



HEAVY RARE EARTHS LIMITED
ABN 35 648 991 039

CORPORATE GOVERNANCE PACK

Adopted: 16 May 2022

STATEMENT OF VALUES

The Board of **Heavy Rare Earths Limited (the Company)** has adopted this statement of values to express the standards it expected of the Board, senior management and employees to adhere to in pursuing the goals of the Company. The Company operates in the mineral exploration industry.

The Directors and senior management of the Company are responsible for incorporating these values across the operations of the Company. The Board has adopted extensive corporate governance policies and procedures that detail the responsibilities of Directors and senior management with respect to the governance of the Company.

The core values of the Company are set out below:

Integrity

Adherence to the values of the Company are informed in large part by the actions of its Directors and senior management and accordingly a “lead by example” approach is adopted to uphold the strategic and aspirational vision of the Company. All staff are encouraged to act honestly and with integrity in all interactions as a means of building trustworthiness and effective relationships.

The Board encourages a culture of risk awareness and reporting and allocates resources for addressing or minimising risks associated with the Company on the basis of a risk framework that is reviewed by the Board periodically in the context of the evolving risk appetite of the Company as determined by the Board.

Excellence

The Company pursues excellence and strives for best practice with a fit-for-purpose approach through continuous improvement and adaption to reflect the circumstances of its operations.

The Company ensures its employees (including Directors and senior management) and service providers have the appropriate skills and experience to perform their roles effectively and efficiently.

The Company has adopted a skills matrix with respect to its Directors and conducts performance evaluations of the Board and senior management in each reporting period.

The Company seeks to foster an open and supportive environment in its workplace practices and interactions with internal and external stakeholders, including shareholder engagement.

The Company seeks to continuously adapt and build upon its relationships with external stakeholders (including service providers) to improve collaboration and enhance the reputation of the Company. The Company also seeks to encourage shareholder participation at general meetings and to facilitate two-way engagement between the shareholders and the Company.

Safety

The Company is committed to providing and maintaining a safe and non-discriminatory working environment to safeguard the health and safety of our employees, consultant contractors, customers, suppliers and other persons who visit our workplace, or who we work with, as required by law.

Respect

The Company shows consideration for the value of its employees and service providers, as well as its shareholders and other stakeholders. The Company seeks to comply with all legal requirements in connection with its activities.

Openness and accountability

The Board is committed to being transparent, unambiguous and accountable regarding the operations of the Company and seeks to maintain regular, detailed communication with its internal and external stakeholders. The Company is committed to strict compliance with its disclosure obligations under the law (including the ASX Listing Rules as they apply to the Company).

The Board understands that it and the senior management of the Company are largely responsible for the social and environmental impact of the Company, and these considerations form part of the strategic risk assessment undertaken by the Board in determining the risk appetite of the Company.

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Definitions

In these policies and procedures:

ASX means the Australian Securities Exchange;

ASX Corporate Governance Principles and Recommendations means the ASX Corporate Governance Principles and Recommendations, 4th edition;

Board means the Board of the Company;

CEO means the Chief Executive Officer (who may also be the Managing Director) (If any);

CFO means the Chief Financial Officer (including any person who performs such function);

Company means Heavy Rare Earths Limited [ABN 35 648 991 039];

Chair means the chair of the Board;

Charter means the Charter within which the capitalised term appears and is defined;

Code means the Code of Conduct adopted by the Board;

Committee means the Committee to which the Charter within which the capitalised term appears and is defined applies;

Constitution means the constitution of the Company including as amended from time to time;

Director means a director of the Company;

General Meeting means a general meeting of shareholders of the Company and for the avoidance of doubt includes the annual general meeting each year;

Reporting Period means the financial period covered by the annual report of the Company;

Secretary means the secretary of the Company; and

Senior Management means employees and independent contractors of the Company who manage the Company pursuant to the directions and delegations of the Board and *Senior Executive* shall have a corresponding meaning.

BOARD CHARTER

Purpose

This Board Charter (**Charter**) sets out the following matters:

- the roles and responsibilities of the Board; and
- the roles and responsibilities of Senior Management; and
- the manner of operation of the Board.

In the compilation of this Charter, the Company has, where possible and appropriate, followed the recommendations of the ASX Corporate Governance Principles and Recommendations.

Composition of the Board

It is the objective of the Company to establish and maintain a Board with a broad representation of skills, experience and expertise.

To assist in achieving the objective stated above, the Board will consist of:

- typically a mix of executive and non-executive Directors; and
- a minimum of three Directors.

The Board will consist of no more than the maximum number of Directors as set out in the Constitution (being twelve (12) Directors as at the date of adoption of this Charter).

The members of the Board will be listed in the Annual Report of the Company.

The Board has adopted a skills matrix that is to be reported against in each Reporting Period. The skills matrix, which is to be completed and included in the corporate governance statement of the Company in each Reporting Period, is set out below:

Managing and leadership	Number of Directors
Holds senior management positions outside the Company (past and present)	3
Industry experience	
Management/board representation of other resource exploration entities (past and present)	3
Experience in resource-based transactions, joint ventures, acquisitions and/or disposals	3
Management of exploration and development activities – drilling, surveying, etc	2
Governance or regulatory	
Experience in governance of listed organisations (past and present)	2
Board membership of other listed entities (past and present)	2
Experience in the regulatory regime applicable to the Company	2

Strategy	
Experience in growing the business, assessing value based opportunities, thinking strategically and reviewing and challenging management in order to make informed decisions and assess performance against strategy	3
Experience in identifying, negotiating and executing transactions including the acquisition of desirable opportunities	2
Financial acumen	
Financial literacy	3

In accordance with the ASX Corporate Governance Principles and Recommendations, the Board considers a Director to be independent if the Director is free of any interest, position or relationship that might influence, or may reasonably be perceived to influence, in a material respect the Director's capacity to bring an independent judgment to bear on issues before the Board, and to act in the best interests of the entity as a whole rather than the interests of an individual security holder or other party.

Noting the above and in accordance with the ASX Corporate Governance Principles and Recommendations, the Board typically considers a non-executive Director to be an independent Director if they are a Director who is not a member of Senior Management of the Company and who:

- is not or has not been employed in an executive capacity by the Company or a child entity of the Company within the last three years and did not become a Director within three years of being so employed;
- does not receive performance based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of, the Company;
- within the last three years, has not been in a material business relationship with the Company or any child entity of the Company or is an officer of, or otherwise associated with, someone with such a relationship;
- is not, does not represent, or has not been within the last three years an officer or employee of, or professional adviser to, a substantial shareholder;
- has no close personal ties with any person who falls within any of the categories described above; and
- has not been a Director of the Company for such a period that their independence from management and substantial holders may be compromised.

A Director to whom one or more of the above indicia applies is presumed to not be independent unless the interest, position or relationship in question is not material and will not interfere with that Director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual security holder or other party.

The Remuneration & Nomination Committee or, if none, the Board, shall review the independence of each non-executive Director on an annual basis, having regard to the indicia set out above.

If a Director satisfies one or more of the above indicia, that Director shall advise the Company Secretary who shall inform the Board, and, if the Board finds that the Director is no longer independent, the Company shall immediately announce this to the market.

The Board shall state whether a non-executive Director is independent or not, and the reasons for such opinion, in the Company's annual report for each Reporting Period.

Appointment of Directors

Directors are appointed in accordance with the Constitution. The Board will review and assess the suitability of new Directors against fixed criteria, which include overall skills, experience and background, professional skills, potential conflicts of interest, ability to exercise independent judgement and whether such Director can be independent.

Senior Executives (who may be Directors) are appointed to fill specific roles in the management of the Company. The Board will review and assess the suitability of new Senior Executives against criteria which include overall skill, experience and background, professional skills, potential conflicts of interest and the ability to exercise independent judgement.

Directors and Senior Executives will be requested to provide the Company with information to make a review and assessment as set out above and also a consent to the Company undertaking background and other appropriate checks on the Director or Senior Executive.

The Board will set out the terms and conditions of the appointment of a Director or Senior Executive in a formal letter of appointment or a Service Agreement (including an Executive Service Agreement where applicable). Where that Director or Senior Executive proposes providing services via a corporate entity then the Company and that Director or Senior Executive will execute a letter under which that Director or Senior Executive personally acknowledges their personal obligations.

New Directors of the Company will be provided with a copy of the Constitution and all relevant policies (including this Board Charter) of the Board.

New Directors will be fully briefed with respect to the strategic direction of the Company.

Directors are able to seek professional development opportunities as set out below.

