

# BOARD CHARTER

**Bayrock Resources Limited**  
**ACN 649 314 894**

**Adopted on the 01<sup>st</sup> day of June 2021**



## **BOARD CHARTER**

### **1 INTRODUCTION AND PURPOSE**

The Board of directors of Bayrock Resources Limited (**Company**) has adopted this Board Charter (**Charter**) to outline the manner in which the respective roles and responsibilities of its Board and management will be exercised and discharged having regard to principles of effective corporate governance.

The Constitution ultimately governs matters relating to the Board and its functions. This Charter explains and interprets the Constitution. The Constitution prevails to the extent of any inconsistency between this Charter and the Constitution.

### **2 BOARD COMPOSITION**

#### **2.1 Board composition and size**

- (a) Directors are appointed by the Board and elected or re-elected by the shareholders. Non-executives directors are engaged through a letter of appointment.
- (b) The Directors will determine the Board size and composition, subject to the limits set out in the Company's constitution.
- (c) The Board will periodically review, with the assistance of the Remuneration and Nominations Committee, the mix of skills and diversity represented by Directors and determine whether that mix remains appropriate.

#### **2.2 Independent Directors**

- (a) Where practicable, a majority of the Board shall be independent Directors.
- (b) In assessing independence, the Board will have regard to the factors set out in the criteria for independence set out in Schedule 1.
- (c) The independence of Directors will be assessed annually or as soon as practicable after there is a change in circumstances in respect of a Director which may affect their independence.

#### **2.3 Chairperson**

- (a) Where practicable, the Board will elect one of the independent, non-executive Directors to the office of chairperson.
- (b) If practicable, the chairperson should not exercise the role of the CEO of the Company.
- (c) The Board will develop a succession plan for the office of chairperson and will periodically review and update the plan.
- (d) The Board will, if practicable, identify an independent non-executive Director to act as an alternate chairperson if the chairperson is unable to perform their role for any reason.

### **3 ROLES AND RESPONSIBILITIES**

#### **3.1 Role of the Board**

The Board is responsible for the overall performance of the Company and accordingly takes accountability for monitoring the Company's business and affairs and setting its strategic direction, establishing policies and overseeing the Company's financial position and performance.

The Board is responsible for:

- (a) demonstrating leadership;
- (b) defining the Company's purpose and setting its strategic objectives;
- (c) approving the Company's statement of values and code of conduct to underpin a culture of acting lawfully, ethically and responsibly;
- (d) approving and monitoring the Company's strategy, business performance objectives and financial performance objectives;
- (e) overseeing management in its implementation of the Company's strategic objectives, instilling of the Company's values and performance generally;
- (f) overseeing and monitoring the establishment of an appropriate risk management framework (for both financial and nonfinancial risks) and setting the risk appetite within which the board expects management to operate;
- (g) implementing an appropriate framework for relevant information to be reported by management to the board, and whenever required, challenging management and holding it to account; and
- (h) monitoring compliance with legal and regulatory requirements, ethical standards and external commitments and, generally, safeguarding the reputation of the Company.

#### **3.2 Specific responsibilities of the Board**

The Board has reserved some matters to itself for decision and, save for those matters, has delegated authority for all other matters to the CEO.

In addition to matters expressly required by law to be approved by the Board, the following powers are reserved for the Board:

- (a) approving the Company's operating budget and major capital expenditure;
- (b) overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit;
- (c) monitoring the adequacy, appropriateness and operation of internal controls including reviewing and approving the Company's compliance systems and corporate governance practices;

- (d) overseeing the process for making timely and balanced disclosure of all material information and continuous disclosure of information to the investment community;
- (e) approval of:
  - (i) the Company's periodic financial statements and reports;
  - (ii) the Company's remuneration policy, including:
    - (A) the remuneration and conditions of service (including incentives) for executive Directors, senior executives, the Chief Financial Officer, the Chief Operating Officer and the Company Secretary;
    - (B) industrial instruments or agreements of general application to some or all of the Company's employees; and
    - (C) incentive plans;
  - (iii) significant changes to the organisational structure of the Company;
  - (iv) the acquisition, establishment, disposal or cessation of any significant assets of the Company;
  - (v) the amount, nature and term of the Company's debt facilities;
  - (vi) the issue of any shares, options, equity instruments or other equity securities in the Company;
  - (vii) any public statements which reflect significant issues of the Company performance, policy or strategy;
  - (viii) any changes to the discretions delegated by the Board;
  - (ix) the Company's dividend policy and the payment of dividends; and
  - (x) the Company's policies, including the corporate governance policies;
- (f) the appointment and removal of the Chair of the Board;
- (g) the appointment and removal of the CEO, the determination of the CEO's terms and conditions (including remuneration) and review of the CEO's performance;
- (h) the appointment and removal of the Chief Financial Officer, the Chief Operating Officer and the Company Secretary;
- (i) reviewing, with the assistance of reports from the Remuneration and Nominations Committee, succession planning for senior executives (including the CEO) on a regular and continuing basis;

- (j) the appointment, reappointment or replacement of the external auditor, upon the advice of the Audit and Risk Committee; and
- (k) any matters in excess of any discretions that the Board may have delegated to the CEO or senior executives.

Subject to the limitations imposed by the Company's Constitution, statute and other external regulation, the Board remains free to alter the matters reserved for its decision.

### **3.3 Roles and responsibilities of the Chair**

The roles and responsibilities of the Chair are to:

- (a) ensure the efficient organisation and conduct of the Board's functions;
- (b) facilitate the effective contribution of all Directors;
- (c) promote constructive and respectful relations between Board members and between the Board and management;
- (d) be responsible for ensuring that the principles and processes of the Board are maintained;
- (e) review the agenda for each meeting prepared by the Company Secretary or the CEO (any Director may request that an item be added to the agenda);
- (f) report to the Board and committees of the Board as appropriate on decisions and actions taken between meetings of the Board; and
- (g) chair general meetings of the Company.

The Chairperson has authority to act and speak for the Board between its meetings, including engaging with the CEO.

## **4 DIVISION OF AUTHORITY AND RESPONSIBILITIES**

### **4.1 Delegation to CEO and senior management**

- (a) The Board has delegated to the CEO and senior management, the authority to manage the day to day affairs of the Company and to control the affairs of the Company in relation to all matters, subject to those powers reserved to the Board in accordance with this Charter and any specific delegations of authority approved by the Board.
- (b) The CEO and senior management must operate in accordance with the Board's approved policies and delegated limits of authority, as reviewed by the Board from time to time.
- (c) The Directors have complete and open access to the CEO and senior management and may make any enquiries to fulfil their responsibilities.

