

CORPORATE GOVERNANCE POLICIES

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1 Board Charter

The Board of Directors is responsible for guiding and monitoring the Company on behalf of shareholders by whom they are elected and to whom they are accountable.

The Board is responsible for and has the authority to determine all matters relating to the strategic direction, policies, practices, establishing goals for management and the operation of the Company.

The monitoring and ultimate control of the business of the Company is vested in the Board. The Board's primary responsibility is to oversee the Company's business activities and management for the benefit of the Company's shareholders. The specific responsibilities of the Board include:

- a) Appointment, evaluation, rewarding and if necessary, the removal of the Managing Director, and Chief Financial Officer (or equivalent) and the Company Secretary;
- b) In conjunction with management, development of corporate objectives, strategy and operations plans and approving and appropriately monitoring plans, new investments, major capital and operating expenditures, capital management, acquisitions, divestitures and major funding activities;
- c) Establishing appropriate levels of delegation to the Managing Director to allow him to manage the business efficiently;
- d) Monitoring actual performance against planned performance expectations and reviewing operating information at a requisite level, to understand at all times the financial and operating conditions of the Company;
- e) Monitoring the performance of senior management including the implementation of strategy, and ensuring appropriate resources are available;
- f) Via management, an appreciation of areas of significant business risk and ensuring that the Company is appropriately positioned to manage those risks;
- g) Overseeing the management of safety, occupational health and environmental matters;
- h) Satisfying itself that the financial statements of the Company fairly and accurately set out the financial position and financial performance of the Company for the period under review;
- i) Satisfying itself that there are appropriate reporting systems and controls in place to assure the Board that proper operational, financial, compliance, and internal control processes are in place and functioning appropriately;
- j) To ensure that appropriate internal and external audit arrangements are in place and operating effectively;
- k) Having a framework in place to help ensure that the Company acts legally and responsibly on all matters consistent with the code of conduct; and
- l) Reporting to shareholders.

The Board retains full responsibility for guiding and monitoring the Company. While in discharging its stewardship the Board may make use of committees in the future, the Board currently intends that the functions and responsibilities of the following committees will be performed by the Board:

- a) Audit Committee; and
- b) Human Resource Committee.

Each director has the right to seek independent professional advice on matters relating to his position as a director of the Company at the Company's expense, subject to the prior approval of the Chairman, which shall not be unreasonably withheld.

In the event of a conflict of interest or where a potential conflict of interest may arise, involved directors will, unless the remaining directors resolve otherwise, withdraw from deliberations concerning the matter.

In accordance with the constitution of the Company, directors (other than the Managing Director) must offer themselves for re-election by shareholders at least every 3 years. The Board does not specify a maximum term for which a director may hold office.

The responsibility for the day-to-day operation and administration of the Company is delegated by the Board to the Managing Director. The Board ensures that the Managing Director and the management team is appropriately qualified and experienced to discharge their responsibilities and will put in place procedures to assess the performance of the Managing Director and executive directors.

Where appropriate the roles of Chairman and Managing Director are not combined. The Managing Director is accountable to the Board for all authority delegated to the position.

Whilst there is a clear division between the responsibilities of the Board and management, the Board is responsible for ensuring that management's objectives and activities are aligned with the expectations and risks identified by the Board. The Board will put in place a number of mechanisms to ensure this is achieved including:

- a) Board approval and monitoring of a strategic plan;
- b) Approval of budgets and monitoring actual performance against budget; and
- c) Procedures to be put in place to incorporate presentations covering key relevant areas of the Company's operations to each Board meeting by financial, operations, exploration and marketing management.

This policy is reviewed **annually**.

2 Procedures for Selection and Appointment of Directors

Over time the Board shall work towards ensuring, collectively, it has the appropriate range and expertise to properly fulfil its responsibilities, including:

- a) Accounting and legal;
- b) Business development and risk management;
- c) Industry and public company experience; and
- d) An appropriate ratio and skills matrix for executive and non-executive directors.

In the circumstances where the Board believes there is a need to appoint another director, whether due to retirement of a director or growth or complexity of the Company, certain procedures will be followed, including the following:

- a) Determine the skills and experience appropriate for the appointee having regard to those of the existing directors and any other likely changes to the Board;
- b) Agree the process and timetable for seeking such a person, which may involve an external search firm;
- c) A short list of candidates will be prepared for the Board's consideration and interview. The selection process will encourage visitation to the Company's operating sites and an understanding of management information systems. Candidates will be assessed on the following basis:
 - i. Competencies and qualifications;
 - ii. Independence;
 - iii. Other directorships;
 - iv. Time availability;
 - v. Contribution to the overall balance of the composition of the Board; and
 - vi. Depth of understanding of the role of and legal obligations, of a director.

The Board comprises of only 4 persons which for the size of the Company is currently considered appropriate to provide the balance of skills and experience necessary for the conduct of the Company's activities. However, as the Company grows, the Company plans to add further members.

The Chair regularly reviews the composition of the Board to ensure that the board continues to have the mix of skills, experience and diversity necessary for the conduct of the Company's activities.

If an invitation to become a director is accepted, the Board will appoint the new director during the year and that person will then stand for re-election by shareholders at the next annual general meeting. Shareholders are provided with relevant information on the candidates for re-election.

When appointed to the Board, a new director will receive an induction appropriate to their experience.

This policy is reviewed **annually**.

3 Code of Conduct

This code of conduct aims to encourage the appropriate standards of conduct and behaviour of the directors, officers, employees and contractors (collectively called the employees) of the Company.

Employees are expected to act with integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.

3.1 General Principles

- a) Employees of the Company must act honestly, in good faith and in the best interests of the Company as a whole.
- b) Employees have a duty to use due care and diligence in fulfilling the functions of their position and exercising the powers attached to their employment.
- c) Employees must recognise that their primary responsibility is to the Company's shareholders as a whole.
- d) Employees must not take advantage of their position for personal gain, or the gain of their associates.
- e) Directors have an obligation to be independent in their judgements.
- f) Confidential information received by employees in the course of the exercise of their duties remains the property of the Company. Confidential information can only be released or used with specific permission from the Company.
- g) Employees have an obligation, to comply with the spirit as well as the letter, of the law and with the principles of this code.

The Company views breaches of this code as serious misconduct. Employees who have become aware of any breaches of this code must report the matter immediately to their line manager or the Company Secretary. The line manager or Company Secretary has the responsibility to report the breach to the appropriate senior management and to advise the relevant employee of the outcome and actions implemented.

Any employee who in good faith, reports a breach or a suspected breach will not be subject to any retaliation or recrimination for making that report.

Employees who breach the policies outlined in the Code may be subject to disciplinary action, including in the case of serious breaches, dismissal.

3.2 Directors

The following additional comments apply to directors of the Company and aim to ensure directors have a clear understanding of the Company's expectations of their conduct.

3.2.1 Fiduciary Duties

All directors have a fiduciary relationship with the shareholders of the Company. A director occupies a unique position of trust with shareholders, which makes it unlawful for directors to improperly use their position to gain advantage for themselves.

3.2.2 Duties of Directors

Each director must endeavour to ensure that the Company is properly managed so as to protect and enhance the interests of all shareholders. To this end, directors need to devote sufficient time and effort to understand the Company's operations.

Directors should ensure that shareholders and the ASX are informed of all material matters which require disclosure and avoid or fully disclose conflicts of interest.

3.2.3 Conflict of Interest

At all times a director must be able to act in the interests of the Company and must comply with the Conflicts of Interest Policy.

3.2.4 Insider Trading

Information concerning the activities or proposed activities of the Company, which is not public and which could materially affect the Company's share price must not be used for any purpose other than valid Company requirements.

3.2.5 Managing Director and CFO

It is the responsibility of people fulfilling the duties of the Managing Director and the CFO to provide written assurances to the Board that in all material respects:

- a) The financial reports submitted to the Board represent a true and fair view of the Company's financial condition and operational results; and
- b) The Company's risk management and internal compliance and control system is operating efficiently and effectively.

3.3 Stakeholders

The Board recognises that the primary stakeholders in the Company are its shareholders. Other legitimate stakeholders in the Company include employees, customers and the general community.

The Company's primary objective is to create shareholder wealth through capital growth and dividends by the continued development of its mining assets. This is achieved by:

- a) Keeping the market informed of its mining operations;
- b) Keeping the market informed of its exploration activities;
- c) Actively progressing its exploration programmes; and
- d) Seeking new opportunities in the vicinity of the project areas in which the Company holds tenement interests as well as in other tier 1 jurisdictions.

