



Corporate Governance Plan & Policies

Southern Hemisphere Mining Limited

ACN 140 494 784

(Company)

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Corporate Governance Plan

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BOARD CHARTER

Introduction

The Board of the Company (**Board**) has the ultimate responsibility to its shareholders for the strategy and performance of the Company in general. The Board is dedicated to fulfilling these duties in a lawful and professional manner, and with the utmost integrity and objectivity. As such, the Board actively pursues best practice governance processes.

Good governance policies and processes are critical for ensuring that the Company is governed in the best interests of the Company as a whole. With this point in mind, the Board has decided to articulate and formalise the corporate governance framework within which the Company operates.

Our Purpose

Our purpose is to grow and create shareholder value with a focus to be a leading copper-gold producer.

Our Strategy

Our aim is to explore on a cost effective and innovative basis to realise superior shareholder value within the world class mineral provinces.

Our Values

- Safety and sustainability

Never compromise the health and safety of our employees, contractors or people in the communities in which we operate and stay committed to strong environment management and social responsibility.

- Integrity

Doing what is right and doing what we say we will do.

- Respect

Embracing diversity and culture and fostering mutually beneficial relationships built on trust.

- Performance

Utilising exploration technology and management experience to make well informed decisions in a timely and prudent manner.

This document outlines the Company's corporate governance policy in the form of a Board Charter, which is a written policy document that defines the respective roles, responsibilities and authorities of the Board, both individually and collectively, and of management in setting the direction, management and the control of the organisation. As such, it establishes the guidelines within which the Directors and Officers are to operate as they carry out their respective roles. It does not in any way constitute legal advice or act as a substitute for legal advice.

The Board is cognisant of the Company's current size, nature and scale of activities and that it currently may not comply with all of the Corporate Governance Principles and Recommendations (4th Edition) published by the ASX Corporate Governance Council. However, the Company will state in its Annual Report its current position on these matters and a regular review will be undertaken to assess the applicability of the current procedures.



The purpose of this Board Charter is to document the policies upon which the Board has decided to meet its legal and other responsibilities.

The Company's Board Charter has four major sections:

- (a) Part A – Defining Governance Roles;
- (b) Part B – Board Processes; (c) Part C – Key Board Functions; and (d) Part D – Continuing Improvement.

While it is acknowledged that good governance is an important component of a successful company, it is also recognised that it is contingent upon the context in which it is practiced. Therefore, corporate governance needs to be a dynamic process. This Charter will need to be regularly reviewed and updated to reflect changes in the legal framework within which the Company operates, and amendments and developments in Board policies and procedures. It is the responsibility of the Company Secretary to ensure that the Board is consulted regarding any changes and updates, that the Charter is kept current and is reviewed and amended on a yearly basis, and that all Board members are provided with the latest versions of the Charter.

The Company recognises the overriding importance of its legal obligations which arise from various sources. Accordingly, nothing in this Charter must conflict with the Company's Constitution (**Constitution**), the Corporations Act or the ASX Listing Rules. If such a conflict occurs, the Constitution, Corporations Act and the ASX Listing Rules shall prevail.

Any reference to gender in this Charter should be interpreted as applicable to both males and females.

PART A - DEFINING GOVERNANCE ROLES

1. The role of the Board

The Board is ultimately responsible for all matters relating to the running of the Company.

The Board's role is to govern the Company rather than to manage it. In governing the Company, the Directors must act in the best interests of the Company as a whole. It is the role of Senior Management to manage the Company in accordance with the direction and delegations of the Board and the responsibility of the Board to oversee the activities of management in carrying out these delegated duties. Thus, except when dealing with specific management delegations of individual Directors (particularly Executive Directors), it is misleading to refer to the management function of the Board.

The Board has the final responsibility for the successful operations of the Company. In general, it is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of the Company. It is required to do all things that may be necessary to be done in order to carry out the objectives of the Company. In carrying out its governance role, the main task of the Board is to drive the performance of the Company. The Board must also ensure that the Company complies with all of its contractual, statutory and any other legal obligations, including the requirements of any regulatory body.

Without intending to limit this general role of the Board, the principal functions and responsibilities of the Board include the following:

- (a) providing leadership to the Company by:
 - (i) guiding the development of an appropriate culture and values for the Company through the establishment and review of Codes of Conduct, rules and procedures to enforce ethical behaviour, underpin the desired culture within the Company and provide guidance on appropriate work methods;
 - (ii) defining the Company's purpose; and
 - (iii) always acting in a manner consistent with the Company's culture and Code of Conduct;
- (b) overseeing the development and implementation of an appropriate strategy by:
 - (i) working with the Senior Management team to ensure that an appropriate strategic direction and array of goals are in place;
 - (ii) regularly reviewing and amending or updating the Company's strategic direction and goals;
 - (iii) ensuring that an appropriate set of internal controls are implemented and reviewed regularly;
 - (iv) ensuring an appropriate framework exists for relevant information to be reported by management to the Board;

- (v) when required, overseeing planning activities including the development and approval of strategic plans, annual plans; annual corporate budgets and long-term budgets including operating budgets, capital expenditure budgets and cash flow budgets;
- (vi) reviewing the progress and performance of the Company in meeting these plans and corporate objectives, including reporting the outcome of such reviews on at least an annual basis;
- (c) overseeing the control and accountability systems that ensure the Company is progressing towards the goals set by the Board and in line with the Company's purpose, the agreed corporate strategy, legislative requirements and community expectations;
- (d) ensuring corporate accountability to the shareholders primarily through adopting an effective shareholder communications strategy, encouraging effective participation at general meetings and, through the Chair, being the key interface between the Company and its shareholders;
- (e) ensuring the integrity of the Company's accounting systems including the external audit;
- (f) ensuring robust and effective risk management (for both financial and nonfinancial risks), compliance, continuous disclosure and control systems (including legal compliance) are in place and operating effectively;
- (g) appointing, and where necessary removing and/or replacing, the Chair;
- (h) being responsible for the Company's senior management and personnel including:
- (i) directly managing the performance of the Chief Executive Officer (**CEO**) including:
 - (A) appointing and remunerating the CEO;
 - (B) providing advice and counsel to the CEO including formal reviews and feedback on his or her performance; and
 - (C) overseeing the development or removal of the CEO, where necessary;
- (ii) ratifying the appointment, the terms and conditions of the appointment and, where appropriate, removal of the Chief Financial Officer (**CFO**) and/or Company Secretary and other senior executives;
- (iii) ensuring appropriate checks are undertaken prior to the appointment of senior executives;
- (iv) ensuring that an appropriate succession plan for the CEO, CFO and Company Secretary is in place; and

- (v) when required, ensuring appropriate human resource systems (including OH&S systems) are in place to ensure the well-being and effective contribution of all employees;
- (i) delegating appropriate powers to the CEO, management and committees to ensure the effective day-to-day management of the business and monitoring the exercise of these powers;
- (j) ensuring that the Company's Remuneration & Nomination policy, if adopted, or otherwise the Company's remuneration and nomination processes are aligned with the entity's purpose, values, strategic objectives and risk appetite.
- (k) ensuring Directors receive briefings on material developments in laws, regulations and accounting standards relevant to the Company; (l) where required, challenging management and holding it to account; and
- (m) making all decisions outside the scope of these delegated powers.

The detail of some Board functions will be handled through Board Committees as and when the size and scale of operations requires such committees. However, the Board as a whole is responsible for determining the extent of powers residing in each Committee and is ultimately responsible for accepting, modifying or rejecting Committee recommendations.

2. Board structure

2.1 Number of Directors

The Board has determined that, consistent with the size of the Company and its activities, the Board shall be comprised of a minimum three (3) Directors, three of whom shall be non-executive.

The Board's policy is that the majority of Directors shall be independent, non-executive Directors at a time when the size of the Company and its activities warrants such a structure. This will ensure that all Board discussions or decisions have the benefit of outside views and experience, and that the majority of Directors will be free of any interests or influences that could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company.

The Board has adopted the definition of independence set out in the ASX Corporate Governance Council Corporate Governance Principles and Recommendations (4th Edition) as set out in Annexure A.

The independence of the Company's Non-Executive Directors will be assessed on an ongoing basis.

In the opinion of the Board, all Directors should bring specific skills and experience that add value to the Company.

When considering the potential reappointment of an existing director, the Board will take into account its skills matrix which sets out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.

When considering vacancies, the Board will take into account a candidate's capacity to enhance the skills matrix and experience of the Board.

2.2 Appointment of Directors

The Company may, by ordinary resolution, increase or decrease the number of Directors and may also determine in what rotation the increased or decreased number is to go out of office and otherwise in accordance with the Constitution. The Company will undertake appropriate checks before appointing a person and provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.

2.3 Skills required on the Board

The Board will review capabilities, technical skills and personal attributes of its directors. It will normally review the Board's composition against those attributes and recommend any changes in Board composition that may be required. An essential component of this will be the time availability of Directors.

2.4 Written agreement

The Company shall have a written agreement with each Director and senior executive setting out the terms of their appointment. The agreement should be with the Director or senior executive personally unless the Company is engaging a bona fide professional services firm.

2.5 Duration of appointment

In the interest of ensuring a continual supply of new talent to the Board, non-executive Directors will serve for a maximum of 10 years unless there are exceptional circumstances. The exception to this policy is that a Director who is serving as Chair at the conclusion of the usual maximum term may serve an additional term in that role. If a Director has served in their position for more than 10 years, the Board will regularly assess if their independence may have been compromised.

2.6 Vacation of office

Subject to clause 2.5, it is envisaged that Directors shall remain on the Board until required to vacate the office by law or as detailed in the Constitution.

3. The role of individual Directors

As members of the peak decision-making body in the Company, Directors share ultimate responsibility for the Company's overall success. Therefore, Directors have an individual responsibility to ensure that the Board is undertaking its responsibilities. Directors need to ensure that the Board is providing:

- (a) leadership to the Company, particularly in the areas of ethics and culture;
- (b) a clear and appropriate strategic direction;
- (c) upholding the Company's values;

- (d) accountability to key stakeholders, particularly shareholders;
- (e) oversight of policies;
- (f) oversight of all control and accountability systems including all financial operations and solvency, risk management, monitoring conduct that is inconsistent with the Company's code of conduct and compliance with material legal and regulatory requirements;
- (g) an effective senior management team and appropriate personnel policies as and when required; and
- (h) timely and effective decisions on matters reserved to it.

3.1 Directors' code of conduct

In accordance with legal requirements and agreed ethical standards, Directors and key executives of the Company:

- (a) will act honestly, in good faith and in the best interests of the whole Company;
- (b) owe a fiduciary duty to the Company as a whole;
- (c) have a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office;
- (d) will undertake diligent analysis of all proposals placed before the Board;
- (e) will act with a level of skill expected from directors and key executives of a publicly listed company;
- (f) will use the powers of office for a proper purpose, in the best interests of the Company as a whole;
- (g) will demonstrate commercial reasonableness in decision making;
- (h) will not make improper use of information acquired as Directors and key executives;
- (i) will not disclose non-public information except where disclosure is authorised or legally mandated;¹
- (j) will keep confidential, information received in the course of the exercise of their duties and such information remains the property of the Company from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the person from whom the information is provided, or is required by law;
- (k) will not take improper advantage of the position of Director² or use the position for personal gain or to compete with the Company;
- (l) will not take advantage of Company property or use such property for personal gain or to compete with the Company;
- (m) will protect and ensure the efficient use of the Company's assets for legitimate business purposes;¹
- (n) will not allow personal interests, or the interest of any associated person, to conflict with the interests of the Company;
- (o) have an obligation to be independent in judgment and actions and directors will take all reasonable steps to be satisfied as to the soundness of all decisions of the Board;
- (p) will make reasonable enquiries to ensure that the Company is operating efficiently, effectively and legally, towards achieving its goals;
- (q) will not engage in conduct likely to bring discredit upon the Company;²

- (r) will encourage fair dealing by all employees with the Company's customers, suppliers, competitors and other employees as and when those dealings occur;¹
- (s) will encourage the reporting of unlawful/unethical behaviour and actively promote ethical behaviour and protection for those who report violations in good faith;¹
- (t) will give their specific expertise generously to the Company; and
- (u) have an obligation, at all times, to comply with the spirit, as well as the letter of the law and with the principles of this Code.²

¹ From the ASX Corporate Governance Council's Corporate Governance Principles.

² From the AICD Code of Conduct.

3.2 Expectations of Directors in Board process

Since the Board needs to work together as a group, Directors need to establish a set of standards for Board meetings. At the Company, it is expected that Directors shall, in good faith, behave in a manner that is consistent with generally accepted procedures for the conduct of meetings at all meetings of the Board. This will include, but not be limited to:

- (a) behaving in a manner consistent with the letter and spirit of the Company's Code of Conduct;
- (b) acting in a businesslike manner;
- (c) acting in accordance with the Constitution and Board policies;
- (d) addressing issues in a confident, firm and friendly manner;
- (e) preparing thoroughly for each Board or Committee event;
- (f) using judgment, common sense and tact when discussing issues;
- (g) minimising irrelevant conversation and remarks;
- (h) ensuring that others are given a reasonable opportunity to put forward their views;
- (i) refraining from interruption or interjection when a speaker has the floor; and
- (j) being particularly sensitive in interpreting any request or direction from the Chair that aims to ensure the orderly and good-spirited conduct of the meeting.