- (d) The Board will regularly review the division of functions between the Board and management to ensure that it continues to be appropriate to the needs of the Company.

#### **4.2 Responsibilities of CEO and senior management**

The roles and responsibilities of the CEO and senior management are to:

- (a) manage day to day business and implement the strategic objectives of the Company while operating within the values, code of conduct, budget and risk appetite set by the Board;
- (b) assign responsibilities clearly to the employees of the Company, and supervise and report on their performance to the Board;
- (c) recommend to the Board significant operational changes, and major capital expenditure, acquisitions or divestments which are beyond delegated thresholds;
- (d) provide the Board with accurate, timely and clear information on the Company's operations to enable the Board to perform its responsibilities; and
- (e) support a culture with the Company that promotes ethical and responsible behaviour.

#### **4.3 Company Secretary**

The appointment and removal of the Company Secretary is a matter for the Board as a whole. The Company Secretary is accountable to the Board, through the Chairperson, on all matters to do with the proper functioning of the Board.

The roles and responsibilities of the Company Secretary are to:

- (a) advise the board and its committees on governance matters;
- (b) monitor that board and committee policy and procedures are followed;
- (c) coordinate the timely completion and dispatch of board and committee papers;
- (d) ensure that business at board and committee meetings is accurately captured in the minutes;
- (e) facilitate the induction and professional development of directors; and
- (f) communicate with regulatory bodies and the Australian Securities Exchange and attend to all statutory and other filings.

The Company Secretary's advice and services shall be available to all Directors and committees of the Board.

## **5 CONDUCT OF DIRECTORS**

### **5.1 Duties**

Each Director must have regard to their general law and statutory duties, which require, among other things, that each Director:

- (a) exercises due care and diligence;
- (b) exercises their power and discharges their duties in good faith in the best interests of the Company;
- (c) not improperly use his or her position or misuse information of the Company; and
- (d) commits the time necessary to discharge effectively his or her role as a Director.

Directors commit to the collective, group decision-making processes of the Board. Directors will debate issues openly, constructively and respectfully, and will be free to question or challenge the opinions presented at meetings where their own judgement differs from that of other Directors.

All Directors are expected to utilise their range of relevant skills, knowledge and experience for all matters discussed at Board meetings.

Directors will use all reasonable endeavours to attend Board meetings in person. Members unable to attend a meeting must advise the Chairperson and Company Secretary.

### **5.2 Conflict of interest and conflict of duty**

If a Director has a material personal interest in a matter that relates to the affairs of the Company, or a situation has arisen where the director's duty to the Company conflicts with a duty to another person, the Director must:

- (a) act in accordance with the Company's Constitution, any applicable policy of the Company and any applicable law; and
- (b) abstain from voting or taking part in any discussion concerning the matter or at a Directors' meeting where that matter is being considered.

Where necessary, the Company Secretary will implement appropriate procedures designed to ensure that the interests of the Company are protected and the Director acts in accordance with his or her legal obligations.

## **6 BOARD MEETINGS**

### **6.1 Conduct of meetings**

- (a) All Board meetings must be conducted in accordance with the Company's Constitution.
- (b) Any Director may convene a meeting of the Board by contacting the Chair or the Company Secretary.

- (c) The Company Secretary must distribute the agenda and any Board papers to the Directors prior to each Board meeting to enable them to read the papers and properly prepare for the Board meeting.
- (d) Any Director may request that an item be added to the agenda for a Board meeting.
- (e) The Board may request or invite management or external consultants to attend Board meetings, where necessary or desirable.
- (f) Non-executive Directors will periodically meet without executive Directors or executive management present.
- (g) Where deemed appropriate by the Board, meetings and subsequent approvals and recommendations may occur by written resolution or conference call or other electronic means of audio or audio-visual communication.

## **6.2 Minutes**

- (a) The Company Secretary must prepare draft minutes of each Board meeting and promptly provide them to the Chairperson for review after each Board meeting.
- (b) Once the draft minutes have been reviewed by the Chairperson, the draft minutes must be tabled at the next Board meeting for final review and approval.

## **7 BOARD COMMITTEES**

- (a) The Board will establish committees (including ad hoc committees) to assist the Board in the exercise of its authority.
- (b) The committees will have access to sufficient resources to carry out their activities effectively.
- (c) Each committee will have their own charters setting out the membership, responsibilities and the authority delegated by the Board to the committee.
- (d) Committees will maintain minutes of their meetings and the Chair of each committee will report back on committee meetings to the Board at the next full Board meeting.
- (e) The permanent committees of the Board are the Audit and Risk Committee and the Remuneration and Nominations Committee.

## **8 INDUCTION AND TRAINING**

New Directors will be provided with an induction programme to assist them in becoming familiar with the Company, its managers and its business following their appointment. Directors may, with the approval of the Chairperson, undertake appropriate professional development opportunities (at the expense of the Company) to maintain their skills and knowledge needed to perform their role.



**9 INDEPENDENT ADVICE**

Directors may, with the consent of the Chairperson seek independent professional advice at the expense of the Company on any matter connected with the discharge of their responsibilities. A copy of any advice so received will be made available to all Directors.

**10 PERIODIC EVALUATION**

The Board will annually evaluate the performance of:

- (a) the Board;
- (b) each Director;
- (c) each Board Committee; and
- (d) senior management.

Evaluations will be undertaken against a set criterion and where appropriate seek to identify areas where performance could be improved. Where the Board considers it appropriate, third party advisers may be engaged to provide assistance.

The Board will disclose in the Company's Annual Report whether a performance evaluation has been undertaken during the relevant reporting period.

**11 REVIEW OF CHARTER**

The Board Charter will be reviewed periodically and updated as required to ensure it remains consistent with the Board's objectives and developments in current law and practice. The latest version of this Charter can be found on the Company's website at [www.bayrockresources.com](http://www.bayrockresources.com) or obtained from the Company Secretary.

**12 MATERIAL REVISIONS**

VERSION	APPROVAL DATE	EFFECTIVE DATE	DETAILS
1.0			Charter approved by the Board.

## **SCHEDULE 1 - GUIDELINES OF THE BOARD OF DIRECTORS – INDEPENDENCE OF DIRECTORS**

Section 2.2 of the Board Charter refers to the ‘independence’ of Directors.

Without limiting the Board’s discretion, the Board has adopted the following guidelines to assist in considering the independence of Directors.

The Board considers an independent Director to be a non-executive Director who is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect, his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party.

