



**GOLDEN DEEPS
LIMITED**

**GOLDEN DEEPS LIMITED
ACN 054 570 777
(Company)**

CORPORATE GOVERNANCE PLAN

(Approved by the Board on 28 September 2023)

TABLE OF CONTENTS

CORPORATE GOVERNANCE.....	1
SCHEDULE 1 – BOARD CHARTER.....	2
SCHEDULE 2 – CORPORATE CODE OF CONDUCT.....	9
SCHEDULE 3 – AUDIT AND RISK COMMITTEE CHARTER.....	16
SCHEDULE 4 – REMUNERATION AND NOMINATION COMMITTEE CHARTER.....	22
SCHEDULE 5 – SUSTAINABILITY COMMITTEE CHARTER.....	28
SCHEDULE 6 – REMUNERATION AND PERFORMANCE EVALUATION POLICY.....	32
SCHEDULE 7 – CONTINUOUS DISCLOSURE POLICY.....	34
SCHEDULE 8 – RISK MANAGEMENT POLICY.....	36
SCHEDULE 9 – TRADING POLICY.....	38
SCHEDULE 10 – DIVERSITY, EQUITY, AND INCLUSION POLICY.....	45
SCHEDULE 11 – WHISTLEBLOWER PROTECTION POLICY.....	48
SCHEDULE 12 – ANTI-BRIBERY AND ANTI-CORRUPTION POLICY.....	60
SCHEDULE 13 – SHAREHOLDER COMMUNICATIONS STRATEGY.....	69
SCHEDULE 14 – WORK, HEALTH, AND SAFETY POLICY.....	72
SCHEDULE 15 – SUSTAINABILITY POLICY.....	74
SCHEDULE 16 – SUSTAINABLE OFFICE AND TRAVEL STRATEGY.....	76
SCHEDULE 17 - HUMAN RIGHTS POLICY.....	78

CORPORATE GOVERNANCE

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

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

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

Charters and Codes

Board Charter

Corporate Code of Conduct

Audit and Risk Committee Charter

Remuneration and Nomination Committee Charter

Sustainability Committee Charter

Policies

Remuneration and Performance Evaluation Policy

Continuous Disclosure Policy

Risk Management Policy

Trading Policy

Diversity, Equity, and Inclusion Policy

Whistleblower Protection Policy

Anti-Bribery and Anti-Corruption Policy

Shareholder Communications Strategy

Work, Health, and Safety Policy

Sustainability Policy

Sustainable Office and Travel Strategy

Human Rights Policy

SCHEDULE 1 – BOARD CHARTER

1. ROLE OF THE BOARD

The role of the Board is to provide overall strategic guidance and effective oversight of management. The Board derives its authority to act from the Golden Deeps Limited Constitution.

2. THE BOARD'S RELATIONSHIP WITH MANAGEMENT

- a) The Board shall delegate responsibility for the day-to-day operations and administration of the Company to the Chief Executive Officer/Managing Director.
 - b) Specific limits on the authority delegated to the Chief Executive Officer/Managing Director and the team of executives as appointed by the Company (**Executive Team**) must be set out in the delegated authorities approved by the Board.
 - c) The role of management is to support the Chief Executive Officer/Managing Director and to implement the running of the general operations and financial business of the Company including instilling and reinforcing the Company's values, in accordance with the delegated authority of the Board.
 - d) In addition to formal reporting structures, members of the Board are encouraged to have direct communications with management and other employees within the Company and its subsidiaries (if any) (Group) to facilitate the effective carrying out of their duties as Directors.
-

3. SPECIFIC RESPONSIBILITIES OF THE BOARD

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

- a) Driving the strategic direction of the Company and defining the Company's purpose, ensuring appropriate resources are available to meet objectives and monitoring management's performance.
 - b) Approving the Company's statement of values and Code of Conduct to ensure the desired culture within the Company is maintained and monitoring the implementation of such values and culture at all times.
 - c) Ensuring that an appropriate framework exists for relevant information to be reported by management to the Board.
 - d) When required, challenging management and holding it to account,
 - e) Appointment and replacement, as required, of the Chief Executive Officer/Managing Director, other senior executives and the Company Secretary and the determination of the terms and conditions of their employment including remuneration and termination.
 - f) Approving the Company's remuneration framework and ensuring it is aligned with the Company's purpose, values, strategic objectives and risk appetite.
-

- g) Monitoring the timeliness and effectiveness of reporting to shareholders.
- h) Reviewing and ratifying systems of audit, risk management (for both financial and non-financial risk) and internal compliance and control, codes of conduct and legal compliance to minimise the possibility of the Company operating beyond acceptable risk parameters.
- i) Approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures.
- j) Approving and monitoring the budget and the adequacy and integrity of financial and other reporting such that the financial performance of the Company has sufficient clarity to be actively monitored.
- k) Approving the annual, half yearly and quarterly accounts timeously.
- l) Approving significant changes to the organisational structure.
- m) Approving decisions affecting the Company's capital, including determining the Company's dividend policy and declaring dividends.
- n) Recommending to shareholders the appointment of the external auditor as and when its appointment or re-appointment is required to be approved by them (in accordance with the ASX Listing Rules, if applicable).
- o) Ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making.
- p) Procuring appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively and to deal with new and emerging business and governance issues.

4. COMPOSITION OF THE BOARD

- a) The Board should comprise Directors with a mix of qualifications, experience and expertise which will assist the Board in fulfilling its responsibilities, as well as assisting the Company in achieving growth and delivering value to shareholders.
- b) In appointing new members to the Board, consideration must be given to the demonstrated ability and also future potential of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company.
- c) The composition of the Board is to be reviewed regularly against the Company's Board skills matrix prepared and maintained by the remuneration and nomination committee to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction and to deal with new and emerging business and governance issues.
- d) Where practical, the majority of the Board should be comprised of non-executive Directors who can challenge management and hold them to account as well as represent the best interests of the Company and its shareholders as a whole rather

than those of individual shareholders or interest groups. Where practical, at least 50% of the Board should be independent.

- i. An independent Director is a director who is free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect, his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party.
 - ii. In considering whether a Director is independent, the Board should consider the definition of what constitutes independence as detailed in Box 2.3 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 4th Edition as set out in Annexure 4 (**Independence Tests**).
- e) Prior to the Board proposing re-election of non-executive Directors, their performance will be evaluated by the remuneration and nomination committee to ensure that they continue to contribute effectively to the Board.
 - f) The Company must disclose the length of service of each Director in, or in conjunction with, its annual report (**Annual Report**).
 - g) The Company must disclose the relevant qualifications and experience of each member of the Board in, or in conjunction with, its Annual Report.

5. DIRECTOR RESPONSIBILITIES

- a) Where a Director has an interest, position or relationship of the type described in the Independence Tests, but the Board is of the opinion that it does not compromise the independence of the Director, the Company must disclose the nature of the interest or relationship in question and an explanation of why the Board is of that opinion.
- b) Directors must disclose their interests, positions or relationships. The independence of the Directors should be regularly assessed by the Board in light of the interests disclosed by them.
- c) Directors are expected to bring their independent views and judgement to the Board and must declare immediately to the Board any potential or active conflicts of interest.
- d) Directors must declare immediately to the Board, and the Board will determine whether to declare to the market, any loss of independence.
- e) No member of the Board (other than a Managing Director) may serve for more than three years or past the third annual general meeting following his/her appointment, whichever is the longer, without being re-elected by the shareholders.

6. THE ROLE OF THE CHAIRPERSON

- a) The Chairperson of the Board is responsible for the leadership of the Board, ensuring it is effective, setting the agenda of the Board, conducting the Board meetings, ensuring then approving that an accurate record of the minutes of Board meetings is held by the Company and conducting the shareholder meetings.
- b) Where practical, the Chairperson of the Board should be a non-executive Director. If a Chairperson of the Board ceases to be an independent Director then the Board will consider appointing a lead independent Director.
- c) Where practical, the Chief Executive Officer/Managing Director should not be the Chairperson of the Board of the Company during his/her term as Chief Executive Officer/Managing Director or in the future.
- d) The Chairperson of the Board must be able to commit the time to discharge the role effectively.
- e) The Chairperson of the Board should facilitate the effective contribution of all Directors and promote constructive and respectful relations between Board members and management.
- f) In the event that the Chairperson of the Board is absent from a meeting of the Board, then the Board shall appoint a Chairperson for that meeting in an acting capacity.

7. BOARD COMMITTEES

- a) Once the Board is of a sufficient size and structure, reflecting that the Company's operations are of a sufficient magnitude, to assist the Board in fulfilling its duties, the Board must establish the following committees, each with written charters:
 - i. Audit and risk committee;
 - ii. Remuneration and nomination committee; and
 - iii. Sustainability committee.
- b) The charter of each committee must be approved by the Board and reviewed following any applicable regulatory changes.
- c) The Board will ensure that the committees are sufficiently funded to enable them to fulfil their roles and discharge their responsibilities.
- d) Members of committees are appointed by the Board. The Board may appoint additional Directors to committees or remove and replace members of committees by resolution.
- e) The Company must disclose the members and Chairperson of each committee in, or in conjunction with, its Annual Report.

- f) The minutes of each committee meeting shall be provided to the Board at the next occasion the Board meets following approval of the minutes of such committee meeting.
- g) The Company must disclose in, or in conjunction with, its Annual Report, in relation to each reporting period relevant to a committee, the number of times each committee met throughout the period and the individual attendances of the members at those committee meetings.
- h) Where the Board does not consider that the Company will benefit from a particular separate committee:
 - i. The Board must carry out the duties that would ordinarily be assigned to that committee under the written terms of reference for that committee; and
 - ii. The Company must disclose in, or in conjunction with, its Annual Report:
 - o The fact a committee has not been established; or
 - o If an audit and risk committee has not been established, the processes the Board employs that independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner, and the process it employs for overseeing the Company's risk management framework.

8. BOARD MEETINGS

- a) The Directors may determine the quorum necessary for the transaction of business at a meeting. However, until otherwise determined, there must be at least two Directors present at a meeting to constitute a quorum.
- b) The Board will schedule formal Board meetings at least quarterly and hold additional meetings, including by telephone or other appropriate communications medium, as may be required.
- c) Non-executive Directors may confer at scheduled times without management being present.
- d) The minutes of each Board meeting shall be prepared by the Company Secretary, approved by the Chairperson of the Board and circulated to Directors after each meeting.
- e) The Company Secretary shall ensure that the business at Board and committee meetings is accurately captured in the minutes.
- f) The Company Secretary shall co-ordinate the timely completion and distribution of Board and committee papers for each meeting of the Board and any committee. Board and committee papers are to be received at least 48 hours prior to the meeting, unless exceptional circumstances arise.
- g) Further details regarding Board meetings are set out in the Company's Constitution.

9. THE COMPANY SECRETARY

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

10. ACCESS TO ADVICE

- a) All Directors have unrestricted access to Company records and information except where the Board determines that such access would be adverse to the Company's interests.
- b) All Directors will receive briefings on material developments in laws, regulations and accounting standards relevant to the Company.
- c) All Directors may consult management and employees as required to enable them to discharge their duties as Directors.
- d) All new Directors will be offered induction training, tailored to their existing skills, knowledge and experience, to position them to discharge their responsibilities effectively and to add value. This will include:
 - i. Having interviews with key senior executives to gain an understanding of the Company's structure, business operations, history, culture and key risks, and conducting site visits of key assets and operations;
 - ii. Training on legal duties and responsibilities as a Director under the key legislation governing the Company and the ASX Listing Rules (including ASX's continuous and periodic reporting requirements); and
 - iii. Training on accounting matters and on the responsibilities of Directors in relation to the Company's financial statements.