Directors are expected to be forthright in Board meetings and have a duty to question, request information, raise any issue, and fully canvas all aspects of any issue confronting the Company, and cast their vote on any resolution according to their own judgment.

Outside the boardroom, however, Directors will support the letter and spirit of Board decisions in discussions with all stakeholders including any shareholders, special interest groups, customers, staff, suppliers and any other parties.

Directors will keep confidential all Board discussions and deliberations. Similarly, all confidential information received by a Director in the course of the exercise of the Director's duties remains the property of the Company and is not to be discussed outside the boardroom. It is improper to disclose it, or allow it to be disclosed, unless that disclosure is required by law and in any event should not be disclosed without appropriate authorisation.

3.3 Conflict of interest and related party transactions

(a) Conflicts of interest

Directors must disclose to the Board actual or potential conflicts that may or might reasonably be thought to exist between the interests of the Director and the interests of the Company. On appointment, Directors will have an opportunity to declare any such interests.

Directors should update this disclosure by notifying the Company Secretary in writing as soon as they become aware of any conflicts. Directors are also expected to indicate to the Chair any actual or potential conflict of interest situation as soon as it arises.

The Board can request a Director to take reasonable steps to remove the conflict of interest. If a Director cannot or is unwilling to remove a conflict of interest then the Director must absent himself or herself from the room when discussion and voting occur on matters to which the conflict relates. The entry and exit of the Director concerned will be minuted by the Company Secretary. Directors do not have to give notice of a conflict or absent themselves in accordance with section 191(2) or section 195 of the Corporations Act, including, without limitation when either:

- (i) conflict of interest relates to an interest common to all Company members/shareholders; or
- (ii) the Board passes a resolution that:
 - (A) identifies the Director, the nature and extent of the Director's interest; and
 - (B) clearly states that the other Directors are satisfied that the interest should not disqualify the Director concerned from discussion and/or voting on the matter.

(b) Related party transactions

Related party transactions include any financial transaction between a Director or officer and the Company and will be reported in half yearly and annual reports.

In general, the Corporations Act requires related party transactions to be approved by the shareholders; the Board cannot, except in certain limited circumstances, approve these transactions. Examples of exemptions to this requirement occur where the financial benefit is given on arm's length terms, or is considered to be reasonable remuneration to an officer or employee.

The Board has also resolved that where applications are made by a related party to a Director or officer of the Company then the Director or officer shall exclude himself/herself from the approval process.

Related party for this process has the meaning given to that term in Section 228 of the Corporations Act and includes:

- (i) a spouse or de facto spouse of the Director or officer;
- (ii) a parent, son or daughter of the Director or officer or their spouse or de facto spouse; or
- (iii) an entity over which the Director or officer or a related party defined in paragraph (i) or (ii) has a controlling interest.

3.4 Emergency contact procedures

As there is the occasional need for urgent decisions, Directors should leave with the Company Secretary any contact details, either for themselves or for a person who knows their location, so that all Directors can be contacted within 24 hours in cases of a written resolution or other business.

4. The role of the Chair

The Chair's role is a key one within the Company. The Chair is considered the "lead" Director and utilises his/her experience, skills and leadership abilities to facilitate the governance processes. Where possible the Chair should be an independent Director and not be the same person as the CEO of the Company.

There are two main aspects to the Chair's role. They are the Chair's role within the boardroom and the Chair's role outside the boardroom.

4.1 Inside the boardroom

Inside the boardroom the role of the Chair is to:

- (a) Establish and approve the agenda for Board meetings in consultation with the CEO;
- (b) chair Board meetings;
- (c) ensure adequate time in Board meetings for discussion of all agenda items including strategic issues;
- (d) be clear on what the Board has to achieve, both in the long and short term;
- (e) provide guidance to other Board members about what is expected of them;

- (f) facilitating effective contribution of all directors and promoting constructive and respectful relations between directors and between the Board and management;
- (g) ensure that Board meetings are effective in that:
 - (i) the right matters are considered during the meeting (for example, strategic and important issues);
 - (ii) matters are considered carefully and thoroughly;
 - (iii) all Directors are given the opportunity to effectively contribute; and
 - (iv) the Board comes to clear decisions and resolutions are noted;
- (h) brief all Directors in relation to issues arising at Board meetings; (i) ensure that the decisions of the Board are implemented properly; and
- (j) ensure that the Board behaves in accordance with its Code of Conduct.

4.2 Outside the boardroom

Outside the boardroom the role of the Chair is to:

- (a) in conjunction with the CEO, undertake appropriate public relations activities;
- (b) be the spokesperson for the Company at the AGM and in the reporting of performance and profit figures;
- (c) be the major point of contact between the Board and the CEO;
- (d) be kept fully informed of current events by the CEO on all matters which may be of interest to Directors;
- (e) regularly review with the CEO, and such other senior officers as the CEO recommends, progress on important initiatives and significant issues facing the Company; and
- (f) provide mentoring for the CEO.

5. The role of the Company Secretary

The Company Secretary is charged with facilitating the Company's corporate governance processes and so holds primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively. The Company Secretary is accountable to the Board, through the Chair, on all governance matters and reports directly to the Chair as the representative of the Board. The Company Secretary is appointed and dismissed by the Board and all Directors have, as of right access to the Company Secretary.

The tasks of the Company Secretary shall include:

- (a) Meetings and minutes

- (i) notifying the directors in advance of a meeting of the Board;
 - (ii) ensuring that the agenda and Board papers as and when they are required, are prepared and forwarded to Directors prior to Board meetings;
 - (iii) recording, maintaining and distributing the minutes of all Board and Board Committee meetings as required;
 - (iv) maintaining a complete set of Board papers at the Company's main office, preparing for and attending all annual and extraordinary general meetings of the Company;
 - (v) recording, maintaining and distributing the minutes of all general meetings of the Company; and
 - (vi) ensuring all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.
- (b) Compliance
- (i) overseeing the Company's compliance program and ensuring the Company's compliance and reporting obligations are met;
 - (ii) ensuring all requirements of ASIC, the ATO and any regulatory bodies are fully met; and
 - (iii) providing counsel on corporate governance principles and Director liability.
- (c) Governance administration
- (i) maintaining a Register of Company Policies as approved by the Board;
 - (ii) maintaining, updating and ensuring that all Directors have access to an up-to-date copy of the Board Charter and associated governance documentation;
 - (iii) maintaining the complete list of the delegations of authority;
 - (iv) reporting at Board meetings the documents executed under a power of attorney, or under the common seal; and
 - (v) any other services the Chair or Board may require.

6. The role of the CEO

The CEO is responsible for the attainment of the Company's goals and vision for the future, in accordance with the strategies, policies, programs and performance requirements approved by the Board. The position reports directly to the Board.

If there is no CEO appointed at any given time, the Board will nominate another executive director to undertake the role/responsibilities assigned to the CEO under this Board Charter.

The CEO's primary objective is to ensure the ongoing success of the Company through being responsible for all aspects of the management and development of the Company. The CEO is of critical importance to the Company in guiding the Company to develop new and imaginative ways of winning and conducting business. The CEO must have the industry knowledge and credibility to fulfil the requirements of the role.

The CEO will, as and when the size, nature and scale of the Company's activities requires it, manage a team of executives responsible for all functions contributing to the success of the Company.

The CEO's specific responsibilities will include:

- (a) develop, in conjunction with the Board, the Company's vision, values, and goals; (b) responsibility for the achievement of corporate goals and objectives;
- (c) development of short, medium and long-term corporate strategies and planning to achieve the Company's vision and overall business objectives;
- (d) preparation of business plans and reports with the Senior Management;
- (e) developing with the Board the definition of ongoing corporate strategy;
- (f) implementing and monitoring strategy and reporting/presenting to the Board on current and future initiatives;
- (g) advise the Board regarding the most effective organisational structure and oversee its implementation;
- (h) assessment of business opportunities of potential benefit to the Company;
- (i) responsibility for proposals for major capital expenditure to ensure their alignment with corporation strategy and justification on economic grounds;
- (j) sustain competitive advantage through maximising available resources, encouraging staff commitment and strategically aligning the corporate culture with the organisation's goals and objectives;
- (k) establish and maintain effective and positive relationships with Board members, shareholders, customers, suppliers and other government and business liaisons;
- (l) undertake the role of key Company spokesperson;
- (m) recommend policies to the Board in relation to a range of organisational issues including delegations of authority, consultancies and performance incentives;
- (n) ensure statutory, legal and regulatory compliance and comply with corporate policies and standards;
- (o) ensure appropriate risk management practices and policies are in place;
- (p) develop and motivate direct reports and their respective teams;
- (q) select and appoint key staff as and when required (direct reports); and
- (r) ensure there is an appropriate staff appraisal system in place in the Company.

PART B - BOARD PROCESSES

1. Board meetings

Board meetings are a fundamental component of governance processes. Each Board meeting is critical, as it is the main opportunity for directors to:

- (a) obtain and exchange information with the Senior Management team;
- (b) obtain and exchange information with each other; and
- (c) make decisions.

The Board meeting agenda is equally as important because it shapes the information flow and subsequent discussion.

1.1 Meeting frequency

Given the size of the Company and the scale of its activities the Board will meet not less than six times per year and, unless otherwise agreed, Committees will generally meet on a quarterly basis. Where Board and Committee meetings are scheduled for the same month, where possible, Committee meetings will precede the Board meeting by at least one week to allow the circulation of the minutes of the Committee meeting prior to the Board meeting.

1.2 Meeting time and location

The Board usually meets at the offices of the Company in Australia. The commencement time will vary depending on the agenda of each individual meeting, the availability of key participants and the location in which the meeting is taking place.

1.3 Meeting language

If a Director does not speak the language in which the Board meeting is proposed to be held in and key documents written, processes will be adopted to ensure that the Director understands and can contribute to discussions at those meetings and understand and discharge their obligations in relation to those documents.

1.4 Meeting cycle

When the size of the Company and the scale of its activities warrants it, and to assist the smooth running of Board processes, the Board will adopt an indicative monthly cycle as follows. The indicative cycle gives Board members seven days to review the agenda and Board papers to save valuable time at meetings by being prepared for discussions and allowing them to seek clarification or further information in advance on ambiguous items.

Under normal circumstances and when warranted, Board meetings shall follow the following monthly cycle:

ITEM	DAY
Draft agenda prepared by the Company Secretary	-7
Company Secretary updates actions arising from the previous meeting	-7
Company Secretary reviews the proposed agenda with the Chair	-7

Board papers and agenda are finalised	-3
Board papers are printed	-3
All Board papers are circulated to Board meeting attendees	-3
Board meeting	0
Draft minutes sent to Chair	3-5
Draft minutes sent to Directors	6-10

All days indicated are calculated in relation to the Board meeting day (day zero).

Please note that this is an indicative cycle only. The actual timing of events in the lead up to and follow up from Board meetings will be dependent upon the circumstances surrounding each individual meeting.

1.5 Conduct of meeting

The Chair will determine the degree of formality required at each meeting while maintaining the decorum of such meetings. As such the Chair will:

- (a) ensure that all members are heard;
- (b) retain sufficient control to ensure that the authority of the Chair is recognised. This may require a degree of formality to be introduced if this is necessary to advance the discussion;
- (c) take care that the decisions are properly understood and well recorded; and
- (d) ensure that the decisions and debate are completed with a formal resolution recording the conclusions reached.

1.6 Quorum and voting at meetings

In order for a decision of the Board to be valid a quorum of Directors must be present. A quorum will be 2 Directors present in person or by instantaneous communication device or as otherwise stipulated in the Constitution. Questions arising at Board meetings are to be decided by a majority vote of Directors who are present and entitled to vote.

1.7 Emergency decision making

A resolution in writing signed by all Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held and otherwise in accordance with the Company's Constitution.

2. Board meeting agenda

2.1 Agenda content

An agenda will be prepared for each Board and Committee meeting.

2.2 Agenda preparation

The Company Secretary, in consultation with the Chair and the CEO is responsible for preparing an agenda for each Board meeting. However, any Director may request items to be added to the agenda for upcoming meetings.

3. Board papers

3.1 Preparation and circulation of Board papers

The Company Secretary together with the CEO is responsible for the preparation and circulation of Board papers should they be required. The Board papers, if so required, will be circulated to Directors prior to the Board meeting. If a Board paper relates to a matter in which there is a known conflict of interest with a particular Director then the relevant Board paper will be removed by the Company Secretary on the instructions of the Chair, from the set of Board papers sent to that Director. In the case of the Chair having a conflict of interest, the Board will appoint another Director to make final decisions on the forwarding of Board papers to the Chair.

3.2 Retention of Board papers

The Company Secretary maintains a complete set of Board papers at the Company's headquarters. However, individual Directors may retain their own Board papers in a secure location.

4. Board minutes

Minutes are to be a concise summary of the matters discussed at a Board Meeting. Minutes will contain a brief reference to relevant Board papers tabled plus any official resolutions adopted by Directors. All decisions will be recorded in the minutes by means of a formal resolution.