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

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

### **Materiality thresholds**

The Board will consider thresholds of materiality for the purposes of determining ‘independence’ on a case by case basis, having regard to both quantitative and qualitative principles. Without limiting the Board’s discretion in this regard, the Board has adopted the following guidelines:

- (a) The Board will determine the appropriate base to apply (e.g. revenue, equity or expenses), in the context of each situation.
- (b) In general, the Board will consider a holding of 5% or more of the Company’s shares to be material.
- (c) In general, the Board will consider an affiliation with a business which accounts for less than 5% of the relevant base to be immaterial for the purposes of determining independence. However, where this threshold is exceeded, the materiality of the particular circumstance with respect to the independence of the particular Director should be reviewed by the Board.

- (d) Overriding the quantitative assessment is the qualitative assessment. Specifically, the Board will consider whether there are any factors or considerations which may mean that the Director's interest, business or relationship could, or could be reasonably perceived to, materially interfere with the Director's ability to act in the best interests of the Company.



# CODE OF CONDUCT

**Bayrock Resources Limited**  
**ACN 649 314 894**

**Adopted on the 01<sup>st</sup> day of June 2021**



## CODE OF CONDUCT

### 1 INTRODUCTION AND PURPOSE

Bayrock Resources Limited (**Company**) and its subsidiaries (**Group**) is committed to carrying out its business ethically and responsibly, acting only in ways that reflect well on the Company and in strict compliance with all laws and regulations.

The purpose of this Code of Conduct (**Code**) is to:

- (a) articulate the standards of behaviour expected of the Company's directors, senior executives and employees;
- (b) ensure the highest ethical standards are maintained within the Company;
- (c) ensure the reasonable expectations of the Company's stakeholders are met; and
- (d) identify the actions that should be taken where a breach occurs.

The Code has been approved by the Board of the Company.

### 2 OUR VALUES

The Company is committed to acting in a way which reflects the following values:

- (a) integrity;
- (b) inclusivity;
- (c) safety and wellbeing; and
- (d) innovation.

### 3 WHO THE CODE APPLIES TO

The Code applies to:

- (a) employees, directors and other officers of the Group; and
- (b) to all others who work for, act on behalf of, or represent the Group, including contractors and consultants,  
  
(together, **Personnel**).

It is the responsibility of senior managers to ensure that ethical conduct is recognised and valued throughout the organisation. Personnel have an obligation to not only adhere to the Code but also to report any breaches to their direct report. All Personnel will receive appropriate training on their obligations under this Code.

#### **4 HOW THE CODE INTERACTS WITH OTHER COMPANY POLICIES**

This Code should be read in conjunction with all relevant Company policies, which include (but are not limited to) our policies that deal with diversity, continuous disclosure and security trading in the Company's shares.

Copies of these policies are available on the Company's website at [www.bayrockresources.com](http://www.bayrockresources.com).

#### **5 PROFESSIONAL BEHAVIOUR**

Personnel are expected to maintain the highest level of professional conduct in their interactions with each other and in representing the Company.

Personnel must ensure they:

- (a) act in accordance with the Company's stated values and in the best interests of the Company;
- (b) perform their duties with care and diligence;
- (c) act with honesty and integrity;
- (d) comply with all of the Company's policies, procedures and practices as varied from time to time;
- (e) disclose and deal appropriately with any conflicts between their personal interests and their duties as a director, senior executive or employee;
- (f) treat fellow staff members, shareholders, customers, suppliers and the community in which the Company operates with respect and not engage in bullying, harassment or discrimination;
- (g) do not take advantage of the property or information of the Company or its customers for personal gain or to cause detriment to the Company or its customers;
- (h) do not enter into any arrangement or participate in any activity that would conflict with the Company's best interests or that would be likely to negatively affect the Company's reputation;
- (i) do not knowingly participate in any illegal or unethical activity; and
- (j) report breaches of the Code to the appropriate person or body within the Company.

#### **6 COMPLIANCE WITH THE LAW**

Personnel must respect observe all laws and regulations that apply to the Company and its operations. This requirement means Personnel should understand the laws and regulations relevant to them, as an ordinary person, in relation to their specific job and the country in which they are working. This includes work health and safety laws, environmental laws, equal opportunity and discrimination laws, privacy laws and, depending on the employee, may include corporate, taxation, financial reporting, and employment laws and regulations. Personnel must also be familiar with the Company's internal policies in relation to such matters.

Personnel are expected to comply not only with their legal obligations but also to act ethically and responsibly in their interactions with each other and in representing the Company.

The Company reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or a breach of the law.

## **7 FAIR TRADING AND DEALING**

The Company expects all Personnel to maintain the highest standard of ethical behaviour in conducting business and to behave with integrity in dealings with customers, shareholders, government, employees, suppliers and the community.

When dealing with others, Personnel must:

- (a) perform their duties in a professional manner;
- (b) act with the utmost integrity and objectivity; and
- (c) strive at all times to enhance the Company's reputation and performance.

## **8 CONFLICTS OF INTEREST**

Personnel are expected to avoid placing themselves in positions where their private interests would conflict directly or indirectly with their obligations to the Company. A conflict of interest can arise where there is a personal, family or associated commercial interest which may interfere, or appear to interfere with the interests of the Company or Group as a whole and influence the individual in the effective and objective performance of their duties and responsibilities because of divided loyalties.

Examples include:

- (a) being involved in or having a significant ownership or personal financial interest in other enterprises where a conflict may arise with the member of staff's obligations to the Company;
- (b) participating in activities or discussions where there may be a conflict with their duties and responsibilities to the Company;
- (c) soliciting or receiving benefits such as cash, gifts or entertainment in connection with, or as a reward for, any service or business of the Company, where the benefits, because of the frequency of the offers, the cost and circumstances and timing in which they are offered, creates, or could be interpreted as creating, an obligation that affects the individual's objectivity in making a business decision;
- (d) taking advantage of property, information or other opportunities arising from your position in the Company;
- (e) conflicts of interest arising from a family, business or personal relationship; or
- (f) conflicts arising from activities outside employment (such as involvement in community activities and professional organisations).

Any conflict of interest or potential conflict of interest should be reported to the individual's senior officer/manager and, in the case of Directors, to the Board. The Board will procure the maintenance of a register recording the conflicts of interest or potential conflicts of interest which may arise.

## **9 CONFIDENTIAL INFORMATION**

Personnel must not disclose or use in any manner confidential information about the Company, its customers or its affairs, that they acquire during employment with the Company, unless the information is already legitimately public knowledge. This obligation continues to apply to Personnel after they leave the Company.

Confidential information includes, but is not limited to trade secrets, lists of customers, employee (personal) details, details of marketing programs, technical and systems information (including algorithms), information about suppliers, computer systems and business strategies.