- e) The Board, committees or individual Directors may seek independent external professional advice as considered necessary at the expense of the Company, subject to prior consultation with the Chairperson of the Board. A copy of any such advice received is made available to all members of the Board.
-

11. FOREIGN DIRECTORS

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

- a) Such documents are translated into the Director's native language; and
- b) A translator is present at all Board and shareholder meetings.

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

12. PERFORMANCE REVIEW

The remuneration and nomination committee shall conduct an annual performance review of the Board that:

- a) Compares the performance of the Board with the requirements of its charter;
 - b) Critically reviews the mix of the Board to ensure it covers the skills needed to address existing and emerging business and governance issues relevant to the Company and to ensure the currency of each Director's knowledge and skills and whether the Director's performance has been impacted by other commitments; and
 - c) Suggests any amendments to this charter as are deemed necessary or appropriate.
-

SCHEDULE 2 – CORPORATE CODE OF CONDUCT

1. PURPOSE

The purpose of this Code of Conduct is to provide a framework for decisions and actions in relation to ethical conduct in employment. It underpins Golden Deeps Limited's commitment to integrity and fair dealing in its affairs and to a duty of care to all employees, contractors, and other stakeholders. The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees and contractors.

2. VALUES

- a) The Company and its subsidiary companies (if any) are committed to conducting all activities fairly, honestly with a high level of integrity, and in compliance with all applicable laws, rules and regulations. Its Board, management, employees, and contractors are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards.
- b) The Board will ensure that all employees and contractors are given appropriate training on the Company's values and senior executives will continually reference such values.
- c) The Company values are:
 - i. **Integrity**
 - Conducting all activities fairly, responsibly, and with integrity.
 - Complying with all applicable laws, rules, and regulations and striving for best practice.
 - ii. **People**
 - Ensuring the safety, health, and wellbeing of all employees, contractors, and other stakeholders.
 - Working as a team to achieve excellence and deliver shareholder value.
 - Partnering with stakeholders to ensure success, sustainability, and positive impacts for all.
 - iii. **Respect**
 - Acting with respect for the environment and communities within which we work and the stakeholders we work with.
 - Respecting each employee and contractor and supporting them to achieve their potential.

3. ACCOUNTABILITIES

a) Managers and Supervisors

Managers and supervisors are responsible and accountable for:

- i. Undertaking their duties and behaving in a manner that is consistent with the provisions of the Code of Conduct;
- ii. The effective implementation, promotion and support of the Code of Conduct in their areas of responsibility; and
- iii. Ensuring employees and contractors under their supervision understand and follow the provisions outlined in the Code of Conduct and receive appropriate training in respect of the Code of Conduct.

b) Employees and Contractors

All employees and contractors are responsible for:

- i. Understanding and complying with the Code of Conduct. To this end, regular and appropriate training on how to comply with this Code of Conduct will be provided to all employees and contractors;
 - ii. Undertaking their duties in a manner that is consistent with the provisions of the Code of Conduct;
 - iii. Reporting suspected misconduct in accordance with the Company's Whistleblower Protection Policy and Anti-Bribery and Anti-Corruption Policy; and
 - iv. Reporting any departure from the Code of Conduct by themselves or others.
-

4. PERSONAL AND PROFESSIONAL BEHAVIOUR

When carrying out your duties, you should:

- a) Behave honestly and with integrity and report other employees or contractors who are behaving dishonestly;
 - b) Treat fellow employees and contractors with respect and not engage in bullying, harassment or discrimination;
 - c) Disclose and deal appropriately with any conflicts between your personal interests and your duty as a Director, senior executive, employee, or contractor (as applicable);
 - d) Not take advantage of the property or information of the Company or its stakeholders for personal gain or to cause detriment to the Company or its stakeholders;
 - e) Not take advantage of your position for the opportunities arising therefrom for personal gain;
-

- f) Carry out your work with integrity and to a high standard;
 - g) Operate within the law at all times;
 - h) Act in the best interests of the Company;
 - i) Follow the policies of the Company and adhere to the Company's values; and
 - j) Act in an appropriate business-like manner when representing the Company in public forums and deal with all stakeholders fairly.
-

5. CONFLICT OF INTEREST

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

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

6. INFORMATION SYSTEMS, DEVICES AND SOCIAL MEDIA/NETWORKING

a) Information Systems

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

b) Bring Your Own Devices

Employees and contractors linking personal devices to the Company's information systems must ensure they first obtain appropriate authorisation and use such devices in accordance with The Company's policies.

c) Social Media/Networking

In any professional or personal use of any social media and networking sites, employees and contractors must adhere to the requirements of the Code of Conduct and relevant policies. Employees and contractors are not to bring the Company into disrepute, engage in disrespectful communication, imply company endorsement of personal views, compromise effectiveness at work, nor disclose confidential or price sensitive information.

7. PUBLIC AND MEDIA COMMENT

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

8. USE OF COMPANY RESOURCES

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

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

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

9. SECURITY OF INFORMATION

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

10. INTELLECTUAL PROPERTY/COPYRIGHT

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

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

11. DISCRIMINATION AND HARASSMENT

Employees and contractors must not harass, discriminate, or support others who harass and discriminate against colleagues or members of the public on the grounds of gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, cultural background, socio-economic background, perspective or experience.

Such harassment or discrimination may constitute an offence under legislation. The Company's executives should understand and apply the principles of equal employment opportunity.

12. CORRUPT CONDUCT

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

Corrupt conduct involves the dishonest or partial use of power or position which results in one person/group being advantaged over another. Corruption can take many forms including, but not limited to:

- a) Official misconduct;
- b) Bribery and blackmail;
- c) Unauthorised use of confidential information;
- d) Fraud; and
- e) Theft.

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

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

13. WORK HEALTH AND SAFETY

It is the responsibility of all employees and contractors to act in accordance with the work health and safety legislation, regulations and policies that are applicable and to use security and safety equipment provided.

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

- a) Following the safety and security directives of management;
- b) Familiarising themselves with the Company's Work Health and Safety Policy and adhering to this;
- c) Advising management of areas where there is a potential problem in safety; and
- d) Minimising risks in the workplace.

14. LEGISLATION

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

15. FAIR DEALING

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

16. INSIDER TRADING

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

17. RESPONSIBILITIES TO INVESTORS

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

18. BREACHES OF THE CODE OF CONDUCT

Material breaches of this Code of Conduct must be reported to the Board or a committee of the Board.

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

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

19. REPORTING MATTERS OF CONCERN

Employees and contractors are encouraged to raise any matters of concern in good faith with the head of their business unit or with the Company Secretary/Group Legal Counsel, without fear of retribution and in compliance with the Company's Whistleblower Protection Policy.

20. MONITORING AND REVIEW

The Board will monitor the content, effectiveness and implementation of this Code of Conduct on a regular basis. Any updates or improvements identified will be addressed as soon as possible. Employees and contractors are invited to comment on the Code of Conduct and suggest ways in which it might be improved. Suggestions and queries should be addressed to the Board.

SCHEDULE 3 – AUDIT AND RISK COMMITTEE CHARTER

1. ROLE

The role of the audit and risk committee is to assist the Board in monitoring and reviewing any matters of significance affecting financial reporting and compliance. This charter sets risk parameters and defines the audit and risk committee's function, composition, mode of operation, authority and responsibilities.

2. COMPOSITION

The Board will strive to adhere to the following composition requirements for the committee where at all possible. However, the Board acknowledges that the composition of the Board may not allow adherence to the following composition requirements from time to time.

- a) The committee must comprise at least two members.
 - b) All members of the committee must be non-executive Directors.
 - c) A majority of the members of the committee must be independent non-executive Directors in accordance with the criteria set out in Annexure 4.
 - d) The Board will appoint members of the committee. The Board may remove and replace members of the committee by resolution.
 - e) All members of the committee must be able to read and understand financial statements.
 - f) The Chairperson of the committee should not be the Chairperson of the Board and must be independent.
 - g) The Chairperson of the committee shall have leadership experience and a strong finance, accounting or business background.
 - h) The external auditors, the other Directors, the Chief Executive Officer/Managing Director, Chief Financial Officer, Company Secretary and senior executives, may be invited to committee meetings at the discretion of the committee.
-

3. PURPOSE

The primary purpose of the committee is to assist the Board in fulfilling its statutory and fiduciary responsibilities relating to:

- a) The quality and integrity of the Company's financial statements, accounting policies and financial reporting and disclosure practices;
 - b) Compliance with all applicable laws, regulations and Company policy;
 - c) The effectiveness and adequacy of internal control processes;
 - d) The performance of the Company's external auditor and its appointment and removal;
-

- e) The independence of the external auditor and the rotation of the lead engagement partner;
- f) The identification and management of business, economic, environmental and social sustainability risks; and
- g) The review of the Company's risk management framework at least annually to satisfy itself that it continues to be sound and to determine whether there have been any changes in the material business risks the Company faces and to ensure that they remain within the risk appetite set by the Board.

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

4. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

a) Review of Financial Reports

- i. Review the appropriateness of the accounting principles adopted by management in the financial reports and the integrity of the Company's financial reporting.
- ii. Oversee the financial reports and the results of the external audits of those reports.
- iii. Assess whether external reporting is adequate for shareholder needs.
- iv. Assess management processes supporting external reporting.
- v. Establish procedures for treatment of accounting complaints.
- vi. Review the impact of any proposed changes in accounting policies on the financial statements.
- vii. Review the quarterly, half yearly and annual results.
- viii. Establish procedures for verifying the integrity of the Company's periodic reports which are not audited or reviewed by an external auditor, to satisfy the Board that each periodic report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions.
- ix. Ensure that, before the Board approves the Company's financial statements for a financial period, the Chief Executive Officer/Managing Director and Chief Financial Officer (or, if none, the person(s) fulfilling those functions) have declared that, in their opinion, the financial records of the Company have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

b) Relationship with External Auditors

- i. Recommend to the Board procedures for the selection and appointment of external auditors and for the rotation of external auditor partners.
- ii. Review performance, succession plans and rotation of lead engagement partner.
- iii. Approve the external audit plan and fees proposed for audit work to be performed.
- iv. Discuss any necessary recommendations to the Board for the approval of quarterly, half yearly or Annual Reports.
- v. Review the adequacy of accounting and financial controls together with the implementation of any recommendations of the external auditor in relation thereto.
- vi. Meet with the external auditors at least twice in each financial year and at any other time the committee considers appropriate.
- vii. Provide pre-approval of audit and non-audit services that are to be undertaken by the external auditor.
- viii. Ensure adequate disclosure as may be required by law of the committee's approval of all non-audit services provided by the external auditor.
- ix. Ensure that the external auditor prepares and delivers an annual statement as to its independence which includes details of all relationships with the Company.
- x. Receive from the external auditor its report on, among other things, critical accounting policies and alternative accounting treatment, prior to the filing of its audit report in compliance with the Corporations Act 2001 (Cth).
- xi. Ensure that the external auditor attends the Company's Annual General Meeting and is available to answer questions from security holders relevant to the audit.

c) Internal Audit Function

- i. Monitor and periodically review the need for a formal internal audit function and its scope.
- ii. Assess the performance and objectivity of any internal audit procedures that may be in place.
- iii. Ensure any formal internal audit function is headed by a suitably qualified person who shall have a direct reporting line to the Board or the committee, and bring the requisite degree of skill, independence and objectivity to the role.
- iv. If the Company does any formal internal audit function, assess the performance and objectivity of the Company's processes for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.