The Company is committed to conducting all its operations in a manner which:

- a) Protects the health and safety of all employees contractors and community members;
- b) Recognises, values and rewards the individual contribution of each employee;
- c) Achieves a balance between economic development, maintenance of the environment and social responsibility;
- d) Maintains good relationships with suppliers and the local community; and
- e) Is honest, lawful and moral.

All employees (including directors) are expected to act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.

This policy is reviewed **annually**.

4 Securities Trading Policy

The Company's share trading policy regulates the sale and purchase of securities in the Company by its Directors and employees.

Directors of the Company (Directors) and employees are encouraged to be long-term holders of the Company's securities. However, it is important that care is taken in the timing of any purchase or sale of such securities.

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

4.1 General Restrictions when in Possession of Inside Information

4.1.1 Insider Trading Laws

Insider trading laws cover all directors, employees and parties in possession of unpublished price sensitive information, of the Company. If a person is in possession of any unpublished price-sensitive information, it is a criminal offence to take advantage for personal gain or that of an associate.

Price-sensitive information is any information which if it were generally available, a reasonable person would expect it to have a material effect on the price or value of the Company's securities, or would be likely to influence a person in deciding whether to buy or sell the Company's securities.

4.1.2 Confidential Information

Employees and directors also have a duty of confidentiality to the Company. A person must not reveal any confidential information concerning the Company, use that information in any way which may cause loss to the Company, or use that information to gain an advantage for themselves or anyone else.

4.1.3 Examples

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

- a) The Company considering a major acquisition or disposal of assets;
- b) The threat of major litigation against the Company;
- c) The Company's sales and profit results materially exceeding (or falling short of) the market's expectations;
- d) A material change in debt, liquidity or cash flow;

- e) A significant new development proposal ie, new product or technology;
- f) The granting (or loss) or a major contract;
- g) Management or business restructuring proposal;
- h) A share issue proposal;
- i) An agreement or option to acquire an interest in a mining tenement, or to enter into a joint venture or farm-in or farm-out arrangement in relation to a mining tenement; and
- j) Significant discoveries, exploration results, or changes in reserve / resource estimates from mining tenements in which the Company has an interest.

4.1.4 Dealing Through Third Parties

A person does not need to be a Director or employee of the Company to be guilty of insider trading in relation to securities in the Company. The prohibition extends to dealings by Directors and employees through nominees, agents or other associates, such as family members, family trusts and family companies (referred to as “Associates” in these guidelines).

4.1.5 Information However Obtained

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

4.1.6 Employee Share Schemes

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

4.2 Guidelines for Trading in the Company’s Securities

4.2.1 General Rule

Directors and employees, including Key Management Personnel, must not trade in the Company’s securities, or in financial products issued or created over or in respect of the Company’s securities, during a Closed Period.

Closed Period means:

- The period that is within five days prior to, and one day past, the publication of the Company’s annual results (or, if shorter, the period from its financial year end to the time of publication);
- The period that is within five days prior to, and one day past, the publication of the Company’s half year results (or, if shorter, the period from its half year end to the time of publication);

- The period that is within five days prior to, and one day past, the announcement of its quarterly results (or, if shorter, the period from the relevant financial period end up to and including the time of the announcement);

The Company may at its discretion vary this rule in relation to a particular period by general announcement to all employees either before or during the period.

However, if a Director or employee of the Company is in possession of price sensitive information which is not generally available to the market, then he or she must not deal in the Company's securities at any time.

4.2.2 Exceptions

- a) Directors and all employees may at any time:
- Acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;
 - Acquire Company securities under a bonus issue made to all holders of securities of the same class;
 - Acquire Company securities under a dividend reinvestment, or top-up plan that is available to all holders or securities of the same class;
 - Acquire, or agree to acquire or exercise options under a Company Share Option Plan;
 - Withdraw ordinary shares in the Company held on behalf of the employee in an employee share plan where the withdrawal is permitted by the rules of that plan;
 - Acquire ordinary shares in the Company as a result of the exercise of options held under an employee option scheme;
 - Transfer securities of the Company already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary;
 - Make an investment in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party;
 - Where a restricted person is a trustee, trade in the securities of the Company by that trust provided the restricted person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person;
 - Undertake to accept, or accept, a takeover offer;
 - Trade under an offer or invitation made to all or most of the security holders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;

- xii. Dispose of securities of the Company resulting from a secured lender exercising their rights, for example, under a margin lending arrangement;
 - xiii. Exercise (but not sell securities following exercise) an option or a right under an employee incentive scheme, or convert a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a prohibited period and the Company has been in an exceptionally long prohibited period or the Company has had a number of consecutive prohibited periods and the restricted person could not reasonably have been expected to exercise it at a time when free to do so; or
 - xiv. Trade under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy.
- b) In respect of share or option plans, it should be noted that:
- i. It is not permissible to reimburse the exercise price of options by selling the shares acquired on the exercise of these options unless the sale of those shares occurs outside a Closed Period; and
 - ii. Where the exercise price of options is being provided by a margin loan or other form of lending arrangement then there may be a risk that the employee or Director may need to sell shares to avoid providing additional capital or security to the lender in the event of a decrease in the value of the shares.
- Were this to occur at a time when the person possessed inside information then the sale of Company securities would be a breach of insider trading laws, even though the person's decision to sell was not influenced by the inside information that the person possessed and the person may not have made a profit on the sale.
- Where Company securities are provided to a lender as security by way of mortgage or charge a sale that occurs under that mortgage or charge as a consequence of default would not breach insider trading laws.

4.3 Approval and Notification Requirements

4.3.1 Approval Requirements – Directors

- a) Any Director wishing to buy, sell or exercise rights in relation to the Company's securities must obtain the prior approval of the Chair of the Board (or Managing Director) before doing so; or
- b) If the Chairman wishes to buy, sell or exercise rights in relation to the Company's securities the Chairman must obtain the prior approval of the Managing Director or Company Secretary before doing so.

4.3.2 Approval Requirements – Key Management Personnel

- a) Any Key Management Personnel wishing to buy, sell or exercise rights in relation to the Company's securities must obtain the prior written approval of the Managing Director before doing so.
- b) For the purpose of this policy, "Key Management Personnel" are defined as:
 - i. Any first line reports of the Managing Director and their direct reports; and

- ii. Any other person designated by the Managing Director as key management personnel on the basis that they have authority and responsibility for planning, directing and controlling the activities of the Company either directly or indirectly.

4.3.3 Notification

Any Director or employee who (or through his or her Associates) buys, sells, or exercises rights in relation to Company securities must notify the Company Secretary in writing of the details of the transaction within five (5) business days of the transaction occurring.

4.3.4 Approvals to Buy or Sell Securities

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

4.3.5 Exemption from Trading Window Restriction Due to Exceptional Circumstance

A Director, employee or contractor who is not in possession of inside information in relation to the Company, may be given prior written clearance by the Chairman (or in the case of the Chairman all of the other members of the board) to sell or otherwise dispose of Company securities outside of a trading window where the person is in severe financial hardship or where there are exceptional circumstances as set out in this policy.

4.3.6 Severe Financial Hardship or Exceptional Circumstances

The determination of whether a Director, employee or contractor is in severe financial hardship will be made by the Chairman (or in the case of the Chairman all of the other members of the board).

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

4.3.7 Financial Hardship

A Director, employee or contractor may be in severe financial hardship if they have a pressing financial commitment that cannot be satisfied other than by selling the securities of the Company.

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

4.3.8 Exceptional Circumstances

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

Any application for an exemption allowing the sale of Company securities outside of the Trading Window based on exceptional circumstances must be made in writing and be accompanied by relevant court and/or supporting legal documentation.

4.3.9 ASX Notification for Directors

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

4.3.10 Breaches of Policy

Strict compliance with this policy is a condition of employment.

4.3.11 General

The requirements imposed by this policy are separate from and additional to, the legal prohibitions in the Corporations Act on insider trading. Compliance with this Policy does not absolve that individual from complying with the law, which must be the overriding consideration when trading in the Company's securities.

This policy is reviewed **annually**.

5 Audit Committee Charter

This Charter sets out the Company's Audit and Risk Committee (Committee) composition, responsibilities and meeting and reporting processes.

While the Committee's current 'Membership and Composition' do not meet the charter's requirements, it is envisaged that once the Company's size warrants it, the Committee will populate the Committee accordingly. The charter shall apply to the extent that it is relevant to the size of the Company.