5. Board calendar

In order to provide an even distribution of work over each financial year, the Board will adopt a twelve-month Board Calendar. Included will be all scheduled Board and Committee meetings as well as major corporate and Board activities to be carried out in particular months. Once initiated it will be updated and approved prior to the start of each financial year.

6. Committees

When the size of the Company and the scale of its activities warrant it, the Board will institute the following committees:

- (a) Audit and Risk Committee; and
- (b) Remuneration and Nomination Committee.

Nevertheless, the Board has the ability to alter the roles of each Committee as it sees fit.

As at the date of this Corporate Governance Plan, the Board has not instituted an:

- (a) Audit and Risk Committee; and
- (b) Remuneration and Nomination Committee.

The Committee Charters will be made available once established.

PART C – KEY BOARD FUNCTIONS

1. The Board and strategy

The Board will approve a formal strategic planning process that articulates the respective roles and levels of involvement of the Board, Senior Management and other employees and will review the strategic plan for the Company on a regular basis.

2. Contacts and advisory role

2.1 CEO advisory role

It is recognised that a key directorial duty is providing a sounding board for CEO ideas and challenges. Recognising that the CEO-Board relationship is critical to effective corporate governance, Directors should provide frank and honest advice to the CEO. It is expected that the Chair will play a key part of this role and will maintain regular contact with the CEO.

All advice should be constructive in nature and provided in a positive manner. Where appropriate, Directors should recommend possible alternative advisers if they do not feel adequately trained to assist.

2.2 Protocol for interaction with internal and external parties

- (a) Media contact and comment

The Board has designated the CEO or the Chair (where appropriate) to speak to the press on matters associated with the Company. In speaking to the press, the CEO or the Chair will not comment on price sensitive information that has not already been disclosed to a relevant authority, however, they may clarify previously released information. To assist in safeguarding against the inadvertent disclosure of price sensitive information the CEO and the Chair will be informed of what the Company has previously disclosed to the market on any issue prior to briefing anyone outside the Company.

Subject to the policies of the Board and any committee that the Board may appoint from time to time, the Chair is authorised to comment on:

- (i) annual and half yearly results at the time of the release of the annual or half yearly report;
- (ii) resolutions to be put to General Meetings of the Company;
- (iii) changes in Directors, any matter related to the composition of the Board or Board processes;
- (iv) any speculation concerning Board meetings or the outcomes of Board meetings; and
- (v) other matters specifically related to shareholders.

Subject to the policies of the Board and any committee that the Board may appoint from time to time, the CEO is authorised to comment on:

- (i) the Company's future outlook;
- (ii) any operational matter;
- (iii) media queries concerning operational issues which reflect either positively or negatively on the Company;
- (iv) proposed or actual legal actions; and
- (v) queries and general discussion concerning the Company's industry.

See the Company's Code of Conduct for further information relating to conduct of Employees.

- (b) External communications including analyst briefings and responses to Shareholder questions

The Company discloses its financial and operational results to the market each year/half year/quarter as well as informing the market of other events throughout the year as they occur. Annual, half yearly and quarterly financial reports, media releases and AGM speeches are all lodged with the appropriate authority. As all financial information is disclosed, the Company will only comment on factual errors in information and underlying assumptions when commenting on market analysts' financial projections, rather than commenting on the projections themselves.

In addition to the above disclosures, the Company does conduct briefings and discussions with analysts and institutional investors. However, price sensitive information will not be discussed unless that particular information has been previously formally disclosed to the market via an announcement. Slides and presentations used in briefings will also be released immediately prior to the briefing to the market.

After the conclusion of each briefing or discussion if any price sensitive information was disclosed it will be announced immediately to the market.

2.3 Hospitality and gifts

While the Company recognises the need from time to time to give or accept customary business courtesies in accordance with ethical business practices, Directors and officers will not solicit such courtesies and will not accept gifts, services, benefits or hospitality that might influence, or appear to influence, the Directors' and officers' conduct in representing the Company.

3. Monitoring

Another essential function of the Board is to monitor the performance of the organisation in implementing its strategy and overall operational performance.

4. Risk and compliance management

The Board is charged with overseeing, reviewing and ensuring the integrity and effectiveness of the Company's risk and compliance systems. The Board has an external independent auditor who is responsible for verifying the Company's compliance systems and reporting to the Board on those systems.

The risk management system will be based on Standard ISO 31000:2018.

Risk management is considered a key governance and management process. It is not an exercise merely to ensure regulatory compliance. Therefore, the primary objectives of the risk management system at the Company will be to ensure:

- (a) all major sources of potential opportunity for and harm to the Company (both existing and potential) are identified, analysed and treated appropriately;
- (b) business decisions throughout the Company appropriately balance the risk and reward trade off;
- (c) regulatory compliance and integrity in reporting is achieved; and
- (d) Senior Management, the Board and investors understand the risk profile of the Company.

In line with these objectives, the risk management system will cover:

- (a) operations risk; (b) financial reporting; and
- (c) compliance.

The Board reviews all major strategies and purchases for their impact on the risk facing the Company. The Company reviews annually its operations to update its risk profile. This occurs in conjunction with the strategic planning process.

The Board will create a quarterly report on those areas of risk identified. In addition, as specified by Recommendation 4.2 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition), the CEO and

CFO provide a written declaration of assurance that their opinion, that the financial records of the Company for any financial period have been properly maintained, comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company, has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Company also releases periodic reports to the market which are not subject to audit or review by an external auditor. As per Recommendation 4.3 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition), the Company advises that all reports are produced by the Chief Financial Officer

then reviewed for accuracy and verified for integrity by the Board and the Company Secretary prior to release.

5. Delegation of authority

Directors are responsible for any delegations of their responsibilities with regard to corporate operations. As such, they decide as a Board what Company matters are delegated to either specific Directors or management. In addition, they outline what controls are in place to oversee the operation of these delegated powers.

As a consequence, individual Directors have no individual authority to participate in the day-to-day management of the Company including making any representations or agreements with member companies, suppliers, customers, employees or other parties or organisations.

The exception to this principle occurs where the Board explicitly delegates an authority to the Director individually. Additionally, it is recognised that all Executive Directors will carry significant delegated authority by virtue of their management position.

Similarly, Committees and their members require specific delegations from the Board as a whole and these will be contained in each Committee's respective Terms of Reference.

5.1 General delegations

In general, the Board delegates all powers and authorities required to effectively and efficiently carry out the Company's business. Listed below are the exceptions to these delegations, whereby the Board or appropriate Committee reserves the powers as indicated.

5.2 Decisions requiring Board approval

In addition to those decisions requiring approval pursuant to the respective Committee Charters, the following decisions must be referred to the Board for approval:

- (a) Directors acquiring or selling shares of the Company;
- (b) issuing shares of the Company;
- (c) acquiring, selling or otherwise disposing of property in excess of the amount set out in the Company's approval matrix;

- (d) founding, acquiring or selling subsidiaries of or any company within the Company, participating in other companies or dissolving or selling the Company's participation in other companies (including project joint ventures);
- (e) acquiring or selling patent rights, rights in registered trademarks, licences or other intellectual property rights of the Company;
- (f) founding, dissolving or relocating branch offices or other offices, plants and facilities;
- (g) starting new business activities, terminating existing business activities or initiating major changes to the field of the Company's business activities;
- (h) approving and/or altering the annual business plan (including financial planning) for the Company or any part of the Company;
- (i) taking or granting loans which exceed the amount set out in the Company's approval matrix (including, without limitation, the placing of credit orders, issuing of promissory notes or loans against IOUs);
- (j) granting securities of any type;
- (k) granting loans to Company officers or employees and taking over guarantees for the Company's officers and employees;
- (l) entering into agreements for recurring, voluntary or additional social benefits, superannuation agreements or agreements for general wage and salary increases;
- (m) determining the total amount of bonuses and gratuities for Company officers and employees;
- (n) determining the appointment, termination, prolongation of employment or amendment to conditions of employment of members of the Board of Directors; and
- (o) granting or revoking a power of attorney or limited authority to sign and/or act on behalf of the Company.

PART D – CONTINUING IMPROVEMENT

1. Director protection

1.1 Information seeking protocol

Directors will adhere to the following protocol when seeking information:

- (a) approach the CEO/Company Secretary to request the required data;
- (b) if the data is not forthcoming, approach the Chair; and
- (c) if the information is still not forthcoming, write a letter to all Board members and the CEO detailing the information that is required, purpose of the information, and who the Director intends to approach in order to obtain the information.

1.2 Access to professional advice

A Director of the Company is expected to exercise considered and independent judgment on the matters before them. To discharge this expectation a Director may, from time to time, need to seek independent, expert opinion on matters before them. All Directors have the individual authority to commit the company to up to \$5,000 per annum in professional advice.

Prior to seeking professional advice, a director shall inform the Chair about the nature of the opinion or information sought, the reason for the advice, the terms of reference for the advice and the estimated cost of the advice. Where more than one Director is seeking advice about a single issue, the Chair shall endeavour to coordinate the provision of the advice.

If the cost of professional advice is likely to exceed \$5,000, the Director shall seek authority from the Chair prior to engaging an external expert. The Chair has delegated authority to authorise expenditures up to \$10,000. If the Chair withholds authorisation, the Director has the right to seek authority from the Board at the next Board meeting. If the cost of professional advice is likely to exceed \$10,000, then the Boards approval for the engagement of an external expert is required.

Advice so received should be received on behalf of the Board as a whole.

1.3 Access to Board papers

The Directors have the right to access board papers as granted by the Corporations Act. Such access shall be provided on a timely basis.

1.4 Insurance

The Company currently holds Directors' and Officers' Insurance Policies. The Company will ensure that all new Directors and Officers are included on the Company's insurance policies. The Company will also review the D&O Insurance Policies on at least an annual basis to ensure that they are sufficient.

2. Board and Senior Executive evaluation

2.1 Evaluation process

The Board considers the evaluation of its own and senior executive performance as fundamental to establishing a culture of performance and accountability.

2.2 Board and Director evaluations

The Board considers the ongoing development and improvement of its own performance as a critical input to effective governance. As a result, the Board will undertake an evaluation of Board and Director performance.

The review will be based on a number of goals for the Board and individual Directors that will be established. The goals are based on corporate requirements and any areas for improvement that may be identified. The Board will consider the outcome of such reviews in a dedicated meeting and develop a series of actions and goals to guide improvement. The Chair will provide each Director with confidential feedback on his or her

performance. This feedback is used to develop a development plan for each Director. The Board does not endorse the reappointment of a Director who is not satisfactorily performing the role.

If established by the Board, the Remuneration and Nomination Committee will arrange for a performance evaluation of the Board, its Committees and individual Directors to be conducted on an annual basis.

2.3 Board Committee evaluations

Once established, the Board will set a number of expectations for its Committees. These expectations are to be derived after considering the results of previous reviews if any, an assessment of the Company's current and future needs, and a review of each Committee's Charter or purpose. As a result of a review, the Board may amend or revoke a Committee's Charter.

The Board will review the performance of the Committees against expectations. Based upon the review, individuals and groups will be provided with feedback on their performance. The results of the review will be a key input into the expectations set by the Board. When a Remuneration and Nomination Committee is established it will take over this review function from the Board.

2.4 Senior Executive evaluations

All senior executives at the Company will be subject to an annual performance evaluation. Each year, senior executives (including the CEO) will establish a set of performance targets. These targets are aligned to overall business goals and the Company's requirements of the position. In the case of the CEO, these targets are negotiated between the CEO and the Board and signed off by the whole Board.

An informal assessment of progress is carried out throughout the year. A full evaluation of the executive's performance against the agreed targets takes place annually. This will normally occur in conjunction with goal setting for the coming year. Since the Company is committed to continuous improvement and the development of its people, the results of the evaluation form the basis of the executive's development plan. Performance pay components of executives' packages are dependent on the outcome of the evaluation.

3. Executive Director remuneration

3.1 Composition

Remuneration packages for Executive Directors and other senior executives include an appropriate balance of fixed remuneration and performance-based remuneration.

3.2 Fixed remuneration

Fixed remuneration is reasonable and fair, taking into account the Company's obligations at law and labour market conditions, and is relative to the scale of the Company's business. It reflects core performance requirements and expectations.

3.3 Performance-based remuneration

Performance-based remuneration should be linked to clearly specified performance targets. These targets should be aligned to the Company's short, medium and long-term performance objectives and should be appropriate to its circumstances, goals and risk appetite. These targets should also be consistent with the Company's values (as set out in the Company's Code of Conduct). Discretion will be retained where appropriate to prevent performance based remuneration rewarding conduct that is contrary to the entity's value or risk appetite.

3.4 Equity-based remuneration

The Company strives to have a well-designed equity-based remuneration, including options or performance rights, which can be an effective form of remuneration, especially when linked to hurdles that are aligned to the Company's longer-term performance objectives. The Company takes care in the design of equity-based remuneration schemes to ensure that they do not lead to "short-termism" on the part of senior executives or the taking of undue risks.

3.5 Termination and other benefits

Termination payments, if any, for senior executives are agreed in advance and the agreement clearly addresses what will happen in the case of early termination. There is no payment for removal for misconduct.