- v. Review risk management and internal compliance procedures.
- vi. Monitor the quality of the accounting function.
- vii. 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.

d) Risk Management

- i. Oversee the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements.
- ii. Assess whether the Company has any potential or apparent exposure to environmental or social risks and if it does, put in place management systems, practices and procedures to manage those risks.
- iii. Where the Company does not have material exposure to environmental or social risks, report the basis for that determination to the Board and where appropriate, benchmark the Company's environmental or social risk profile against its peers.
- iv. Assess whether the Company is required to publish an integrated report or a sustainability report in accordance with a recognised international standard.
- v. Consider whether the Company has a material exposure to climate change risk.
- vi. Review reports by management on the efficiency and effectiveness of the Company's risk management framework and associated internal compliance and control procedures.
- vii. Review the Company's risk management framework at least annually to satisfy itself that the framework:
 - o continues to be sound;
 - o ensures that the Company is operating with due regard to the risk appetite set by the Board; and
 - o deals adequately with contemporary and emerging risks such as conduct risk, digital disruption, cyber-security, privacy and data breaches, sustainability and climate change.

e) Other

- i. The committee will oversee the Company's environmental risk management and work, health, and safety processes.
- ii. As contemplated by the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations – 4th Edition, and to the extent that such deviation or waiver does not result in any breach of the law, the committee may approve any deviation or waiver from the "Corporate code of conduct". Any such waiver or deviation will be promptly disclosed where required by applicable law.

- iii. Monitor related party transactions.
-

5. MEETINGS

- a) The committee will meet at least twice in each financial year and additionally as circumstances may require for it to undertake its role effectively.
 - b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairperson of the committee.
 - c) Where deemed appropriate by the Chairperson of the committee, meetings and subsequent approvals and recommendations can be implemented by a circular written resolution or conference call.
 - d) A quorum shall consist of at least two members of the committee. In the absence of the Chairperson of the committee or his/her nominee, the members shall elect one of their members as Chairperson of that meeting.
 - e) Decisions will be based on a majority of votes with the Chairperson having a casting vote.
 - f) The Chairperson of the committee, through the Company Secretary, will prepare a report of the actions of the committee to be included in the Board papers for the next Board meeting.
 - g) Minutes of each meeting are included in the papers for the next full Board meeting after each committee meeting.
-

6. SECRETARY

- a) The Company Secretary or his/her nominee shall be the Secretary of the committee and shall attend meetings of the committee as required.
 - b) The Secretary will be responsible for keeping the minutes of meetings of the committee and circulating them to committee members and to the other members of the Board.
 - c) The Secretary shall distribute supporting papers for each meeting of the committee as far in advance as possible.
-

7. RELIANCE ON INFORMATION OR PROFESSIONAL OR EXPERT ADVICE

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

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

- b) A professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or
 - c) Another Director or officer of the Group in relation to matters within the Director's or officer's authority.
-

8. ACCESS TO ADVICE

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

9. REVIEW OF CHARTER

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

10. REPORT TO THE BOARD

- a) The committee must report to the Board formally at the next Board meeting following from the last committee meeting on matters relevant to the committee's role and responsibilities.
- b) The committee must brief the Board promptly on all urgent and significant matters.

SCHEDULE 4 – REMUNERATION AND NOMINATION COMMITTEE CHARTER

1. ROLE

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

2. COMPOSITION

The Board will strive to adhere to the following composition requirements for the committee where at all possible. However, the Board acknowledges that the composition of the Board may not allow adherence to the following composition requirements from time to time.

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

3. PURPOSE

The primary purpose of the committee is to support and advise the Board in fulfilling its responsibilities to shareholders by:

- a) Reviewing and approving the executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;
 - b) Ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration;
 - c) Recommending to the Board the remuneration of executive Directors;
 - d) Fairly and responsibly rewarding executives having regard to the performance of the Company and its subsidiaries (if any) (Group), the performance of the executive and the prevailing remuneration expectations in the market without rewarding conduct that is contrary to the Company's values or risk appetite and having regard to the Company's commercial interest in controlling expenses;
 - e) Ensuring incentives for non-executive directors do not conflict with their obligation to bring an independent judgement to matters before the Board;
 - f) Reviewing the Company's recruitment, retention and termination policies and procedures for senior management;
-

- g) Reviewing and approving the remuneration of direct reports to the Chief Executive Officer/Managing Director, and as appropriate other senior executives; and
 - h) Reviewing and approving any equity based plans and other incentive schemes.
 - i) Maintaining a Board that has an appropriate mix of skills, knowledge of the Company and the industry in which it operates and experience to be an effective decision-making body; and
 - j) Ensuring that the Board is comprised of Directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance.
-

4. DUTIES AND RESPONSIBILITIES

a) Executive Remuneration Policy

- i. Review and approve the Group's recruitment, retention and termination policies and procedures for senior executives to enable the Company to attract and retain executives and Directors who can create value for shareholders.
- ii. Review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs.
- iii. Ensure that remuneration policies fairly and responsibly reward executives having regard to the performance of the Company, the performance of the executive and prevailing remuneration expectations in the market without rewarding conduct that is contrary to the Company's values or risk appetite and having regard to the Company's commercial interest in controlling expenses.

b) Executive Directors and Senior Management

- i. Consider and make recommendations to the Board on the remuneration for each executive Director (including base pay, incentive payments, equity awards, retirement rights, service contracts) having regard to the executive remuneration policy.
- ii. Review and approve the proposed remuneration (including incentive awards, equity awards and service contracts) for the direct reports of the Chief Executive Officer/Managing Director. As part of this review the committee will oversee an annual performance evaluation of the senior Executive Team. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.
- iii. Approve changes to the remuneration or contract terms of executive Directors and direct reports to the Chief Executive Officer/Managing Director.
- iv. Approve termination payments to executive Directors or direct reports to the Chief Executive Officer/Managing Director. Termination payments to other departing executives should be reported to the committee at its next meeting.

c) **Executive Incentive Plans (including Equity Based Plans)**

- i. Review and approve the design of any executive incentive plans (Plans).
- ii. Ensuring incentives for non-executive directors do not conflict with their obligation to bring an independent judgement to matters before the Board.
- iii. Review and approve any Plans that may be introduced in light of legislative, regulatory and market developments.
- iv. For each Plan, determine each year whether awards will be made under that Plan.
- v. Review and approve total proposed awards under each Plan.
- vi. In addition to considering awards to executive Directors and direct reports to the Chief Executive Officer/Managing Director, review and approve proposed awards under each Plan on an individual basis for executives as required under the rules governing each Plan or as determined by the committee.
- vii. Review, approve and keep under review performance hurdles for each Plan.
- viii. Review, manage and disclose the policy (if any) under which participants to a Plan may be permitted (at the discretion of the Company) to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Plan.

d) **Nominations**

- i. Periodically review and consider the structure and balance of the Board and make recommendations regarding appointments, retirements and terms of office of Directors.
- ii. Make recommendations to the Board on the appropriate size and composition of the Board.
- iii. Identify and recommend to the Board candidates for the Board after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience and after an assessment of how the candidates can contribute to the strategic direction of the Company.
- iv. Undertake appropriate checks before appointing a Director or senior executive or putting forward to security holders a candidate for election, as a Director, including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate).
- v. Ensure that all material information relevant to a decision on whether or not to elect or re-elect a Director will be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director, including:
 - o biographical details (including relevant qualifications and experience and skills);
 - o details of any other material directorships currently held by the candidate;

- where standing as a Director for the first time, confirmation that the entity has conducted appropriate checks into the candidate's background and experience and any material adverse information revealed by those checks, details of any interest, position or relationship that might materially influence their capacity to be independent and act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party, and a statement whether the Board considers the candidate is considered to be independent;
 - where standing for re-election as a Director, the term of office served by the Director and a statement whether the Board considers the candidate is considered to be independent; and
 - a statement by the Board whether it supports the election or re-election of the candidate and a summary of the reasons why.
- vi. Ensure that each Director and senior executive is personally a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment. For these purposes, a senior executive is a member of key management personnel (as defined in the Corporations Act 2001 (Cth)), other than a Director. Where the Company engages a bona fide professional services firm to provide a chief financial officer, Company Secretary or other senior executive on an outsourced basis, the agreement may be between the entity and the professional services firm.
- vii. Ensure that Directors or senior executives who are provisionally appointed give an unequivocal undertaking to resign should the Company receive an outstanding check that it considers unsatisfactory.
- viii. Prepare and maintain a Board skills matrix setting out the measurable mix of skills and diversity that the Board currently has (or is looking to achieve) to ensure the Board has the skills to discharge its obligations effectively and to add value and to ensure the Board has the ability to deal with new and emerging business and governance issues. The Company must disclose this matrix in, or in conjunction with, its Annual Report.
- ix. Approve and review induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities.
- x. Assess and consider the time required to be committed by a non-executive Director to properly fulfil his/her duty to the Company and advise the Board.
- xi. Consider and recommend to the Board candidates for election or re-election to the Board at each annual shareholders' meeting.
- xii. Review directorships in other public companies held by or offered to Directors and senior executives of the Company.
- xiii. Review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board.
- xiv. Arrange an annual performance evaluation of the Board, its committee, individual Directors and senior executives as appropriate. Such review will include a consideration of the currency of each Director's knowledge and skills

and whether Director's performance has been impacted by any other commitments.

e) **Other**

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

5. MEETINGS

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

6. SECRETARY

- a) The Company Secretary or his/her nominee shall be the Secretary of the committee, and shall attend meetings of the committee as required.
 - b) The Secretary will be responsible for keeping the minutes of meeting of the committee and circulating them to committee members and to the other members of the Board.
 - c) The Secretary shall distribute supporting papers for each meeting of the committee as far in advance as possible.
-

7. RELIANCE ON INFORMATION OR PROFESSIONAL OR EXPERT ADVICE

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

- a) An employee or contractor of the Group whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
-

- b) A professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or
 - c) Another Director or officer of the Group in relation to matters within the Director's or officer's authority.
-

8. ACCESS TO ADVICE

- a) Members of the committee have a right to access the books and records of the Company to enable them to discharge their duties as committee members, except where the Board determines that such access would be adverse to the Company's interests.
 - b) The committee may consult independent experts to assist it in carrying out its duties and responsibilities. Any costs incurred as a result of the committee consulting an independent expert will be borne by the Company.
-

9. REVIEW OF CHARTER

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

10. REPORTING

- a) The committee must report to the Board formally at the next Board meeting following from the last committee meeting on matters relevant to the committee's role and responsibilities.
 - b) The committee must brief the Board promptly on all urgent and significant matters.
 - c) The Company must disclose the policies and practices regarding the remuneration of non-executive directors, executive directors and other senior executives in the Annual Report and as otherwise required by law.
 - d) The Company must disclose the policies and practices regarding the nomination of non-executive directors, executive directors and other senior executives in, or in conjunction with, the Annual Report and as otherwise required by law.
-

SCHEDULE 5 – SUSTAINABILITY COMMITTEE CHARTER

1. ROLE

The role of the sustainability committee is to assist the Board in fulfilling its responsibilities in overseeing the Company's material sustainability related matters. This charter defines the sustainability committee's function, composition, mode of operation, authority and responsibilities.