5.1 Scope

The Audit Committee shall be a committee of the Board of the Company with the specific powers delegated under this charter. The charter sets out the Audit Committee's function, composition, mode of operation, authority and responsibilities.

5.2 Function

The primary function of the Committee shall be to assist the Board in fulfilling its responsibilities relating to accounting and reporting practices of the Company. In addition, the Committee will:

- a) Oversee, co-ordinate and appraise the quality of the audits conducted by both the Company's external and internal auditors;
- b) Determine the independence and effectiveness of the external and internal auditors;
- c) Maintain open lines of communications among the Board, the internal and external auditors to exchange views and information, as well as confirm their respective authority and responsibilities;
- d) serve as an independent and objective party to review the financial information submitted by management to the Board for issue to shareholders, regulatory authorities and the general public; and
- e) Review the adequacy of the reporting and accounting controls of the Company.

The Committee is not required to personally conduct accounting reviews or audits and is entitled to rely on employees of the Company or professional advisers where appropriate.

5.3 Membership and Composition

The Board shall appoint the members of the Committee and review the composition of the Committee at least annually. The Committee will comprise:

- a) At least three members;
- b) A majority, where possible, of non-executive directors whom are independent;
- c) Where possible, an independent chairman appointed by the Board and who is not the Chairman of the Board; and
- d) Where possible, members with sufficient financial skills and experience relevant to the committee's functions.

5.4 Meetings

The Committee shall:

- a) Meet as frequently as required but at least two times per year; and
- b) The minimum quorum for a committee meeting is two members. The secretary of the Committee is the Company Secretary.

5.5 Authority

In performing its functions in accordance with any applicable law, the Committee:

- a) Has unrestricted access to the external auditors, the internal audit firm, senior management and employees of the Company;
- b) Has unrestricted access to information and reports relevant to fulfilling its responsibilities;
- c) May seek independent external advice on matters brought before the Committee or in relation to the functions and responsibilities of the Committee; and
- d) Shall have the power to conduct or authorise investigations into any matters within the committee's scope of responsibilities or when requested by the Board.

5.6 Responsibilities

The Committee must promote an environment within the Company which is consistent with best practice financial reporting. In particular, the Committee must:

- a) Perform an independent review of financial information prepared by management for external reporting. This will include conducting reviews of the annual report, directors' report, annual financial statements, half yearly financial statements and any other externally reported financial information required by law;
- b) Monitor the integrity and effectiveness of financial reporting processes;
- c) Review and assess the external audit arrangements;
- d) Appoint, review and assess the internal audit arrangements and consider significant internal audit findings and management's responses and related actions;
- e) Review and ensure implementation of legislated major accounting changes;
- f) Ensure that appropriate policies are established and adequate systems are in place to identify and disclose related-party transactions and assess the propriety of any related party transactions; and
- g) Ensure that the Board is kept regularly informed on general progress and activities, and is promptly briefed on all significant matters.

5.7 External Audit Arrangements

The Committee shall report to the Board on external audit arrangements, including:

- a) Making recommendations to the Board on the appointment, re- appointment, replacement and remuneration of the external audit firm;
- b) Review the terms of engagement for the external auditor;
- c) Review the scope of the external audit with the external auditor including identified risk areas;
- d) Monitor the performance of the external audit including assessment of the quality and rigour of the audit, quality of the service provided and the audit firm's internal quality control procedures;
- e) Review and assess non-audit services to be provided by the external auditor, with particular consideration to the potential to impair or appear to impair the external auditors' independence;
- f) Review and monitor management's responsiveness to the external audit findings; and
- g) On a periodic basis, meet with the external auditor without the presence of management.

5.8 Appointment of External Auditor

Should a change in auditor be considered necessary, a formal tendering process will be undertaken. The Committee will identify the attributes required of an auditor and will ensure the selection process is sufficiently robust so as to ensure selection of an appropriate auditor.

The Committee will ensure that prospective auditors have been provided with a sufficiently detailed understanding of the Company, its operations, its key personnel and any other information, including group structures and financial statements, that will have a direct bearing on each firm's ability to develop an appropriate proposal and fee estimate.

The Committee and the Board will consider the appointment in conjunction with senior management.

In selecting an external auditor, particular consideration will be given to determining whether the fee quoted is sufficient for the work required, that the work is to be undertaken by people with an appropriate level of seniority, skill and knowledge and whether the work proposed is sufficient to meet the Company's needs and expectations.

The appointment of a new external audit firm will be placed before shareholders for ratification at the next annual general meeting after the appointment is made.

5.8.1 Rotation and Succession Planning

The Committee will discuss with the auditor the provisions the audit firm has in place for rotation of the lead engagement partner and the independent review partner. The Company shall require that the lead engagement partner be rotated in accordance with legislative requirements.

5.8.2 Management Sign-Off Procedure

The Audit Committee will ensure that the Managing Director and Chief Financial Officer prepare a written statement to the Board certifying that the Company's annual financial report and half yearly financial report present a true and fair view, in all material respects, of the financial condition of the Company and its operational performance and are in accordance with relevant accounting standards.

The statement is to be presented to the Board prior to the approval and sign-off of the respective annual and half yearly financial reports.

This policy is reviewed every **two years**.

6 Continuous Disclosure Policy

This policy outlines the disclosure obligations of the Company as required under the Corporations Act 2001 and the ASX Listing Rules. The policy is designed to ensure that procedures are in place so that the stock market in the which the Company's securities are listed is properly informed of matters which may have a material impact on the price at which the securities are traded.

The Company is committed to:

- a) Complying with the general and continuous disclosure principles contained in the Corporations Act and the ASX Listing rules;
- b) Preventing the selective or inadvertent disclosure of material price sensitive information;
- c) Ensuring shareholders and the market are provided with full and timely information about the Company's activities;
- d) Ensuring that all market participants have equal opportunity to receive externally available information issued by the Company.

6.1 Disclosure Officer

The Managing Director and the Company Secretary have been appointed as the Company's disclosure officers responsible for implementing and administering this policy. The disclosure officers are responsible for all communication with ASX and for making decisions on what should be disclosed publicly under this policy.

In the absence of the Managing Director and Company Secretary, any matters regarding disclosure issues are to be referred to the Chairman or the Finance Director.

6.2 Material Information

In accordance with the ASX Listing Rules, the Company must immediately notify the market (via an announcement to the ASX) of any information concerning the Company which a reasonable person with experience in the industry in which the Company operates would expect to have a material effect on the price or value of the Company's securities.

Information need not be disclosed if:

- a) A reasonable person would not expect the information to be disclosed;
- b) The information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
- c) One or more of the following applies:
 - i. It would breach the law to disclose the information;
 - ii. The information concerns an incomplete proposal or negotiation;
 - iii. The information comprises matters of supposition or is insufficiently definite to warrant disclosure;

- iv. The information is generated for internal management purposes; o
- v. The information is a trade secret.

The Company is also required to disclose information if asked to do so by the ASX, to correct or prevent a false market.

Note that the Company is deemed to have become aware of information where a director or executive officer has, or ought to have, come into possession of the information in the course of the performance of his duties as a director or executive officer.

The Corporations Act defines a material effect on price or value as being where a reasonable person would be taken to expect information to have a material effect on the price or value of securities if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the securities.

6.3 Review of Communications for Disclosure

The disclosure officers will review all communications to the market to ensure that they are full and accurate and comply with the Company's obligations. Such communications may include:

- a) Media releases;
- b) Analyst, investor or other presentations; prospectuses; and
- c) Other corporate publications.

Examples of information or events that are likely to require disclosure include:

- a) Financial performance and material changes in financial performance or projected financial performance;
- b) Changes in the terms of employment of the Managing Director and the independence of directors;
- c) Mergers, acquisitions, divestments, joint ventures or material changes in assets;
- d) Significant developments in new projects or ventures;
- e) material changes to the Company's security position;
- f) Material information affecting joint venture partners, customers or non- wholly owned subsidiary companies;
- g) Media or market speculation;
- h) Analyst or media reports based on inaccurate or out of date information;
- i) Industry issues which have, or which may have, a material impact on the Company; and
- j) Decisions on significant issues affecting the Company by regulatory authorities.

Where there is any doubt as to whether an issue might materially affect the price or value of the Company's securities, the disclosure officers will assess the circumstances with appropriate senior executives and if necessary, seek external professional advice.

All presentations to analysts and investors will be released to the ASX and then included on the Company's website.

6.4 Authorised Spokespersons

The Company's authorised spokesperson is the Managing Director, and Company Secretary. In appropriate circumstances, the Managing Director may from time to time authorise other spokespersons on particular issues and those within their area of expertise.

