives performance based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of the Company or another group member.

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.