2. COMPOSITION

The Board will strive to adhere to the following composition requirements for the committee where at all possible. However, the Board acknowledges that the composition of the Board may not allow adherence to the following composition requirements from time to time.

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

3. PURPOSE

The primary purpose of the sustainability committee is to support and advise the Board in fulfilling its responsibilities in relation to the oversight of the following 'Relevant Matters':

- a) Sustainability policies and practices;
 - b) Environmental stewardship including water resource management, biodiversity, waste and air quality, tailings facility management and land management;
 - c) Climate change strategy approved by the Board, including delivery against agreed targets and objectives;
 - d) Work health and safety ('WHS');
 - e) Diversity, equity, and inclusion strategy approved by the board, including delivery against agreed targets and objectives;
 - f) Stakeholder engagement and management (including government and community relations);
 - g) Heritage and land access;
 - h) Integrity of the Company's supply chain, including Modern Slavery;
-

4. DUTIES AND RESPONSIBILITIES

- a) Oversight of the Company's processes and procedures to manage the risks associated with each of the Relevant Matters;
- b) Regularly receiving reports from senior management on the Company's record of performance in respect of each of the Relevant Matters;
- c) Monitoring and assessing the Company's performance in relation to the Relevant Matters, including by overseeing the internal reporting mechanisms and making recommendations regarding reporting frequency and detail, as required;
- d) Approving and recommending to the Board for adoption or amendment policies and procedures on Relevant Matters;
- e) Reviewing and approving the Company's integrated report and/or sustainability report;
- f) Reviewing, assessing and making recommendations to the Board regarding the Company's environmental, social and governance ('ESG') risk exposure;
- g) Providing updates for any significant changes in sustainability risk exposures or potential liabilities or disclosure issues relating to health, safety, environmental aspects, community relations, human rights, government relations or communication matters;
- h) Advising the Board on the Company's risk appetite, tolerance and strategy with respect to Sustainability risks;
- i) Reviewing and reporting to the Board on material non-compliance by the Company with regulations and internal policies and procedures in respect of Relevant Matters;
- j) Obtaining an independent judgment from an external auditor where required regarding the Company's policies, procedures and performance on Relevant Matters;
- k) Reviewing and approving any external position statements regarding any of the Relevant Matters;
- l) Supporting independent investigation of matters reported by employees, contractors and/or other stakeholders, either directly, or through the Company's Whistleblower program, in relation to sustainability matters;
- m) The committee shall perform other duties and activities that it or the Board considers appropriate.

5. MEETINGS

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

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

6. SECRETARY

- a) The Company Secretary or his/her nominee shall be the Secretary of the committee, and shall attend meetings of the committee as required.
 - b) The Secretary will be responsible for keeping the minutes of meeting of the committee and circulating them to committee members and to the other members of the Board.
 - c) The Secretary shall distribute supporting papers for each meeting of the committee as far in advance as possible.
-

7. RELIANCE ON INFORMATION OR PROFESSIONAL OR EXPERT ADVICE

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

- a) An employee or contractor of the Group whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
 - b) A professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence;
or
 - c) Another Director or officer of the Group in relation to matters within the Director's or officer's authority.
-

8. ACCESS TO ADVICE

- a) Members of the committee have a right to access the books and records of the Company to enable them to discharge their duties as committee members, except
-

where the Board determines that such access would be adverse to the Company's interests.

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

9. REVIEW OF CHARTER

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

10. REPORTING

- a) The committee must report to the Board formally at the next Board meeting following from the last committee meeting on matters relevant to the committee's role and responsibilities.
- b) The committee must brief the Board promptly on all urgent and significant matters.
- c) The committee must oversee the sustainability annual reporting activities, a summary of which will be included in the Annual Report.

SCHEDULE 6 – REMUNERATION AND PERFORMANCE EVALUATION POLICY

1. PERFORMANCE EVALUATION

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

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

The review will include:

- a) Comparing the performance of the Board with the requirements of its charter;
- b) Examination of the Board's interaction with management;
- c) The nature of information provided to the Board by management;
- d) Management's performance in assisting the Board to meet its objectives; and
- e) An analysis of whether there is a need for existing Directors to undertake professional development.

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

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

2. REMUNERATION EVALUATION

The remuneration and nomination committee will oversee the evaluation of the remuneration of the Company's senior executives. This evaluation must be based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.

The remuneration and nomination committee will make recommendations to the Board regarding the remuneration of Non-Executive Directors.

3. REMUNERATION PACKAGES

The following principles apply to all direct employees of the Company:

- a) All direct employees receive a written contract of employment on commencement documenting total annual remuneration including any applicable fixed and variable components of their compensation package;
- b) Remuneration outcomes will be periodically benchmarked against relevant external market indicators;
- c) The remuneration and nomination committee may periodically implement targeted remuneration initiatives with regard to market circumstances and/or Company objectives;
- d) Compensation packages may contain any or all the following:
 - i. Annual base salary - reflecting the requirements of the role, qualifications and experience, the Company's legal obligations, relevant labour market conditions and personal performance;
 - ii. Performance based equity remuneration - a combination of cash and shares, options and/or performance rights programs;
 - iii. Other performance based remuneration – rewards, bonuses, special payments to reward outstanding contribution by individuals and/or teams;
 - iv. Other jurisdiction-specific benefits and entitlements;

For all Non-Executive Directors of the Company, compensation packages may contain any or all the following:

- i. Annual fees reflecting the maturity of the Company and the NED's performance, ability, qualifications and experience, the requirements of the role and the time commitment;
- ii. Equity based remuneration - issues of options, shares or securities, reflecting the contribution of the NED towards the Company's performance objectives;
- iii. Other jurisdiction-specific benefits and entitlements.

4. REMUNERATION REPORTING

An overview of remuneration programs is included in the Remuneration Report which is contained within the Company Annual Report. Remuneration is audited by the Company's auditors, and additional reporting is required for Directors and Key Management Personnel. The Remuneration Report is reviewed and approved by the remuneration and nominations committee prior to release.

SCHEDULE 7 – CONTINUOUS DISCLOSURE POLICY

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

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

The Company has in place a written policy on information disclosure and relevant procedures.

The focus of these procedures is on continuous disclosure compliance and improving access to information for investors.

The Company Secretary is responsible for:

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

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

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

- a) Prepared in compliance with ASX Listing Rules continuous disclosure requirements;
- b) Actual and not omit material information; and
- c) Expressed in a clear and objective manner to allow investors to assess the impact of the information when making investment decisions.

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

- a) All key announcements at the discretion of the Chief Executive Officer/Managing Director are to be circulated to and reviewed by all members of the Board.
- b) All members of the Board are required to seek to provide their Chief Executive Officer/Managing Director (or in his/her absence, the Company Secretary) with verbal or written contribution of each key announcement, prior to its release. Where the urgency of the subject matter precludes reference to the full Board, an announcement within this category may be approved by the Directors who are available. It is specifically acknowledged that where a continuous disclosure

obligation arises, disclosure cannot be delayed to accommodate the availability of Board members.

- c) Any relevant parties named in the announcement should also be given the opportunity to review the announcement prior to its release, to confirm all information is factually correct.
- d) All members of the Board will receive copies of all material market announcements promptly after they have been made.

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

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

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

Any new and substantive investor or analyst presentation will be released on the ASX Market Announcements Platform ahead of the presentation. Where practicable, the Company should consider providing shareholders the opportunity to participate in such presentations.

All employees must ensure that they comply with the Company's Code of Conduct and any other policies in respect of media contact and comment.

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

SCHEDULE 8 – RISK MANAGEMENT POLICY

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

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

The audit and risk committee will submit particular matters to the Board for its approval or review. Among other things it will:

- a) Oversee and periodically review the Company's risk management framework, systems, practices and procedures to ensure effective risk identification and management and compliance with the risk appetite set by the Board, internal guidelines and external requirements;
- b) Assist management to determine whether it has any material exposure to environmental or social risks (as those terms are defined in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations – 4th Edition (Recommendations):
 - i. If it does, how it manages, or intends to manage, those risks; and
 - ii. If it does not, report the basis for that determination to the Board, and where appropriate benchmark the Company's environmental or social risk profile against its peers;
- c) Consider whether the Company has a material exposure to climate change risk;
- d) Assist management to determine the key risks to the businesses and prioritise work to manage those risks;
- e) Assess whether the Company is required to publish an integrated report or a sustainability report (as those terms are defined in the Recommendations in accordance with a recognised international standard); and
- f) Review reports by management on the efficiency and effectiveness of risk management and associated internal compliance and control procedures.

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

- a) Identifying and measuring risks that might impact upon the achievement of the Company's goals and objectives, and monitoring the environment for emerging factors and trends that affect these risks;
- b) Formulating risk management strategies to manage identified risks, and designing and implementing appropriate risk management policies and internal controls; and
- c) Monitoring the performance of, and improving the effectiveness of, risk management systems and internal compliance and controls, including regular assessment of the effectiveness of risk management and internal compliance and control.

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

- a) Compliance with applicable laws and regulations;
- b) Preparation of reliable published financial information;
- c) Verifying the integrity of the Company's periodic reports which are not audited or reviewed by an external auditor, to satisfy the Board that each periodic report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions; and
- d) Implementation of risk transfer strategies where appropriate eg. insurance.

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

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

The Company must disclose at least annually whether the Board (or a committee of the Board) has completed a review of the Company's risk management framework to satisfy itself that the framework:

- a) Continues to be sound;
- b) Ensures that the Company is operating with due regard to the risk appetite set by the Board; and
- c) Deals adequately with contemporary and emerging risks such as conduct risk, digital disruption, cyber-security, privacy and data breaches, sustainability and climate change.

The Company will disclose if it has any material exposure to environmental or social risks (as those terms are defined in the Recommendations) and, if it does, how it manages, or intends to manage, those risks.

SCHEDULE 9 – TRADING POLICY

1. INTRODUCTION

These guidelines set out the policy on the sale and purchase of securities in the Company by its Key Management Personnel (as defined in the ASX Listing Rules).

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

The Company has determined that its Key Management Personnel are its Directors, executives and those employees directly reporting to the Chief Executive Officer/Managing Director.