## **10 TRADE SECRETS AND INTELLECTUAL PROPERTY**

All inventions, discoveries, computer software processes algorithms and improvements made by Personnel during his or her employment with the Company, remain the property of the Company.

This means the Company will hold all proprietary rights to intellectual property and trade secrets. This includes all ownership rights, copyright, exclusive rights to develop, make, use, sell, licence or benefit from any inventions, discoveries, processes and improvements made during an individual's employment with the Company.

## **11 THE COMPANY'S RESOURCES AND ASSETS**

Personnel must use the Company's resources (including computer facilities, information systems and electronic resources such as Internet and email) and premises appropriately, responsibly and in the best interests of the Company.

Personnel must take all necessary steps to ensure that:

- (a) the Company's resources and assets, including funds, equipment and information, are protected; and
- (b) the Company's resources and assets, including funds, equipment and information, are used only for the purpose for which they were intended to be used and are used in accordance the Company policies and procedures.

## **12 SECURITIES TRADING**

The Company is committed to upholding fair and ethical securities trading practices complying with all laws and avoid any conflicts of interest. Personnel must ensure they familiarise themselves with all relevant Company policies in relation to the trading of Company securities.



### **13 BRIBES, INDUCEMENTS AND COMMISSIONS**

Personnel must not pay or receive any bribes, facilitation payments, inducements or commissions, or give or receive any unreasonable gifts or otherwise act in an unethical way. Any small gifts should be declared and a register kept.

### **14 HEALTH AND SAFETY**

The Company is committed to maintaining a healthy and safe working environment for its employees. All appropriate laws and internal regulations (including occupational health and safety laws) should be fully complied with. Personnel must familiarise themselves with the Company's occupational health and safety policies and all relevant procedures and must follow any lawful and reasonable instructions consistent with those policies and procedures.

### **15 ALCOHOL, DRUG AND TOBACCO USE**

Personnel must not be impaired by alcohol or legal or illegal drugs while at work or when performing their duties and they must respect all restrictions applying to cigarette smoking. Misusing controlled substances or alcohol or selling, manufacturing, distributing, possessing, using or being under the influence of illegal drugs on the job will not be tolerated.

### **16 ANTI-DISCRIMINATION, BULLYING AND HARSSMENT**

The Company's commitment to diversity and equal employment opportunity means that it is committed to providing a workplace free of all forms of unlawful discrimination and harassment.

The Company considers discrimination, harassment and bullying to be serious workplace issues. The Company will promptly investigate all allegations of harassment, bullying, victimisation or discrimination and will take appropriate corrective action. Retaliation against individuals for raising claims of harassment or discrimination will not be tolerated.

### **17 PUBLIC COMMUNICATIONS AND DISCLOSURES**

Media statements and official announcements may only be made by persons authorised to do so. Personnel must refer to the appropriate person any requests for information of which they are not authorised to respond to. The Board will procure the maintenance of a register recording the media requests and inquiries.

Prior to listing on the ASX, the Company will adopt a Continuous Disclosure Policy to ensure compliance with its disclosure and communication obligations under the *Corporations Act 2001* (Cth) and the ASX Listing Rules. The aim of the Continuous Disclosure policy should be to keep the market fully informed of information that may have a material effect on the price or value of the Company's securities, and to correct any material mistake or misinformation in the market.

## **18 PRIVACY**

The Company is committed to recognising and respecting the privacy of its customers and Personnel. The Company is also aware of its obligations under applicable privacy legislation governing the handling of personal information.

Personnel must respect and maintain the privacy of personal information held by the Company regarding its clients, customers, employees and others. This extends to any information or opinion, whether true or not, and whether recorded in a human readable form or not, about an individual whose identity is apparent, or can reasonably be ascertained, from that information or opinion. Personnel should familiarise themselves with and comply with the privacy laws of Australia and the Company's privacy policies which detail the appropriate use of personal information.

## **19 COMMUNITY AND ENVIRONMENT**

The Company is a responsible corporate citizen and actively supports the communities in which we live and work. The Company is committed to doing business in an environmentally responsible manner and to identifying environmental risks that may arise out of its operations. Personnel are expected to uphold the Company's commitment to pursue good corporate citizenship while engaging in its corporate activity.

## **20 BREACHES OF THIS CODE OF CONDUCT**

### **20.1 Reporting channels**

Personnel are encouraged to report to their senior officer/manager any genuine behaviour or situation which they consider breaches or potentially breaches this Code, the Company's policies or the law. If Personnel know of, or have good reason to suspect, an unlawful or unethical situation or consider that they are a victim of unacceptable behaviour, they must immediately report the matter to their senior officer/manager.

The Board or a committee of the Board should be informed of any material breaches of the entity's Code, as they may be indicative of issues with the culture of the organisation.

### **20.2 Whistleblower protection**

It is a breach of the Code for any Personnel to cause disadvantage to or discriminate against any person who makes a report under the Code. The Company has adopted a Whistleblower Policy to ensure that it complies with its obligations under relevant whistleblower legislation.

### **20.3 Consequences for breaching the Code**

The Company recognises that breaches of the Code may occur from time to time. However, it should be clearly understood that the Company takes its commitment to the Code seriously and any breach may result in disciplinary action or other penalties including dismissal or termination of the contract or engagement. In determining an appropriate sanction, the Company will act objectively and in accordance with any applicable provisions or requirements in an employment contract.