4. Non-Executive Director remuneration

4.1 Composition

Non-Executive Directors are remunerated by way of cash fees, superannuation contributions and non-cash benefits in lieu of fees (such as salary sacrifice into superannuation or equity).

4.2 Fixed remuneration

Levels of fixed remuneration for Non-Executive Directors reflect the time commitment and responsibilities of the role.

Non-Executive Directors are paid their fees out of the maximum aggregate amount approved by shareholders for the remuneration of Non-Executive Directors. The sum each Non-Executive Director is paid is determined by the Board from time to time. Additional fees can be paid for participation on Board Committees; however, the total fees paid to Non-Executive Directors, including fees paid for participation on Board Committees, are kept within the total amount approved by shareholders.

4.3 Performance-based bonus

Non-executive Directors do not receive performance-based remuneration as it may lead to bias in their decision-making and compromise their objectivity.

The Company's Non-Executive Directors do not receive performance-based bonuses.

4.4 Equity-based remuneration

It is generally acceptable for Non-Executive Directors to receive securities as part of their remuneration to align their interests with the interests of other security holders. However, Non-Executive Directors generally should not receive options with performance hurdles attached or performance rights as part of their remuneration as it may lead to bias in their decision-making and compromise their objectivity.

The Company's Non-Executive Directors cannot choose to receive shares in the Company as part of their remuneration instead of receiving cash and may not participate in equity schemes of the Company, such as option schemes, that are designed to encourage enhanced performance of the participant.

4.5 Superannuation benefits

Non-Executive Directors should not be provided with retirement benefits other than superannuation.

The Company's Non-Executive Directors are entitled to statutory superannuation.

4.6 Written Agreement

The Written Agreement with the Non-Executive Director should include:

- (a) the requirement to disclose director's interests and any matters which could affect the director's independence;
- (b) the requirement to comply with the Company's corporate governance policies and charters;
- (c) the requirement to notify the Company of or seek the Company's approval before accepting, any new role that could impact upon the time commitment expected of the Director or give rise to a conflict of interests;
- (d) the company's policy around independent professional advice;
- (e) indemnity and insurance arrangements; (f) rights of access to corporate information; and (g) ongoing confidentiality obligations.

5. Director development

The Company is committed to continuing development of its Directors and executives. In line with this commitment, there is an expectation that all Directors and the CEO will commit to at least 2 days of professional development each year. The Board allocates an annual budget of \$5,000 per Director to encourage Directors to participate in training and development programs. Any Director wishing to undertake either specific directorial training or personal development courses is expected to approach the Chair for approval of the proposed course. Development may be in both governance and governance processes or in the Company's industry.

The Board will also undertake an annual review in relation to whether there is a need for existing Directors to undertake professional development.

6. Director induction

New directors will undergo an induction process in which they will be given a full briefing on the Company. This will include meeting with key executives, tours of the premises, an induction package and presentations. Information conveyed to the new Director will include:

- (a) details of the roles and responsibilities of a Director with an outline of the qualities required to be a successful Director;
- (b) formal policies on Director appointment as well as conduct and contribution expectations;
- (c) details of all relevant legal requirements;
- (d) access to a copy of the Board Charter and all other Corporate Governance Policies of the Company;
- (e) guidelines on how the Board processes function;
- (f) details of past, recent and likely future developments relating to the Board including anticipated regulatory changes;
- (g) key accounting matters and outline the responsibilities of Directors in relation to the Company's financial statements;
- (h) background information on and contact information for key people in the organisation including an outline of their roles and capabilities;
- (i) an analysis of the company including:
 - (i) core competencies of the Company;
 - (ii) an industry background briefing;
 - (iii) a recent competitor analysis;
 - (iv) details of past financial performance;
 - (v) current financial structure; and
 - (vi) any other important operating information;
- (j) a synopsis of the current strategic direction of the Company including a copy of the current strategic plan and annual budget;
- (k) access to a copy of the Constitution of the Company; and
- (l) Directors Deed of Indemnity and Right of Access to Documents, if applicable.

Annexure A – Definition of Independence

The Board considers the relationships which may affect independence are as set out in Box 2.3 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations (4th Edition)* as follows:

1. is, or has been, employed in an executive capacity by the entity 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;
2. receives performance-based remuneration (including options or performance rights) from or participates in an employee incentive scheme of the entity;
3. is, or has been within the last three years, in a material business relationship (e.g. as a supplier, professional adviser, consultant or customer) with the entity or any of its child entities, or is an officer of, or otherwise associated with, someone with such a relationship;
4. is, represents, or has been within the last three years an officer or employee of, or professional adviser to, a substantial holder¹;
5. has close personal ties with any person who falls within any of the categories described above; or
6. has been a director of the entity 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 interest of the entity as a whole rather than in the interests of an individual security holder or other party.

The Board notes that the mere fact that a director has served on a board for a substantial period does not mean that the director has become too close to management or a substantial holder to be considered independent.

¹ For this purposes, a "substantial holder" is a person with a substantial holding as defined in section 9 of the Corporations Act.

ANNEXURE B 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 defines the Audit and Risk Committee's function, composition, mode of operation, authority and responsibilities.

2. COMPOSITION

- (a) The Committee must comprise at least three 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 A.
- (d) The Board will appoint members of the Committee. The Board may remove and replace members of the Committee by resolution.
- (e) All members of the Committee must be able to read and understand financial statements.
- (f) The Chairman of the Committee may not be the Chairman of the Board of Directors and must be independent.
- (g) The Chairman shall have leadership experience and a strong finance, accounting or business background.
- (h) The external auditors, the other Directors, the Managing Director, Chief Financial Officer, Company Secretary and senior executives, may be invited to Committee meetings at the discretion of the Committee.

3. PURPOSE

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

- (a) the quality and integrity of the Company's financial statements, accounting policies and financial reporting and disclosure practices;
 - (b) compliance with all applicable laws, regulations and company policy;
 - (c) the effectiveness and adequacy of internal control processes;
 - (d) the performance of the Company's external auditors and their appointment and removal;
 - (e) the independence of the external auditor and the rotation of the lead engagement partner; and
 - (f) the identification and management of business risks.
-

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

4.1 Review of Financial Reports

- (a) Review the appropriateness of the accounting principles adopted by management in the financial reports and the integrity of the Company's financial reporting.
- (b) Oversee the financial reports and the results of the external audits of those reports.
- (c) Assess whether external reporting is adequate for shareholder needs.
- (d) Assess management processes supporting external reporting.
- (e) Establish procedures for treatment of accounting complaints.
- (f) Review the impact of any proposed changes in accounting policies on the financial statements.
- (g) Review the quarterly, half yearly and annual results.

4.2 Relationship with External Auditors

- (a) Recommend to the Board procedures for the selection and appointment of external auditors and for the rotation of external auditor partners.
- (b) Review performance, succession plans and rotation of lead engagement partner.
- (c) Approve the external audit plan and fees proposed for audit work to be performed.
- (d) Discuss any necessary recommendations to the Board for the approval of quarterly, half yearly or annual reports.
- (e) Review the adequacy of accounting and financial controls together with the implementation of any recommendations of the external auditor in relation thereto.
- (f) Meet with the external auditors at least twice in each financial period without management being present and at any other time the Committee considers appropriate.
- (g) Provide pre-approval of audit and non-audit services that are to be undertaken by the external auditor.
- (h) Ensure adequate disclosure as may be required by law of the Committee's approval of all non-audit services provided by the external auditor.
- (i) Ensure that the external auditor prepares and delivers an annual statement as to their independence which includes details of all relationships with the Company.

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- (j) Receive from the external auditor their report on, among other things, critical accounting policies and alternative accounting treatment, prior to the filing of their audit report in compliance with the Corporations Act .

4.3 Internal Audit Function

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

4.4 Risk Management

- (a) Oversee the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements.
- (b) Review reports by management on the efficiency and effectiveness of risk management and associated internal compliance and control procedures.

4.5 Other

- (a) The Committee will oversee the Company's environmental risk management and occupational health and safety processes.
- (b) The Committee will oversee procedures for whistleblower protection.
- (c) Monitor related party transactions.

5. MEETINGS

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

-
- (f) The Committee Chairman, through the Secretary, will prepare a report of the actions of the Committee to be included in the Board papers for the next board meeting.
 - (g) Minutes of each meeting are included in the papers for the next full Board meeting after each Committee meeting.

6. SECRETARY

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

7. RELIANCE ON INFORMATION OR PROFESSIONAL OR EXPERT ADVICE

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

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

8. ACCESS TO ADVICE

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

9. REVIEW OF CHARTER

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

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.

ANNEXURE C REMUNERATION COMMITTEE CHARTER

1. GENERAL SCOPE AND AUTHORITY

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

2. COMPOSITION

- (a) The Committee shall comprise at least two 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.
- (d) A quorum will comprise any two independent non-executive Director Committee members. In the absence of the Committee Chairman or appointed delegate, the members shall elect one of their number as Chairman for that meeting.

3. SECRETARY

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

4. MEETINGS

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

5. ACCESS

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

6. DUTIES AND RESPONSIBILITIES

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

- (a) **Executive Remuneration Policy**
 - (i) Review and approve the Group's recruitment, retention and termination policies and procedures for senior executives to enable the Company to attract and retain executives and Directors who can create value for shareholders.

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- (ii) Review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs.
 - (iii) Ensure that remuneration policies fairly and responsibly reward executives having regard to the performance of the Company, the performance of the executive and prevailing remuneration expectations in the market.

(b) **Executive Directors and Senior Management**

- (i) Consider and make recommendations to the Board on the remuneration for each executive Director (including base pay, incentive payments, equity awards, retirement rights, service contracts) having regard to the executive remuneration policy.
- (ii) Review and approve the proposed remuneration (including incentive awards, equity awards and service contracts) for the Managing Director and Chief Executive Officer.

As part of this review the Committee will oversee an annual performance evaluation of the executive team. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.

(c) **Executive Incentive Plan**

Review and approve the design of any executive incentive plans.

(d) **Equity Based Plans**

- (i) Review and approve any equity based plans that may be introduced (**Plans**) in the light of legislative, regulatory and market developments.
- (ii) For each Plan, determine each year whether awards will be made under that Plan.
- (iii) Review and approve total proposed awards under each Plan.
- (iv) In addition to considering awards to executive Directors and direct reports to the Managing Director and Chief Executive Officer, review and approve proposed awards under each plan on an individual basis for executives as required under the rules governing each plan or as determined by the Committee.
- (v) Review, approve and keep under review performance hurdles for each equity based plan.

(e) **Other**

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

7. **APPROVALS**

The Committee must approve the following prior to implementation:

- (a) changes to the remuneration or contract terms of executive Directors and direct reports to the Managing Director and the Chief Executive Officer;
- (b) the Plans or amendments to current equity plans or executive cash-based incentive plans;

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- (c) total level of awards proposed from equity plans or executive cash-based incentive plans; and
 - (d) termination payments to executive Directors or the Managing Director. Termination payments to other departing executives should be reported to the Committee at its next meeting.

ANNEXURE D NOMINATION COMMITTEE CHARTER

1. GENERAL SCOPE AND AUTHORITY

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

2. COMPOSITION

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

3. SECRETARY

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

4. MEETINGS

- (a) The Committee will meet at least once a year and additionally as circumstances may require.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the Committee.
- (c) Where deemed appropriate by the Chairman of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or conference call.

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- (d) A quorum shall comprise any two members of the Committee. In the absence of the Committee Chairman or appointed delegate, the members shall elect one of their number as Chairman.
 - (e) Decisions will be based on a majority of votes with the Chairman having a casting vote.
 - (f) The Committee may invite executive management team members or other individuals, including external third parties to attend meetings of the Committee, as they consider appropriate.

5. ACCESS

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

6. RESPONSIBILITIES

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

- (a) identify and recommend to the Board candidates for the Board after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience and after assessment of how the candidates can contribute to the strategic direction of the Company;
- (b) approve and review induction procedures for new appointees of the Board to ensure that they can effectively discharge their responsibilities;
- (c) assess and consider the time required to be committed by a non-executive Director to properly fulfil their duty to the Company and advise the Board.
- (d) consider and recommend to the Board candidates for election or re-election to the Board at each annual shareholders' meeting;
- (e) review Directorships in other public companies held by or offered to Directors and senior executives of the Company;
- (f) review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board;
- (g) arrange an annual performance evaluation of the Board, its Committee and individual Directors;
- (h) make recommendations to the Board on the appropriate size and composition of the Board; and
- (i) make recommendations to the Board on the terms and conditions of appointment to, and removal and retirement from, the Board.

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 the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders. The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees, directors and management.

Our Purpose

Our purpose is to grow and create shareholder value with a focus to be a leading copper gold producer.

Our Strategy

Our aim is to explore on a cost effective and innovative basis to realise superior shareholder value within the world class mineral provinces.

Our Values

- Safety and sustainability

Never compromise the health and safety of our employees, contractors or people in the communities in which we operate and stay committed to strong environment management and social responsibility.

- Integrity

Doing what is right and doing what we say we will do.