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

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

2. WHAT TYPES OF TRANSACTIONS ARE COVERED BY THIS POLICY?

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

3. WHAT IS INSIDER TRADING?

a) Prohibition

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

- i. That person possesses information, which is not generally available to the market and if it were generally available to the market, would be likely to have a material effect on the price or value of the Company's securities (ie information that is 'price sensitive'); and
- ii. That person:
 - o buys or sells securities in the Company; or
 - o procures someone else to buy or sell securities in the Company; or
 - o passes on that information to a third party where that person knows, or ought reasonably to know, that the third party would be likely to buy or sell the securities or procure someone else to buy or sell the securities of the Company.

b) Examples

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

- i. The Company considering a major acquisition;
- ii. The threat of major litigation against the Company;
- iii. The Company's revenue and profit or loss results materially exceeding (or falling short of) the market's expectations;
- iv. A material change in debt, liquidity or cash flow;
- v. A significant new development proposal (e.g. new product or technology);
- vi. The grant or loss of a major contract;
- vii. A management or business restructuring proposal;
- viii. A share issue proposal;
- ix. An agreement or option to acquire an interest in a mining tenement, or to enter into a joint venture or farm-in or farm-out arrangement in relation to a mining tenement; and
- x. Significant discoveries, exploration results, or changes in reserve/resource estimates from mining tenements in which the Company has an interest.

c) Dealing through third parties

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

d) Information however obtained

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

e) Employee share schemes

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

4. GUIDELINES FOR TRADING IN THE COMPANY'S SECURITIES

a) General rule

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

- i. Two weeks prior to, and 48 hours after the release of the Company's Annual Report;
- ii. Two weeks prior to, and 48 hours after the release of the Half Year Report of the Company; and
- iii. Two weeks prior to, and 48 hours after the release of the Company's quarterly reports (if applicable),

(together the **Closed Periods**).

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

b) No short-term trading in the Company's securities

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

c) Securities in other companies

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

d) Exceptions

- i. Key Management Personnel may at any time:
 - o Acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;
 - o Acquire Company securities under a bonus issue made to all holders of securities of the same class;
 - o Acquire Company securities under a dividend reinvestment, or top-up plan that is available to all holders of securities of the same class;
 - o Acquire, or agree to acquire or exercise options under an employee incentive scheme (as that term is defined in the ASX Listing Rules);

- Withdraw ordinary shares in the Company held on behalf of the Key Management Personnel in an employee incentive scheme (as that term is defined in the ASX Listing Rules) where the withdrawal is permitted by the rules of that scheme;
 - Acquire ordinary shares in the Company as a result of the exercise of options held under an employee option scheme;
 - Transfer securities of the Company already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary;
 - Make an investment in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party;
 - Where a restricted person is a trustee, trade in the securities of the Company by that trust, provided the restricted person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person;
 - Undertake to accept, or accept, a takeover offer;
 - Trade under an offer or invitation made to all or most of the security holders, such as a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
 - Dispose of securities of the Company resulting from a secured lender exercising his/her rights, for example, under a margin lending arrangement;
 - Exercise (but not sell securities following exercise) an option or a right under an employee incentive scheme, or convert a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a prohibited period or the Company has had a number of consecutive prohibited periods and the restricted person could not reasonably have been expected to exercise it at a time when free to do so; or
 - Trade under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy.
- ii. In respect of any share or option plans adopted by the Company, it should be noted that it is not permissible to provide the exercise price of options by selling the shares acquired on the exercise of these options unless the sale of those shares occurs outside the periods specified in paragraph a).

Were this is to occur at a time when the person possessed inside information, then the sale of Company securities would be a breach of insider trading laws, even though the person's decision to sell was not influenced by the inside information

that the person possessed and the person may not have made a profit on the sale. Where Company securities are provided to a lender as security by way of mortgage or charge, a sale that occurs under that mortgage or charge as a consequence of default would not breach insider trading laws.

e) **Notice of periods when Key Management Personnel are not permitted to trade**

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

5. APPROVAL AND NOTIFICATION REQUIREMENTS

a) **Approval requirements**

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

b) **Approvals to buy or sell securities**

- i. All requests to buy or sell securities as referred to in paragraph a) must include the intended volume of securities to be purchased or sold and an estimated time frame for the sale or purchase.
- ii. Copies of written approvals must be forwarded to the Company Secretary prior to the approved purchase or sale transaction.

c) **Notification**

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

d) **Key Management Personnel sales of securities**

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

discussed with the Board and the Company's legal advisers prior to the execution of any sale. These discussions need to be documented in the form of a file note, to be retained by the Company Secretary.

e) **Exemption from Closed Periods restrictions due to exceptional circumstance**

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

f) **Severe financial hardship or exceptional circumstances**

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

A financial hardship or exceptional circumstances determination can only be made by examining all of the facts and if necessary obtaining independent verification of the facts from banks, accountants or other like institution.

g) **Financial hardship**

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

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

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

h) **Exceptional circumstances**

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

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

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

6. ASX NOTIFICATION FOR DIRECTORS

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

7. EFFECT OF COMPLIANCE WITH THIS POLICY

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

SCHEDULE 10 – DIVERSITY, EQUITY, AND INCLUSION POLICY

1. INTRODUCTION

Golden Deeps Limited's stated values and all the Company's related bodies corporate are committed to workplace diversity, equity, and inclusion (DE&I).

The Company recognises employee and Board DE&I directly contributes to the success of the organisation and long-term value for its shareholders. Benefits include a broader pool of high-quality employees, improved employee retention and motivation, access to different perspectives and ideas, and profiting from all available talent.

The Company is committed to inclusion at all levels of the organisation, regardless of sex, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, cultural background, socio-economic background, social or political affiliations, or perspective. Individuals are valued, included, and respected for their contributions and have equal access to opportunities and resources regardless of their characteristics.

Equity is promoted through providing individuals with access to fair and equal opportunities based on their needs and, where indicated, imbalances are addressed through adaptations and flexible working practices.

This Policy takes into consideration the Workplace Gender Equality Act [2012] and the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations [4th Edition].

This DE&I Policy applies to all the Company's employees, contractors, embedded consultants, and representatives. It does not form part of an employee's contract of employment with the Company, nor gives rise to contractual obligations. However, to the extent that the DE&I Policy requires an employee or contractor to do or refrain from doing something and at all times subject to legal obligations, the DE&I Policy forms a direction of the Company with which an employee or contractor is expected to comply.

2. OBJECTIVES

The DE&I Policy provides a framework for the Company to achieve:

- b) A diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals;
- c) A workplace culture characterised by inclusive practices and behaviours for the benefit of all staff;
- d) An inclusive workplace where discrimination, harassment, vilification and victimisation cannot and will not be tolerated;
- e) Improved employment, talent management and career development opportunities for diverse individuals;
- f) Enhanced recruitment practices whereby the best person for the job is employed, which requires the consideration of a broad and diverse pool of talent;

- g) A work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity; and
- h) Awareness in all staff of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity,

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

3. RESPONSIBILITIES

a) The Board's commitment

The Board is committed to workplace DE&I and supports representation of diverse individuals at the senior level of the Company and on the Board where appropriate.

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

The Board is responsible for developing measurable objectives and strategies to meet the objectives of the DE&I Policy (Measurable Objectives) and monitoring the progress of the Measurable Objectives through the monitoring, evaluation and reporting mechanisms listed below. The Board shall annually assess any Measurable Objectives in line with organisational growth and development, and the Company's progress towards achieving them.

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

b) Strategies

- i. The Company's DE&I strategies may include:
- ii. Recruiting from a diverse pool of candidates for all positions, including senior management and the Board;
- iii. Reviewing succession plans to ensure an appropriate focus on diversity;
- iv. Identifying specific factors to take account of in recruitment and selection processes to encourage diversity;
- v. Implementing programs to develop a broader pool of skilled and experienced senior management and Board candidates, including, workplace development programs, mentoring programs and targeted training and development;

- vi. Developing a culture which takes account of domestic, religious, and cultural responsibilities of employees; and
 - vii. Any other strategies the Board develops from time to time.
-

4. MONITORING AND EVALUATION

The Chairperson of the Board will monitor the scope and currency of this policy.

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

Measurable Objectives as set by the Board, may be included in the annual key performance indicators for the Chief Executive Officer/Managing Director and senior executives.

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

5. REPORTING

The Company will disclose, for each financial year:

- a) Any Measurable Objectives set by the Board;
- b) Progress against these Measurable Objectives; and
- c) Either:
 - i. the respective proportions of men and women on the Board, in senior executive positions (including how the Company has defined "senior executive" for these purposes) and across the whole Company; or
 - ii. if the entity is a "relevant employer" under the Workplace Gender Equality Act [2012], the entity's most recent "Gender Equality Indicators", as defined in the Workplace Gender Equality Act.

SCHEDULE 11 – WHISTLEBLOWER PROTECTION POLICY

1. BACKGROUND

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

The Company encourages reporting of violations (or suspected violations) of the Company's Code of Conduct or other examples of illegal, unethical or improper conduct and provides effective protection from victimisation or dismissal to those reporting such conduct by implementing systems of confidentiality, fair treatment and report handling. The Company has adopted this Whistleblower Protection Policy (**Whistleblower Policy**) accordingly.

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

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

2. DEFINITIONS

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

AFP means the Australian Federal Police.

APRA means the Australian Prudential Regulation Authority.

ASIC means the Australian Securities and Investments Commission.

Commissioner means the Commissioner of Taxation.

Corporations Act means the Corporations Act 2001 (Cth).

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

3. PURPOSE

The purpose of this Whistleblower Policy is to:

- a) Set out the responsibilities of the Company and its management and personnel in upholding the Company's commitment to reporting any illegal, unethical or improper conduct; and

- b) Provide information and guidance on how to report such conduct, how reports will be investigated and the support and protections available to disclosers if a report is made.
-

4. SCOPE AND AUTHORITY

- a) The Company requires all personnel to comply with this Whistleblower Policy and any applicable whistleblower laws and regulations, including the provisions under the Corporations Act and Taxation Act.
 - b) The Whistleblower Policy applies to all disclosers of Reportable Matters.
-

5. RESPONSIBILITY FOR WHISTLEBLOWER POLICY COMPLIANCE AND TRAINING

- a) The Company's board of directors (**Board**) is responsible for the overall administration of this Whistleblower Policy. The Board will monitor the implementation of this Whistleblower Policy and will review on an ongoing basis the Whistleblower Policy's suitability and effectiveness. Internal control systems and procedures will be audited regularly to ensure that they are effective in minimising the risk of non-compliance with this Whistleblower Policy.
 - b) The Board shall appoint the Company Secretary as the Whistleblower Protection Officer who will be responsible for:
 - i. Applying this Whistleblower Policy;
 - ii. Monitoring the effectiveness of relevant policies and reporting to the Board accordingly; and
 - iii. Ensuring compliance with whistleblower training and programs.
 - c) In addition to the Board and the Whistleblower Protection Officer, each of the Company's subsidiaries outside Australia has designated executives responsible for monitoring and applying this Whistleblower Policy.
 - d) A copy of this Whistleblower Policy will be made available to all personnel in such a way as will ensure the Whistleblower Policy is available to personnel wishing to use it.
 - e) All personnel are required to understand and comply with this Whistleblower Policy and to follow the reporting requirements set out in this Whistleblower Policy. To this end, regular and appropriate training on how to comply with this Whistleblower Policy will be provided to all senior managers and other relevant personnel by the Board for each business. However, it is the responsibility of all personnel to ensure that they read, understand and comply with this Whistleblower Policy.
-

6. CONSEQUENCES OF BREACHING THIS WHISTLEBLOWER POLICY

- a) A breach of this Whistleblower Policy may expose personnel and the Company to damage, including but not limited to criminal and/or civil penalties, substantial fines, loss of business and reputational damage.
 - b) A breach of this Whistleblower Policy by personnel will be regarded as a serious misconduct, leading to disciplinary action which may include termination of employment.
-

7. WHISTLEBLOWER POLICY

a) Reportable Matters

- i. Personnel are encouraged and expected to make a report under this Whistleblower Policy if they have reasonable grounds to suspect illegal, unethical and improper conduct in relation to the Company or a related body corporate, referred to as a Reportable Matter. A **Reportable Matter** consists of conduct which:
 - o Involves any kind of misconduct or an improper state of affairs or circumstances;
 - o Is dishonest, fraudulent, corrupt or involves bribery or any other activity in breach of the company's anti-bribery and anti-corruption policy;
 - o Is illegal or involves criminal conduct or other breaches of law or regulatory requirements;
 - o Is unethical or breaches any of the company's policies, charters or code of conduct;
 - o Is potentially damaging to the company, an employee or person, such as unsafe work practices, environmental damage or substantial wasting of company resources;
 - o May cause financial loss or damage in any way to the company's reputation or be otherwise detrimental to the company's interest;
 - o Involves harassment, discrimination, victimisation or bullying, or any other type of detrimental action (other than personal work-related grievances as defined in the corporations act);
 - o Amounts to an abuse of authority; or
 - o A danger, or represents a danger, to the public or financial system.

b) Making a Report

This Whistleblower Policy is intended to encourage and enable disclosers and others to raise serious concerns within the Company.