The Company shall endeavour to undertake appropriate checks (including criminal history and insolvency checks) before appointing a Director or Senior Executive or putting forward to shareholders a candidate for election as a Director. The appointment of Directors and Senior Executives are conditional upon the results of checks (if completed) being satisfactory to the Company and the Board.

The Company will provide shareholders of the Company with all material information in the Company's possession which is relevant to a decision on whether to elect or re-elect a Director.

Responsibilities of the Board

The Board is responsible for management and corporate governance of the Company. The Board has the authority to make decisions and give directions in relation to:

- the development, implementation and alteration of the strategic direction of the Company, including future expansion of business activities;
- risk management, assessment and monitoring. The risk management framework of the Company is reviewed at least once during each Reporting Period and it is to be disclosed if such review has taken place as part of the periodic reporting obligations of the Company;
- ensuring appropriate external reporting to shareholders, the ASX, ASIC and other stakeholders;
- encouraging ethical behavior, including compliance with the Company's governing laws and procedures and compliance with corporate governance standards; and

- establishing targets and goals for Senior Management to achieve and monitoring the performance of Senior Management.

The Board is responsible for monitoring organisational capability in the context of agreed plans and budgets, accountability and diversity.

The Board indicatively has responsibility for the following specific matters:

- the appointment and removal of the Chair;
- the appointment of new Directors to fill a vacancy or as additional Directors;
- the appointment, and where appropriate, the removal of the:
 - CEO;
 - CFO;
 - Executive Directors (to the extent of their capacity as an executive);
 - Company Secretary; and
 - Ratifying the appointment or removal of Senior Management;
- oversight of all matters delegated to Senior Management;
- reviewing the performance of the CEO and monitoring the performance of his or her direct reports;
- managing succession planning for the position of CEO and overseeing succession planning for his or her direct reports;
- approving overall Company, Director and specific Senior Executive remuneration and related performance standards and their evaluation;
- where possible, challenging management and holding it accountable;
- approving the statement of values of the Company;
- satisfying itself that an appropriate framework exists for relevant information to be reported by management to the Board;
- ensuring the Code of Conduct, Communication and Disclosure Policy, Diversity Policy, Risk Management Policy and Remuneration Policy (as the case may be) and all other policies of the Board are operative and being complied with;
- regular review of and powers to amend the Code of Conduct, Communication and Disclosure Policy, Diversity Policy, Risk Management Policy and Remuneration Policy (as the case may be) and all other policies of the Board to ensure the policies meet the standards of corporate governance the Board is committed to;
- review and oversight of compliance with ASX Listing Rules, financial reporting obligations, including periodic and continuous disclosure, legal compliance and related corporate governance matters;
- satisfying itself that the Company has in place an appropriate risk management framework (for both financial and non-financial risks) and setting the risk appetite within which the Board expects management to operate;
- approving and monitoring major capital expenditure, capital management, acquisitions and divestitures and material contracts;
- approving and monitoring major Company financing matters including incurring material debt obligations;
- overseeing the integrity of the Company's accounting and corporate reporting systems, including external audit;
- monitoring and reviewing the financial performance of the Company;
- approving operating budgets and major capital expenditure;
- overseeing the Company's process for making timely and balanced disclosure of all material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities;

- satisfying itself that the Company's remuneration policies are aligned with the Company's purpose, values, strategic objectives and risk appetite;
- monitoring and reviewing the operational performance of the Company including the viability of current and prospective operations and exploration opportunities; and
- proposing and recommending to shareholders any changes in the capital structure of the Company.

The Board may, in its absolute discretion and without abrogating its responsibilities, delegate matters from time to time.

Allocation of Responsibilities

The Chair indicatively has the following responsibilities:

- the organisation and efficient conduct of the business of the Board at Board meetings and on all other occasions;
- ensuring all Directors are adequately informed about Board matters in a timely fashion to facilitate rigorous, effective and accurate decision making in all business of the Board;
- setting the agenda for meetings of the Board, guiding the meetings to facilitate open discussion and managing the conduct of, and frequency and length of such meetings, to provide the Board with an opportunity to arrive at a detailed understanding of the Company's performance, financial position, operations and challenges;
- promoting constructive and respectful relations between Directors and between the Board and management;
- liaising with the Secretary concerning matters of corporate governance and conveying all information to the Board;
- encouraging engagement and compliance by Board members with their duties as Directors;
- ensuring each Director is empowered to fully participate in meetings and is properly informed of Director performance expectations; and
- engaging with major shareholders to ensure that their views are known to the Board.

The CEO/Managing Director indicatively has the following responsibilities:

- making recommendations to the Board with respect to the Company's strategy and strategic framework;
- making recommendations to the Board with respect to the expenditure budget, planned activities and strategic direction of the Company;
- recruit and develop appropriately skilled Senior Management to execute the plans of the Company;
- manage the Company in accordance with the directions and delegations of the Board;
- report to the Board in a timely fashion all matters concerning the operations of the Company and the Company's employees and service providers;
- coordinate the roles and responsibilities of the management and employees of the Company to achieve the goals set by the Board;
- carry out the day-to-day management of the Company;
- in consultation with the Company's management and employees, establish and implement management policies and procedures to:
 - achieve the financial and operational goals set by the Board;
 - build and maintain employee satisfaction and well-being;
 - build and maintain a staff identity and loyalty to the Company; and
 - ensure a safe workplace for all employees and contractors.

The CEO/Managing Director shall seek to operate within the values, code of conduct, budget and risk appetite as set by the Board. Where there is no CEO/Managing Director the Board shall collectively perform the above functions where appropriate (including by delegation).

The Secretary indicatively has the following responsibilities:

- The adoption and implementation of corporate governance practices;
- Coordination of the Board and its Committees (if any);
- Monitoring of the policies and procedures of the Board;
- Advising the Board, through the Chair, of the corporate governance policies of the Company;
- Ensuring each Director has access to the Company Secretary;
- The accurate reporting of the business of the Board, including the timely dispatch of Board agendas and briefing papers and the accurate recording and timely dispatch of the minutes of the Board;
- Ensuring compliance with ASX Listing Rules, the Corporations Act and Corporations Regulations where applicable to the Board and the Company;
- Circulating all market announcements to the Board immediately prior to, or shortly after, release to the ASX (as applicable);
- In conjunction with the Chair, determine whether information conveyed to the Company Secretary should be disclosed to the ASX; and
- Liaising with the ASX in respect of Company announcements.

The Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

Board Meetings

Subject to the Act, a quorum for meetings of Directors may be fixed by the Directors and, unless so fixed, is two (2), one of whom is the Chair and one of whom is a non-executive Director.

The Board shall meet as often as required to fulfil their duties. A meeting of the Board may be held in 2 or more places linked together by any technology (including teleconferencing technology).

Draft minutes of each Board meeting shall be prepared by the Secretary and circulated to Directors for review after each meeting. The Secretary shall be responsible for incorporating any amendments and comments suggested by Directors into the draft minutes and re-circulating the amended draft minutes to the Board for further review. If, following a reasonable period of not less than two (2) business days, no amendments or comments have been received on the most recently circulated version of the draft minutes, the Secretary shall finalise the minutes and circulate the final minutes to the Chair for execution as an accurate record of the relevant Board meeting.

Each Director has an obligation at Board meetings and concerning the Company generally, to reach decisions which he or she believes to be in the best interests of the Company, free of any actual or possible personal or other business related conflict of interest.

At the commencement of each Board meeting, each Director must disclose any actual or potential conflicts of interest. Ongoing conflicts of interest need not be disclosed at each Board meeting once first acknowledged. Where members are deemed to have a real or perceived conflict of interest, they will be excluded from any discussion on the issue where a conflict may, or does, exist.

Shareholder meetings

The Company is committed to upholding shareholder rights and participation in General Meetings. Shareholders are to be invited to attend and ask questions at each General Meeting.

The auditor of the Company will be invited to attend and answer questions from the shareholders of the Company at each annual General Meeting.

If a resolution is proposed to be put at a General Meeting for the election or re-election of Director(s) of the Company, the notice of meeting convening such General Meeting will contain all material information for shareholders to determine whether to elect or re-elect the Director(s).

All substantive resolutions at a General Meeting are to be determined by way of a poll.

Board Committees and Corporate Governance

To assist in execution of its duties, the Board will establish an Audit & Risk Committee and a Remuneration & Nomination Committee or, if the size and operations of the Company is such that establishment of one or both of these committees is not practicable, the Board shall undertake the functions of these committees. The Board may also delegate certain aspects (for example, audit) to specific committees established to address that particular aspect.

The Board has adopted a charter for each of the Audit & Risk Committee and Remuneration & Nomination Committee setting out matters concerning their respective composition and responsibilities. Committee charters are approved by the Board and reviewed when necessary.