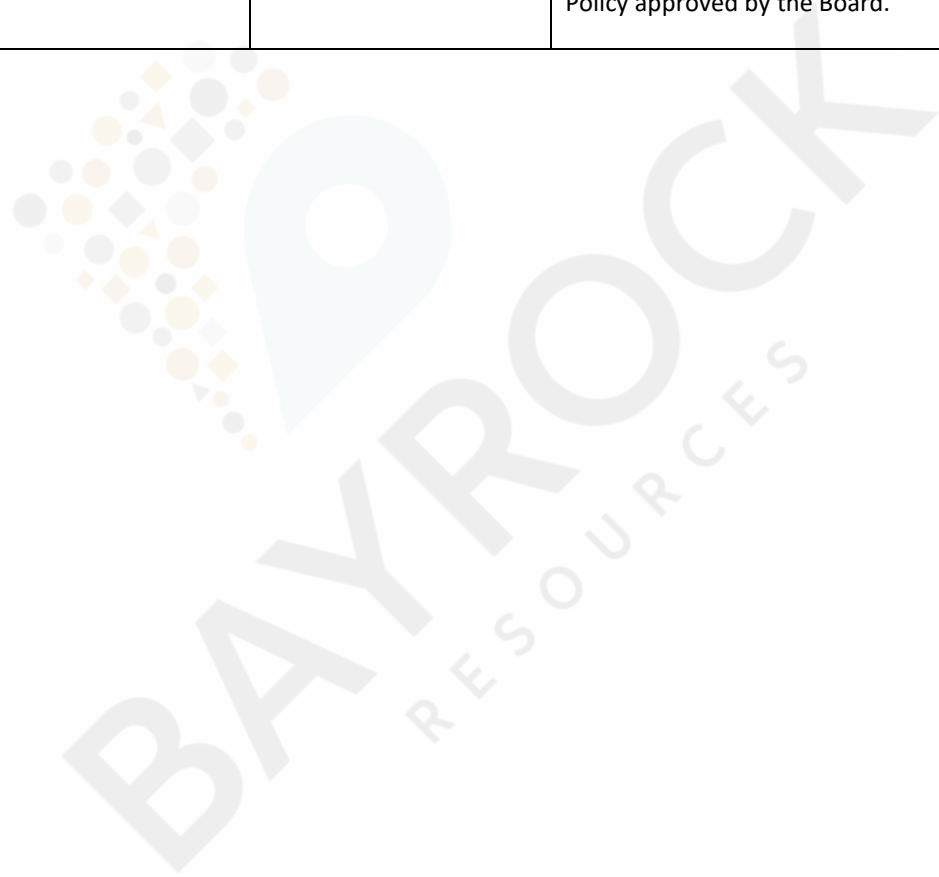
Employees in supervisory and managerial roles must not approve or allow conduct which is in breach of this Code. In these circumstances, disciplinary action may also be taken against the supervisor or manager.

## **21 REVIEW OF POLICY**

The policy will be reviewed regularly periodically and updated as required to ensure it remains consistent with current law and practice. The latest version of this policy can be found on the Company's website or obtained from the Company Secretary.

## **22 MATERIAL REVISIONS**

<b>VERSION</b>	<b>APPROVAL DATE</b>	<b>EFFECTIVE DATE</b>	<b>DETAILS</b>
1.0			Policy approved by the Board.



# AUDIT AND RISK COMMITTEE CHARTER

**Bayrock Resources Limited**  
**ACN 649 314 894**

**Adopted on the 01<sup>st</sup> day of June 2021**



## **AUDIT AND RISK COMMITTEE CHARTER**

### **1 THE PURPOSE AND ROLE OF THE COMMITTEE**

The Audit and Risk Committee (**Committee**) is a committee of the Board of Directors of Bayrock Resources Limited (**Company**).

The purpose of the Committee is to assist the Board in the effective discharge of its responsibilities for:

- (a) risk management and compliance;
- (b) financial and corporate reporting; and
- (c) audit matters.

The Committee may delegate all or a portion of its responsibilities to a subcommittee of the Committee. However, the Board retains ultimate responsibility for these matters.

### **2 MEMBERSHIP AND STRUCTURE**

#### **2.1 Membership and appointment**

The Board will appoint the Committee annually and, **where practicable**, ensure that the Committee will consist of:

- (a) a minimum of three members of the Board;
- (b) only non-executive Directors; and
- (c) a majority of independent Directors (as assessed by the Board in accordance with the Board Charter).

The Board may appoint additional non-executive Directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

Members of the committee will, between them, have financial and accounting experience, technical knowledge and an understanding of the industries in which the Company operates.

#### **2.2 Chairperson**

Where practicable the Chairperson of the Committee will:

- (a) be an independent non-executive Director; and
- (b) will not be the Chairperson of the Board.

In the absence of the Committee Chair, one of the Committee Members (either nominated by the Committee Chair or elected by the Committee) will act as the Committee Chair for that meeting.

### **2.3 Secretary**

The secretary of the Committee will be the Company Secretary.

## **3 MEETINGS OF THE COMMITTEE**

### **3.1 Meetings**

- (a) Any member of the Committee may call a meeting of the Committee.
- (b) The Committee will meet at least four times annually, and more frequently if it is deemed necessary to fulfil its role.
- (c) Notice will be given to every member of the Committee, of every meeting of the Committee, at the member's advised address for service of notice (or such other pre-notified interim address where relevant).
- (d) The quorum is two members of the Committee.
- (e) Directors (who are not members of the Committee) may attend meetings of the Committee.
- (f) The Committee may invite any person to attend all or part of a meeting of the Committee. The Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer, and other managers will be invited as required.
- (g) The Board will disclose in the Company's Annual Report the number of times the committee met throughout the relevant reporting period and the individual attendances of the members of the Committee at the meetings held throughout the period.

### **3.2 Voting**

- (a) (a) Each member shall have one vote.
- (b) (b) The Chairperson will not have a second or casting vote.

### **3.3 Minutes**

- (a) Minutes of Committee meetings will be prepared by the Secretary, approved by the Chair in draft and circulated to all members.
- (b) The minutes of a Committee meeting will be approved at the next Committee meeting and signed by the Chair.

### **3.4 Reporting**

The Chairperson of the Committee will report on the actions and recommendations of the Committee to the Board at the next Board meeting following a meeting of the Committee. All Directors will be permitted, during a Board meeting, to request information from the Chairperson of the Committee or members of the Committee.

## 4 ROLES AND RESPONSIBILITIES OF THE COMMITTEE

### 4.1 Risk management and compliance

In the area of risk management and compliance, the key responsibilities of the Committee are to:

- (a) monitor management's performance against the Company's risk management framework, including whether it is operating within the risk appetite set by the Board;
- (b) make recommendations to the board in relation to changes that should be made to the Company's risk management framework or to the risk appetite set by the board;
- (c) review and evaluate and monitor, by receiving reports from management, the adequacy and effectiveness of:
  - (i) the management reporting and control systems used to monitor adherence to policies and guidelines and the Company's delegated authority framework and limits;
  - (ii) the Company's financial and operational risk management control systems by reviewing risk registers and reports from management and the external auditor;
  - (iii) the structure and adequacy of the Company's own insurances on an annual basis;
  - (iv) internal audit or controls and systems to identify and manage business risks; and
  - (v) processes to identify and manage any material exposure to economic, environmental and social sustainability risks;
- (d) arrange for management to report to the Board on whether the Company's material business risks (including any sustainability risks, but excluding those risks which are included as responsibilities in the Charters of other Board Committees) are being managed effectively;
- (e) evaluate, by receiving reports from management, the Company's exposure to fraud and oversee investigations of allegations of material or systemic fraud or malfeasance;
- (f) review and evaluate, by receiving reports from management, the procedures the Company has in place to ensure compliance with laws and regulations (particularly those which have a major potential impact on the Company in areas such as trade practices, and the environment) and the Company's own codes of conduct (but excluding those which are included as responsibilities in the Charters of other Board Committees);
- (g) review the procedures in place to ensure compliance with insider trading laws, continuous disclosure requirements and other best practice corporate governance processes (including requirements under the ASX Listing Rules, *Corporations Act 2001* (Cth) and AASB requirements);
- (h) oversee the Company's insurance program, having regard to the Company's business and the insurable risks associated with its business;