A report of a Reportable Matter under this Whistleblower Policy can be made via any of the following channels (as appropriate in the circumstances):

- i. To the Whistleblower Protection Officer either by confidential email or by phone or by mail to the Company's registered office for the attention of the Whistleblower Protection Officer;
- ii. To the relevant supervisor, senior manager or officer in the Company who makes, or participates in making, decisions that affect the whole, or a substantial part of, the business of the Company, or who has the capacity to affect significantly the Company's financial standing;
- iii. To the Chairperson of the audit and risk committee; or
- iv. Any member of the Board.

While reports can be made anonymously, it may affect the ability to investigate the matter properly and to communicate with the discloser about the report.

Nothing in this Whistleblower Policy (including anonymous reporting) should be taken in any way as restricting someone from reporting any matter or providing any information to a regulator (such as ASIC, the APRA, Commissioner), the Company's auditor or a member of the audit team, a lawyer (to obtain advice or representation) or any other person in accordance with any relevant law, regulation or other requirement.

c) Investigating a Report

Any matters reported under this Whistleblower Policy will be investigated as soon as practicable after the matter has been reported. The investigation process will be conducted in a thorough, fair and objective manner and will depend on the precise nature of the conduct being investigated. Due care and appropriate speed will be taken and reported information will be verified and relevant personnel interviewed as part of the investigative process.

The discloser may be asked for further information and will be advised of any outcomes from the investigation (subject to considerations of privacy and confidentiality).

Anonymous reports will be investigated based on the information provided.

At the end of the investigation, the relevant investigating officer will report his/her findings to the audit and risk committee Chairperson who will determine the appropriate response. This will include rectifying any unacceptable conduct and taking any action required to prevent future occurrences of the same or similar conduct as well as disciplinary action if necessary.

d) Support and Protections

- i. No victimisation or retaliation and fair treatment:
 - o A discloser who reports a violation under this Whistleblower Policy shall be treated fairly and shall not suffer detriment (either actual or threatened), harassment, intimidation, victimisation, bias, retaliation or adverse employment or engagement consequences to themselves, their

colleagues, employer (if a contractor) or their relatives. The Company will take all steps to protect disclosers from any form of detrimental treatment.

- Any personnel of the Company who retaliates against someone who has reported a possible violation may be subject to discipline by the Company or penalties under the Corporations Act or Taxation Act.
- Anyone who is subjected to detriment as a result of making a report under this Whistleblower Policy should report it in accordance with clause b) of this Whistleblower Policy.

ii. Confidentiality

- The identity of a discloser and information likely to lead to the identification of a discloser will be kept confidential subject to compliance with applicable laws unless:
 - The discloser consents;
 - The concern is reported to ASIC, APRA, the commissioner or a member of the AFP;
 - The concern is reported to a lawyer for the purpose of obtaining legal advice or representation; or
 - disclosure is required by law.

During the course of an investigation, the Company will take reasonable steps to reduce the risk of disclosing information that could identify the discloser.

Unauthorised disclosure of:

- The identity of a discloser who has made a report of a Reportable Matter; or
- Information from which the identity of the discloser could be inferred,

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

iii. Files and Records

The Company will ensure that any records relating to any reports made under this Whistleblower Policy are stored securely and only accessed by authorised personnel.

iv. Special protections under the Corporations Act

Annexure 1 sets out special protections for disclosers concerning misconduct or an improper state of affairs or circumstances in relation to the Company or a related body corporate under the Corporations Act.

v. Special protections under the Taxations Act

Annexure 2 sets out special protections for disclosers concerning misconduct or an improper state of affairs or circumstances in relation to the Company or a related body corporate under the Taxation Act.

e) **False reporting**

When making a disclosure, the discloser will be expected to have reasonable grounds to suspect the information being disclosed is true. Any deliberate false reporting of a Reportable Matter will not qualify for protection under this Whistleblower Policy and will be treated as a serious matter and may be subject to disciplinary action.

8. MONITORING AND REVIEW

- a) Material incidences reported under this Whistleblower Policy will be reported to the Board or a committee of the Board.
- b) The Board, in conjunction with the Whistleblower Protection Officer, will monitor the content, effectiveness and implementation of this Whistleblower Policy on a regular basis. There may also be independent reviews taken from time to time. Any findings, updates or improvements identified will be made addressed as soon as possible.
- c) Personnel are invited to comment on this Whistleblower Policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Board.

ANNEXURE 1 – PROTECTIONS UNDER THE CORPORATIONS ACT (2001)

The Corporations Act sets out disclosures that are protected under the Corporations Act if certain conditions are met as well as the protections available to protected disclosures. **A summary of such protections is set out below but you should refer to the Corporations Act itself for a full understanding of the conditions and protections available and the relevant definitions.**

1. PROTECTED DISCLOSURES

Disclosures will be protected if:

- a) The discloser is an **Eligible Whistleblower**, being an individual who is, or has been, any of the following:
 - i. an officer or employee of the Company;
 - ii. an individual who supplies services or goods to the Company (whether paid or unpaid) or an employee of a person that supplies goods or services to the Company;
 - iii. an associate of the Company;
 - iv. a relative, dependant or dependant of the spouse of any individual referred to at (i) to (iii) above; or
 - v. any prescribed individual under the Corporations Act;
- b) **And** the disclosure is made to:
 - i. The ASIC, APRA or a prescribed Commonwealth authority; or
 - ii. An **Eligible Recipient**, being:
 - o An officer or senior manager of the Company or a related body corporate of the Company;
 - o The Company's auditor (or a member of that audit team);
 - o An actuary of the Company or a related body corporate of the Company;
 - o The Whistleblower Protection Officer or a person authorised by the Company to receive disclosures that qualify for protection under the Corporations Act;
 - o Anyone prescribed under the Corporations Act regulations as being an eligible recipient; or
 - iii. A legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the whistleblower provisions in the Corporations Act;
- c) **And** the discloser has reasonable grounds to suspect that the information concerns misconduct, or an improper state of affairs or circumstances in relation to the Company or a related body corporate of the Company. This includes any suspicion

that the Company or its body corporate, or an officer or employee of the Company or its body corporate has engaged in conduct that:

- i. Constitutes an offence against it, or a contravention of, a provision of the Corporations Act, the Australian Securities Investments Commission Act 2001, the Banking Act 1959, the Financial Sector (Collection of Data) Act 2001, the Insurance Act 1973, the Life Insurance Act 1995, the National Consumer Credit Protection Act 2009, the Superannuation Industry (Supervision) Act 1993, or an instrument made under any such Act; or
- ii. Constitutes an offence against any other law of the Commonwealth of Australia that is punishable by imprisonment for a period of 12 months or more; or
- iii. Represents a danger to the public of the financial system; or
- iv. Is prescribed by the regulations of the Corporations Act.

d) Public interest and Emergency Disclosures

Emergency or public interest disclosures (as defined under the Corporations Act) will also be protected if made to journalists or members of Parliament in extreme cases (excluding tax matters) in circumstances where at least 90 days have passed since an earlier protected disclosure has been made without reasonable steps having been taken to address the misconduct, or there will be substantial and imminent danger to someone's health or safety.

e) Personal work-related grievances

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

2. PROTECTIONS AVAILABLE

Protected Disclosures will be given the following protections under the Corporations Act:

a) Protected disclosures not actionable

- i. the discloser will not be subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure; and
- ii. no contractual or other remedy may be enforced, and no contractual or other right may be exercised against the discloser on the basis of the disclosure; and
- iii. if the disclosure qualified for protection under the Corporations Act (including public interest and emergency disclosure), the information is not admissible as evidence against the discloser in criminal proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information.

b) Victimisation Prohibited

Anyone who causes or threatens to cause detriment (as defined in the Corporations Act) to a discloser or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages or subject to a court order.

c) Identifying information not to be disclosed

- i. A discloser's identity cannot be disclosed to a Court or tribunal except where considered necessary; and
- ii. The person receiving the report commits an offence if they disclose the substance of the report or the discloser's identity, without the discloser's consent, to anyone except an authorised disclosure to ASIC, APRA, the AFP or a lawyer for the purposes of obtaining legal advice or representation in relation to the report.

d) Costs of proceedings

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

e) Confidentiality

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

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

- i. To ASIC, APRA or a member of the AFP;
- ii. To a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the whistleblower provisions in the Corporations Act;
- iii. To a person prescribed by the regulations of the Corporations Act for this purpose;
- iv. With the consent of the discloser; or
- v. By ASIC, APRA or a member of the AFP to a Commonwealth or State or Territory authority for the purpose of assisting the authority in the performance of its functions or duties.

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

ANNEXURE 2 – PROTECTIONS UNDER THE TAXATION ADMINISTRATION ACT (1997)

The Taxation Act sets out disclosures that are protected under the Taxation Administration Act if certain conditions are met as well as protections available to protected disclosures. **A summary of such protections is set out below but you should refer to the Taxation Administration Act itself for a full understanding of the conditions and protections available and the relevant definitions.**

1. PROTECTED DISCLOSURES

Disclosures will be protected if:

- a) The discloser is an **Eligible Whistleblower**, being an individual who is, or has been, any of the following:
 - i. An officer (within the meaning of the Corporations Act) or employee of the Company;
 - ii. An individual who supplies services or goods to the Company (whether paid or unpaid) or an employee of a person that supplies goods or services to the Company;
 - iii. An associate (within the meaning of the Income Tax Assessment Act 1936) of the Company;
 - iv. A spouse, child or dependant of any individual referred to at i to iii above or of such an individual's spouse; or
 - v. Any prescribed individual under the regulations under the Taxation Act;
- b) **And** the disclosure is made to:
 - i. The Commissioner and the discloser consider that the information may assist the Commissioner to perform his or her functions or duties under a taxation law in relation to the Company or an associate of the Company; or
 - ii. An **Eligible Recipient**, being:
 - o A Director, Secretary or senior manager of the Company;
 - o An employee or officer of the Company who has functions or duties that relate to the tax affairs (within the meaning of the Taxation Act) of the Company;
 - o The Company's auditor (or a member of that audit team);
 - o A registered tax agent or BAS agent (within the meaning of the Tax Agent Services Act 2009) who provides tax agent services or BAS services to the Company;
 - o The Whistleblower Protection Officer or a person authorised by the Company to receive disclosures that qualify for protection under the Taxation Act; or

- o Anyone prescribed under the Taxation Act regulations as being an Eligible Recipient;

And the discloser has reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Company or an associate of the Company;

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

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

2. PROTECTIONS AVAILABLE

Protected Disclosures will be given the following protections under the Taxation Act:

a) **Protected disclosures not actionable**

- i. The discloser will not be subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure;
- ii. No contractual or other remedy may be enforced, and no contractual or other right may be exercised against the discloser on the basis of the disclosure; and
- iii. If the disclosure was a disclosure of information to the commissioner, the information is not admissible as evidence against the discloser in criminal proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information.