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

At the date of this Charter the Board undertakes the functions of those Committees, in accordance with the Charters of the Audit & Risk Committee and Remuneration & Nomination Committee.

In addition to this Board Charter, the Board has also adopted the following policy documents in the interest of best practice in corporate governance and to guide and assist the Company in the pursuit of its values and the achievement of its goals:

- Audit & Risk Committee Charter
- Remuneration & Nomination Committee Charter (including the Remuneration Policy)
- Risk Management Policy
- Securities Trading Policy (separate from the Corporate Governance Pack)
- Diversity Policy
- Communication and Disclosure Policy
- Code of Conduct
- Whistleblower Policy (separate from the Corporate Governance Pack)
- Bribery and Corruption Policy

The Board will review the policies and the Committee structure annually to ensure the most cost-effective and beneficial corporate structure for the Company is in place which reflect the values of the Company and guides the conduct of the Board consistently with those goals.

The Board may also establish ad-hoc special purpose committees from time to time, with terms of reference approved by the Board.

The Board shall be informed of any actual and potential breach of any of the adopted policies and shall be provided with all available details of such actual or potential breach.

Performance Evaluation

The Remuneration & Nomination Committee (or, in its absence, the Board) shall seek to evaluate the performance of the Board, its committees, individual Director, the CEO and Senior Executives in accordance with the process set out in the Remuneration & Nomination Committee Charter.

The performance of the Board, committees, individual Directors the CEO and Senior Executives shall be evaluated at least once every Reporting Period. The Company shall disclose whether performance evaluations have been conducted as part of its reporting obligations for each Reporting Period.

Corporate Governance

The Board shall encourage ethical behaviour and compliance with the Company's policies and procedures. The Board shall periodically review the Company's compliance with corporate governance standards including the ASX Corporate Governance Principles and Recommendations as part of compiling materials in connection with its continuous disclosure obligations in each Reporting Period.

Diversity

The Company has adopted a Diversity Policy. The Board may, depending on the size and scope of the Company, determine not to set a measurable diversity objective(s) in any given Reporting Period.

If measurable diversity objective(s) are proposed to be set, the Board shall set such objectives to encourage diversity (including, but not limited to, gender diversity) across the Company.

If measurable diversity objectives are set, the Board shall annually review and report the Company's progress in achieving the measurable diversity objectives set by the Board.

Directors' Conduct

In undertaking the responsibilities described in this Charter, the Board shall endeavour to create further value for shareholders, and in accordance with the obligations imposed upon the Board and each Director by law and the Constitution and in accordance with the corporate governance policies and procedures of the Company as adopted by the Board from time to time.

Director Development

The Company is committed to facilitating opportunities for the professional development as desired by its Directors and Senior Executives. All Directors and Senior Executives will be given the opportunity to undertake professional development activities they wish to attend each year where an appropriate time arises and on the basis the professional development is of value, both financially and in terms of the content being delivered. Any Director wishing to undertake either specific directorial training or personal development courses is expected to approach the Chair for approval of the proposed course and authorisation for the Company to meet the costs of such training.

Development may be in both governance and governance processes or in the Company's industry.

Director Induction

New Directors will undergo an induction process in which they will be given a full briefing on the Company, which may include meeting with key Executives, tours of the premises (where applicable), an induction package and presentations.

Information conveyed to the new Director will include:

- details of the roles and responsibilities of a Director with an outline of the qualities required to be a successful Director;
- formal policies on Director appointment as well as conduct and contribution expectations;
- details of key relevant legal requirements including:
 - Corporations Act;
 - Tax Office requirements;
 - other relevant, major statutory bodies;
- a copy of this Board Charter;
- guidelines on how the Board processes function;
- details of past, recent and likely future developments relating to the Board including anticipated regulatory changes;
- background information on and contact information for key people in the organisation including an outline of their roles and capabilities;
- a current industry, business, financial and risk overview of the Company;
- a synopsis of the current strategic direction of the Company including a copy of the current strategic plan and annual budget;
- a copy of the Constitution; and
- Directors' Deed of Indemnity and Right of Access to Documents (or similar).

Independent Advice

The Board, collectively and independently, are entitled to seek independent professional advice at the Company's expense to assist in their carrying out the functions and responsibilities as set out in this Charter or as regulated by applicable legislation, regulation or common law.

The Chair is responsible for approving the engagement of professional advisors acting in the best interests of the Company. If the Chair refuses approval of the engagement of professional advisors, the matter may be referred to the Board.

Any Director is entitled to seek independent professional advice at the Company's expense on any matter connected with the discharge of his or her responsibilities, provided the Director:

- first provides the Chair with details of the nature of and reasons for the professional advice sought, the likely cost of seeking such independent professional advice and the details of the independent adviser he or she proposes to instruct;
- The Chair is responsible for approving the independent adviser nominated by the Director;
- The Chair may prescribe a reasonable limit on the amount that the Company shall contribute towards the cost of obtaining the advice;
- All documentation containing or seeking independent professional advice must clearly state the advice is sought in relation to the Company and/or the Director in his or her capacity as a Director of the Company;

The Chair shall decide if any advice received by an individual Director will be circulated to the remainder of the Board.

Charter Review

Any changes to the Charter require approval of the Board. The Board will review the effectiveness of the Charter at least once every year or such other period determined by the Board.

CODE OF CONDUCT

The Company is committed to the highest standards of honesty and ethical practices in all aspects of the Company's operations.

Minimum Standards

This Code will be reviewed periodically to ensure it is operating effectively and whether any changes are required. Accordingly, this Code may be amended from time to time.

Notwithstanding the above, this Code will always comply with the following minimum standards:

- The Company will regularly review its practices and procedures to ensure that its legal obligations are being met;
- The Company must publish this Code, including when amended, on the Company's web page;
- All Senior Management, Directors and employees of the Company must act honestly always in the exercise of their duties as an employee; and
- All Senior Management, Directors and employees of the Company are expected to act to the best of their ability given their skills and experience.

The Board and Senior Management endorse this Code. A condition of employment for any employee of the Company is agreeing to be bound by this Code. This Code has been prepared in accordance with the statement of values of the Company as adopted by the Board.

Purpose

This document sets out:

- the standards of ethical behaviour and good corporate governance that are required to be achieved by the Board, Senior Management and employees; and
- how the Company will engender good corporate governance practices and encourage observance of the standards of behaviour and good corporate governance set out herein.

In the compilation of this Code, the Company has where possible and appropriate followed the Recommendations of the ASX Corporate Governance Principles and Recommendations.

This document is not a legal document but sets out the aspirations and values of the Company.

Standards

Integrity, Honesty and Fairness

The Directors, Senior Management and every employee of the Company is expected to:

- act in accordance with the stated values, and in the best interest, of the Company;
- act honestly and with high standards of personal integrity;
- act ethically and responsibly;
- treat fellow staff members with respect and not engage in bullying, harassment or discrimination;
- deal fairly with customers, suppliers and the community;
- understand and comply with legal requirements (including all laws and regulations that apply to the Company and its operations, the policies of the Company and, in respect of the Directors, the requirements placed on the Directors under Chapter 2D, Part 2D.1 of the Corporations Act);
- avoid actual or potential conflicts of interest and declare any actual or potential conflicts that arise (and deal appropriately with same). Those conflicts include but are not limited to financial conflicts of interest;

- take reasonable steps to avoid or manage any actual conflict or potential conflict that does arise;
- report any complaint or instance of dissatisfaction with the Company, its Senior Management or employees to the Board;
- never accept or offer any bribes or rebates or any other form of inducement or enticement;
- decline to accept any gift which may affect their motivation to act in the best interest of the Company;
- trade only in shares of the Company in strict accordance with the Company's share trading policy;
- maintain confidentiality with respect to all dealings of the Company and maintain the confidences of all persons the Company has dealings with;
- not take advantage of their position or the opportunities arising therefrom for personal gain; and
- maintain individual's privacy and not use any personal information provided to the Company for any purpose other than for that which it was provided to the Company.

The Company encourages Directors, Senior Management and employees of the Company to report breaches of this Code to the appropriate person (being the Secretary who shall report to the Board).

Good Corporate Citizenship

The Company recognises that it operates in an environment which impacts on various interests in the community. In pursuing corporate responsibility, the Company will seek to:

- always consider the environmental, sociological and economic impacts of its operations;
- implement appropriate health and safety and environmental policies which balance the interests of our stakeholders and the communities in which we operate but always place the health and safety of our employees and others first;
- observe the letter and spirit of relevant laws and regulations; and
- adhere to the ASX Corporate Governance Principles and Recommendations.