No employees or consultants are permitted to comment publicly on matters confidential to the Company. Any information which is not public must be treated by employees and consultants as confidential until publicly released.

6.5 Reporting of Disclosable Information

Once the requirement to disclose information has been determined, the disclosure officers are the only persons authorised to release that information to the ASX.

Information to be disclosed must be lodged immediately with the ASX. Any such information must not be released to the general public until the Company has received formal confirmation of lodgement by the ASX.

6.6 Market Speculation and Rumours

As a guiding principle, the Company has a "no comment" policy on market speculation and rumours, which must be observed by all employees. However, the Company will comply with any request by the ASX to comment upon a market report or rumour.

6.7 Trading Halts

The Company may, where appropriate, request a trading halt to maintain orderly trading in the Company's securities and to manage any disclosure issues.

No employee of the Company is authorised to seek a trading halt except for the disclosure officers.

6.8 Meetings and Group Briefings with Investors and Analysts

The Managing Director is primarily responsible for the Company's relationship with major shareholders, institutional investors and analysts and shall be the primary contacts for those parties.

Any written materials containing new price-sensitive information to be used in briefing media, institutional investors and analysts are lodged with ASX prior to the briefing commencing. Upon confirmation of receipt by ASX, the briefing material is posted to the Company's website. Briefing materials may also include information that may not strictly be required under continuous disclosure requirements.

The Company will not disclose price sensitive information in any meeting with an investor or stockbroking analyst before formally disclosing it to the market. The Company considers that one-on-one discussions and meetings with investors and stockbroking analysts are an important part of pro-active investor relations. However, the Company will only discuss previously disclosed information in such meetings.

6.9 Periods Prior to Release of Financial Results

During the time between the end of the financial year or half year and the actual results release, the Company will not discuss financial performance, broker estimates and forecasts and, particularly, any pre-result analysis with stockbroking analysts, investors or the media, unless the information to be discussed has already been disclosed to the ASX.

6.10 Web-Based Communication

The Company's website shall feature discrete sections for shareholders and investors to ensure that such information can be accessed by interested parties. Such information will include:

- a) Annual reports and results announcements;
- b) All other company announcements made to the ASX;
- c) Speeches and support material given at investor conferences or presentations; and
- d) Company profile and company contact details.

Announcements lodged with the ASX will be placed on the Company's website as soon as practicable after ASX confirms receipt of that information.

6.11 Analysts reports and forecasts

Stockbroking analysts frequently prepare reports on listed companies that typically detail their opinion on strategies, performance and financial forecasts. To avoid inadvertent disclosure of information that may affect the Company's value or share price. The Company's comments on analyst reports will be restricted to:

- a) Information the Company has issued publicly; and
- b) Other information that is in the public domain.

Given the level of price sensitivity to earnings projections, the Company will only make comment to correct factual errors in relation to information publicly issued by other parties and Company statements.

This policy is reviewed **annually**.

7 Shareholders Communication Policy

The Company recognises the value of providing current and relevant information to its shareholders.

The Managing Director and Company Secretary have the primary responsibility for communication with shareholders.

Information is communicated to shareholders through:

- a) Continuous disclosure to relevant stock markets of all material information;
- b) Periodic disclosure through the annual report (or concise annual report), half year financial report and quarterly reporting of exploration, production and corporate activities;
- c) Notices of meetings and explanatory material;
- d) The annual general meeting;
- e) Periodic newsletters or letters from the Chairman or Managing Director; and
- f) The Company's website at www.bossenergy.com.

The Company is committed to the promotion of investor confidence by ensuring that trading in the Company's securities takes place in an efficient, competitive and informed market.

7.1 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 shall include the following sections, 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, half yearly and quarterly reports;
- c) News section, containing sections on newsletters, ASX announcements, media clippings and power point presentations; and
- d) Press releases.

The Company's website will be updated with material released to the ASX as soon as practicable after confirmation of release by the ASX.

All web-site information will be continuously reviewed and updated to ensure that information is current, or appropriately dated and archived.

The Company shall place the full text of notices of meeting and explanatory material on the website.

7.2 Written Communication and Annual Report

The annual report of the Company is the major written communication by the Company to shareholders each year.

7.3 Annual General Meeting

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

- a) Notices of meetings are distributed to shareholders in accordance with the provisions of the Corporations Act;
- b) Notices of meeting and other meeting material are drafted in concise and clear language;
- c) Shareholders are encouraged to use their attendance at meetings to ask questions on any relevant matter, with time being specifically set aside for shareholder questions;
- d) Notices of meetings encourage participation in voting on proposed resolutions by lodgement of proxies, if shareholders are unable to attend the meeting;
- e) It is general practice for a presentation on the Company's activities to be made to shareholders at each annual general meeting; and
- f) It is both the Company's policy and the policy of the Company's auditor for the lead engagement partner to be present at the annual general meeting and to answer any questions regarding the conduct of the audit and the preparation and content of the auditors' report.

This policy is reviewed **annually**.

8 Risk Management and Internal Compliance and Control

Management determines the Company's risk profile and is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal control. The Company's process of risk management and internal compliance and control shall include:

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

Within the identified risk profile of the Company, comprehensive practices are in place that are directed towards achieving the following objectives:

- a) Effectiveness and efficiency in the use of the Company's resources;
- b) Compliance with applicable laws and regulations; and
- c) Preparation of reliable published financial information.

The Board oversees an ongoing assessment of the effectiveness of risk management and internal compliance and control.

The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required by the Board to report back on the efficiency and effectiveness of risk management, inter alia, by benchmarking the Company's performance against industry standards.

The risk profile of the Company contains both financial and non-financial factors including material risks arising from pricing, competitive position, currency movements, operational efficiency, ore reserve replacement, fuel prices, ground water flows, product quality, investments in new projects.

To mitigate these risks, the Company intends to put in place a broad range of risk management policies and procedures including regular Board meetings, six monthly financial and internal audits, rigorous appraisal of new investments, advisers familiar with the Company and an internal audit function.

Management is responsible for the ongoing management of risk with standing instructions to appraise the Board of changing circumstances within the Company and within the international business environment.

This policy is reviewed every **two years**.

9 Performance Evaluation Practices

As part of the annual review of the performance of the Board, the appropriate size, composition and terms and conditions of appointment to and retirement from the Board are considered. The level of remuneration for non-executive directors is considered with regard to practices of other public companies and the aggregate amount of fees approved by shareholders. The Board also reviews the appropriate criteria for Board membership collectively.

The Board shall establish formal processes to review its own performance and the performance of individual directors and the committees of the Board, annually.

9.1 Board

A process shall be established to review and evaluate the performance of the Board. The Board shall be required to meet annually with the specific purpose of reviewing the role of the Board, assessing its performance over the previous 12 months, including comparison with others, and examining ways in which the Board can better perform its duties. The review will incorporate the performance of the Board.

The annual review includes consideration of the following measures:

- a) Comparison of the performance of the Board against the requirements of the Board charter;
- b) Assessment of the performance of the Board over the previous twelve months having regard to the corporate strategies, operating plans and the annual budget;
- c) Review the Board's interaction with management;
- d) Identification of any particular goals and objectives of the Board for the next year;
- e) Review the type and timing of information provided to the directors; and
- f) Identification of any necessary or desirable improvements to Board or committee charters.

The method and scope of the performance evaluation will be set by the Board and which may include a Board self-assessment checklist to be completed by each director. The Board may also use an independent adviser to assist in the review.

9.2 Committees

Similar procedures to those for the Board review are applied to evaluate the performance of each of the Board committees.

An assessment will be made of the performance of each committee against each charter and areas identified where improvements can be made.

9.3 Non-Executive Directors

The Chairman will have primary responsibility for conducting performance appraisals of non-executive directors in conjunction with them, having particular regard to:

- a) Contribution to Board discussion and function;

- b) Degree of independence including relevance of any conflicts of interest;
- c) Availability for and attendance at Board meetings and other relevant events;
- d) Contribution to Company strategy;
- e) Membership of and contribution to any Board committees; and
- f) Suitability to Board structure and composition.

Where the Chairman, following a performance appraisal, considers that action must be taken in relation to a director's performance, the Chairman must consult with the remainder of the Board regarding whether a director should be counselled to resign, not seek re-election, or in exceptional circumstances, whether a resolution for the removal of a director be put to shareholders.

9.4 Managing Director

The Board will annually review the performance of the Managing Director. At the commencement of each financial year, the Board and the Managing Director will agree a set of generally Company specific performance measures to be used in the review of the forthcoming year.