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

b) **Victimisation prohibited**

Anyone who causes or threatens to cause detriment (as defined in the Taxation Act) to a discloser or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages or subject to a court order.

c) **Identifying information not to be disclosed**

- i. A discloser's identity (or information likely to lead to the identity of the discloser) cannot be disclosed to a Court or tribunal except where considered necessary; and
- ii. The person receiving the report commits an offence if they disclose the substance of the report or the discloser's identity, without the discloser's consent, to anyone except the Commissioner, the AFP or a lawyer for the purposes of obtaining legal advice or representation in relation to the report.

d) **Costs of proceedings**

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

e) **Confidentiality**

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

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

- i. To the Commissioner or a member of the AFP;
- ii. To a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the whistleblower provisions in the Taxation Act;
- iii. To a person prescribed by the regulations of the Taxation Act for this purpose;
or
- iv. With the consent of the discloser.

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

SCHEDULE 12 – ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

1. BACKGROUND

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

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

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

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

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

2. DEFINITIONS

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

Anti-Corruption Legislation includes many laws such as the Criminal Code Act 1995 (Cth) and any applicable anti-corruption laws and regulations applicable to the location in which the Company operates.

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

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

Corruption is the abuse of entrusted power for private gain.

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

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

- a) Fall within reasonable bounds of value and occurrence;
- b) Do not influence, or are not perceived to influence, objective business judgement; and
- c) Are not prohibited or limited by applicable laws or applicable industry codes.

Government Official means:

- a) Any politician, political party, party official or candidate of political office;
- b) Any official or employee of a domestic or foreign government (whether national, state/provincial or local) or agency, department or instrumentality of any domestic or foreign government or any government-owned or controlled entity (including state-owned enterprises);
- c) Any official or employee of any public international organisation;
- d) Any person acting in a private or public official function or capacity for such domestic or foreign government, agency, instrumentality, entity or organisation;
- e) Any person who holds or performs the duties of any appointment created by custom or convention or who otherwise acts in an official capacity (including, some indigenous or tribal leaders who are authorised and empowered to act on behalf of the relevant group of indigenous peoples and members of royal families);
- f) Any person who holds themselves out to be an authorised intermediary of a government official.

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

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

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

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

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

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

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

3. PURPOSE

The purpose of this ABC Policy is to:

- a) Set out the responsibilities of the Company and its management and Personnel in upholding the Company's commitment to preventing any form of Bribery or Corruption; and
 - b) Provide information and guidance to Personnel on how to recognise and deal with any potential Bribery and Corruption issues.
-

4. SCOPE AND AUTHORITY

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

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

5. RESPONSIBILITY FOR POLICY COMPLIANCE AND TRAINING

- a) The Company's Board is responsible for the overall administration of this ABC Policy. The Board will monitor the implementation of this ABC Policy and will review on an ongoing basis the ABC Policy's suitability and effectiveness. Internal control systems and procedures will be audited regularly to ensure that they are effective in minimising the risk of non-compliance with this ABC Policy.
 - b) In addition to the Board, each of the Company's subsidiaries outside Australia has designated executives responsible for monitoring and applying this ABC Policy.
 - c) A copy of this ABC Policy will be made available to all Personnel and in such other ways as will ensure the ABC Policy is available to Personnel wishing to use it.
 - d) All Personnel are required to understand and comply with this ABC Policy and to follow the reporting requirements set out in this ABC Policy. To this end, regular and appropriate training on how to comply with this ABC Policy will be provided to all senior managers and other relevant Personnel by the Board for each business. However, it is the responsibility of all Personnel to ensure that they read, understand and comply with this ABC Policy.
-

- e) All Business Associates are required to be made aware of this ABC Policy and to undertake to comply with this ABC Policy in relation to any of their dealings with, for or on behalf of the Company.
 - f) The prevention, detection and reporting of bribery and other improper conduct addressed by this ABC Policy are the responsibility of all those working for or engaged by the Company. All Personnel should be vigilant and immediately report any breaches or suspicious activity to the officer responsible for compliance.
-

6. CONSEQUENCES OF BREACHING THIS ABC POLICY

- a) Bribery and the related improper conduct addressed by this ABC Policy are very serious offences that will be taken seriously, reviewed and thoroughly investigated by the Company. Depending on the circumstances, the incident may be referred to regulatory and law enforcement agencies.
 - b) A breach of this ABC Policy may also expose Personnel and the Company to criminal and/or civil penalties, substantial fines, exclusion from tendering for government or private contracts, loss of business and reputational damage.
 - c) Breach of this ABC Policy by Personnel will be regarded as serious misconduct, leading to disciplinary action which may include termination of employment.
-

7. POLICY

a) General

- i. Personnel must:
 - o Understand and comply with this ABC Policy and attend all relevant training;
 - o Not engage in Bribery or any other form of Corruption or improper conduct;
 - o Not make Facilitation Payments;
 - o Not offer, pay, solicit or accept Secret Commissions;
 - o Not engage in Money-laundering;
 - o Not give or accept Items of Value where to do so might influence, or be perceived to influence, objective business judgement or otherwise be perceived as improper in the circumstances.
 - o Obtain required approvals for political contributions and charitable donations;
 - o Maintain accurate records of dealings with Third Parties; and
 - o Be vigilant and report any breaches of, or suspicious behaviour related to, this ABC Policy.
 - ii. This ABC Policy does not prohibit the giving of normal and appropriate hospitality to, or receiving it from, Third Parties.
-

b) Prohibition against Bribery and Corruption

- i. The Company strictly prohibits Personnel engaging in or tolerating bribery or any other form of corruption or improper conduct.
- ii. The Company's corporate values require that in all aspects of business all Personnel act honestly, adhere to the highest ethical standards, and act in compliance with all relevant legal requirements. In this respect Personnel must not engage in bribery or any other form of corruption.
- iii. The prohibition of bribery under this ABC Policy includes the provision or conveying of an Item of Value to any third party, official or family members of officials, whether directly or indirectly, to secure any improper advantage or to obtain or retain business. This means that Personnel must not:
 - o Offer, promise or give an item of value with the intention of influencing an official or third party who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide the Company with business or an improper advantage; or
 - o Authorise the payment or provision of items of value to any other person, if it is known, or reasonably should have been known, that any portion of that payment or item of value will be passed onto an official or third party to secure an improper advantage or obtain or retain business; or
 - o Engage, or procure, a third party to make a payment or provide an item of value to an official or third party, (or to procure another person to make such payment or provision), in order to secure an improper advantage or obtain or retain business.
- iv. The prohibition of bribery under this ABC Policy also includes the request or acceptance of (or the agreement to accept) an item of value from an official or third party either:
 - o Intending that, in consequence, a function or activity should be performed improperly (whether by the requestor/acceptor or another person); or
 - o Where the request, agreement or acceptance itself constitutes the recipient's improper performance of a function or activity; or
 - o As a reward for the improper performance of a function or activity (whether by the recipient or another person).

c) Prohibition on Facilitation Payments, Secret Commissions and Money-laundering

- i. The Company does not condone the making of facilitation payments, secret commissions and money laundering.
- ii. Personnel are prohibited from:
 - o Making facilitation payments;
 - o Offering, paying, soliciting or receiving secret commissions; and
 - o Engaging in money laundering.

d) Political Contributions and Charitable Donations

i. Political Contributions

The Company prohibits Personnel from making political contributions to officials on behalf of the Company. Any donations above a level determined in Federal legislation must be disclosed annually to the Australian Electoral Commission and will be published on its website.

This ABC Policy does not seek to curtail an individual's freedom to make political contributions in their personal capacity.

The context of any other political contributions is key in determining their appropriateness. For instance, it is permissible for the Company to make a payment to attend a political function in circumstances where such payment could not be construed as an attempt to influence the political party.

If you are in any doubt as to the appropriateness of any political contribution, you should consult the Board before it is given or accepted or otherwise as soon as possible.

ii. Charitable Donations

The Company can only make charitable donations that are legal and ethical under local laws and practices. In order to ensure that donations made by the Company to charitable organisations are for proper charitable purposes, Personnel must only make donations on behalf of the Company to charitable organisations previously approved by the Company and within approved financial limits.

A list of approved charitable organisations is to be maintained by the Board and provided upon request.

e) Interactions with Officials and Third Parties must be Compliant

i. All interactions with officials, third parties and business associates must comply with this ABC Policy, and the Company and Personnel must not take any actions, whether direct or indirect, which create the appearance of impropriety regardless of whether there is any improper intent behind their actions.

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

f) Documentation and Recordkeeping

i. As part of the Company's commitment to open and honest business practice the Company requires all of its businesses to maintain accurate books of account and records.

ii. The Company and its subsidiaries must keep accurate and complete records of all business transactions:

- o In accordance with generally accepted accounting principles and practices;

- In accordance with the company's accounting and finance policies; and
 - In a manner that reasonably reflects the underlying transactions and events.
- iii. It is the responsibility of all Personnel to ensure that all business transactions are recorded honestly and accurately and that any errors or falsification of documents are promptly reported to the appropriate member of the senior management team of the relevant business, and corrected. No accounts are to be kept "off the books" to facilitate or conceal improper payments.
- iv. All Personnel must disclose and record items of value given or received in the Items of Value Register (Annexure 3).

g) Compliance with Local Laws Required

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

h) Reporting Violations and Suspected Misconduct

- i. Any Personnel or stakeholder who believes that a violation of this ABC Policy or any laws has been committed, is being committed, or is being planned, should report the matter immediately to the Board.
- ii. If anyone is unsure whether a particular act constitutes bribery, a facilitation payment, secret commission, money laundering or an improper item of value, or has any other queries, they should seek clarification from the Board.

i) Protection

- i. The Company prohibits retaliation against anyone reporting such suspicions.
- ii. Personnel who wish to raise a concern or report another's wrongdoing, or who have refused pressure to either accept or offer a bribe, should not be worried about possible repercussions. The Company encourages openness and will support any Personnel who raises genuine concerns in good faith under this ABC Policy.
- iii. If you are not comfortable, for any reason, with speaking directly to the Board, the Company has a Whistleblower Protection Policy which affords certain protections against reprisal, harassment or demotion for making the report.