Workplace Fairness

The Company values its employees. The objective of the Company is to create a diverse and equitable workplace where employees feel encouraged to perform and are free from discrimination based on age, gender, race, religion, sexual orientation or marital status.

In pursuit of this objective, the Company will:

- not tolerate any act of bullying, harassment or discrimination;
- encourage reporting of any act of harassment and dealing swiftly and appropriately with those in breach of the standards to minimize harm, protecting the reporting employee; and
- openly apply policies of performance management, recognise achievement consistent with the policies and communicate to employee's areas in which they could improve.

Trading Activities

The Company values fair competition and trade practices and will seek to comply with the letter and spirit of all Commonwealth and State or Territory trade practices laws where applicable. In pursuing this objective, the Company expects that:

- its Senior Management, Directors and employees will exercise the highest level of honesty and integrity in all dealings with suppliers, customers and consumers in relation to marketing and

- selling activities, use of market power, description of goods, our relationships with suppliers and the quality and safety of our products; and
- its Senior Management, Directors and employees will never say or do anything that is likely to mislead or deceive anyone dealing with the Company.

Assistance

The Company treats breaches of this Code very seriously.

If you have any concerns or queries about conduct which may have breached this Code, it should be reported to the Secretary who will provide the information to the Board. Persons making a report in good faith will be treated fairly and confidentially if appropriate. The report will be handled appropriately as the circumstances dictate to minimize harm to all parties.

Please contact the Company if you have any query or concern which has not been addressed in this Code or any other policy of the Company.

AUDIT & RISK COMMITTEE CHARTER

The Audit & Risk Committee (**Committee**) established by the Company will carry out its function in accordance with this Audit & Risk Committee Charter (**Charter**). If the Committee is not established then the Board shall carry out the function of the Committee in accordance with this Charter.

Constitution

When applicable, the Committee will be established by resolution of the Board. The Board may delegate certain functions of the Committee to a distinct committee, for example an Audit Committee.

Membership

The Committee will where possible consist of at least three Non-Executive Directors, a majority of whom are independent, and such other members so that overall Committee comprises:

- at least one member who understands the industry in which the Company operates; and
- members who can read and understand financial statements and are financially literate.

The relevant qualifications and experience of the members of the Committee are to be disclosed in the annual report of the Company for each Reporting Period.

Chair

The full Board will nominate the Chair of the Committee, who shall where possible be an independent non-executive Director and who where possible is not the Chairperson of the Board.

Secretary

The Secretary will be the secretary of the Committee.

Other Attendees

The CEO/Managing Director and CFO, as well as other members of Senior Management, may be invited to be present for all or part of the meetings of the Committee, but where possible will not be members of the Committee. It is noted that, as at adoption of this Charter, the Committee is constituted by the full Board of the Company including the Managing Director.

Representatives of the external auditor of the Company are invited to attend Committee meetings, or meetings with authorised representative(s) of the Committee, on an annual basis.

Quorum

A quorum will be two members (two Directors if the Committee is constituted by the Board).

Meetings

Committee meetings will be held as often as required to enable the Committee to undertake its role effectively but will be sought to be held at least three times per year. In addition, the Chair is required to call a meeting of the Committee if requested to do so by any member of the Committee, the CEO/Managing Director or the internal or external auditors (as applicable). At the end of each Reporting Period, the number of times the Committee met throughout the period and the individual attendances of the members at those meetings shall be disclosed in the annual report of the Company.

Authority

The Committee is authorised by the Board to investigate any activity within its charter. The Committee will have access to management and auditors and has rights to seek explanations and additional information. It is authorised to seek any information it requires from any employees and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

The Committee is authorised to conduct or authorise investigations into any matters within the Committee's scope of responsibilities or when requested by the Board.

The Committee is required to make recommendations to the Board on all matters within the Charter.

Reporting Procedures

The Committee will keep minutes of its meetings. The Secretary shall circulate the minutes of the meetings of the Committee to all members of the Committee for comment and change before being signed by the Chair of the Committee and circulated to the Board with the board papers for the next Board meeting. The minutes are to be tabled at the Board meeting following the Committee meeting along with any recommendations of the Committee.

Responsibilities of the Audit & Risk Committee

The Committee is responsible for reviewing the integrity of the Company's financial reporting and overseeing the independence of the external auditors. The Committee has the following duties and such other matters as delegated by the Board from time to time:

Accounting Practices and External Reporting

Financial Statements

- To review the audited annual and half yearly financial statements and any reports which accompany published financial statements before submission to the Board, recommending their approval, focusing particularly on:
 - any changes in accounting policies and practices;
 - major judgmental areas;
 - significant adjustments, accounting and financial reporting issues resulting from the internal and external audit;
 - asset carrying values and impairment testing;
 - going concern considerations;
 - compliance with accounting policies and standards; and
 - compliance with legal requirements.
- To review the evaluation by management of factors related to the independence of the Company's public accountant and to assist them in the preservation of such independence.
- To oversee management's appointment of the company's public accountant.

Before the Company approves financial statements for a financial period (being a period within which the Company must report on its financial performance in accordance with its disclosure obligations), the Managing Director/CEO and CFO (or, if none, the person(s) fulfilling those functions) must provide a declaration that, in their opinion, the financial records of the Company have been properly maintained and that the financial statements comply with appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and that the opinion of the Managing Director/CEO and the CFO (or, if none, the person(s) fulfilling those functions) has been formed on the basis of a sound system of governance, risk management and internal controls (the formulation of which are provided for in this Charter) which is operating effectively.

Periodic financial or other reports released in or for a particular financial period which are not audited or reviewed by the external auditor are to be peer-reviewed internally and signed off on by the CFO and the Board prior to release (including release as an announcement to ASX).

Related Party Transactions

To monitor and review the propriety of any related party transactions.

Internal Audit Function (as applicable)

- To monitor the need for a formal internal audit function and its scope;
- To assess the performance and objectivity of any internal audit procedures that may be in place;
- To review the risk management and internal compliance procedures;
- To monitor the quality of the accounting function; and
- To review the internal controls of the Company via consideration of any comments from the Company's internal and/or external auditors and/or commissioning an independent report on the Company's internal controls.

External Audit Function

- To recommend to the Board the appointment of the external auditor;
- To meet privately, either as an entire Committee or via delegates of the Committee, with the external auditor on at least an annual basis;
- Each year, to review the appointment of the external auditor, their independence, the scope of their appointment, the audit fee, and any questions of resignation or dismissal;
- To discuss as necessary with the external auditor before the audit commences the nature and scope of the audit, and to ensure coordination between staff and external auditor;
- To determine that no management restrictions are being placed upon external auditor;
- To discuss problems and reservations arising from the interim and final audits, and any matters the auditors may wish to discuss (in the absence of management where necessary);
- To review the external auditor's letter to management and management's response; and
- To review any regulatory reports on the Company's operations and Management's response.

Communication

- Providing, through regular meetings, a forum for communication between the Board, management, staff involved in internal control procedures and auditors;
- Enhancing the credibility and objectivity of financial reports with other interested parties, including creditors, key stakeholders and the public; and
- Establishing procedures for complaints and reports regarding accounting, internal accounting controls and auditing matters and ensuring a mechanism for the confidential treatment of such complaints and reports including the ability to submit them anonymously.

Assessment of Effectiveness

To evaluate the adequacy and effectiveness of the Company's administrative, operating and accounting policies through active communication with operating management, internal auditors (if any) and the external auditors.

If the Company has an internal audit function the Committee shall be responsible for determining the structure and role of the internal audit function in the context of the Company.