These will include:

- a) Financial measures of the Company's performance;
- b) The extent to which key operational goals and strategic objectives are achieved;
- c) Development of management and staff;
- d) Compliance with legal and Company policy requirements; and
- e) Achievement of key performance indicators.

9.5 Senior Executives

The Managing Director is responsible for assessing the performance of the key executives within the Company. This is to be performed through a formal process involving a formal meeting with each senior executive.

The basis of evaluation of senior executives will be on agreed performance measures. This policy is reviewed **annually**.

10 Human Resources Committee Charter

The Human Resources Committee (“the Committee”) is established by the Company Board of Directors (“the Board”) and aims to assist the development of policies and plans that:

- Support the objectives of the business through the Company’s human resource philosophy
- Guide management’s efforts to establish an inclusive culture where diversity is valued and respected
- Guide the succession planning process for key management personnel (“KMP”) and make recommendations to the Board
- Attract and retain skilled executives and senior managers
- Create shareholder value through motivating senior executives and managers to achieve the Company goals and objectives
- Encourage senior executives and managers to place emphasis on the interests of the Company before any personal interest

The Committee seeks to ensure the Company’s human resource philosophies and practices enhance the Company’s reputation and support its business objectives.

10.1 Functions and Responsibilities

The Committee is responsible for:

- Overseeing and monitoring management’s efforts to establish an inclusive culture
- Reviewing and approving a human resource philosophy that supports the Company’s business strategy
- Reviewing and considering the implications and associated risks of the Company’s overall remuneration philosophy
- Approving and reviewing all plans relating to equity based compensation, and other plans involving a material component of executive compensation
- Reviewing and approving the CEO’s annual goals and objectives and those of KMP of the Company
- Reviewing the CEO and KMP’s performance against those goals and objectives
- Recommending to the Board all elements of the CEO’s annual remuneration package based on his/her performance and the performance of the Company
- Approving the CEO’s recommendations for remuneration of the KMP of the Company
- Reviewing succession planning for senior positions and making recommendations to the Board
- Reviewing all compensation information before the Company discloses it publicly

10.2 Membership and Meetings

The Committee:

- Comprises a minimum of three Independent Directors
- Requires two members for a meeting quorum
- Has a minimum of one formal meeting per annum
- Meets either in person or by video conference
- Records minutes of each formal meeting

10.3 Authority and Appointment

The Board authorises the Committee to seek whatever information is necessary, either inside the Company or from external third parties, to undertake its responsibilities.

The Committee and Committee Chair are appointed by the Board on an annual basis.

This policy is reviewed every **two years**.

11 Diversity Policy

The Company is committed to actively managing diversity as a means of enhancing the Company's performance by recognising and utilising the contribution of diverse skills and talent from its directors, officers and employees.

Diversity involves recognising and valuing the unique contribution people can make because of their individual background and different skills, experiences and perspectives, including persons with co-existing domestic responsibilities. Diversity may result from a range of factors including age, gender, ethnicity, cultural background or other personal factors. The Company values the differences between its people and the contribution these differences make to the Company.

11.1 Role of the Board

It is the responsibility of the Board to foster an environment where:

- a) Individual differences are respected.
- b) The ability to contribute and access employment opportunities is based on performance, skill and merit.
- c) Inappropriate attitudes, behaviours and stereotypes are confronted and eliminated.

11.2 Objectives

The Company encourages diversity in employment, and in the composition of its Board, as a means of ensuring the Company has an appropriate mix of skills and talent to conduct its business and achieve the Company's goals.

Specifically, the Company will provide equal opportunities in respect to employment and employment conditions, including:

- a) **Hiring:** The Board will ensure appropriate selection criteria based on diverse skills, experience and perspectives is used when hiring new staff, including Board members. Job specifications, advertisements, application forms and contracts will not contain any direct or inferred discrimination. The Board is empowered to engage professional consultants to assist in the hiring process by presenting diverse candidates to the Company for consideration.
- b) **Training:** All internal and external training opportunities will be based on merit and in light of Company and individual needs. The Board will consider senior management training and executive mentoring programs to develop skills and experience to prepare employees for senior management and Board positions.
- c) **Career Advancement:** All decisions associated with career advancement, including promotions, transfers, and other assignments, will meet the Company's needs and be determined on skill and merit.

11.3 Achieving Diversity

As a priority, the Company will focus on the participation of women on its Board and within senior management. The Board will set measurable objectives for achieving gender diversity that are appropriate for the Company, which will be disclosed in the Company's Annual Report.

The measurable objectives to be set may include:

- a) Procedural / structural objectives;
- b) Initiatives and programs and/or targets in respect of:
 - i. The number of women employed by (or who are consultants to) the economic group controlled by the Company;
 - ii. The number of women on the Board;
 - iii. The nature of the roles in which women are employed, including on full time, part time or contracted bases, and in leadership, management, professional specialty or supporting roles; and
 - iv. The relative participation of men and women at different remuneration bands.

The Board may also set measurable objectives in relation to other aspects of diversity that are appropriate for the Company. These objectives may also include:

- a) Procedural / structural objectives;
- b) Initiatives and programs and/or targets in respect of:
 - i. The number of persons employed by (or who are consultants to) the economic group controlled by the Company; the number of persons on the Board;
 - ii. The nature of the roles in which persons are employed, including on full time, part time or contracted bases, and in leadership, management, professional speciality or supporting roles; and
 - iii. The participation of persons at different remuneration bands, each by reference to age, ethnicity and cultural background.

11.4 Work Environment

The Company will ensure that all officers, employees and contractors have access to a work environment that is free from harassment. The Company will not permit unwanted conduct based on an officer, employee or contractor's personal circumstances or characteristics.

The Board and senior managers are required to ensure that the work environment is harassment free, and to ensure that complainants or reports of sexual, racial or other harassment are treated seriously, confidentially, and sympathetically by the Company.

11.5 Reporting Responsibility

It is the responsibility of all directors, officers and employees to comply with the Company's Diversity Policy and report violations or suspected violations in accordance with this Diversity Policy.

The Board will proactively monitor Company performance in meeting the standards and policies outlined in this Policy. This will include an annual review of the diversity objectives set by the Board, and its progress in achieving them.

The Board will consider setting key performance indicators for the Board, the Chief Executive Officer and senior executives that are linked to the achievement of the diversity objectives set by the Board.

11.6 Compliance with this Diversity Policy

Any breach of compliance with this Diversity Policy is to be reported directly to the Chief Executive Officer or Chair, as appropriate. Anyone breaching this Diversity Policy may be subject to disciplinary action, including termination.

This policy is reviewed regularly and at least **annually**.

12 Whistleblower Protection Policy

12.1 Introduction

12.1.1 Commitment

This Whistleblower Protection Policy (Policy) has been adopted by the Board to ensure concerns regarding unacceptable conduct including breaches of the Company's Code of Conduct can be raised on a confidential basis, without fear of reprisal, dismissal or discriminatory treatment. The Company is committed to creating and maintaining a culture of corporate compliance and ethical behaviour in which employees are responsible and accountable and behave with honesty and integrity.

12.1.2 Role of the Board Purpose of this Policy

The purpose of this Policy is to promote responsible whistle blowing about issues where the interests of others, including the public, or of the organisation itself are at risk and also to set out the requirements for the management and investigation of any reports of improper conduct

12.1.3 Who is Covered by this Policy?

This Policy applies to the Company's current or former, 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 (each a Company Person).

This policy is available to officers and employees of the Company at www.bossenergy.com.au and can also be obtained from an Authorised Officer.

12.2 Conduct Covered by this Policy

The Company Persons are encouraged to report any conduct (whether actual or potential) which:

- a) Represents a danger to the public;
- b) Breaches any internal policy or code of the Group;
- c) Constitutes dishonest, fraudulent, illegal or corrupt activity, including bribery;
- d) Constitutes theft, drug distribution, sale or use, violence, assault, intimidation, criminal damage to property;
- e) Constitutes harassment, discrimination, victimisation or bullying;
- f) Is potentially damaging to the Group, its employees or a third party such as unsafe work practices, environmental damage, health risks or abuse of the Group's property or resources;
- g) May cause the Group financial loss, damage its reputation or be otherwise detrimental to the Group's interests;
- h) Causes, or threatens to cause, Detriment to anyone because that person knows, believes or suspects that a Report has been, or might be, made under this Policy; or

- i) Indicates any other misconduct or an improper state of affairs or circumstances in relation to a Group company.