- (i) ensure management establishes procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls and auditing matters, and procedures for the confidential, anonymous submission of concerns by employees regarding accounting and auditing matters;
- (j) review management processes supporting external reporting, and any complaints or concerns raised internally regarding business conduct matters, financial or accounting processes and practices;
- (k) review the Company's policies and culture with respect to the establishment and observance of appropriate ethical standards;
- (l) review and discuss with management and the external auditor the overall adequacy and effectiveness of the Company's legal, regulatory and ethical compliance programs; and
- (m) receive reports, at least every three years, on an external review of the Company's risk management program undertaken by a suitably qualified consulting organisation, together with management's responses to that review.

#### **4.2 Financial and corporate reporting**

In the area of financial and corporate reporting, the responsibilities of the Committee are to:

- (a) oversee the Company's financial and corporate reporting and disclosure processes and internal control framework;
- (b) assist the Board in determining the reliability and integrity of accounting policies and financial reporting and disclosure practices to ensure that financial statements reflect a true and fair view of the financial position and performance of the Company;
- (c) approve the Company's accounting policies and principles that are required to be reported in the notes to the financial statements (**Policies**) and changes to the Policies, review and assess the appropriateness of those Policies, including conformance with relevant accounting and reporting standards and, where appropriate (without limiting the Committee's powers to approve accounting policies and settle interpretation of accounting policies and standards), referring material changes to the Board;
- (d) review the process implemented to support the certifications to be provided by the Chief Executive Officer, the Chief Financial Officer and the Chief Operating Officer in respect of the Company's financial reports and the related certifications in respect of risk management and internal control, and ensure appropriate disclosure of such processes (where required) in materials released on ASX;
- (e) review all financial statements and reports which are required to be published and/or signed by directors prior to approval by the Board. The review of financial statements and reports should include a discussion with the external auditor of accounting issues, accounting policies adopted and the proposed audit (or review) report. Subject always to ultimate Board approval of the published financial statements, the Committee has authority to approve accounting issues raised, review and interpret accounting policies adopted and the proposed audit (or review) report;



- (f) review the annual report, directors' report (excluding the Remuneration Report) and any other report of management which is required by law to accompany any published financial statements (to the extent that such a report discusses the financial position or performance) before approval by the Board, including assessing whether the Company's external reporting is consistent with the Committee members' information and knowledge, and is adequate for shareholder needs;
- (g) review any statements or commentary to be released to ASX to accompany the half year or annual financial statements;
- (h) ensure that procedures are in place which are designed to verify the existence and effectiveness of accounting and financial systems and other systems of internal control which relate to financial risk management; and
- (i) review and monitor related party transactions and assess their propriety.

### **4.3 Audit**

In the area of audit, the responsibilities of the Committee are to:

- (a) make recommendations to the Board on the appointment, reappointment or replacement of the head of internal audit;
- (b) review and oversee the scope and adequacy of the internal audit work plan;
- (c) review and monitor the independence, objectivity and performance of the internal audit function;
- (d) make recommendations to the Board on the appointment, reappointment or replacement of the external auditor;
- (e) review and agree with the external auditor the terms of engagement for the external auditor, including fees;
- (f) oversee arrangements relating to the rotation of the audit engagement partner;
- (g) establish the scope of the audit for Board approval;
- (h) monitor the effectiveness of the external audit, placing emphasis on areas where the Committee or the external auditor believes special attention is necessary;
- (i) review the performance and effectiveness of the external auditor after the completion of each end-of-year audit. In evaluating the external auditor, the Committee will consider:
  - (i) the comprehensiveness of the external audit plan;
  - (ii) the timeliness and quality of communications promised under the plan and those delivered during the audit;
  - (iii) the independence of the external auditor;

- (iv) the competency and industry knowledge of the external audit staff; and
- (v) the adequacy and availability of resources to achieve the scope of work outlined in the external audit plan;
- (j) develop and oversee the implementation of the Company's policy on the engagement of the external auditor to supply non-audit services and ensure compliance with that policy; and
- (k) provide advice and an annual report to the Board as to whether the Committee is satisfied that the provision of non-audit services is compatible with the general standard of independence, and an explanation of why those non-audit services do not compromise audit independence, in order for the Board to be in a position to make the statements required by the *Corporations Act 2001* (Cth) to be included in the Company's annual report.

## **5 AUTHORITY AND ACCESS**

In carrying out its responsibilities, the Committee:

- (a) will have access to the company records and any other document, report, material or information in the possession of an employee or external adviser of the Company, as reasonably necessary to perform its functions; and
- (b) may invite an employee, the external auditor or any other person to attend a meeting of the Committee, including without management present for the purpose of seeking explanations and additional information from a person.

The Committee may seek the advice of independent advisers on any matter relating to the powers, duties or responsibilities of the Committee.

The Committee may initiate special investigations as it sees fit, or as directed by the Board, in relation to matters set out in this Charter.

## **6 COMMITTEE PERFORMANCE**

The Board will:

- (a) review the membership of the Committee at least annually to ensure an appropriate balance of expertise, skills and experience; and
- (b) make an evaluation of the performance of the Committee at least once every two years to determine whether it is functioning effectively by reference to current best practice.

## **7 REVIEW OF CHARTER**

This Charter will be reviewed periodically and updated as required to ensure it remains consistent with the Board's objectives and developments in current law and practice. The latest version of this Charter can be found on the Company's website or obtained from the Company Secretary.

**8 MATERIAL REVISIONS**

VERSION	APPROVAL DATE	EFFECTIVE DATE	DETAILS
1.0			Charter approved by the Board.



# REMUNERATION AND NOMINATIONS CHARTER

**Bayrock Resources Limited**  
**ACN 649 314 894**

**Adopted on the 01<sup>st</sup> day of June 2021**



## REMUNERATIONS AND NOMINATIONS COMMITTEE CHARTER

### 1 THE PURPOSE AND ROLE OF THE COMMITTEE

The Remuneration and Nominations Committee (**Committee**) is a committee of the Board of Directors of Bayrock Resources Limited (**Company**).

The purpose of the Committee is to assist the Board by making recommendations in respect of:

- (a) the composition, performance and effectiveness of the Board; and
- (b) the Company's remuneration policy.

