

1. ROLE AND RESPONSIBILITIES OF THE BOARD

The role of the Board is to provide leadership for, and supervision of, the Company's management. The Board agrees the strategic objectives of the Company, and regularly measures the progression by management of those strategic objectives.

The Board is responsible for:

- a) appointing the Chairperson and, if the Company has one, the Deputy Chairperson and/or Lead Independent Director;
- b) appointing the Chief Executive Officer (CEO), or equivalent¹, for a period and on terms as the directors see fit and, where appropriate, replacing the CEO, or equivalent;
- c) formally resolving to appoint and, where appropriate, to remove the Company Secretary;
- d) formally resolving to appoint and, where appropriate, to remove the Chief Financial Officer;
- e) ensuring that appropriate checks are undertaken prior to the appointment of any proposed Directors, CEO, Company Secretary and Chief Financial Officer to protect the business and reputation of the Company;
- f) making regular assessment of whether each non-executive director is independent in accordance with the Company's Policy on Assessing the Independence of Directors.
- g) defining and approving the Company's Statement of Purpose and Values, the Code of Conduct and the Anti Bribery and Corruption Policy to underpin the desired culture of the Company;
- h) setting the Company's strategic objectives;
- i) overseeing management's implementation of the Company's strategic objectives, instilling of the Company's Statement of Purpose and Values, and its performance generally and whenever required, challenge management and hold it to account;
- j) approving budgets and major capital expenditure;
- k) monitoring the financial performance of the Company and overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit;
- l) 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;
- m) approving the Company's remuneration framework and satisfying itself that the remuneration policies are aligned with the Company's Statement of Purpose and Values, strategic objectives and risk profile;
- n) monitoring the effectiveness of the Company's governance practices;
- o) ensuring the Company's Policy and Procedure for Selection and (Re)appointment of Directors is reviewed in accordance with the Company's Nomination and Remuneration Committee Charter;
- p) approving and monitoring compliance with the Company's Diversity Policy;
- q) ensuring that the Company has in place an appropriate risk management framework (for both financial and non-financial risks) and setting the risk profile within which the Board expects management to operate;
- r) approving the Company's policies on risk management, internal compliance and control and legal compliance;

¹ The Chief Executive Officer or equivalent may refer to the Managing Director should the Board appoint a person to that position.

- s) assessing the effectiveness of management's implementation of the Company's risk management framework including the making of additional enquiries and to request assurances regarding the management of material business risk, as appropriate;
- t) setting and approving the Company's hedging policy and approval limits and delegation of responsibility as considered appropriate;
- u) satisfying itself that an appropriate framework exists for relevant information to be reported by management to the Board;
- v) providing overall corporate governance of the Company, including conducting regular reviews of the division of functions between the Board and management to ensure that it continues to be appropriate to the needs of the Company;
- w) appointing the external auditor (where applicable, based on recommendations of the Audit and Risk Committee) and the appointment of a new external auditor when any vacancy arises, provided that any appointment made by the Board must be ratified by shareholders at the next annual general meeting of the Company;
- x) engaging with the Company's external auditors and the Audit and Risk Committee; and
- y) monitoring compliance with the Company's legal obligations, such as those obligations relating to the environment, native title, cultural heritage and occupational health and safety.

The Board may delegate any of the matters listed above to a committee of the Board, with the Board retaining the ultimate oversight and decision-making power in respect of the matters delegated.

The Board must convene regular meetings with such frequency as is sufficient to appropriately discharge its responsibilities. It is usual practice for the Board to meet at least quarterly.

2. ROLE AND RESPONSIBILITIES OF MANAGEMENT

Management refers to the senior management team as distinct from the Board, comprising the Company's senior executives, being those who have the opportunity to materially influence the integrity, strategy and operation of the Company and its financial performance.

Management's role is to support the CEO and assist the CEO implement the strategic objectives agreed with the Board and the day-to-day running of the Company, in accordance with the delegated authority of the Board.

Management is responsible for:

- a) implementing the strategic objectives and operating within the Company's Statement of Purpose and Values, Code of Conduct, budget and risk profile set by the Board;
- b) instilling, promoting and reinforcing the Company's Statement of Purpose and Values and requisite associated behaviours to all employees and contractors to ensure cultural alignment to achieve strategic objectives and enhance the reputation of the Company;
- c) all other aspects of the day-to-day running of the Company provided those matters do not exceed the delegated authority of the individual's position or the Materiality Threshold as defined in section 3; and
- d) providing the Board with accurate, timely and clear information to enable the Board to perform its responsibilities. Information required to be reported to the Board will include financial performance, compliance with material legal and regulatory requirements, risk reporting as set out in clause 3.1 of the Risk Management Framework and any conduct that is materially inconsistent with the Company's Values or Code of Conduct. Senior executives are responsible for reporting all matters which fall within the

Materiality Threshold at first instance to the CEO or, if the matter concerns the CEO, then directly to the Chairperson or the Lead Independent Director, as appropriate.