12.3 Reporting and Investigating Unacceptable Conduct

12.3.1 Reporting of Unacceptable Conduct

If a Company Person suspects that unacceptable conduct listed in Section 2 has occurred, then they should contact one of the Authorised Officers listed in Schedule 1.

A Company Person can make a report by calling or emailing the Authorised Officers pursuant to the contact details listed in Schedule 1.

In the event the report is in respect of the persons named above, the report should be made to the Board by email at Evan Cranston, Chair of Audit and Risk Committee.

The Company Person making the complaint will have the option of either:

- a) Identifying themselves; or
- b) Remaining anonymous.

For unacceptable conduct to be investigated, the Authorised Officer will require sufficient information to form a reasonable basis for investigation. For this reason, Company Person's should provide as much information as possible, in any form, about the alleged unacceptable conduct.

This could include:

- a) The date, time and location;
- b) The name(s) of person(s) involved and possible witnesses;
- c) Evidence of the events (e.g. documents, emails); and
- d) Steps the Company Person may have already taken to report the matter or resolve the concern.

12.3.2 Investigation

Upon receiving a complaint, the Authorised Officer will determine who will investigate the matter. They cannot appoint anyone implicated directly or indirectly in the complaint.

The investigation must be conducted:

- a) As soon as possible after the initial complaint is reported;
- b) Through the best endeavours of the Authorised Officer, in a timely, thorough, confidential, objective and fair manner;
- c) As is reasonable and appropriate having regard to the nature of the unacceptable conduct and all of the circumstances.

Where appropriate the Authorised Officer will update the Company Person on the progress of the investigation. Company Persons must keep confidential any details of the investigation, its progress or its outcome.

An internal report on the outcome of the investigation, including any recommended actions, will be prepared by the Authorised Officer.

The Company person will be informed of the outcome unless they have remained anonymous.

12.3.3 Outcome

The outcome of the investigation may result in disciplinary action including but not limited to dismissal. Serious criminal matters will be reported to the police or the appropriate regulatory authorities.

The Authorised Person cannot be subject to legal liability for the report they produce.

12.3.4 Escalation

If the Company Person is dissatisfied with the outcome of the investigation, they can escalate their matter to:

- a) The Board; or
- b) ASIC's Office of the Whistleblower.

12.4 Protecting Confidentiality and Privacy

12.4.1 Confidentiality

If a Company Person makes a report of unacceptable conduct under this Policy, and the Company is aware of that person's identity, the Company will make every reasonable endeavour to ensure that person's identity is protected from disclosure. The Company will not disclose the Company Person's identity unless:

- a) The Company Person making the report consents to the disclosure;
- b) The disclosure is required by law;
- c) The disclosure is necessary to prevent or lessen a serious threat to a person's health or safety;
or
- d) It is necessary to protect or enforce the Company's legal rights or interests or to defend any claims.

12.4.2 Protecting the Company Person

Company Persons who make complaints in good faith and who have not themselves engaged in improper conduct will not be personally disadvantaged by:

- a) Dismissal;
- b) Demotion;
- c) Any form of harassment;
- d) Discrimination; or
- e) Current or future bias.

However, disciplinary action may be taken against an individual making malicious or vexatious allegations.

The Company will take any action it considers necessary to protect the Company Persons and preserve the integrity of the investigation.

Note the Company has no power to offer any person immunity against prosecution in the criminal jurisdiction.

12.5 General Reporting on Whistleblower Activity

The Company Secretary will prepare reports which contain a general summary of the number and type of incidents identified or complaints received through the Company's internal reporting processes, together with a description of the nature and results of any investigation conducted as a result of a reported incident or complaint.

These reports will be provided:

- a) To the Board at the end of any month where a report has been received by the Authorised Person from the Company Person (or at a frequency to be determined by Board from time to time); and
- b) To the Audit and Risk Committee (or the Board until such time that the Audit and Risk Committee is established by the Board).

12.6 Training

The Company's expectation in relation to the reporting of improper conduct are outlined as part of the new employee induction program and as part of ongoing training and awareness programs.

12.7 Welfare of Company Persons

The Authorised Officer will take reasonable steps to maintain processes to monitor the welfare of Company Persons who have made complaints under this Policy to ensure the effectiveness of the protections under the Policy.

12.8 Consequences of Non-Compliance

A breach of this Policy may result in prison time, significant fines under the Corporations Act and disciplinary action.

12.9 Review of this Policy

The Company Secretary will use the reports provided under this Policy to monitor and review regularly the effectiveness of the whistleblower protection program described in this Policy.

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

This Policy may be amended by resolution of the Board.

12.10 Who to Contact

Any questions relating to the interpretation of this Policy should be forwarded to the Company Secretary at +61 8 6143 6730.

12.11 Glossary (Whistleblower Policy)

ASX means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).

Authorised Officer means a person listed in Schedule 1 or any other person appointed by the Board from time to time.

Board means the Company's board of directors.

Chairman means the person appointed as the chairman of the Board from time to time.

Company Secretary means the person appointed as the company secretary of the Company from time to time.

Director means the persons appointed as directors of the Company from time to time.

Company means Boss Energy Limited.

Company Person means the Company's Directors and employees, the Company's contractors (including subcontractors) and employees of the Company's contractors, joint venture partners and suppliers.

Detriment includes (without limitation):

- a) Dismissal;
- b) Injury of an employee in his or her employment;
- c) Alteration of an employee's position or duties to his or her disadvantage;
- d) Discrimination between an employee and other employees of the same employer;
- e) Harassment or intimidation;
- f) Harm or injury (including psychological harm);
- g) Damage to a person's property; and
- h) Reputational, financial or any other damage to a person.

Group means the Company and each entity it controls.

Policy means this document or any amending or replacement document.

12.12 Authorised Officers

Name	Position	Contact Details
Duncan Craib	Managing Director / Chief Executive Officer	boss@bossenergy.com
Derek Hall	Company Secretary	boss@bossenergy.com

13 Anti-Bribery & Anti-Corruption Policy

13.1 Introduction

Bribery can be described as the giving to or receiving by any person of anything of value (usually money, a gift, loan, reward, favour, commission or entertainment), as an improper inducement or reward for obtaining business or any other benefit. Bribery can take place in the public sector (eg bribing a public official) or private sector (eg bribing the employee of a customer). Bribery can also take place where an improper payment is made by or through a third party. Bribes and kickbacks can therefore include, but are not limited to:

- (a) gifts and excessive or inappropriate entertainment, hospitality, travel and accommodation expenses;
- (b) payments, whether by employees or business partners such as agents or consultants;
- (c) other 'favours' provided to public officials or customers, such as engaging a company owned by a public official or customer's family; and
- (d) the uncompensated use of company services, facilities or property.

Bribery is a serious criminal offence and can damage the Company's reputation and standing in the community.

13.2 Scope

This Policy applies to all employees, executive management, suppliers, consultants, customers, joint venture partners (where they agree to be bound by the Policy) as well as temporary and contract staff (including subcontractors) (**Representatives**). Representatives must ensure that they do not become involved, in any way, in the payment of bribes or kickbacks, whether in the public or commercial sector. This Policy sets out the minimum standards to which all Representatives of the Company must adhere to at all times.

13.3 Objectives

The Company has a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all business dealings.

The objective of this Policy is to:

- (a) set out the responsibilities in observing and upholding the Company's position on bribery and corruption; and
- (b) provide information and guidance to those working for the Company on how to recognise and deal with bribery and corruption issues.

13.4 Anti-bribery and anti-corruption policy

13.5 Policy details

Representatives of the Company are not permitted to pay, offer, accept or receive a bribe in any form. Representatives must never:

- (a) offer, pay or give anything of value to a public official in order to obtain business or anything of benefit to the Company. 'Public official' should be understood very broadly, and this means anyone paid directly or indirectly by the government or performing a public function, including officials of state owned enterprises and public international organisations;
- (b) attempt to induce a public official, whether local or foreign, to do something illegal or unethical;
- (c) pay any person when you know, or have reason to suspect, that all or part of the payment may be channelled to a public official. You should therefore be careful when selecting third parties, such as agents, contractors, subcontractors and consultants;
- (d) offer or receive anything of value as a 'quid pro quo' in relation to obtaining business or awarding contracts. Bribery of 'public officials' is a serious matter, but bribery of those working in the private sector is also illegal and contrary to the Company's Code of Conduct;
- (e) establish an unrecorded (slush) fund for any purpose;
- (f) otherwise use illegal or improper means (including bribes, favours, blackmail, financial payments, inducements, secret commissions or other rewards) to influence the actions of others; or offering anything of value when you know it would be contrary to the rules of the recipient's organisation for the recipient to accept it;
- (g) make a false or misleading entry in the company books or financial records;
- (h) act as an intermediary for a third party in the solicitation, acceptance, payment or offer of a bribe or kickback;
- (i) so-called 'facilitation' or 'grease' payments are prohibited. Such payments should not be made to public officials, even if they are nominal in amount and/or common in a particular country;
- (j) do anything to induce, assist or permit someone else to violate these rules; and
- (k) ignore, or fail to report, any suggestion of a bribe.