Oversight of the Risk Management System

- Monitor management's performance against the Company's risk management systems, including whether the Company is operating within the risk appetite adopted by the Board and to make

recommendations to the Board in relation to changes that may be desirable to the management systems or risk appetite as set by the Board;

- To review at least once during each Reporting Period the Company's risk management framework to ensure that risks relevant to achieving the Company's strategic, business and reputational objectives are appropriately informed to the Board and to ensure that the risk management framework continues to be sound and that the Company is operating with due regard to the risk appetite as set by the Board;
- To oversee the internal compliance and control procedures of the Company in connection with its risk management framework and the performance of the Company against its risk management framework and risk appetite;
- To review any material incident involving fraud or a breakdown of the Company's risk controls.
- Meet periodically with key management, internal staff and external auditors to understand and discuss the Company's control environment and make recommendations;
- Receive reports from internal audit on its review of the adequacy of the Company's processes for managing risk;
- Receive reports from management on new and emerging sources of risk controls and mitigation measures that management has put in place to deal with those risks;
- Assess the internal processes for determining and managing key risk areas, including:
 - non-compliance with laws, regulations, standards and best practice guidelines, including environmental and industrial relations law;
 - the Company's insurance program;
 - litigation and claims; and
 - relevant business risks other than those that are dealt with by other specific committees.
- To evaluate the Company's exposure to fraud;
- To advise the Board in relation to risk oversight and management policies, including any variations to the risk management framework of the Company;
- To take an active interest in ethical considerations regarding the Company's policies and practices;
- To monitor the standard of corporate conduct in areas such as arms-length dealings and likely conflicts of interest;
- To identify and direct any special projects or investigations deemed necessary;
- To ensure the appropriate engagement, employment and deployment of all employees under statutory obligations;
- To specifically address social and environmental risks that the Company faces;
- To ensure a safe working culture is sustained in the workforce;
- To oversee the Company's insurance program, having regard to the business and insurable risks associated with the business of the Company;
- To determine the Company's Risk Profile describing the material risks, including both financial and non-financial matters, facing the Company and to assess the Company's Risk Profile as adopted and provide recommendations to update such risk profile with respect to forecast probabilities of financial and non-financial risks the Company faces (or may in future face); and
- To regularly review and update the risk profile (including the risk management systems and risk appetite as described above) and in any event at least once during each Reporting Period.

REMUNERATION & NOMINATION COMMITTEE CHARTER

The Remuneration & Nomination Committee (**Committee**) established by the Company will carry out that function in accordance with this Remuneration & Nomination Committee Charter (**Charter**). If the Committee is not established then the Board shall carry out the function of the Committee in accordance with this Charter.

Notwithstanding any other provision of this Charter, no individual Director or Senior Executive is permitted to be involved in deciding his or her own remuneration.

Constitution

When applicable, the Committee will be established by resolution of the Board. The Board may delegate certain functions of the Committee to a distinct sub committee.

Membership

The Committee shall be appointed by the Board from among the Directors of the Company. Where possible, the Committee shall consist of not less than three members with a majority of independent Directors. The relevant qualifications and experience of the members of the Committee are to be disclosed in the annual report of the Company for each Reporting Period.

The Board may appoint one member of Senior Management to be a member of the Committee if they deem that their expertise is crucial in adding value to the Committee.

Chair

The Committee shall appoint any Director as the Chair of the Committee. Where possible, the Chair of the Committee shall be an independent Director.

Secretary

The Company Secretary shall be the secretary of the Committee.

Quorum

A quorum shall be two members of the Committee, one of whom must be the Chair or, in the absence of the Chair, another independent Director (two Directors if the Committee is constituted by the Board).

Meeting Frequency

The Committee shall meet not less than once a year to enable the Committee to undertake its role effectively. At the end of each Reporting Period, the number of times the Committee met throughout the period and the individual attendances of the members at those meetings shall be disclosed in the annual report of the Company.

Authority

The Committee is authorised by the Board to complete the duties of the Committee as defined in this Charter. It is authorised to seek information it requires from employees and all employees are directed to cooperate with requests by the Committee.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise at meetings of the Committee if it considers this necessary.

The Committee may make recommendations to the Board on all matters within the Charter.

Reporting Procedures

The Secretary shall circulate minutes of the meetings of the Committee to all members of the Committee for comment and change before being signed by the Chair of the Committee and circulated to the Board with the Board papers for the next Board meeting. The minutes are to be tabled at the Board meeting following the Committee meeting along with any recommendations of the Committee.

Duties

The duties of the Committee are as follows and such other matters as delegated by the Board from time to time:

Remuneration duties

- Make recommendations on the Company's framework for Directors, including the process by which any pool of non-executive Director fees approved by shareholders is allocated;
- Assist the Board in fulfilling its responsibilities in respect of establishing appropriate remuneration levels and policies including incentive policies for Directors and Senior Executives;
- Assess each market where the Company operates to ensure that Senior Executives are being rewarded commensurate with their responsibilities;
- Obtain the best possible advice in establishing salary levels;
- Make recommendations to the Board about the remuneration policies and procedures of the Company;
- Set policies for Senior Executives' remuneration;
- Review the salary levels of Senior Executives and make recommendations to the Board on any proposed variations;
- Review recommendations from the CEO;
- Propose, for full Board approval, the terms and conditions of employment for the CEO;
- Undertake an annual review, which will be reported to and confirmed by the full Board, of the CEO's performance, including setting with the CEO goals for the coming year and reviewing progress in achieving those goals;
- Undertaking Board and Senior Executive performance evaluations in accordance with adopted policies;
- Reviewing Board and Senior Executive needs for professional development;
- Set the criteria for negotiating any enterprise bargain agreement;
- Review the Company's recruitment, retention and termination policies and procedures for senior management;
- Review and make recommendations to the Board on the Company's equity based and financial incentive schemes;
- Review and make recommendations to the Board on the Company's superannuation arrangements;
- Review the remuneration of both executive and non-executive Directors and make recommendations to the Board on any proposed changes; and
- Assist the Company in disclosing its policies and practices regarding the remuneration of non-executive Directors and the remuneration of Senior Executives (including Executive Directors).

Nomination duties

- Developing and regularly reviewing a policy on Board structure.
- Developing criteria for Board membership.
- Implementing a procedure for undertaking appropriate checks of Director and Senior Executive candidates.
- Ensuring that there is a written agreement between Company and each of its Directors and Senior Executives.
- Identifying and screening specific candidates for nomination.

- Ensuring there is an appropriate induction program in place and review such induction program periodically.
- Making recommendations to the Board for committee membership.
- Ensuring there is an appropriate Board succession plan in place.
- Ensuring that the performance of each Board member and the Board is reviewed annually.
- Developing with Directors an appropriate training and development program.
- Overseeing management's succession planning including the CEO and his/her direct reports.
- Assisting the Chair in advising Directors about their performance and possible retirement.
- Reviewing the policy in respect of tenure, remuneration and retirement of Directors.

Performance evaluations

Performance evaluations of the Board, its committees, individual Directors and Senior Executives are proposed to be conducted by the Committee at least once per Reporting Period. The conduct of such performance evaluations shall be at the discretion of the Committee and may include any or all of the following:

- comparing performance against the adopted corporate governance policies and procedures of the Company;
- examination of the interaction between the Board, committees and Senior Executives;
- the performance in the context of furtherance of the objectives of the Company;
- seeking to identify areas of improvement;
- the business performance of the Company and its subsidiaries;
- the development of management and personnel;
- the progress towards achievement of strategic objectives; and
- such other criteria at the discretion of the Committee.

Performance evaluations may be conducted on a formal or informal basis. The Committee may engage an independent advisor to assist with the performance evaluation process. The Company must disclose, in relation to each financial year, whether or not the relevant annual performance evaluations have been conducted in accordance with the process adopted by the Committee.

Remuneration policies and practices

The proposed remuneration policies and practices of the Company shall be reviewed periodically, however as at the date of adoption of this policy is as set out below. The Company will release an updated remuneration policy as and when applicable.

Non-Executive Directors

- The Company shall typically remunerate non-executive Directors by way of cash, superannuation contributions and non-cash benefits in lieu of fees (which may include equity);
- The fixed remuneration of non-executive Directors shall reflect the time commitment and responsibilities associated with the role;
- Given the size of the Company and the scope of its operations, non-executive Directors may be issued equity in lieu of fees or otherwise as remuneration. This allows the Company to retain talented Board members whilst preserving cash reserves. The terms of such equity shall comply with the requirements of the ASX Listing Rules and include clear and objective criteria; and
- Except in special circumstances, non-executive Directors will not typically be provided with retirement benefits other than superannuation.

Executives

- The remuneration of executive Directors and other Senior Executives shall be set by the Board;
- Remuneration for executive Directors and other Senior Executive include an appropriate balance of fixed remuneration and performance based remuneration where possible;
- Fixed remuneration shall be reasonable and fair, taking into account the Company's obligations at law and labour market conditions, the scale of the business of the Company and reflective of core performance requirements and expectations, including but not limited to the results of performance evaluations completed in each Reporting Period;
- Performance based remuneration shall be linked to clear, objective performance targets relevant to the success of the Company. The Board shall seek to align performance based remuneration with the objectives of the Company and shall implement mechanisms, where appropriate, to ensure conduct that is contrary to the values of the Company and the risk appetite of the Board is not rewarded;
- Equity based remuneration shall be linked to hurdles aligned to the objectives of the Company and shall be measurable. The terms of equity based remuneration shall comply with the ASX Listing Rules. The Company shall, where possible and appropriate, seek valuations of the relevant equity based remuneration; and
- Any termination payments shall be agreed in advance of any agreement and should clearly address what will happen in case of early termination. No payment shall be made in the case of termination due to misconduct.