- Respect

Embracing diversity and culture and fostering mutually beneficial relationships built on trust.

- Performance

Utilising exploration technology and management experience to make well informed decisions in a timely and prudent manner.

2. Accountabilities

2.1 Managers and supervisors

Managers and supervisors are responsible and accountable for:

- (a) undertaking their duties and behaving in a manner that is consistent with the provisions of the Code of Conduct;

- (b) the effective implementation, promotion and support of the Code of Conduct in their areas of responsibility; and
- (c) ensuring employees under their control understand and follow the provisions outlined in the Code of Conduct.

2.2 Employees, Directors and Management

All employees, Directors and Management are responsible for:

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

3. Personal and professional behaviour

When carrying out your duties, you should:

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

4. Conflict of interest

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

- (a) Some situations that may give rise to a conflict of interest include situations where you have:
 - (i) financial interests in a matter the Company deals with or you are aware that your friends or relatives have a financial interest in the matter;
 - (ii) directorships/management of outside organisations;

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

5. Public and media comment

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

6. Use of Company resources

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

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

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

7. Security of information

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

8. Intellectual property/copyright

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

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

9. Discrimination and harassment

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

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

10. Corrupt conduct

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

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

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

11. Occupational health and safety

It is the responsibility of all employees to act in accordance with occupational health and safety legislation, regulations and policies applicable to their respective organisations and to use security and safety equipment provided.

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

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

12. Legislation

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

13. Fair dealing

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

14. Insider trading

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

15. Responsibilities to investors

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

16. Breaches of the code of conduct

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

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

Any material breaches of the Code of Conduct will be reported by the Company Secretary to the Board.

17. Reporting matters of concern

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

18. Review

This policy shall be reviewed annually by the Board to ensure that it is operating effectively and ascertain whether changes are required to the code.

Continuous Disclosure Policy

1. Purpose and scope

The Company is a listed public company and must meet the requirements of ASX Listing Rules regarding Continuous Disclosure to keep the market informed of material events as they occur. This document describes the policy for Directors and Executive Management who become aware of material information which may require disclosure under ASX Listing Rules.

The Company is committed to:

- (a) complying with its disclosure obligations under the Corporations Act and ASX Listing Rules;
- (b) the promotion or investor confidence by ensuring that all investors have equal and timely access to material information concerning the Company, including material information about its financial position, performance, ownership and governance; and
- (c) providing announcements that are accurate, balanced and expressed in a clear and objective manner.

The purpose of this policy is to:

- (a) raise awareness of the Company's obligations under the continuous disclosure regime;
- (b) establish a process to ensure that information about the Company which may be market sensitive and which may require disclosure is brought to the attention of the relevant person in a timely manner and is kept confidential; and
- (c) sets out obligations of Directors, officers, employees and contractors of the Company to ensure that the Company complies with its continuous disclosure obligations.

Compliance with this policy does not obviate the need for the Company to comply with 'Annual Report Disclosure'.

2. Responsibilities

2.1 Executive Management

- (a) Understand the continuous disclosure regulations; and
- (b) Report potentially material information immediately to either the Company Secretary, the CEO or the Chair.

2.2 Company Secretary

- (a) Liaise with the CEO and/or Chair on information supplied to determine if it needs to be disclosed under continuous disclosure regulations; and
 - (b) Report the material information to the market.
-

3. Policy

- (a) Executive Management will make themselves aware of the continuous disclosure regulations in the ASX Listing Rules.
- (b) In the event that any member of management becomes aware of any fact or circumstance which may give rise to a requirement to disclose such information under the ASX Listing Rules, they will immediately inform either the Company Secretary, the CEO or the Chair.
- (c) Prior to disclosure, the Company Secretary, in conjunction with the CEO and/or the Chair, will review the information to enable a judgement as to the appropriate disclosure to be made.
- (d) If there is uncertainty over the requirement to comply with the continual disclosure requirements then the Company will seek external legal advice.
- (e) The Company, through the Company Secretary, will notify the market of any information it is determined is required to be disclosed.
- (f) In accordance with ASX Listing Rules, the Company will immediately notify the market of information:
 - (i) concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities; and
 - (ii) that would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities. The only exception to this is where the ASX Listing Rules do not require such information to be disclosed.
- (g) The Board must receive a copy of all material ASX announcement promptly after they have been made.

3.2 Internal notification and decision-making concerning the disclosure obligation

The Board has designated the Company Secretary as the person responsible for overseeing and coordinating disclosure of information to the market as well as communicating with the relevant authorities. The Company Secretary will be responsible for ensuring that Company announcements are made in a timely manner, and will establish a vetting procedure to ensure that the announcements are factual and do not omit any material information.

The Company Secretary will also ensure that Company announcements are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

To assist the Company Secretary fulfil the Company's disclosure requirements, executive staff are responsible for immediately communicating to the Company Secretary any possible continuous disclosure matter concerning the operations of the Company. Executive staff are responsible for ensuring that the information is provided to the Company Secretary as soon as they become aware of it and that it is factual and does not omit any material information. Executive staff will promptly respond to requests from the Company Secretary for further information concerning the possible continuous disclosure matter.

The Company Secretary, after consultation with the Chair and CEO, determines whether information should be disclosed to the market.

Before an announcement is released to ASX, the Company must ensure:

- (a) the Company Secretary has completed its review process; and (b) the announcement has been circulated to the Board for review; and
- (c) the Board has authorised the release of the announcement in writing.

3.3 Promoting and monitoring compliance

On a daily basis, the Company Secretary is charged with monitoring compliance with this policy. As part of that monitoring, all major announcements to the market will be reviewed for compliance with this policy. All public announcements will also be audited for compliance. Any possible non-compliance will be reported to the Board at its next meeting. The Company Secretary must notify both the Chair and the CEO at the earliest opportunity if they believe that a false market in the Company's securities either exists or has the possibility to exist.

3.4 Measures for seeking to avoid the emergence of a false market in the Company's securities

The Company recognises that a false market in the Company's securities may result if the Company provides incomplete information to the market or if the Company fails to respond to market and media speculation that may, or may be likely to, have an impact on the price of the Company's securities.

While the Company does not, in general, respond to market speculation or rumours unless required to do so by law or other relevant bodies, the Company is committed to disclosing as much information as possible, without harming the Company, to a wide audience of investors through media releases of important milestones, including information that may not strictly be required under continuous disclosure requirements. Information given to the market will also be provided to investors through media releases.

Where appropriate, the Company will request a trading halt to prevent trading in the Company's securities by an inefficient and uninformed market until the Company can make an announcement to the market.

3.5 Safeguarding confidentiality of corporate information to avoid premature disclosure

All employees are advised of the confidentiality of Company information. In addition, the Company imposes communication blackout periods for financial information between the end of financial reporting periods and the announcement of results to the market. To protect against inadvertent disclosure of price sensitive information, the Company does not hold meetings or briefings to discuss financial information with individual investors, institutional investors, analysts or media representatives during the communication blackout periods, unless such meetings or briefings are the subject of a specific announcement to the market.

3.6 Media contact and comment

The Board has designated CEO or the Chair (where appropriate) to speak to the press on matters associated with the Company. In speaking to the press, the CEO or the Chair will not comment on price sensitive information that has not already been disclosed to the market, however, they may clarify previously released information. To assist in safeguarding against the inadvertent disclosure of price sensitive information, the CEO or the Chair will be informed of what the Company has previously disclosed to the market on any issue prior to briefing anyone outside the Company.

Subject to the policies of the Board and any committee that the Board may appoint from time to time, the Chair is authorised to comment on:

- (a) annual and half yearly results at the time of the release of the annual or half yearly report;
- (b) resolutions to be put to General Meetings of the Company;
- (c) changes in Directors, any matter related to the composition of the Board or Board processes;
- (d) any speculation concerning Board meetings or the outcomes of Board meetings; and
- (e) other matters specifically related to shareholders.

Subject to the policies of the Board and any committee that the Board may appoint from time to time, the CEO is authorised to comment on:

- (a) the Company's future outlook;
- (b) any operational matter;
- (c) media queries concerning operational issues which reflect either positively or negatively on the Company;
- (d) proposed or actual legal actions; and
- (e) queries and general discussion concerning the Company's industry.

There will be times when Directors and employees will be approached by the media for public comment. On such occasions, the Director(s) or employee(s) should comply with the following:

- (a) refer the person to the CEO or the Chair of the Board as appropriate for comment;
- (b) refrain from disclosing any information, documents or other forms of data to the person without the prior consent of the CEO or the Chair of the Board; and
- (c) report the person who contacted the Director/employee, the reason (explicit or inferred) for the contact and a summary of any other relevant information as soon as possible to the CEO or the Chair.

3.7 External communications including analyst briefings and responses to shareholder questions

The Company discloses its financial and operational results to the market each year/half year/quarter as well as informing the market of other events throughout the year as they occur. Quarterly financial reports, media releases and AGM speeches are all lodged with the relevant authority. As all financial information is disclosed, the Company will only comment on factual errors in information and underlying assumptions when commenting on market analysts' financial projections, rather than commenting on the projections themselves.

In addition to the above disclosures, the Company does conduct briefings and discussions with analysts and institutional investors. However, price sensitive information will not be discussed unless that particular information has been formally disclosed to the market via an announcement. Slides and presentations used in briefings will also be released immediately prior to the briefing to the market.

After the conclusion of each briefing or discussion, it will be reviewed to determine whether any price sensitive information has been inadvertently disclosed. If any price sensitive information was disclosed, it will be announced immediately to the market.

Similarly, when answering shareholder questions, price sensitive information will not be discussed unless that particular information has been formally disclosed to the market via an announcement.

Where a question can only be answered by disclosing price sensitive information, the Company will decline to answer it or take it on notice and announce the information to the market prior to responding.

If any new price sensitive information is to be used in briefing media, institutional investors and analysts or in answering shareholder queries, written materials containing such information will be lodged with the relevant authority prior to the briefing commencing. These briefing materials may also include information that may not strictly be required under continuous disclosure requirements.

This policy will form a component of the induction process for all new employees (managers).

The Company is committed to the full and accurate reporting of its financial results. Consequently, when complying with its periodic disclosure requirements, the Company will provide commentary on its financial results. The purpose of the commentary will be to clarify and balance the information in the financial results.

This commentary will be delivered in a manner that is neutral, free from any bias and easy to understand. This may involve the provision of both positive and negative information about the Company that the Company believes is necessary to keep investors fully informed.

The Company respects the rights of its shareholders and to facilitate the effective exercise of those rights the Company is committed to:

- (a) communicating effectively with shareholders;
- (b) giving shareholders ready access to balanced and understandable information about the Company and corporate proposals; and
- (c) making it easy for shareholders to participate in general meetings of the Company.

3.8 Provision of information

The Company will communicate with shareholders in three main ways:

- (a) through releases to the market;
- (b) through information provided directly to shareholders at general meetings of the Company; and
- (c) market releases.

It is the Company's policy to comply with its continuous and periodic disclosure obligations. In accordance with the Company's continuous disclosure policy, unless exempted by the ASX Listing Rules, the Company will immediately notify the market of information:

- (a) concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities; and
- (b) that would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities.

Where practicable the Company will also make available the opportunity for shareholders to participate in new and substantive investor presentations by dial-in or live-stream or by uploaded a transcript or recording of the presentation to ASX subsequently. The Company is not required to make available presentations that do not contain new market sensitive information.

"Substantive" presentations include results presentations and the types of presentations given at annual general meetings, investor days or broker conferences.

3.9 Provision of Information to the Board

The Company Secretary is to ensure that a copy of all material market announcements is to be circulated to the Board as soon as is practicable after its release.

3.10 Company website

The Company provides general information about the Company and its operations, details of the Company's corporate governance policies and procedures and information specifically targeted at keeping the Company's shareholders informed about the Company on its website.

In particular, where appropriate, after confirmation of receipt by the relevant authority, the following will be posted to the website:

- (a) relevant announcements made to the market;
- (b) media releases;
- (c) information provided to analysts or the media during briefings;
- (d) the full text of notices of meeting and explanatory material;
- (e) information related to general meetings, including the Chair's address, speeches and voting results;
- (f) copies of press releases and announcements for the preceding year; and
- (g) copies of annual and half-yearly reports including financial statements for the preceding year.

Where possible, the website will also be used for web-casting or teleconferencing analyst and media briefings as well as general meetings of the Company. Where the Company does web-cast the preceding events, and even where it is not possible to do so, a transcript or summary of the information discussed will be posted to the website.

3.11 Direct communications with shareholders

Throughout the year it may be appropriate for the Company to directly communicate with shareholders. For example, to give shareholders notice of general meetings or to update shareholders by way of a Chair's letter.

In relation to information that is directly communicated to shareholders, all shareholders have the right to elect to receive all such information by post, facsimile or electronic mail.

3.12 Meetings of the Company

In preparing for general meetings of the Company, the Company will draft the notice of meeting and related explanatory information so that they provide all of the information that is relevant to shareholders in making decisions on matters to be voted on by them at the meeting. This information will be presented clearly and concisely so that it is easy to understand and not ambiguous.

The Company will use general meetings as a tool to effectively communicate with shareholders and allow shareholders a reasonable opportunity to ask questions of the Board of Directors and to otherwise participate in the meeting.