As well as complying with the specific prohibitions in this Policy, Representatives must exercise common sense and judgement in assessing whether any arrangement could be perceived to be corrupt or otherwise inappropriate.

13.6 Agents and Intermediaries

- (a) Representatives should not hire an agent, consultant or other intermediary if they have reason to suspect that they will pay bribes on behalf of the Company's behalf.
- (b) Representatives should seek to ensure that any third parties that are hired will not make, offer, solicit or receive improper payments on behalf of the Company. All fees and expenses paid to third parties should represent appropriate and justifiable remuneration for legitimate services to be provided and should be paid directly to the third party. Accurate financial records of all payments must be kept.
- (c) All business units should adopt appropriate procedures directed towards ensuring that their arrangements with third parties do not expose them to non-compliance with this Policy. Such procedures should assist Representatives in determining whether particular third parties present a corruption risk and, if so, what steps should be taken to address that risk. This may include, in particular, cases where a third party is engaged to act on behalf the Company:

- (i) to solicit new business;
 - (ii) to interact with public officials; or
 - (iii) In other high risk situations.
- (d) Representatives must also be aware of factors which suggest the third party may pose a high corruption risk, and consult with their line managers to assess whether there is a need for enhanced due diligence and monitoring, or whether a proposed relationship should not proceed.

13.7 Gifts, entertainment and hospitality

The Company prohibits the offering of acceptance of gifts, entertained or hospitality in circumstances which would be considered to give rise to undue influence. All Representatives must notify the Company Secretary or Chairman of any gifts and/or benefits, either offered or accepted and valued at A\$500 or more, to safeguard and make transparent their relationships and dealings with third parties.

13.8 Charitable and political donations

- (a) The Company does not make political donations or payments.
- (b) Charitable donations can in some circumstances be used as a disguise for bribery, eg where a donation is provided to a 'charity' which is controlled by a public official who is in a position to make decisions affecting the Company. Therefore, whilst the Company supports community outreach and charitable work, recipients must be subject to a suitable due diligence and approval process in all circumstances. It must be clear who the actual recipient of the donation is and for whose benefit the donation is ultimately made.

13.9 Mergers and acquisitions

An anti-corruption due diligence on companies which the Company is considering acquiring should be performed during the overall due diligence process. The following risk areas should be considered during the due diligence process:

- (a) an entity's control environment: policies, procedures, employee training, audit environment and whistleblower issues;
- (b) any ongoing or past investigations (government or internal), adverse audit findings (external or internal), or employee discipline for breaches of anti-corruption law or policies;
- (c) the nature and scope of an entity's government sales and the history of significant government contracts or tenders. Risks include improper commissions, side agreements, cash payments and kickbacks;
- (d) an entity's important regulatory relationships, such as key licenses, permits, and other approvals. Due diligence in that context would focus on employees who interact with these regulators, and whether there are any fees, expediting payments, gifts or other benefits to public officials;

- (e) travel, gifts, entertainment, educational or other expenses incurred in connection with marketing of products or services, or in connection with developing and maintaining relationships with government regulators. Diligence in this area would include examining expense records, inspection or training trips, and conference attendee lists and expenses;
- (f) an entity's relationships with distributors, sales agents, consultants, and other third parties and intermediaries, particularly those who interact with government customers or regulators; and
- (g) an entity's participation in joint ventures or other teaming arrangements that have significant government customers or are subject to significant government regulation.

13.10 Reporting bribery and suspicious activity

- (a) If you become aware of any actual or suspected breach of this Policy or if you are ever offered any bribe or kickback, you must report this to the Authorised Officer (see **Error! Reference source not found.**). Processes are in place to ensure that such complaints are investigated and appropriate action taken. The Company will not permit retaliation of any kind against any Representative for making good faith reports about actual or suspected violations of this Policy. These processes apply to all Representatives of the Company.
- (b) Whistleblowing reports should be made in accordance with the Company's Whistleblower Protection Policy. Matters which may be reported to the Authorised Officers include (but are not limited to):
 - (i) conduct which is inconsistent with the Company stated vision, its Code of Conduct, policies and procedures;
 - (ii) violation of law;
 - (iii) abuse of company resources and assets;
 - (iv) danger to health and safety of any individual;
 - (v) deliberate concealment of information;
 - (vi) fraud, corruption, bribery, extortion and theft;
 - (vii) financial misconduct;
 - (viii) unfair discrimination; and
 - (ix) attempt to suppress or conceal information relating to any of the above.
- (c) The Company expects all Representatives whether full-time, part-time or temporary acting in good faith to report unethical or fraudulent conduct without fear or favour.
- (d) Customers and suppliers are also encouraged to report unethical and fraudulent activities and (in the case of customers) activities that could constitute, or could be perceived to be, collusion or price fixing.
- (e) Representatives have an obligation to report suspected or potential breaches of this Policy to the Authorised Officer. All information and reports to an Authorised Officer will be dealt with in a responsible and sensitive manner. The Authorised Officer has an obligation to report material breaches of this Policy to the Board.

13.11 Roles and Responsibilities

- (a) It is the responsibility of all Representatives to know and adhere to this Policy.
- (b) The Board have direct responsibility for the Policy, for maintaining it and for providing advice and guidance on its implementation.
- (c) All business unit managers are directly responsible for implementing the Policy within their business areas, and for adherence by their staff.
- (d) The Board must ensure that managers and employees likely to be exposed to bribery and corruption are trained to recognise and deal with such conduct in accordance with this Policy.

13.12 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 Board is responsible for reviewing this Policy to determine its appropriateness to the needs of the Company from time to time and that 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.

13.13 Enquires

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

13.14 Related Documents

- (a) Code of Conduct.
- (b) Whistleblower Policy.

13.15 Authorised Officers

Name	Position	Contact Details
Wyatt Buck	Chair	boss@bossenergy.com
Duncan Craib	Managing Director / Chief Executive Officer	boss@bossenergy.com
Derek Hall	Company Secretary	boss@bossenergy.com

This policy is reviewed regularly and at least **annually**.

14 Conflicts of Interest Policy

14.1 Introduction

14.1.1 Commitment

The Company is committed to:

- a) achieving contemporary corporate governance standards in all of its activities and being open and transparent in relation to any Conflicts of Interest;
- b) complying with all relevant Conflicts of Interest obligations in the Corporations Act and ASX Listing Rules; and
- c) ensuring that the Board has proper oversight and control of all Conflicts of Interest.

A key aspect of this commitment is to ensure that Directors disclose all actual, perceived and potential Conflicts of Interests to the Board.

This Policy supplements the Board's Code of Conduct and outlines the processes to be applied in circumstances where a Director has, or there is a real and sensible possibility that the Director may have, a Conflict of Interest.

14.1.2 Purpose of this Policy

The purpose of this Policy is to re-enforce each Director's legal duties and obligations by establishing a protocol under which each Director is required to disclose certain interests and advise the Board in circumstances where a Conflict of Interest arises.

14.1.3 Who is Covered by this Policy?

This Policy applies to the Company's current Directors.

This policy is available to officers and employees of the Company at www.bossresources.com.au and can also be obtained from an Authorised Officer.

14.2 Conflicts of Interest

- a) Each Director has a duty not to place themselves in a position where he or she has a Conflict of Interest.
- b) Some situations that may give rise to a Conflict of Interest include (but are not limited to):
 - i. financial interests of a Director in a matter brought before the Board;
 - ii. financial interests of a Director's Associates in a matter brought before the Board of which the Director is actually aware;
 - iii. appointment or engagement as a director, officer, employee, consultant or subcontractor to an organization outside of the Group;
 - iv. personal relationships with the Group's stakeholders which go beyond the level of a professional working relationship;
 - v. secondary employment, business, commercial or other activities outside the Group's Business activities;

- vi. access to information that can be used for personal gain;
- vii. an inducement or offer of an inducement;
- viii. the acquisition or disposal (directly or indirectly) of a legal or beneficial interest in an asset or entity, including a resource project or mining tenement whether in Australia or otherwise;
- ix. the acquisition or disposal (directly or indirectly) of the right to receive offtake or a royalty from mineral resources whether in Australia or otherwise; and
- x. any other business activity or corporate transaction which may compete with the Business or the Group, or which is in the same business sector as the Group.