Equity based remuneration schemes

Participants in any equity based remuneration scheme of the Company shall not be permitted to enter into transactions that would limit the economic risk of participating in the scheme (for example, the use of derivatives to hedge the economic risk).

RISK MANAGEMENT POLICY

The Board is committed to the identification, assessment and management of risk throughout the Company's business activities. The Audit & Risk Committee (or, in its absence, the Board), shall determine the risk profile of the Company and the Board is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal control.

The Company's Risk Management Policy recognizes that risk management is an essential element of good corporate governance and fundamental in achieving its strategic and operational objectives. Risk management improves decision making, defines opportunities and mitigates material events that may impact security holder value.

The Audit & Risk Committee (or, in their absence, the Board) shall review the Company's risk management framework at least once during each Reporting Period to satisfy itself that the risk management framework remains sound and that that Company is operating with due regard to the risk appetite set by the Board. The Company is to disclose that such review has taken place.

Management reports risks identified to the Board through regular operations reports, and via direct and timely communication to the Board where and when applicable. The Company does not have an internal audit function. The need for an internal audit function shall be reviewed periodically having regard to the size, location and complexity of the Company's operations.

The Company faces risks inherent to its business, including economic risks, which may materially impact the Company's ability to create or preserve value for security holders over the short, medium or long term. The Company has in place policies and procedures, including a risk management framework, which is developed and updated to help manage risks.

The Audit & Risk Committee or, in its absence, the Board, will endeavour to establish a policy for risk oversight and management within the Company as part of its mandate under the Audit & Risk Committee Charter. Management reports risks identified to the Board through regular operations reports via direct communication to the Board where and when applicable.

During each Reporting Period, management is to report to the Board as to the effectiveness of the Company's management of its material business risks.

Before the Company approves financial statements for a financial reporting period, the Managing Director/CEO and CFO provide a declaration that, in their opinion, the financial records of the Company have been properly maintained and that the financial statements comply with 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 controls which is operating effectively.

Periodic financial reports in a financial reporting period that are not audited or reviewed by the external auditor are to be peer-reviewed internally and signed-off on by the CFO and the Board prior to release (including as an announcement to ASX).

The Company also manages ongoing risk through the Audit & Risk Committee (including where the Board performs the role of the Audit & Risk Committee). The Board determines and reviews the risk appetite and risk profile of the Company on a periodic basis.

DIVERSITY POLICY

Introduction

Diversity includes, but is not limited to, an individual's race, ethnicity, gender, sexual orientation, age, physical abilities, educational background, socioeconomic status, and religious, political or other beliefs.

The Company recognises the benefits arising from employee, Senior Management 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.

Purpose

The purpose of this Policy is to outline the Company's commitment to fostering a corporate culture that embraces diversity and focuses on the composition of its Board and Senior Management team. The Policy also provides a process for the Board to determine measurable objectives which the Company will implement and report against to achieve its diversity goals.

Depending on the size of the Company and the scope of its operations, the Board may not be in a position to set diversity objectives that are achievable in any Reporting Period. Where possible, the Board will seek to set diversity objectives that are measurable, however it retains discretion to determine not to set such diversity objectives during specific Reporting Periods. If the Board does not set any diversity objectives in a Reporting Period it must disclose same to ASX in accordance with its periodic reporting obligations under the ASX Listing Rules as they apply to the Company.

Scope

This Policy applies to the Board, Senior Management and all Company employees including contractors and temporary employees.

Diversity commitment

The Company is committed to:

- Using its best endeavours to comply with the diversity recommendations published by ASX by establishing measurable objectives (including a specific gender diversity target) for achieving gender diversity to the best of its ability;
- Promoting diversity among employees, consultants and Senior Management throughout the Company; and
- Keeping shareholders informed of the Company's progress towards implementing and achieving its diversity objectives.

The Board will:

- Aim to ensure appropriate procedures and measures are introduced and responsibilities delegated to the Remuneration & Nomination Committee (where applicable) to ensure that the Company's diversity commitments are implemented appropriately;
- Seek to ensure that the diversity profile is a factor that is considered in the selection and appointment of qualified employees, senior management and Board candidates;
- Seek to identify and consider programs and initiatives that:
 - Assist in the development of a broader pool of skilled and experienced Board candidates;
 - Assist with enhancing employee retention;
 - Assist with minimising career disruption when employees take time out of the workplace to meet other obligations and attempt to re-enter the workforce; and

- Facilitate or permit employees to access such programs or initiatives where reasonable, possible and in line with the needs and objectives identified by the diversity profile.

The Company recognises that all forms of diversity are important and will seek to promote and facilitate a range of diversity initiatives throughout the Company in addition to gender diversity.

Responsibilities and Accountabilities

Supporting workplace diversity is the responsibility of everyone in the Company.

The Board

- Establishing the Company's Diversity Policy;
- Establishing and monitoring the Company's diversity strategy;
- Establishing, depending on the size and scope of the operations of the Company, measurable objectives for diversity that are linked to the Company's circumstances and industry; and
- Annually assessing the objectives set and the progress in achieving them.

Remuneration & Nomination Committee

- Addressing strategies on Board diversity;
- Conducting all Board appointment processes in a manner that promotes gender diversity, including establishing a structured approach for identifying a pool of candidates, and using external experts, where necessary;
- Advising on measurable objectives for achieving diversity, and annually assessing the objectives and the progress in achieving them;
- Reviewing and monitoring appropriate procedures to ensure the policy is implemented, which may include additional measurable objectives in relation to other aspects of diversity as identified in the policy;
- Reporting and, where appropriate, making recommendations to the Board in relation to the above matters.
- Reviewing and making recommendations to the Board regarding remuneration by gender; and
- Reviewing and reporting to the Board, at least annually, on the proportion of women and men at all levels of the Company, and their relative levels of remuneration.

CEO

The CEO is responsible to the Board for:

- The implementation of this Policy;
- The development, implementation, maintenance and review of the appropriate structures, systems, policies and procedures to support the Company's diversity strategy; and
- Reporting to the Board and the Committee on performance objectives and on the implementation of diversity initiatives and programs.

Senior Executives

Senior Executives of the Company are responsible to the CEO for:

- The practice and promotion of behaviour that is consistent with the Company's values and this policy;
- The incorporation of workplace diversity principles into their team and management practices;
- The recognition and use of the diverse skills and knowledge of employees;
- Support for employees who seek flexible work arrangements and leave entitlements, subject to business needs;
- Providing a workplace that is free from discrimination and harassment;

- Ensuring meetings, travel and other work arrangements do not place inappropriate pressure on employees with personal or other family commitments; and
- Resolving workplace issues in a timely, sensitive and effective manner wherever possible and in accordance with applicable law.

Employees

All employees are responsible for:

- Behaving in a way that is consistent with the Company's values and this Policy;
- Respecting different ways of thinking and working to maintain a workplace that is inclusive and free from discrimination;
- Supporting employees who access flexible work arrangements; and
- Being aware of the Company's diversity initiatives and, where appropriate, being involved.

Measurable objectives

Setting measurable objectives

The Board, in consultation with the Remuneration & Nomination Committee, will endeavour to set measurable objectives for achieving diversity (including a specific gender diversity target), in accordance with this policy and the diversity targets set by the Board from time to time and will review the effectiveness and relevance of these measurable objectives on an annual basis.

The objectives set shall be in writing and be distributed to the Board and Senior Management.

The Board shall determine its gender diversity targets for a specific Reporting Period. For the avoidance of doubt, the gender diversity target may be the same as for the prior Reporting Period.

As noted at the commencement of this policy, the Board may not set targets in a specific Reporting Period provided it discloses same as part of its continuous disclosure and periodic reporting obligations under the ASX Listing Rules as they apply to the Company.

Determining the measurable objectives

Any measurable objectives set should identify ways and, where applicable, specify benchmarks against which the achievement of diversity is measured, for the Board to assess and report annually on the Company's progress towards achieving its diversity goals.

To set meaningful objectives, the Board (in consultation with the Remuneration & Nomination Committee) will assess its current diversity levels and identify where gaps exist.

Measurable objectives will then be developed which are tailored towards improving diversity in areas where most improvement is needed.

Periodic review

As part of the commitment to achieving and maintaining effective diversity policies, the Board and the Remuneration & Nomination Committee will perform regular reviews of the changes in diversity throughout the organisation.

Measurable objectives as key performance indicators

The Board, in consultation with the Remuneration & Nomination Committee, will consider the extent to which the achievement of these measurable objectives should be tied to key performance indicators for the Board, the CEO and other Senior Management.