The external auditor of the Company will be asked to attend each annual general meeting and to be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

3.13 Other information

While the Company aims to provide sufficient information to shareholders about the Company and its activities, it understands that shareholders may have specific questions and require additional information. To ensure that shareholders can obtain all relevant information to assist them in exercising their rights as shareholders, the Company will make available a telephone number and email address for shareholders to make their enquiries.

3.14 Investor Presentations

Where a new and substantive investor or analyst presentation is to be given, the Company will release a copy of the presentation materials on the ASX market announcements platform ahead of the presentation.

4. Review

This policy will be reviewed annually by the Board to ensure it is operating effectively and determine whether any amendments are required.

5. Associated documents

- (a) Annual Report Disclosure.
- (b) ASX Listing Rules.

Diversity Policy

1. Introduction

The Company and all its related bodies corporate are committed to workplace diversity and inclusion at all levels of the Company regardless of gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, cultural background, socio-economic background, perspective and experience,

This Policy reflects the Company's values of integrity and respect as set out in the Code of Conduct.

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

Diversity includes, but is not limited to, matters of gender, age, ethnicity and cultural background. In order to have an inclusive workplace the Company does not tolerate discrimination, harassment, vilification and victimisation.

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

The Diversity Policy does not form part of an employee's contract of employment with the Company, nor gives rise to contractual obligations. However, to the extent that the Diversity Policy requires an employee to do or refrain from doing something and at all times subject to legal obligations, the Diversity Policy forms a direction of the Company with which an employee is expected to comply.

2. Objectives

The Diversity Policy provides a framework for the Company to achieve:

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

(collectively, the **Objectives**).

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

3. Responsibilities

3.1 The Board's commitment

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

The Board is responsible for developing measurable objectives and strategies to meet the Objectives of the Diversity Policy (**Measurable Objectives**) and monitoring the progress of the Measurable Objectives through the monitoring, evaluation and reporting mechanisms listed below.

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

The Board will conduct all Board appointment processes in a manner that promotes gender diversity, including establishing a structured approach for identifying a pool of candidates, using external experts where necessary.

3.2 Strategies

The Company's diversity strategies include:

- (a) recruiting from a diverse pool of candidates for all positions, including senior management and the Board;
- (b) the requirement of at least one female candidate to be shortlisted for all appointments including executive and Board positions if a suitably qualified candidate exists in the applications;
- (c) reviewing succession plans to ensure an appropriate focus on diversity;
- (d) identifying specific factors to take account of in recruitment and selection processes to encourage diversity;
- (e) developing programs to develop a broader pool of skilled and experienced senior management and Board candidates, including, workplace development programs, mentoring programs and targeted training and development;
- (f) developing a culture which takes account of domestic responsibilities of employees; and
- (g) any other strategies the Board develops from time to time.

4. Monitoring and evaluation

- (a) The Chair will monitor the scope and currency of this policy.

- (b) The Company is responsible for implementing, monitoring and reporting on the Measurable Objectives.
 - (c) Measurable Objectives must be reviewed and set annually.
 - (d) Measurable Objectives as set by the Board will be included in the annual key performance indicators for the CEO and senior executives.
 - (e) In addition, the Board will review progress against the Objectives as a key performance indicator in its annual performance assessment.
-

5. Reporting

The Board will include in the Annual Report each year:

- (a) the Measurable Objectives, set by the Board for that year;
- (b) progress against the Measurable Objectives; and
- (c) either:
 - (i) the proportion of women employees in the whole organisation, at senior management level and at Board level; or
 - (ii) if the Company is a "relevant employer" under the Workplace Gender Equality Act, the Company's most recent "Gender Equality Indicators", as defined in and published under that Act.

Performance Evaluation Policy

The Remuneration and Nomination Committee normally arrange a performance evaluation of the Board, the Company's Committees and its individual Directors on an annual basis. Given there was no establishment of Remuneration and Nomination Committee due to size of the Board, the Chairman will undertake the conduct of the performance review. An independent advisor may be engaged if necessary.

Given the current size and operation of the Company, the Remuneration and Nomination Committee will conduct a review of the role of the Board once every 2 – 3 years or as and when deemed necessary, by assessing 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:

1. comparing the performance of the Board with the requirements of its Charter;
2. examination of the Board's interaction with management;
3. the nature of information provided to the Board by management; and
4. management's performance in assisting the Board to meet its objectives.

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

The Remuneration and Nomination Committee will oversee the performance evaluation of the executive team. This evaluation is based on specific criteria, including the business performance of the Company, whether strategic objectives are being achieved and the development of management and personnel. Other factors that will be considered include:

1. currency of a director's knowledge and skills; and
2. if a director's performance has been impacted by other commitments.

The Company will disclose whether a performance evaluation was undertaken in each reporting period in accordance with the process outlined above.

Policy on Selection, Appointment and Rotation of External Auditors

1. Selection of external auditors

Should there be a vacancy for the position of external auditor, the Company, through the Board, will conduct a formal process, either general or selective, to select which audit firm will fill the vacancy.

Audit firms are evaluated in accordance with criteria, as appropriate from time to time, and are not assessed solely on the basis of who is cheapest, but on a number of issues such as:

- (a) skills and knowledge of the team proposed to do the work;
- (b) quality of work;
- (c) independence of the audit firm;
- (d) lead signing partner and independent review partner rotation and succession planning policy;
- (e) value for money; and
- (f) ethical behaviour and fair dealing.

2. Appointment of external auditors

The Board identifies and recommends an appropriate external audit partner for appointment by the Board and/or the Company in general meeting in accordance with the Corporations Act.

3. Rotation of external audit partners

The external auditor rotation will be managed in accordance with the Corporations Act. (Currently the rotation requirement is 7 years).

Risk Management Policy

Risk management is a critical component of the Company's governance. The Board will oversee and guide the detail of risk management. The CEO is charged with implementing appropriate risk systems within the Company. Aspects of this process may be delegated. The primary objectives of the risk management system at the Company are to ensure:

1. all major sources of potential opportunity for and harm to the Company (both existing and potential) are identified, analysed and treated appropriately;
2. business decisions throughout the Company appropriately balance the risk and reward trade off;
3. regulatory compliance and integrity in reporting are achieved; and
4. senior management, the Board and investors understand the risk profile of the Company.

In line with these objectives, the Company's risk management system covers:

1. operations risk;
2. financial reporting; and
3. compliance.

The Board reviews all major strategies, transactions and corporate actions for their impact on the risk facing the Company and makes appropriate recommendations. The Company also undertakes an annual review of operations to update its risk profile. This normally occurs in conjunction with the strategic planning process. The Company discloses in each reporting period that such a review has taken place.

In addition, as specified by Recommendation 4.2 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, the Board conduct a review and provide a written declaration of assurance that their opinion, that the financial records of the Company for any financial period have been properly maintained, comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company, has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Board of the Company has identified a range of specific risks that have the potential to have an adverse impact on its business.

These include:

1. operational risk;
2. environmental risks;
3. insurance risk;

4. litigation risks;
5. financial risk;
6. privacy and data breaches risks;
7. conduct risks;
8. cyber-security risks;
9. treasury and finance risks; and
10. compliance risk.

Shareholder Communications Policy

1. Overview

Southern Hemisphere Mining Limited (**Company**) recognises the value of providing current and relevant information to its shareholders. This Shareholder Communications Policy (**Policy**) sets out how the Company communicates relevant information to its shareholders.

This Policy is subject to the terms of the Company's Constitution (**Constitution**). This Policy should be read in conjunction with other relevant policies and procedures of the Company including the Company's Social Media Policy.

2. How information is communicated

The Directors and Company Secretary have the primary responsibility for communicating with shareholders.

Information is communicated to shareholders through:

- (a) periodic disclosure through the annual report on the financial and operational performance of the Company;
- (b) notices of general meetings and explanatory material;
- (c) general meetings;
- (d) periodic newsletters or letters from the Chairman;
- (e) the Company's website at <https://www.shmining.com.au>; and
- (f) the Company's social media platforms.

Through the Company's share registry, all shareholders are given the option to receive communications from the Company electronically.

3. Electronic communication and website

The Company believes that communicating with shareholders by electronic means, particularly through its website, is an efficient way of distributing information in a timely and convenient manner.

The Company's website includes the following pages, which contain relevant information for shareholders:

- (a) section on the Company's corporate governance policies and practices;

- (b) reports section, which contains copies of annual reports.
- (c) media releases section, that may contain sections on press releases, newsletters and media clippings; and
- (d) presentations section which contains power point presentations.

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

4. Written communication and annual report

Shareholders have been given the opportunity to elect to receive a printed copy of the annual report on the financial and operational performance from the Company.

In addition, the Company publishes its annual report on the Company's website and notifies all shareholders of the web address where they can access the annual report.

The Company will also make available via ASX any new and substantive investor or analyst presentation prior to the presentation being given.

5. General meetings

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

- (a) notices of general meetings are distributed to shareholders in accordance with the provisions of the Corporations Act;
- (b) notices of general meeting and other meeting material are drafted in concise and clear language;
- (c) shareholders are encouraged to use their attendance at general meetings to ask questions on any relevant matter, with time being specifically set aside for shareholder questions;
- (d) notices of general meetings encourage participation in voting on proposed resolutions by lodgement of proxies, if shareholders are unable to attend the meeting;
- (e) any documents tabled or made available at a shareholder meeting are uploaded at the Company's website; and
- (f) it is general practice for a presentation on the Company's activities to be made to shareholders at each general meeting, unless the Board considers otherwise.

6. Review

This Policy is reviewed regularly and at least annually.

Social Media Policy

1. Background

Southern Hemisphere Mining Limited (**SUH** or the **Company**) has the following Social Media Policy (**Policy**) to regulate the use of social media by people associated with SUH or its subsidiaries. The Policy covers the use of electronic media for engagement within and between the Company and the market by directors and employees, the Company's contractors (including subcontractors) and employees of the Company's contractors, joint venture partners (who have agreed to be bound by the Policy) and suppliers (**Restricted Persons**).

To preserve the reputation and integrity of SUH and its subsidiaries, this Policy will apply to the wide range of technologies commonly referred to as 'social media' which fundamentally are no different to other forms of communication, but do represent a risk as well as an opportunity because they can connect large numbers of people with relative ease. The rationale for the Policy is to manage the risks associated with the use of technology platforms and tools of this nature.

2. Social Media Definition

Social media means online social networking or Web 2.0 technologies services and tools used for publishing, sharing and discussing information, including without limitation blogs or web logs, electronic forums or message boards, micro-blogs (e.g.: Twitter™), photo sharing sites (e.g.: Flickr®), social bookmarking sites (e.g.: Delicious™, Digg™, Reddit™) social networking websites (e.g.: Facebook®, Instagram®, Snapchat® , WhatsApp®, LinkedIn®, Google+™) video sharing sites (e.g.: YouTube™), virtual worlds (e.g.: Second Life®) and wikis (e.g.: Wikipedia®) and any other electronic media that allow individual users to upload and share content regardless of format.

3. Scope of Policy

The Policy outlines requirements for compliance with confidentiality, governance, legal, privacy and regulatory parameters when using social media to conduct Company business.

This Policy is intended to apply to both SUH and its subsidiaries. References to the Company or SUH in this Policy should be read as referring to both SUH and its subsidiaries, as appropriate.

This Policy aims to:

- (a) inform appropriate use of social media tools for the Company;
- (b) promote useful market engagement through the use of social media;
- (c) minimise problematic communications; and
- (d) manage the inherent challenges of speed and immediacy.

This Policy should be read in conjunction with other relevant policies and procedures of the Company and is not intended to cover personal use of social media where the author publishes information in their personal capacity and not on behalf of, or in association with SUH and no reference is made to SUH, its directors, employees, policies and products, suppliers, shareholders, other stakeholders or Company related issues.

4. Legislative & Policy Framework

The Restricted Persons are expected to demonstrate standards of conduct and behaviour that are consistent with relevant legislation, regulations and policies, including the following non-exhaustive list:

- (a) *Corporations Act 2001* (Cth) (**Corporations Act**);
 - (b) ASX Listing and Operating Rules; (c) SUH's employment contracts; and (d) SUH's Trading Policy.
-

5. Policy Requirements

- (a) When using social media in relation to SUH, Restricted Persons are expected to:
 - (i) seek prior authorisation from the Chair or CEO;
 - (ii) adhere to Company policies and procedures;
 - (iii) behave with caution, courtesy, honesty and respect;
 - (iv) comply with relevant laws and regulations;
 - (v) only disclose information that has already been released to the market; and
 - (vi) reinforce the integrity, reputation and values the Company seeks to foster.
- (b) Restricted Persons may enter into a separate standing arrangement with SUH to enable the Restricted Person to use social media in certain circumstances without obtaining the consent on every occasion from the Chair or CEO. Such a standing arrangement, could include, for example, the posting of announcements that SUH has released on the platform of the ASX.
- (c) The following content is not permitted under any circumstances:
 - (i) content that has not been released to the market;
 - (ii) abusive, profane or language of a sexual nature;
 - (iii) content not relating to the subject matter of that blog, board, forum or site;

- (iv) content which is false or misleading;
- (v) confidential information about the Company or third parties;
- (vi) copyright or trade mark protected materials;
- (vii) discriminatory material in relation to a person or group based on age, colour, creed, disability, family status, gender, nationality, marital status, parental status, political opinion or affiliation, pregnancy or potential pregnancy, race or social origin, religious beliefs or activity, responsibilities, sex or sexual orientation;
- (viii) illegal material or materials designed to encourage law breaking;
- (ix) materials that could compromise the safety of any employee;
- (x) materials which would breach applicable laws (Corporations Act and regulations, ASX Listing and Operating Rules, defamation, privacy, consumer and competition law, fair use, copyright, trade marks);
- (xi) material that would offend contemporary standards of taste and decency;
- (xii) material which would bring the Company into disrepute;
- (xiii) personal details of Company directors, employees or third parties;
- (xiv) spam, meaning the distribution of unsolicited bulk electronic messages; and
- (xv) statements which may be considered to be bullying or harassment.