The Committee may delegate all or a portion of its responsibilities to a subcommittee of the Committee. However, the Board retains ultimate responsibility for these matters.

### 2 MEMBERSHIP AND STRUCTURE

#### 2.1 Membership and appointment

The Board will appoint the Committee annually and, **where practicable**, ensure that the Committee will consist of:

- (a) a minimum of three members of the Board;
- (b) only non-executive Directors; and
- (c) a majority of independent Directors (as assessed by the Board in accordance with the Board Charter).

The Board may appoint additional non-executive Directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

#### 2.2 Chairperson

Where practicable, the Chairperson of the Committee will be:

- (a) an independent non-executive Director; and
- (b) not be the Chairperson of the Board.

In the absence of the Committee Chair, one of the Committee Members (either nominated by the Committee Chair or elected by the Committee) will act as the Committee Chair for that meeting.

#### 2.3 Secretary

The secretary of the Committee will be the Company Secretary.

### **3 MEETINGS OF THE COMMITTEE**

#### **3.1 Meetings**

- (a) Any member of the Committee may call a meeting of the Committee.
- (b) The Committee will meet at least twice annually, and more frequently if it is deemed necessary to fulfil its role.
- (c) Notice will be given to every member of the Committee, of every meeting of the Committee, at the member's advised address for service of notice (or such other pre-notified interim address where relevant).
- (d) The quorum is two members of the Committee.
- (e) Directors (who are not members of the Committee) may attend meetings of the Committee.
- (f) The Committee may invite any person to attend all or part of a meeting of the Committee. The Chief Executive Officer, Chief Financial Officer, Chief Operating Officer and other managers will be invited as required.
- (g) A member must not be present for discussions at a Committee meeting on, or vote on a matter regarding, their own election, re-election, removal, remuneration or a specific remuneration policy that affects them. However, a member who is a non-executive director may be present and vote in relation to the remuneration of all non-executive directors.
- (h) The Board will disclose in the Company's Annual Report the number of times the committee met throughout the relevant reporting period and the individual attendances of the members of the Committee at the meetings held throughout the period.

#### **3.2 Voting**

- (a) Each member shall have one vote.
- (b) The Chairperson will not have a second or casting vote.

#### **3.3 Minutes**

- (a) Minutes of Committee meetings will be prepared by the Secretary, approved by the Chair in draft and circulated to all members.
- (b) The minutes of a Committee meeting will be approved at the next Committee meeting and signed by the Chair.

#### **3.4 Reporting**

The Chairperson of the Committee will report on the actions and recommendations of the Committee to the Board at the next Board meeting following a meeting of the Committee. All Directors will be permitted,

during a Board meeting, to request information from the Chairperson of the Committee or members of the Committee.

## **4 RESPONSIBILITIES OF THE COMMITTEE**

### **4.1 Nomination**

In the area of nomination, the key responsibilities of the Committee are to:

- (a) review and recommend to the Board the size and composition of the Board;
- (b) review, assess and recommend to the Board the desirable competencies of Board members in line with the Company's board skills matrix, which sets out the skills and diversity that the Board currently has and seeks to achieve in its membership;
- (c) develop succession plans for the Board and oversee the development of succession planning in relation to senior management;
- (d) assist the Board to identify individuals who are qualified to become Board members by assessing:
  - (i) the skills, experience, expertise and personal qualities that will best complement the effective operation of the Board;
  - (ii) the capability of the candidate to devote the necessary time and commitment to the role (this involves a consideration of matters such as other Board or executive appointments); and
  - (iii) potential conflicts of interest and independence.

The identification of potential Director candidates may be assisted by use of external recruitment agencies. Offers of a Board appointment must only be made by the Chairperson after all Directors have been consulted, with any recommendations from the Committee having been circulated to all Directors;

- (e) review and provide recommendations to the Board concerning the election or re-election of persons as Directors;
- (f) assist the Board to assess Board performance, and the performance of Board committees and individual Directors;
- (g) undertake appropriate checks, including as to the person's character experience, education, criminal record and bankruptcy history before appointing a Director or senior manager;
- (h) review and manage potential conflicts of interest and the independence of individual Directors, including maintaining records of any other material directorships held by each Director;
- (i) review and make recommendations in relation to any corporate governance issues, in respect to nominations and remuneration, as requested by the Board from time to time;

- (j) review the time expected to be devoted by non-executive Directors to the Company's affairs;
- (k) develop and review an effective induction process; and
- (l) develop and review an induction and professional development program to ensure Directors have the opportunity to develop and maintain the requisite skills and knowledge.

## **4.2 Remuneration**

In the area of remuneration, the key responsibilities of the Committee are to:

- (a) on an annual basis, review and where necessary make recommendations to the Board on, arrangements for the executive Directors and the executives reporting to the CEO, including contractual terms, annual remuneration and participation in any short or long term incentive plans;
- (b) review and approve remuneration arrangements for senior management (other than the CEO and executives reporting to the CEO) including contractual terms, annual remuneration and participation in any short or long term incentive plans, having regard to the Company's delegation manual;
- (c) review and approve remuneration arrangements for non-executive directors including monitoring compliance with the non-executive director remuneration pool as established by the Constitution, or as subsequently amended by shareholders and recommending contractual terms and participation in any short or long-term incentive plans;
- (d) review major changes and developments in the Company's remuneration, recruitment, retention and termination policies and procedures for senior management;
- (e) oversee the processes for the performance evaluation of the executives reporting to the CEO and review the results of that performance evaluation process;
- (f) review and recommend to the Board matters relating to employee remuneration to ensure alignment with market trends, and consistency with the Company's Diversity Policy to ensure that there is no inappropriate bias in the remuneration of senior executives and other employees;
- (g) review and recommend to the Board the terms of any industrial instruments or agreements of general application to some or all of the Company's employees;
- (h) review and recommend superannuation arrangements for directors, senior executives and other employees;
- (i) review and recommend short term incentive strategies, performance targets and bonus payments for senior executives and other employees;
- (j) review and recommend to the Board implementation of, or any major changes/developments to, employee equity incentive plans;
- (k) in respect of any employee equity incentive plans that are put in place:



- (i) recommend to the Board whether offers are to be made under any or all of the Company's employee equity incentive plans in respect of a financial year and the terms of performance hurdles or other conditions (as applicable);
- (ii) assess and recommend to the Board whether performance hurdles or other conditions have been satisfied in respect of a particular award; and
- (iii) generally administer the operation of the plans, including but not limited to determining disputes and resolving questions of fact or interpretation concerning the various plans;
- (l) review and recommend to the Board the remuneration arrangements for the Chairperson and the non-executive Directors of the Board, including fees, travel and other benefits;
- (m) review and recommend to the Board the remuneration report prepared in accordance with the *Corporations Act 2001 (Cth)* for inclusion in the annual directors' report;
- (n) in the event of serious misconduct or a material misstatement in the Company's financial statements, evaluating and approving the cancellation or claw-back of performance-based remuneration from Directors and other members of senior management to recoup excess remuneration paid; and
- (o) review and facilitate shareholder and other stakeholder engagement in relation to the Company's remuneration policies and practices.