14.3 Disclosure and Identification

14.3.1 Disclosure of Conflicts of Interest

Directors must disclose, in writing, to the Board any actual or potential Conflict of Interest that he or she may have immediately on becoming aware of the Conflict of Interest.

14.3.2 Identification of Conflicts of Interest

- a) Where no notification has been given by a Director under clause 14.3.1, the Chair (or where the matter concerns the Chair, the longest serving Non-Conflicted Director) may make its own assessment as to whether a Director has a Conflict of Interest.
- b) At each Meeting, any Director may query another Director as to whether they consider they have a Conflict of Interest, following which:
 - i. the Directors must consider whether there is a Conflict of Interest; and
 - ii. the relevant Director must disclose the nature and extent of any Conflict of Interest.

14.3.3 Standing Notice

- a) Upon appointment to the Board, each Director must prepare and submit to the Board a notice disclosing the nature and extent of any Conflicts of Interest (**Standing Notice**). Each Director must update their Standing Notice for subsequent changes to his or her Conflicts of Interests (as and when such changes occur), and circulate the updated Standing Notice to the Board immediately on becoming aware of the change to the Director's Conflicts of Interest.
- b) Each Standing Notice, and any amendments or additions to it, must be tabled at the next Meeting, and recorded in the minutes of that Meeting.

14.3.4 Minutes

The Company Secretary must record in the minutes of each Meeting:

- a) any disclosed and/or identified Conflicts of Interest and any Standing Notices received since the last Meeting; and
- b) the content of any discussions under clause 14.3.2b).

14.3.5 Register

The Company Secretary will keep and maintain a register of:

- a) Conflicts of Interest disclosed or identified under this clause 14.3; and
- b) Standing Notices,

which must be provided to any Director on request and to all new Directors as part of the Company's induction procedures for new Directors.

14.4 Dealing with Conflicts of Interest

14.4.1 Disclosed or Identified Conflicts of Interest

In respect of a Conflict of Interest disclosed by the Conflicted Director or otherwise identified in accordance with clause 14.3.2:

- a) the Conflicted Director:
 - i. must refrain from being present at a Meeting (and if present, must withdraw from the Meeting) while the matter giving rise to the Conflict of Interest is being considered;
 - ii. must not vote on the matter giving rise to the Conflict of Interest and any votes cast will be disregarded; and
 - iii. will continue to receive all Relevant Materials, unless the Conflicted Director requests, or the Chair determines, that he or she not receive any or all of the Relevant Materials,in each case subject to section 195 of the Corporations Act; and
- b) the Conflicted Director must do any act, or refrain from doing any act, in relation to the Conflict of Interest as directed by the Non-Conflicted Directors in order to comply with the Company's policies from time to time (including this Policy) and the Conflicted Director's duties to the Company and its shareholders.

14.4.2 Approval by Non-Conflicted Directors

- a) Where the Conflict of Interest is a Material Personal Interest, the Non-Conflicted Directors may unanimously resolve, in respect of a Conflicted Director:
 - i. clause 14.4.1a)i will not apply and the Conflicted Director may be present at the Meeting during the discussion of the matter giving rise to the Conflict of Interest; and/or
 - ii. clause 14.4.1a)ii will not apply and the Conflicted Director may vote on the matter giving rise to the Conflict of Interest.
- b) Where the Conflict of Interest is not a Material Personal Interest, a majority of Non-Conflicted Directors may resolve, in respect of a Conflicted Director, clauses 14.4.1a)i and 14.4.1a)ii will not apply and the Conflicted Director may be present, and vote, at the Meeting during the discussion of the matter giving rise to the Conflict of Interest.
- c) The minutes of the Meeting must record the decision taken by the Non-Conflicted Director(s), including the nature and extent of the Conflict of Interest and the reasons for any determination under clauses 14.4.2a) or 14.4.2b).

14.5 Access to Information

- a) Subject to clause 14.5b), the Company Secretary must advise each Conflicted Director in writing of the broad nature of any information withheld from the Conflicted Director and the basis upon which it has been withheld from him or her.
- b) The Chair (or where the matter concerns the Chair, the longest serving Non-Conflicted Director) may reasonably determine the matter giving to the Conflict of Interest is of such nature or sensitivity that it would not be in the best interests of the Company for the Conflicted Director to be made aware of the broad nature of the information withheld.
- c) Where a Conflicted Director is provided with information that is not public knowledge (whether or not the information was provided to the Director prior to or after the disclosure or identification of the Conflict of Interest), that information should be treated as confidential and may not be passed to any third party without the prior informed written consent of all of the Non-Conflicted Directors.
- d) If any Relevant Materials withheld from a Conflicted Director in accordance with this clause 14.5 becomes public knowledge or if, in the opinion of the Chair (or where the matter concerns the Chair, the longest serving Non-Conflicted Director) the potential for conflict has passed, the Conflicted Director will be entitled to, should he or she request it, a briefing by the Company Secretary as to the current status of the matter giving rise to the Conflict of Interest.

14.6 Legal Advice

Where a Director:

- a) is uncertain as to whether a Conflict of Interest should be disclosed;
- b) is not permitted to be present at part or all of a Meeting;
- c) is not permitted to vote at a Meeting or receive Relevant Materials; or
- d) is uncertain whether to request that he or she not received any Relevant Materials,

each in accordance with this Policy, the Director is authorised to obtain (at the cost of the Company) legal or other independent professional advice.

14.7 Amendment or Removal

- a) Subject to clause 14.7b), the Board may amend or remove this Policy by ordinary resolution.
- b) Where, in the reasonable opinion of the Chair (or where the matter concerns the Chair, the longest serving Non-Conflicted Director), the principal intention of any proposed amendment or removal of this Policy is intended to enable a Conflicted Director to participate in or vote at a Meeting or receive Relevant Materials in respect of any matter giving rise to a Conflict of Interest, in circumstances where the Conflicted Director would not otherwise be permitted to do so in accordance with this Policy (in the form and content immediately prior to the proposal of the amendment or removal), the proposed amendment or removal may only be approved with the majority approval of the Non-Conflicted Directors.

14.8 Review of this Policy

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

14.9 Who to Contact

Any questions relating to the interpretation of this Policy should be forwarded to the Company Secretary at [+61 8 6143 6730].

14.10 Glossary

Associate means:

- a) a relative of the Director;
- b) a relative of a spouse of the Director;
- c) an entity of which the Director is an officer, member, employee, contractor or sub-contractor; and
- d) a Related Body Corporate of any of the entities described in paragraph (c) above.

ASX means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the official listing rules and requirements from time to time of the ASX.

Authorised Officer means the individuals detailed in 14.11.

Board means the board of Directors of the Company as constituted from time to time.

Business means the business conducted by the Group from time to time, including uranium exploration, development and production.

Chair means the chairperson of the Board, from time to time.

Company means Boss Energy Limited ACN 116 834 336.

Company Secretary means a company secretary to the Board from time to time.

Conflict of Interest means:

- a) a Material Personal Interest; or
- b) any other interest of the Director or its Associates, which may:
 - i. give rise to, or be perceived to give rise to, a real or substantial possibility of conflict with:
 - a. the Director's duties to the Company; or
 - b. the Business; or
 - ii. materially interfere with, or be perceived to materially interfere with, the independent exercise of judgment by the Director.

Conflicted Director means a Director that has disclosed, or is deemed to have, a Conflict of Interest in accordance with clause 14.4.1a.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company from time to time.

Group means the Company and all of its subsidiaries and **Group Member** means any of them.

Material Personal Interest means an interest which provides a personal benefit (whether that interest is direct, indirect, contingent or contractual) to the Director or its Associates, which has the capacity to influence the vote of the Director on the decision to be made.

Meeting means a meeting of the Board.

Non-Conflicted Director means each Director who is not a Conflicted Director.

Policy means this Conflict of Interests Policy.

Related Bodies Corporate has the meaning given in the Corporations Act.

Relevant Materials means any document or other information relating to a Conflict of Interest or related matters that is proposed to be provided to the Directors.

Standing Notice has the meaning given in clause 14.3.3a.

14.11 Authorised Officers

Name	Position	Contact Details
Duncan Craib	Managing Director / Chief Executive Officer	boss@bossenergy.com
Derek Hall	Company Secretary	boss@bossenergy.com