If you have any doubt about applying the provisions of this policy, the Chair or CEO is the correct person to check with prior to using social media to communicate on behalf of the Company. Depending upon the nature of the issue and potential risk, it may also be appropriate to consider seeking legal advice prior to publication.

6. Prior Authorisation

Authorisation from the Chair or CEO must be obtained before a Restricted Person can use social media including but not limited to uploading content or speaking on behalf of the Company.

7. Media Statements

Statements or announcements cannot be made through social media channels unless authorised by the Chair or CEO. No Restricted Person may respond directly if approached by media for comment through social media and must refer the inquiry to the Chair or CEO.

8. Expertise

No Restricted Person may comment outside his or her area of expertise.

9. Confidential Information

Restricted Persons may only discuss publicly available information. Restricted Persons must not disclose confidential information, internal discussions or decisions of the board, employees, consultants or other third parties.

10. Accuracy

Information published should be accurate, constructive, helpful and informative. Restricted Persons must correct any errors as soon as practicable and not publish information or make statements which are known to be false or may reasonably be taken to be misleading or deceptive.

11. Identity

Restricted Persons must be clear about their professional identity, or any vested interests and must not use fictitious names or identities that deliberately intend to deceive, mislead or lie or participate in social media anonymously or covertly or via a third party or agency.

12. Personal Opinions

Restricted Persons should not express or publish a personal opinion on the Company generally or about Company business via social media and should be mindful of market disclosure rules when discussing or commenting on Company matters. Generally, Restricted Persons should not express personal opinions on Company decisions or business nor be critical of SUH and its personnel. If it is not possible to separate official SUH positions from personal opinions, Restricted Persons should consider using a formal disclaimer to separate interests.

13. Privacy

Restricted Persons should be sensitive to the privacy of others. However, the Company is not required to seek permission from anyone who appears in any photographs, video or other footage before sharing these via any form of social media if it is the copyright owner of the relevant image or footage.

14. Intellectual Property

Restricted Persons will use the Company's own intellectual property where possible and shall obtain prior consent where SUH is not the creator or copyright owner, to use or reproduce copyright material including applications, sound recordings (speeches, music), footage (cinematographic vision), graphics (graphs, charts, logos, clip-art), images, artwork, photographs, publications or musical notation. Restricted Persons will also typically seek permission before publishing or uploading the intellectual property of a third party or before linking to another site or social media application.

15. Defamation

Restricted Persons will not comment, contribute, create, forward, post, upload or share content that is scurrilous, malicious or defamatory. Restricted Persons will endeavour to be courteous, patient and respectful of the opinions of others, including detractors and the discourteous.

16. Discrimination

Restricted Persons will be conscious of anti-discrimination laws and must not publish statements or information which may be discriminatory in a human rights sense.

17. Language

Restricted Persons will remain mindful of language and expression and not lapse into excessive use of colloquialisms, having regard to an international audience.

18. State of Mind

Restricted Persons must not use social media when irritated, upset or tired.

19. Personal Privacy

Restricted Persons should protect their personal privacy and guard against identity theft.

20. Modification and moderation

Restricted Persons should ensure that any social media sites created or contributed to can be readily edited, improved or removed and appropriately moderated.

21. Responsiveness

SUH will endeavour to specify the type of comments and feedback that will receive a response and clearly communicate a target response time. Restricted Persons are required to make it easy for audiences to reach the Company and/or its subsidiaries by publishing appropriate company telephone numbers, generic emails, LinkedIn, and Facebook accounts.

22. Monitoring

The Company reserves the right, for legal compliance purposes, to monitor social media usage on its systems without advance notice and consistent with any applicable state, federal or international laws. SUH may be legally required to produce logs, diaries and archives of social media use to judicial, law enforcement and regulatory agencies and will comply with any relevant requests. Restricted Persons and other users should govern themselves accordingly.

23. General Responsibilities

Restricted Persons should seek advice or authorisation from the Chair or CEO on using social media or, if unsure about applying the provisions of this Policy, should register social media accounts with the Chair or CEO, understand and comply with the provisions in this Policy and any End User Licence Agreements, seek training and development for using social media and maintain records of email addresses, comments, 'friends', followers and printed copies or electronic 'screen grabs' when using externally hosted sites to the extent practicable. Each Restricted Person is responsible for adhering to the SUH Social Media Policy.

24. Enforcement

All content published or communicated by or on behalf of SUH using social media must be recorded (including the author's name, date, time and media site location) and kept on record. The Company will actively monitor social media for relevant contributions that impact on the Company or its subsidiaries, and their officers, operations or reputation.

Company employees breaching this policy may be the subject of disciplinary action, performance management or review. Serious breaches may result in suspension or termination of employment or association. SUH reserves the right to remove, where possible, content that violates this Policy or any associated policies.

25. Corporations Act

The requirements imposed by this Policy are separate from, and additional to, the legal prohibitions in the Corporations Act. Directors, officers, consultants and employees should be aware that they can be charged with criminal offences under the rules and regulations associated with the prevention of market manipulation, false trading, market rigging and misleading and deceptive conduct, all of which apply at law regardless of this Policy.

26. Failure to comply

Failure to comply with this Policy may be considered cause for termination of employment.

This policy will be published and promoted to personnel of SUH through www.shmining.com.au and the appropriate Policy Manuals for the Company.

Anti-Bribery and Corruption Policy

1. Prohibited Parties / Prohibited Payments

Southern Hemisphere Mining Limited (“the Company”) and any of its subsidiaries implicitly require that any employee and or contractor or agent, and anyone acting on the Company’s behalf shall not make, offer, promise or authorize payment of anything of value directly or indirectly to any of the following Prohibited Parties for the purpose of unlawfully influencing their acts or decisions:

- Employees, consultants, or representatives of the customer or prospect,
- Government officials or employees,
- Political party officials or candidates,
- Officers or employees of any public international organization,
- Immediate family member of such persons (or any other person) *for the benefit* of such persons

Business entertainment conducted for the fulfillment of this Agreement must be appropriate, transparent, compliant with policies of the guest’s company, and absent of any appearance of an attempt to influence business decisions.

Representatives have an obligation to report suspected or potential breaches of this Policy to their supervisor, the Company Secretary or the Chief Executive Officer. All information and reports to a supervisor, the Company Secretary or the Chief Executive Officer will be dealt with in a responsible and sensitive manner.

2. Enquiries

Enquiries about this Policy should be directed to the Company Secretary or the Board.

3. Roles and Responsibilities

- (a) It is the responsibility of all Representatives to know and adhere to this Policy.

4. Compliance

- (a) Representatives are required to familiarise and fully comply with this Policy.
- (b) Any Representative who fails to comply with the provisions as set out above or any amendment thereto, may be subject to appropriate disciplinary or legal action.
- (c) The Company's policies, standards, procedures and guidelines comply with legal, regulatory and statutory requirements.
- (d) This Policy may be amended from time to time in the sole discretion of the Company.

- (e) The Board is responsible for reviewing this Policy to determine its appropriateness to the needs of the Company from time to time.

5. Related Documents

- (a) Southern Hemisphere Mining Limited's Code of Conduct.
- (b) Southern Hemisphere Mining Limited's Whistleblower Protection Policy.

Trading Policy

Approved by the Board with effect 30 June 2020

1. Introduction

1.1 Purpose

This document sets out the Company's policy regarding its directors, officers, employees, consultants and contractors (irrespective of location) who Deal or may Deal in Company Securities and should be read in its entirety.

The purpose of this Policy is to:

- (a) provide a brief summary of some applicable laws on insider trading in Australia;
- (b) outline the Company's prohibitions on dealing in Company Securities to prevent the misuse of unpublished information which could materially affect the value of such securities;
- (c) ensure that the reputation of the Company, its directors, officers, employees, consultants and contractors is not adversely impacted by perceptions of dealing in securities at inappropriate times; and
- (d) achieve high standards of corporate conduct and support market confidence in the integrity of Dealing in Company Securities.

1.2 Source of legal obligations

The sources of legal obligations underpinning this Policy include:

- (a) the *Corporations Act 2001* (Cth) (**Corporations Act**), which, among other things, prohibits insider trading by anyone (regardless of geographical location); and
- (b) the ASX Listing Rules, ASX Guidance Note 27 (Trading Policies) and ASX Corporate Governance Principles and Recommendations, which set out requirements for responsible trading in listed company shares.

2. Defined terms

For the purposes of this Policy:

Company Securities includes shares, options, warrants, derivatives and interests in shares (including vested options and vested performance share rights) linked in any way to the underlying price of shares in the Company.

Black-out Periods means a relevant period as defined by the Company when Designated Persons may not Deal in Company Securities.

Dealing includes:

- (a) applying for, acquiring or disposing of securities;
- (b) entering into an agreement to apply for, acquire or dispose of, securities; and
- (c) granting, accepting, acquiring, disposing, exercising or discharging an option or other right or obligation to acquire or dispose of securities.

Derivatives include:

- (a) derivatives within the meaning given in section 761D of the Corporations Act (such as options, forward contracts, swaps, futures, warrants, caps and collars); and
- (b) any other transaction in financial products which operate to limit (in any way) the economic risk associated with holding the relevant securities.

Designated Persons means each of:

- (a) the Directors of the Company;
- (b) any person who by their role or otherwise, becomes aware of Inside Information by having access to confidential material which may contain potentially price sensitive information including the Company board papers, periodic disclosure materials or any other relevant document; and
- (c) in relation to those persons identified in paragraphs (a) and (b) above, the following people are also deemed to be Designated Persons:
 - (i) their spouse or any of their children (including step children) under the age of 18 years;
 - (ii) a trust which they, any members of their family, or family controlled company are a trustee or beneficiary; and
 - (iii) a company which they or their family control.

Inside Information means 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 securities. Annexure A provides further details about what constitutes Inside Information.

Margin Loan means any lending or similar arrangement allowing a person to borrow money to invest in securities using existing investments as security.

Related Party has the meaning given in section 228 of the *Corporations Act 2001* (Cth).

3. Insider trading prohibition – the law

It is an offence under the Corporations Act to Deal using Inside Information, or communicate Inside Information to others who will, or are likely to, Deal on the Inside Information.

4. Dealing in Company securities

4.1 When a Designated Person MAY Deal

A Designated Person may Deal in Company Securities unless restricted from doing so under clause 4.2 (When a Designated Person May Not Deal).

4.2 When a Designated Person MAY NOT Deal

(a) Subject to clause 5 (Exceptions), a Designated Person may not Deal in Company Securities during the following designated Black-out Periods:

- (i) the period two weeks prior to, the release of the Company's quarterly results;
- (ii) the period two weeks prior to, the release of the Company's half-year results;
- (iii) the period two weeks prior to, the release of the Company's full-year results;
- (iv) any other period determined by the Board, CEO and or Chair in consultation with the Company Secretary to be a Black-out Period from time to time.

(b) In addition to the restrictions in clause 4.2(a), a Designated Person may not Deal in Company Securities at any time if he or she has:

- (i) information that he or she knows, or ought reasonably to know, is Inside Information; or
- (ii) not complied with clause 6 (Notice of Dealing in Company Securities).

4.3 When employees, consultants or contractors (other than a Designated Person) MAY Deal

An employee, consultant or contractor (who is not a Designated Person) may, at any time, Deal in Company Securities if he or she does not have information that he or she knows, or ought reasonably to know, is Inside Information.

4.4 When employees, consultants or contractors (other than a Designated Person) MAY NOT Deal

An employee, consultant or contractor (who is not a Designated Person) who has information that he or she knows, or ought reasonably to know, is Inside Information may not:

- (a) Deal in Company Securities;
- (b) advise, procure or encourage another person to deal in Company Securities; or

- (c) pass on information to any person if they know, or ought reasonably to know, that the person may use the information to Deal in (or procure another person to Deal in) Company Securities.

4.5 Approval to dispose or transfer Company Securities in exceptional circumstances

- (a) In exceptional circumstances a Designated Person may seek written approval from the Chair (**Approval Officer**) to dispose of or transfer (but not acquire or otherwise Deal with) Company Securities during a Black-out Period (**Disposal Consent**).