3. MATERIALITY THRESHOLD

Any matter which falls within the following guidelines is a matter which exceeds the authority threshold ('Authority Threshold'), is considered material and needs to be brought to the attention of the Board

- a) Any matter that is outside the delegated authority of the CEO or the senior executives (as appropriate) as set out in the Company's Authority Limits Policy (COR-POL-0005) as approved by the Board from time to time.
- b) Any matter that:
 - (i) impacts on the reputation of the Company;
 - (ii) will, or could potentially, involve a breach of material legal and/or regulatory requirements;
 - (iii) is materially inconsistent with the Company's Statement of Values or Code of Conduct.
 - (iv) is outside the ordinary course of business; and/or
 - (v) could affect the Company's rights to its assets.
- c) Contracts will be considered material if:
 - (vi) they are outside the ordinary course of business;
 - (vii) they contain exceptionally onerous provisions in the opinion of the Board;
 - (viii) any default, should it occur, may trigger any of the tests in paragraph (b), or exceed the relevant amounts in the Authority Limits Policy;
 - (ix) they are essential to the activities of the Company and cannot be replaced, or cannot be replaced without an increase in cost of such a quantum, triggering any of the quantitative tests;
 - (x) they contain or trigger change of control provisions;
 - (xi) they are between or for the benefit of related parties; or
 - (xii) they otherwise trigger a threshold in the Authority Limits Policy.

4. RESPONSIBILITIES OF THE CHAIRPERSON

The Chairperson is responsible for leading the Board, facilitating the effective contribution of all directors and promoting constructive and respectful relations between directors and between the Board and management. The Chairperson is also responsible for setting the Board's agenda and ensuring that adequate time is available for discussion of all agenda items, in particular strategic issues.

The Chairperson is also responsible for shareholder communication (subject to the role of the Responsible Officer as set out in the *Compliance Procedures*) and arranging Board, individual director and Board committee (where applicable) performance evaluation.

Any other position which the Chairperson may hold either inside or outside the Company should not hinder the effective performance of the Chairperson in carrying out their role as Chairperson of the Company.

5. RESPONSIBILITIES OF THE LEAD INDEPENDENT DIRECTOR

Where the Chairperson is not an independent director, a Lead Independent Director will be appointed. The Lead Independent Director will take over the role of the Chairperson whenever the Chairperson is conflicted or unavailable.

The Company may appoint a Lead Independent Director to assist the Board in reviewing the performance of the Chairperson and to provide a separate channel of communication for security holders (especially where those communications concern the Chairperson).

6. RESPONSIBILITIES OF THE CEO

The CEO is responsible for the day-to-day running of the Company under delegated authority from the Board. The CEO is charged with instilling and promoting the Company's Statement of Purpose and Values to all employees, contractors and consultants to drive performance and cultural alignment.

The CEO is responsible for implementing the strategic objectives, and operating within the risk profile agreed with the Board. In carrying out their responsibilities, the CEO must report to the Board in a timely manner on those matters included in the Company's risk profile, all relevant operational matters and any other matter that is likely to fall within the Materiality Threshold.

All reports to the Board must present a true and fair view of the Company's financial condition and operational results.

The CEO is also responsible for appointing and, where appropriate, removing senior executives, including the Chief Financial Officer and the Company Secretary, with the approval of the Board. The Company should have a written agreement with each senior executive setting out the terms of their appointment. The CEO is responsible for developing a process for and evaluating the performance of senior executives.

7. NON-EXECUTIVE AND/OR INDEPENDENT DIRECTORS

The Board assesses whether each of the non-executive directors of the Company is independent on a regular basis (and at least annually at or around the time that the Nomination Committee considers candidates for election or re-election to the Board) in accordance with its *Policy on Assessing the Independence of Directors*. The Board recognises the importance of the appropriate balance between independent and non-independent representation on the Board.

The independent directors may meet without other directors' present, if appropriate.

The Non-Executive Directors may meet without Executive Directors or other senior executives present at times scheduled from time to time. Such meetings may be facilitated by the Chairperson or the Lead Independent Director, as appropriate.

8. RESPONSIBILITIES OF DIRECTORS AND OFFICERS

Individual directors should devote the necessary time to review Board papers ahead of meetings and such other tasks entrusted to them. All directors should consider the number and nature of their directorships and calls on their time from other commitments.

Directors and officers of the Company should be aware of their legal obligations, some of which are set out in the separate document: *A guide to directors' duties*.

Directors are encouraged to request information from management where they consider such information necessary to make informed decisions.

9. POLICY ON INDEPENDENT PROFESSIONAL ADVICE

The Board acknowledges the need for independent judgement on all Board decisions, irrespective of each individual director's independence.

To assist directors with independent judgement, it is the Board's policy that if a director considers it necessary to obtain independent professional advice to properly discharge the responsibility of their office as a director then, provided the director first obtains approval for incurring such expense from the Chairperson, the Company will pay the reasonable expenses associated with obtaining such advice.

Where it is the Chairperson who is seeking the independent professional advice, the role of the Chairperson to consider and provide approval as set out above should be carried out by the Chair of the Audit and Risk Committee.

10. COMPANY SECRETARY

The Company Secretary is accountable directly to the Board, through the Chairperson, on all matters to do with the proper functioning of the Board. The Company Secretary has a dual reporting line to the CEO.

The Company Secretary's role is to support the effectiveness of the Board and its committees. Each director should be able to communicate directly with the Company Secretary and vice versa.

The responsibilities of the Company Secretary include:

- a) advising the Board and its committees on governance matters, including disclosure issues;
- b) monitoring that Board and committee policy and procedures are followed;
- c) coordinating the timely completion and despatch of Board and committee papers;
- d) ensuring that the business at Board and committee meetings is accurately captured in the minutes; and
- e) helping to organise and facilitate the induction and professional development of directors.

11. REVIEW OF CHARTER

The Board will review this Board Charter at least annually and update it as required.