8. MONITORING AND REVIEW

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

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

ANNEXURE 3 – ITEMS OF VALUE REGISTER

1. Definitions

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

- a) Fall within reasonable bounds of value and occurrence;
- b) Do not influence, or are not perceived to influence, objective business judgement; and
- c) Are not prohibited or limited by applicable laws or applicable industry codes.

Item of Value includes, amongst other things, cash, travel, meals, gifts, entertainment and hospitality and other tangible or intangible benefits or anything of value.

2. Completing the Items of Value Register

The following information is required in completing the Items of Value Register:

Receiving Items of Value
Date Received
Name, Position & Business Unit of Recipient
Name of Giver (Who is giving you the gift / entertainment)
Description of gift / entertainment
Value \$
Reason for acceptance
Decision on what will happen to gift / entertainment
Name and Position of Approving Manager (e.g. GM)

Offering Items of Value
Date Offered
Name, Position & Business Unit of Offeror
Name of Receiver (Who are you offering the gift / entertainment too)
Description of gift / entertainment
Value \$
Reason for offering
Decision on what will happen to gift / entertainment
Name and Position of Approving Manager (e.g. GM)

SCHEDULE 13 – SHAREHOLDER COMMUNICATIONS STRATEGY

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

Information is communicated to shareholders through:

1. The Annual Report is released to the ASX and placed on the Company's website and, if requested by the shareholder, may be delivered by post or via email;
2. The half yearly report which is released to ASX and also placed on the Company's website;
3. The quarterly reports which are released to ASX and also placed on the Company's website;
4. Disclosures and announcements made to the ASX, copies of which are placed on the Company's website;
5. Notices and explanatory statements of Annual General Meetings (**AGM**) and General Meetings (**GM**), copies of which are released to ASX and placed on the Company's website;
6. The Chairperson of the Board's address and the Chief Executive Officer's/Managing Director's address made at the AGMs and the GMs, copies of which are released to ASX and placed on the Company's website;
7. The Company's website on which the Company posts all announcements which it makes to the ASX as well as materials distributed at investor or analyst presentations including recordings or transcripts of such presentations; and
8. The auditor's lead engagement partner being present at the AGM to answer questions from shareholders about the conduct of the audit and the preparation and content of the auditor's report.

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

Shareholders are encouraged to participate at all GMs and AGMs of the Company. Upon the despatch of any notice of meeting to shareholders, the Company Secretary shall send out material with that notice of meeting stating that all shareholders are encouraged to participate at the meeting. The Company will ensure that appropriate technology is used to facilitate the participation of shareholders at such meetings and that meetings will be held at a reasonable time and place. Shareholders who are unable to attend meetings may ask questions or provide comments ahead of meetings. Recordings or transcripts of the meeting will also be made available on the Company's website.

All substantive resolutions at shareholder meetings will be decided by a poll rather than a show of hands.

Historical Annual Reports of the Company are provided on the Company's website.



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

ANNEXURE 4 – DEFINITION OF INDEPENDENCE

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

- a) Is, or has been, employed in an executive capacity by the Company or any of its child entities and there has not been a period of at least three years between ceasing such employment and serving on the Board;
- b) Receives performance-based remuneration (including options or performance rights), or participates in an employee incentive scheme of the Company;
- c) Is, or has been within the last three years, in a material business relationship (eg as a supplier, professional adviser, consultant or customer) with the Company or any of its child entities, or is an officer of, or otherwise associated with, someone with such a relationship;
- d) Is, represents, or is or has been within the last three years an officer or employee of, or professional adviser to, a substantial holder of the Company;
- e) Has close personal ties with any person who falls within any of the categories described above; or
- f) Has been a Director of the Company for such a period that their independence from management and substantial holders may have been compromised.

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

SCHEDULE 14 – WORK HEALTH AND SAFETY POLICY

1. INTRODUCTION

Golden Deeps Limited is committed to protecting the health and safety of its employees, contractors, visitors, and the communities within which we operate. The Company strives to continually improve its workplace health and safety performance through risk management, training, supervision, and consultation with employees and contractors.

This Policy reflects the Company's intent to deliver on measurable objectives and targets that will drive the continuous improvements necessary to pursue a zero harm workplace.

2. OBJECTIVES

The Work Health and Safety Policy provides a framework for the Company to commit to:

- a) Fostering a culture of zero harm with supporting processes to achieve this goal;
- b) Striving to integrate risk management into all aspects of our activities;
- c) Establishing measurable workplace health and safety objectives and targets to prevent work related incidents and harm;
- d) Promoting wellness, occupational health and hygiene;
- e) Accountability of management, employees and contractors to ensure that workplace practices comply with applicable legislation, regulations, codes of practice, and company standards as a minimum, including:
 - i. Taking reasonable care of our own, and others, health and safety through compliance with safe work practices;
 - ii. Presenting in the workplace as fit for work, especially with consideration to the hazards of alcohol, drug use, fatigue, stress, injury, illness, and emotional distress;
 - iii. Wearing personal protective equipment and clothing where required;
 - iv. Reporting all incidents and injuries immediately to a supervisor;
 - v. Reporting any observed hazards immediately to a supervisor;

3. MONITORING AND EVALUATION

The Board will annually review the scope and currency of this policy.

The Company is responsible for implementing, monitoring and reporting on any set measurable objectives.

4. REPORTING

The Company will disclose, for each financial year:

- a) Any measurable objectives set by the Board;
- b) Progress against these measurable objectives.

SCHEDULE 15 – SUSTAINABILITY POLICY

1. INTRODUCTION

Golden Deeps Limited is committed to continuous improvement and the integration of sustainable practices into all aspects of the business and its governance. Our strategy is to operate ethically, safely, and efficiently in balancing the economic, environmental, and social aspects of our business. This is essential to successfully mitigating risks and creating sustainability and long-term value for shareholders and other stakeholders.

The Company acknowledge the impacts of climate change and commits to proactively minimising our carbon footprint through effective management of resources.

The Company will pursue alignment with leading practice frameworks, particularly The Mineral Council of Australia's (MCA) Australian Minerals Industry Framework for Sustainable Development: Enduring Value, The International Council on Mining and Metals 10 Principles of Sustainable Development, and the United Nations Sustainable Development Goals (SDGs).

2. PURPOSE

The Purpose of this policy is to:

- a) Make explicit the sustainability objectives of the Company;
- b) Reinforce the expectation that all employees and contractors are responsible for implementing sustainable systems and pursuing continuous improvement when undertaking tasks.

3. OBJECTIVES

The Company is committed to pursuing the MCA's 10 Principles of Enduring Value:

- I. Implement and maintain ethical business practices and sound systems of corporate governance;
- II. Integrate sustainable development principles into company policies and practices;
- III. Uphold fundamental human rights and respect cultures, customs and values in dealings with employees and others who are affected by our activities;
- IV. Implement risk management strategies based on valid data and sound science;
- V. Seek continual improvement of our health and safety performance;
- VI. Seek continual improvement of our environmental performance;

- VII. Contribute to conservation of biodiversity and integrated approaches to land use planning;
- VIII. Facilitate and encourage responsible product design, use, re-use, recycling and disposal of our products;
- IX. Contribute to the social, economic and institutional development of the communities in which we operate;
- X. Implement effective and transparent engagement, communications and independently verified reporting arrangements with stakeholders.

SCHEDULE 16 – SUSTAINABLE OFFICE AND TRAVEL STRATEGY

Golden Deeps Limited is committed to protecting the environment through high standards of environmental responsibility in our office and travel practices. We recognise the importance of actions which contribute to waste minimisation and a net-zero emissions future and commit to:

Reducing Energy Usage and Waste:

1. Energy efficient lighting, including sensor lights in bathroom and kitchen areas;
2. Switching off lights and equipment when not in use;
3. Where practical, using laptops and tablets rather than desktop computers, closing unused applications, reducing screen brightness, powering off screens rather than using screen savers, clearing emails, and considered use of network storage;
4. Utilising natural ventilation and setting heating and cooling temperatures for a balance between comfort and energy use;
5. Adopting a hierarchical approach to waste reduction by focusing, in order of preference, on prevention, re-use, recycling, other recovery or, as last resort, disposal;
6. Prioritising local suppliers to reduce energy use, carbon footprint, and waste in our supply chain;
7. Where practical, use of digital documents rather than paper. Where paper is necessary, use of recycled carbon neutral paper which is then re-used and recycled;
8. Recycling of paper, plastics, glass, ink cartridges, and electronic waste;
9. Supplying re-usable crockery, cutlery, and glassware;
10. Where practical, use of natural or biodegradable cleaning, bathroom and kitchen products.

Sustainable Travel:

1. Where practical, undertaking agile working practices giving employees more choice of where and when they work;
2. Ensuring appropriate systems, technology and support are in place to facilitate communications that reduce the need for business travel;
3. Promoting cost effective and sustainable travel, including public transport, ride sharing, car-pooling, and cycling;
4. Consideration of logistics to maximise efficient usage of the company vehicle for site visits;
5. Where hiring a vehicle is necessary for travel to site, booking the lowest emissions vehicle possible that is fit for purpose;
6. Operating a centralised booking system for all domestic and overseas travel, facilitating the capture of emissions information;

7. Where possible, booking the form of air travel that minimises our carbon impact, including newer aircraft and direct routes;
8. Purchasing carbon off-sets for business travel;
9. Where possible, booking green certified accommodation;
10. Exploring further options to incentivise employees to reduce travel related emissions.

SCHEDULE 17 – HUMAN RIGHTS POLICY

1. HUMAN RIGHTS

Human rights recognise the inherent value of each person, based on the principles of equality, dignity, and mutual respect.

Golden Deeps Limited is committed to respecting and promoting human rights. Through continued review of our policies, processes, and systems, the Company strives to identify and mitigate any risk of adverse human rights impacts.

Our approach to protecting human rights of all stakeholders will be informed by the International Bill of Rights, the United Nations Guiding Principles on Business and Human Rights, the United Nations Voluntary Principles on Security and Human Rights, and ICMM Mining Principle 3 on Human Rights. The Company will comply with all applicable laws in the jurisdictions within which we operate.

The Company provides safe and accessible grievance channels for stakeholders to raise any concerns or complaints about human rights issues.

2. MODERN SLAVERY

As part of our commitment to protecting human rights, the Company makes the following:

Modern Slavery Voluntary Statement:

Modern slavery occurs when offenders use coercion, threats, or deception to exploit victims and withhold their freedom. Practices include human trafficking, forced labour, child labour, servitude, slavery, and debt bondage.

As a responsible and ethical corporate citizen, Golden Deeps Limited supports the global movement towards eradicating all forms of modern slavery. The Company commits to assessing and addressing any modern slavery risks. Systems and processes will be monitored to avoid any complicity in modern slavery or human rights violations related to our operations, our activities and our supply chains.

The Company will not tolerate any form of slavery and human trafficking in our operations, activities and associated supply chains.

3. APPLICABLE LEGISLATION

The Company's approach will be informed by The Commonwealth Modern Slavery Act 2018, the United Nations Guiding Principles on Business and Human Rights, the United Nations Voluntary Principles of Security and Human Rights, and other relevant international and domestic legislation, standards, and guidelines.

4. COMPLIANCE

The Company expects all its consultants, contractors, advisors, suppliers and other stakeholders to adhere to these modern slavery and human rights values and practices.