5. Policy compliance

- (a) During the year the Company may require confirmation from Designated Persons that they have complied with this Policy. The Company may also require confirmation (or declarations) of holdings in securities. All such requested information must be supplied within 5 business days of the request being made.
- (b) A breach of this Policy will be regarded very seriously and may lead to disciplinary action being taken (including termination of employment). If the Company becomes aware of any breach of this Policy, then the Company may report such breach to the Australian Securities and Investments Commission.

6. Publication

This Policy will be made available from the Company website at <https://www.shmining.com.au/investor-centre/corporate-profile/>

7. Who to contact

If an individual is in any doubt regarding their proposed dealing in securities, they should contact the Company Secretary.



SOUTHERN HEMISPHERE MINING LIMITED
A.C.N. 140 494 784
WHISTLEBLOWER POLICY

1. BACKGROUND

This policy supports the commitment of Southern Hemisphere Mining Limited (“**Southern Hemisphere**” or “**SUH**”) in creating and maintaining a culture of proper conduct and fair and honest dealing in its business activities.

SUH encourages the reporting of any instances of suspected unethical, illegal, fraudulent, or undesirable conduct involving Southern Hemisphere and provides protections and measures so that those persons who make a report may do so confidentially and without fear of intimidation or reprisal.

This policy should be read in conjunction with other Southern Hemisphere Mining Limited Corporate Governance policies, including the Code of Conduct.

2. PURPOSE

The purpose of this policy is to:

- (a) help detect and address Improper Conduct;
- (b) maintain a working environment in which Employees are able to raise concerns regarding instances of Improper Conduct (where there are reasonable grounds to suspect such conduct) without fear of intimidation, disadvantage or reprisal;
- (c) outline the procedures for reporting and investigating reported matters;
- (d) outline the measures in place to protect people who report Improper Conduct; and
- (e) comply with the Corporations Act requirement to have a whistleblower policy

It is expected that Employees will report known, suspected or potential cases of Improper Conduct. Failure to raise issues could result in disciplinary action including termination of employment.

3. DEFINITIONS

In this Policy:

Southern Hemisphere means Southern Hemisphere Mining Limited.

APRA means the Australian Prudential Regulation Authority *Adopted*

and approved by the Board 20 December 2019.

ASIC means the Australian Securities and Investments Commission.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or modified from time to time.

Employee means any employee, director, contractor or consultant of Southern Hemisphere.

Improper Conduct means conduct that is illegal, unacceptable or undesirable, or the concealment of such conduct. It includes, but is not limited to, conduct that:

- (a) is against the law or is a failure by Southern Hemisphere to comply with any legal obligation;
- (b) is dishonest, fraudulent or corrupt;
- (c) is potentially damaging to Southern Hemisphere, an Employee or a third party, including unsafe work practices, environmental damage, health risks or substantial wasting of corporate resources;
- (d) is misleading or deceptive conduct of any kind, including questionable accounting or financial reporting practices;
- (e) involves bullying, harassment or discrimination; or
- (f) is unethical or breaches Southern Hemisphere's policies, protocols or codes of conduct.

Reasonable Grounds means that a reasonable person in your position would also suspect the information indicates Improper Conduct.

Section means a section of this policy.

Whistleblower Protection Officer means a person nominated by Southern Hemisphere whose key responsibilities include protecting Disclosing Persons who report concerns under this policy. The current Whistleblower Protection Officer nominated by Southern Hemisphere will be the current Company Secretary.

4. REPORTING PROCEDURE

4.1 Who is covered by this Policy?

This Policy applies to reports of Improper Conduct which are made by individuals who are, or have been, any of the following:

- (a) a director, officer or employee of Southern Hemisphere Mining Limited or its subsidiaries;
- (b) a contractor or supplier of Southern Hemisphere;
- (c) an employee of a contractor or supplier of Southern Hemisphere;
- (d) an individual who is an associate of the Southern Hemisphere, for example a director of a related company of the Southern Hemisphere Mining Group; and
- (e) a relative, dependent or spouse (or that spouse's dependents) of an individual referred to at (a) to (d) above.

In this policy, each person in the categories listed above is referred to as a **"Disclosing Person"**.

4.2 To whom can a report of Improper Conduct be made?

The law gives certain protections to a Disclosing Person who reports Improper Conduct on Reasonable Grounds to:

- (a) ASIC;
- (b) APRA (although that is unlikely to be relevant given the nature of Southern Hemisphere's business);
- (c) the ATO (for Improper Conduct relating to tax matters);
- (d) a Commonwealth authority specified in regulations (at present no authority has been specified); or
- (e) an "eligible recipient" as listed below.

An eligible recipient is:

- (a) any person authorised by Southern Hemisphere to receive disclosures of Improper Conduct that may qualify for protection. Southern Hemisphere authorises the nominated Whistleblower Protection Officer listed below:

Company Secretary

T: +61 8 6144 0590

E: cosec@shmining.com.au

- (b) an external auditor or actuary of Southern Hemisphere; and (c) a senior manager or officer of Southern Hemisphere.

4.3 Legal advice and communicating with a lawyer

Before or after making a report of Improper Conduct, a Disclosing Person is entitled to discuss their concerns about Improper Conduct with their lawyer and get legal advice from a lawyer about how the whistleblower laws apply to them. Generally, the legal protections referred to below also apply to such communications between a Disclosing Person and their lawyer.

4.4 Public interest and emergency disclosures to a journalist or Member of Parliament

Protections for public interest and emergency disclosures only apply if a Disclosing Person has first made a report of Improper Conduct to a Commonwealth agency and does not apply if a report has only been made to an "eligible recipient".

(a) Public Interest disclosures

If:

- (i) a Disclosing Person has made a report of Improper Conduct to one of the Commonwealth agencies specified in Section 4; and
- (ii) at least 90 days have passed since making the report; and
- (iii) the Disclosing Person does not have reasonable grounds to believe that action is being taken on the report and reasonably believes that further disclosure is in the public interest; and
- (iv) has given prior written notice to the relevant Commonwealth agency of his or her intention to make further disclosure,

then the Disclosing Person may make a report of the Improper Conduct to a journalist or Federal or State Member of Parliament. In this case, this further report will have the legal protections referred to in Sections 5 and 6 of this policy, provided it is limited to the information necessary to inform the recipient of the Improper Conduct.

(b) Emergency disclosures

A Disclosing Person will also have the legal protections referred to in Sections 5 and 6 of this policy if the person:

- (i) has made a report of Improper Conduct to a specified Commonwealth agency;
- (ii) has reasonable grounds to believe that the Improper Conduct concerns a substantial and imminent danger to any person's health or safety or to the natural environment;
- (iii) has given prior written notice to the relevant Commonwealth agency of his or her intention to make further disclosure; and
- (iv) makes a report to a journalist or Member of Parliament that is limited to the information necessary to inform the recipient of the substantial or imminent danger.

4.5 How to make a report to an eligible recipient

Employees may report Improper Conduct to an eligible recipient by:

- (a) post to PO Box Z5207 St Georges Terrace Perth WA 6831 (marked as private and confidential to the attention of the Employee's immediate manager or the Whistleblower Protection Officer); or
- (b) email; or

- (c) telephone.

The Disclosing Person may choose to remain anonymous (and will still have the same legal protections) or may disclose their name, which will be kept confidential subject to certain exceptions referred to in Section 5 of this policy.

4.6 What kind of conduct can you report under this policy?

A Disclosing Person who reports Improper Conduct, whether made directly or anonymously, must have reasonable grounds to suspect that the information being disclosed about the Company concerns:

- (a) misconduct or an improper state of affairs or circumstances in relation to any entity within Southern Hemisphere; or
- (b) indicates that Southern Hemisphere or any of its officers or employees has engaged in conduct that:
 - (i) breaches the Corporations Act;
 - (ii) breaches other financial sector laws enforced by ASIC or APRA;
 - (iii) constitutes an offence against other law of the Commonwealth that is punishable by imprisonment for a period of 12 months; or
 - (iv) represents danger to the public or the financial system.

Examples of what may be disclosed include a breach of any legal or regulatory requirement, the Southern Hemisphere Code of Conduct or any other Southern Hemisphere policy, including, inter alia:

- (a) fraud, dishonesty or corruption;
- (b) negligence;
- (c) criminal offences;
- (d) financial loss to Southern Hemisphere, reputational damage or conduct otherwise detrimental to Southern Hemisphere 's interests;
- (e) potential misconduct or an improper state of affairs or circumstances in relation to Southern Hemisphere 's tax affairs;
- (f) failure to comply with legal obligations of Southern Hemisphere as a company listed on the ASX; and
- (g) unethical or corrupt conduct.

Legal protections apply in favour of a Disclosing Person even if the allegations he or she makes are wrong, provided that the Disclosing Person had Reasonable Grounds for making the allegations.

4.7 What kind of conduct is not covered by this policy?

Generally, disclosures that solely concern the Disclosing Person's personal work-related grievances do not qualify for protection under the Corporations Act.

Examples of disclosures regarding personal work-related grievances that may not qualify for protection under whistleblower laws and this policy include:

- (a) an interpersonal conflict between the Disclosing Person and another employee;
- (b) a decision relating to the engagement, transfer or promotion of the Disclosing Person;
- (c) a decision relating to the terms and conditions of engagement of the Disclosing Person;
or
- (d) a decision to suspend or terminate the engagement of the Disclosing Person, or otherwise discipline the Disclosing Person.

However, a report about a personal work-related grievance may still be covered if it includes information about other Improper Conduct beyond the Disclosing Person's personal circumstances, or the Disclosing Person is being threatened with some detriment for making a report.

5. CONFIDENTIALITY AND ANONYMITY

Improper Conduct reports, whether made in the Disclosing Person's name or anonymously, will be kept confidential and details of the report, or the Disclosing Person, will only be released to those necessarily involved in the investigation, unless the Disclosing Person consents or Southern Hemisphere is obliged or allowed by law to disclose, such as disclosures to ASIC, the Australian Federal Police, or a legal practitioner for the purpose of obtaining advice about the application of the Disclosing Person's protections.

Southern Hemisphere will ensure that any records relating to a report of Improper Conduct are stored securely and confidentially and are able to be accessed only by Southern Hemisphere employees who are authorised to access the information for the purposes of the investigation.

Unauthorised disclosure of:

- (a) the identity of the Disclosing Person who has made a report of Improper Conduct;
- or (b) information from which the identity of the reporting person could be inferred, may be an offence under Australian law and will be regarded as a disciplinary matter.

6. PROTECTIONS AND SUPPORT

Southern Hemisphere is committed to protecting and respecting the rights of any Disclosing Person who reports Improper Conduct in accordance with this policy.

Southern Hemisphere will not tolerate any reprisals against any person suspected of making a report of Improper Conduct, or against that person's colleagues, employer (if a contractor), relatives or any other person where the reason for the detrimental conduct relates to the suspicion that a Disclosing Person has made a report of Improper Conduct.

Any such retaliatory action may be an offence and will be treated as serious misconduct and will be dealt with in accordance with Southern Hemisphere's disciplinary procedures.

In addition to the above, under Australian law, a Disclosing Person who has reasonable grounds for suspecting that Improper Conduct has taken place, and who reports the matter to an appropriate person or agency as referred to in Section 4, may be entitled to additional legal protections in certain circumstances, including:

- (a) they may be protected from civil, criminal or administrative legal action for making the report;
- (b) no contractual or other right may be exercised against the Disclosing Person for making the report;
- (c) the information they provide may not be admissible in evidence against them in legal proceedings (unless they have provided false information); and
- (d) anyone who causes or threatens to cause detriment to a Disclosing 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 to pay damages to the Disclosing Person for any loss suffered by him or her as a result.

7. INTERNAL INVESTIGATION PROCEDURE

Whether an internal investigation is required, and the investigation processes undertaken, will vary depending on the precise nature of the alleged Improper Conduct. Any investigation will be conducted in a manner that is fair and objective to all people involved. The time that an investigation takes will depend on the particular facts of each case but Southern Hemisphere will conduct any internal investigation as quickly as practicable.

The Whistleblower Protection Officer is responsible for investigating Improper Conduct reports made under the Whistleblower Policy. The Whistleblower Protection Officer has access to independent financial, legal and operational advisors as required, and for serious matters, will be assisted by the Board of Southern Hemisphere.

An investigation will generally involve making enquiries and collecting evidence for the purpose of assessing whether the Improper Conduct report can be substantiated.

Southern Hemisphere employees about whom reports are made will generally be given an opportunity to respond to the relevant allegations made in the Improper Conduct report. Feedback will be provided to the Disclosing Person, if appropriate, on the progress of the investigation, unless they have remained anonymous.

Generally, the Whistleblower Protection Officer will decide whether to escalate any report and the findings of any investigation, and to whom the report and findings should be escalated for any decision. This will depend on the facts and seriousness of each case. For example, a decision on how to respond to the findings of any investigation could be made by a Whistleblower Protection Officer.

8. REVIEW OF THIS POLICY

This policy will be reviewed from time to time to ensure it remains effective and meets best practice standards and the needs of Southern Hemisphere. This policy can only be amended by resolution of the Board.

The Whistleblower Policy can be accessed via the Southern Hemisphere website at www.shmining.com.au