Strategies

Strategies to help achieve the Company's diversity objectives include:

- Facilitating a corporate culture that embraces diversity and recognises employees at all levels have responsibilities outside of the workplace;
- Ensuring that meaningful and varied development opportunities are available to all employees to enhance the retention of new employees and promotion of existing employees;
- Recruiting from a diverse pool of candidates for all positions, including Board and senior management appointments; and
- Reviewing succession plans to ensure an appropriate focus on diversity.

Annual disclosure to shareholders

The Board will include in the Company's Annual Report each year:

- Measurable diversity objectives, if any, set by the Board;
- Progress against achieving the objectives; and
- The respective proportions of men and women employees in the whole organisation, at Senior Management level and at Board level.

Publication

A copy of this Policy will be made available on the Company's website.

Review of this Policy

The Diversity Policy will be reviewed periodically by the Board to ensure that it remains relevant and appropriate to the Company.

External reviews of this policy may be undertaken at the request of the Board from time to time.

COMMUNICATION AND DISCLOSURE POLICY

Background

As part of its overall policy of open disclosure, the Company ensures that all material communications regarding its operations are made available to all interested stakeholders in a timely fashion. To ensure that information about or concerning the Company which is to be given to the news media is timely, accurate, consistent, appropriate and conforms with Company policy, no public statement may be made on any matter concerning our work, our employees or our customers except in accordance with this policy.

Listing Rule 3.1 of the Australian Securities Exchange (“ASX”) requires listed entities to immediately notify the ASX when it becomes aware of any material information which is price sensitive (unless one of the exceptions apply) that a reasonable person would expect to have a material effect on the listed entity’s securities. Listing Rule 3.1 will apply to the Company on and from listing on the ASX

This policy will be periodically reviewed to check that it is operating effectively and to determine if any changes are required to the policy.

Purpose

This document sets out the Company’s policies and procedures which are aimed in part at ensuring the Company complies with Listing Rule 3.1.

As part of effective communication the Company may, subject to and in compliance with the other terms of this policy, seek to implement a robust investor relations program to facilitate two way communication with investors. The Company, through its presentations and communications (which are to be made in accordance with the policies of the Company) seeks to engage with investors (including retail investors) as well as other market participants. As at the date of the adoption of this policy the Company has set the principles of an investor relations program.

The Company encourages shareholder participation at general meetings.

Board Policy on Disclosure

The Board is aware of its continuous disclosure obligations in respect of material information, and embraces the principle of providing access to that information to the widest audience.

The Board recognises that market announcements being accurate, balanced and expressed in a clear and objective manner allowing investors to assess the impact of the information when making investment decisions is a critical component of effective communication and a free-market. In addition, the Board understands the importance of safeguarding the confidentiality of corporate information to avoid premature disclosure.

To ensure that these principles are appropriately actioned, the Board has nominated the Secretary as having responsibility for:

- reviewing announcements to ensure they are accurate and balanced and are expressed in a clear and objective manner that allows for investors to assess the impact of the information when making investment decisions;
- ensuring that the Company complies with continuous disclosure requirements;
- overseeing and co-ordinating disclosure of information to ASX, analysts, brokers, shareholders, the media and the public; and
- educating Directors and staff on the Company’s disclosure policies and procedures and raising awareness of the principles underlying continuous disclosure.

To safeguard against inadvertent disclosure of price sensitive information, the Board has agreed to keep to a minimum the number of Directors and staff authorised to speak on the Company's behalf.

In order of precedence, the following combinations of officers have authority to speak on behalf of the Company (including to the media) without the prior approval of the Board:

- the Chair and/or the CEO/Managing Director, separately, then
- the Chair and/or the CEO/Managing Director and a Director, jointly, then
- in extreme circumstances, any 2 Directors, jointly.

These officers are also authorised to clarify information that the Company has released publicly through the ASX, but must avoid commenting on other price sensitive matters.

Although the officers set out above may respond to a request for comment from the media, no person may make overtures to the media on behalf of the Company or make any comment for and on behalf of the Company other than with the approval of the Board.

The Company has determined that the Secretary must be made aware of any information disclosures in advance, including information to be presented at private briefings. This is proposed to minimise the risk of breaching the continuous disclosure requirements.

Responses to enquiries from market analysts and shareholders are to be confined to errors in factual information and underlying assumptions. Earnings expectations are to be managed by using the continuous disclosure regime and any change to expectations is to be made by ASX announcement before commenting to anyone outside the Company.

The Company will not disclose price-sensitive information in any forum (including at a General Meeting of shareholders) unless it has been previously disclosed to the ASX.

Any significant comments or concerns raised by investors or their representatives are to be conveyed to and, where appropriate responded to, by the Board and senior management.

Where the Company completes a formal review of material exposure to specific risks, the Company will disclose in periodic reports in each Reporting Period whether it has material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.

Responsibilities

Directors and Senior Management must:

- understand the continuous disclosure requirements set out in the ASX Listing Rules;
- convey all potentially material information to the Company Secretary or Chair immediately after obtaining or becoming aware of such information;
- preparing responses to any false information permeated with respect to the Company. Any such response must be approved by the Board; and
- convey all information that would or would likely influence persons who commonly invest in securities to the Company Secretary or the Chair.

The Secretary must:

- determine, in liaison with the Chair and CEO, whether information conveyed to the Secretary must be disclosed to the ASX before disclosing it to any person, including analysts and others outside the Company;
- release presentation material to ASX ahead of the presentation occurring (subject to specific exception set out in the Corporate Governance Principles and Recommendations);
- prepare an appropriate announcement in conjunction with the Chair and CEO, ensuring that the material information is reported in an objective and complete manner;
- report material information to the ASX following the approval of the Board, ensuring that information reported is factual and does not omit any material information required to be disclosed under the ASX Listing Rules;
- ensure that all announcements (including material market announcements) are provided to the Directors immediately prior to, or shortly after, release to the market;
- ensure that all information released through the ASX is promptly made available to its bankers and other parties to whom it has a similar reporting responsibility;
- maintain a copy of all announcements released;
- ensure the further dissemination of information, after it has been released through the ASX, to investors and other interested parties;
- post such information on the Company's website immediately after the ASX confirms that it has received such announcements; and
- review all briefings and discussions with media representatives, analysts and major shareholders, to check whether any price sensitive information has been inadvertently disclosed. If so, to immediately announce the information through the ASX.

Investor Relations Program

The Board acknowledges the need for effective communications with shareholders and has adopted the following strategy:

- providing shareholders with timely access to balanced information concerning the Company via ASX market releases;
- shareholder meetings are structured to provide effective communication to shareholders and allow reasonable opportunity for informed shareholder participation;
- shareholders are encouraged to ask questions during shareholder meetings and a representative of the Company is available to answer questions following completion of the business of the shareholder meeting;
- the external auditor attends the annual general meeting and is available to respond to shareholder questions;
- the Company's annual report is available (at the shareholder's option);
- shareholders are given the option to send and receive communications with the Company and its share registry by electronic means, including where announcements are made by the Company to the ASX;
- in addition to the annual report, the Company issues a report with the release of the half-year and full-year financial results, which is posted on its website;
- the Company posts on its website all relevant announcements made to the market (including information used for analyst briefings and press releases) after they have been released to the ASX; and
- shareholder questions may be posed to the Company via email communication (please refer to the Company's website) or by written correspondence or telephone to the Secretary and the Company is committed to responding openly and honestly to such questions (subject to the necessity to keep certain information confidential).

ANTI-BRIBERY AND CORRUPTION POLICY

Introduction

The Company is committed to the highest standard of honesty and integrity. The Company's commitment to the highest ethical standards includes strict compliance with applicable anti-bribery and corruption laws in Australia and overseas, acting in an ethical manner and acting with honesty, integrity, fairness and respect.

This commitment is reflected in the statement of values of the Company.

The Secretary is the **Anti-bribery Officer** under this policy.

If the conduct concerns the secretary of the Company then references in this policy to the Anti-Bribery Officer are taken to include the Managing Director or CEO, or if the Company does not have a Managing Director or CEO, the Directors.

What does this policy do?

This policy sets out the responsibilities of the Company's staff, and applies both within Company and with respect to engagements by the Company of third parties. The Company is committed to observing and upholding a prohibition on bribery, facilitation payments and secret commissions, fraud and related improper conduct, including the offering and acceptance of gifts and hospitality.

This policy recognises that serious criminal and civil penalties may be incurred and the reputational damage that may be done to the Company if it is involved in bribery or corruption are significant.

Who does the policy apply to?

This policy applies across the Company to all Directors, employees and contractors of Company and its subsidiaries and associate companies (**Personnel**).

The Company will use its best endeavours to provide training for personnel regarding how to recognise and deal with corruption and bribery, with the training of Personnel who are likely to be exposed to bribery or corruption to be prioritised.

This policy (including Annexure A) will be periodically reviewed to check that it is operating effectively and to determine if any changes are required to the policy.

What is required under the policy?

Personnel must:

- a) understand and comply with this policy;
- b) not give, offer, accept or request bribes, facilitation payments, secret commissions or other prohibited or improper payments or benefits (including to public officials) or engage in money laundering or cause any of these things to be given, offered, accepted or requested;
- c) not approve any offers, or make, accept or request an irregular payment or other thing of value, to win business or influence a business decision in favour of the Company;
- d) comply with any reporting and approval processes for gifts, entertainment or hospitality;
- e) not offer or receive any gifts, entertainment or hospitality to or from public or government officials or politicians, without approval from the Anti-bribery Officer;

- f) obtain required approvals for donations and sponsorship;
- g) maintain accurate records of dealings with third parties; and
- h) be vigilant and report any breaches of, or suspicious behaviour related to, this policy to the Anti-bribery Officer who shall be responsible for providing details of the breach to the Board.

See **Annexure A** for further information on the application and implementation of this policy.

ANNEXURE A – APPLICATION AND IMPLEMENTATION OF ANTI-BRIBERY AND CORRUPTION POLICY

1. Bribery

- (a) Bribery is the act of offering, promising, giving or accepting a benefit with the intention of influencing a person who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide the Company with business or a business advantage that is not legitimately due. Anti-bribery laws apply not only to the bribery of public officials but also bribery in respect of any commercial transaction in the private sector; merely offering a bribe will usually be sufficient for an offence to be committed.
- (b) Bribery can take many forms. The benefit that is offered, given or accepted may be monetary or non-monetary. Bribery can involve non-cash gifts, political or charitable contributions, loans, reciprocal favours, business or employment opportunities or lavish corporate hospitality.
- (c) Bribery is not necessarily direct; it can be indirect, for example, where:
 - a person procures an intermediary or an agent to make an offer which constitutes a bribe to another person; or
 - an offer which constitutes a bribe is made to an associate of a person who is sought to be influenced.
- (d) Personnel must not give, offer, promise, accept or request a bribe and must not cause a bribe to be given, offered, promised or accepted by another person. Under no circumstances will the Company approve of any offers, or make, request or receive an irregular or improper payment or other thing of value, to win business or influence a business decision in the Company's favour.

2. Facilitation payments, secret commissions and money laundering

The making of facilitation payments, secret commissions and money laundering by Personnel is prohibited.

- (a) Facilitation payments are typically minor, unofficial payments made to secure or expedite a routine government action by a government official or employee. For the avoidance of doubt, mere use of the word "facilitation" in connection with a payment (whether cash or non-cash) does not, in and of itself, indicate a facilitation payment for the purposes of this policy. The payment must fall within the bounds of the above defined term to be considered a facilitation payment under this policy.
- (b) Secret commissions typically arise where a person or entity (such as an employee of the Company) offers or gives a commission to an agent or representative of another person (such as a customer or client of the Company) that is not disclosed by that agent or representative to their principal. Such a payment is made as an inducement to influence the conduct of the principal's business.
- (c) Money laundering is where a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.

3. Gifts, entertainment and hospitality

The Company recognises that accepting or offering gifts, entertainment or hospitality of moderate value is customary and in accordance with local business practice, however the same is strictly prohibited in circumstances which could be considered to give rise to undue influence.

Where the offering or acceptance of gifts, entertainment or hospitality is permitted, they may only be offered or accepted where all of the following conditions are met:

- a) it is done for the purpose of general relationship building only;
- b) it cannot reasonably be construed as an attempt to improperly influence the performance of the role or function of the recipient;
- c) it complies with the local law of the jurisdiction in which the expenditure is made;
- d) it is given in an open and transparent manner; and
- e) it does not include cash, loans or cash equivalents (such as gift certificates or vouchers).

It may be a breach of this policy if gifts, entertainment or hospitality are provided to a single individual or single organisation on multiple occasions. It may also be a breach of this policy if gifts, entertainment or hospitality are received in a context that makes them inappropriate (for example, the provider is in the process of a competitive tender for the relevant division/business unit).

Personnel must not offer or accept from public or government officials or their associates, including politicians or political parties, any gifts, entertainment or hospitality, without approval from the Anti-bribery Officer.

If Personnel are uncertain as to whether the offer or acceptance of gifts, entertainment or hospitality is permitted in certain circumstances, they should seek clarification from the Anti-bribery Officer prior to the offer or acceptance of such gifts, entertainment or hospitality.

4. Political and charitable donations

The Company must deal with politicians and government officers on matters that relate to its business activities at arm's length and with the utmost professionalism to avoid any perception of attempting to gain an advantage.

Political donations must be authorised by the Company's Board and disclosed under relevant law or laws and recorded in the Company's accounts.

Charitable donations must be authorised by the Company's Board and similarly disclosed under relevant law or laws and recorded in the Company's accounts.

5. Maintain accurate records

All accounts, invoices and other documents and records relating to dealings with third parties must be prepared accurately and completely. No accounts may be kept "off the books" to facilitate or conceal improper payments, or for any other means or reasons.

Similarly, all expenditure by Personnel (including on gifts, entertainment and hospitality), must be documented and recorded in expense reports and approved in the manner required by the Company in line with internal policies.

6. Dealings with third parties

Any proposed third-party engagement must be implemented with appropriate controls to ensure that the actions of the third party will not adversely affect the Company.

In this context, third parties may include actual or potential agents, distributors, suppliers, purchasers or contractors.

The Company's Board is responsible for determining which third parties require specific anti-bribery controls. The Board will make that determination having regard to this policy, the

nature and location of the work proposed to be undertaken by third parties, and in accordance with any guidelines issued by the Company from time to time.

7. Acquisitions and joint ventures

In addition to any other due diligence investigations the Company would undertake prior to any acquisition of another entity or business, the Company must also undertake anti-bribery due diligence. The Company must keep detailed written records of those investigations.

Where the Company effectively controls a joint venture or is considering acquiring an interest that would put it in a position of effective control of another entity, the joint venture entity must also comply with this policy. Where the Company is not in effective of another entity, it must exercise its influence to assist the joint venture to avoid improper conduct.

8. Reporting breaches and suspicious behaviour

Personnel must report any breaches of, or suspicious conduct in relation to, this policy, including behaviour that makes Personnel and third parties feel threatened or under pressure to engage in improper conduct. Personnel should make reports of such behaviour to the relevant Anti-bribery Officer (being the secretary of the Company).

Personnel who wish to raise a concern or report a breach may be worried about possible repercussions. Personnel should be reassured that the Company encourages transparency and honesty, and will support anyone who raises genuine concerns, made in good faith, under this policy, even if they turn out to be mistaken or if nothing further eventuates.

The Company is committed to ensuring no one suffers detrimental treatment as a result of refusing to take part in conduct that may constitute bribery or corruption or raising a genuine concern in respect of such conduct. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern.

If Personnel are subjected to any such treatment, they are strongly encouraged inform the relevant Anti-bribery Officer immediately. If the matter is not remedied, the Personnel should raise it formally in accordance with the Whistleblower Policy of the Company.

9. Training of Personnel

The Company is committed to ensuring its Personnel fully understand this policy and how it is to be used. The Company will provide this policy (including as updated) as part of induction of new Personnel and will provide updates to existing Personnel.

The Company will use its best endeavours to provide training for personnel regarding how to recognise and deal with corruption and bribery, with the training of Personnel who are likely to be exposed to bribery or corruption to be prioritised.

10. Consequences of a breach

In the event a member of Personnel breaches this policy, the Company may regard such breach as serious misconduct, and may discipline the Personnel accordingly (including, where appropriate, terminating that Personnel's employment or engagement). Personnel should note that disciplinary action may extend beyond any measures taken by the Company and may give rise to criminal and civil liability and attract imprisonment or fines.

11. Implementation of this policy

The Company must appoint an Anti-bribery Officer, who will be responsible for:

- a) applying this policy and any divisional/business unit anti-bribery policy;
- b) monitoring the effectiveness of relevant policies;
- c) providing updates to the Company on the status of any reports made by Personnel, suspected or actual misconduct; and
- d) ensuring compliance with anti-bribery training programs.

As noted in item 9 of this policy, The Company will provide this policy (including as updated) as part of induction of new Personnel and will provide updates to existing Personnel.