## **5 AUTHORITY AND ACCESS**

In carrying out its responsibilities, the Committee:

- (a) will have access to the company records and any other document, report, material or information in the possession of an employee or external advisor of the Company, as reasonably necessary to perform its functions; and
- (b) may invite an employee or any other person to attend a meeting of the Committee, including without management present for the purposes of seeking explanations and additional information from a person.

The Committee may seek the advice of independent advisers on any matter relating to the powers, duties or responsibilities of the Committee.

The Committee may initiate special investigations as it sees fit, or as directed by the Board, in relation to matters set out in this Charter.

## **6 COMMITTEE PERFORMANCE**

The Board will:

- (a) review the membership of the Committee at least annually to ensure an appropriate balance of expertise, skills and experience; and

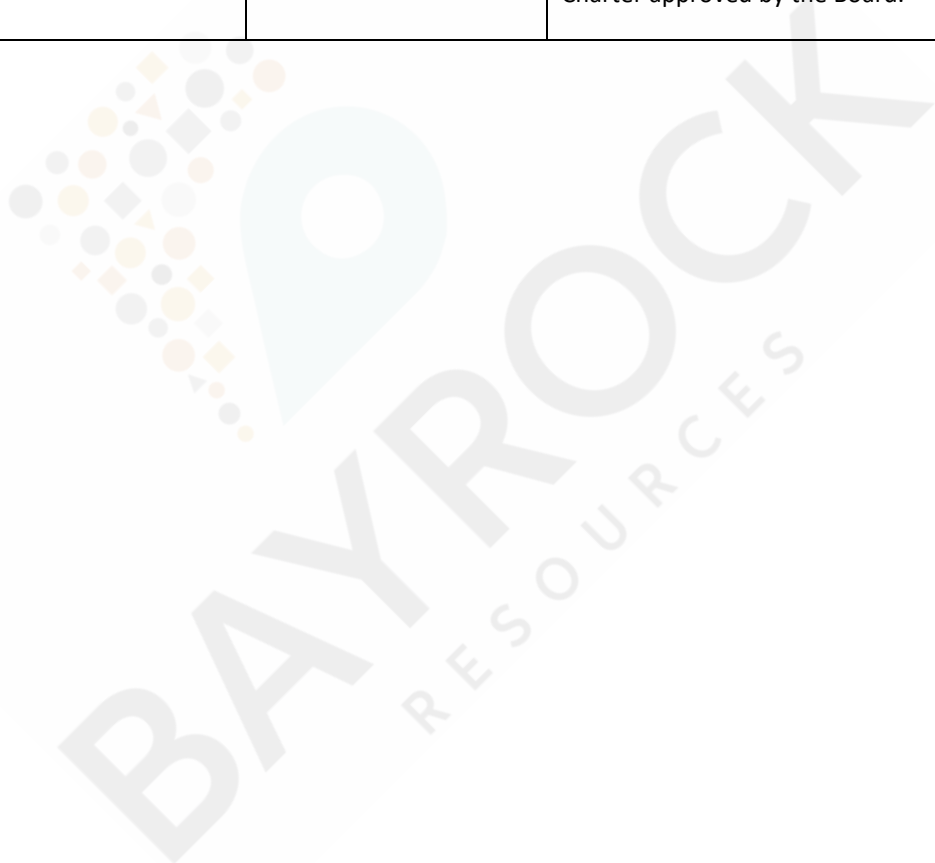
- (b) make an evaluation of the performance of the Committee at least once every two years to determine whether it is functioning effectively by reference to current best practice.

## **7 REVIEW OF CHARTER**

This Charter will be reviewed periodically and updated as required to ensure it remains consistent with the Board's objectives and developments in current law and practice. The latest version of this Charter can be found on the Company's website or obtained from the Company Secretary.

## **8 MATERIAL REVISIONS**

<b>VERSION</b>	<b>APPROVAL DATE</b>	<b>EFFECTIVE DATE</b>	<b>DETAILS</b>
1.0			Charter approved by the Board.



**Bayrock Resources Limited**  
**ACN 649 314 894**

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**ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICY**

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Approved by the Company's board of directors on 25 February 2022

Adopted by the Company on 25 February 2022

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## 1. INTRODUCTION

Bayrock Resources Limited (ACN 649 314 894) (**Company**) is committed to the sustainable exploration, discovery, appraisal, development, and production of base metals; particularly, nickel, cobalt, and copper. As a responsible explorer and eventually producer, the Company must identify, assess and report responses to the environment, climate change, and social challenges. The Company acknowledges that it has a role to play in protecting the natural environment, reducing global greenhouse gas emissions, and improving people's lives now and for generations to come.

This environmental, social, and governance policy (**ESG Policy**) regulates and provide guidance for the management of the Company's activities with an aim to minimise adverse workforce, community, and/or environmental impacts.

The Board has delegated to the ESG committee, the responsibility for implementing the Company's ESG management system.

### 1.1 Purpose

A strong environmental, social and governance performance is essential for the success and growth of the Company's business. The Company's goal is to recognise its legal and other obligations to all legitimate stakeholders from time to time, where and to the extent appropriate. With the recognised obligations in mind, the Company will manage its activities in a sustainable manner with respect to our workforce, our communities and the environment.

The Company is genuinely committed to managing its activities to minimise adverse workforce, community or environmental impacts.

### 1.2 Governing principles

#### (a) General governance principles

The Company will achieve this by:

- (i) implementing a systematic approach to ESG risk management;
- (ii) complying with and exceeding all relevant laws and regulations and applying responsible industry standards where laws do not exist;
- (iii) setting, measuring and reviewing objectives and targets that will drive continuous improvement in ESG performance;
- (iv) embedding ESG considerations in the Company's business planning and decision making processes;
- (v) integrating ESG requirements when designing, purchasing, constructing and modifying equipment and facilities;
- (vi) reviewing the ESG contingency planning process to ensure high risk activities identified in the ESG risk management, have appropriate contingency plans in place;

- (vii) maintaining a culture in which stakeholders are aware of their ESG obligations and are empowered to intervene on ESG issues;
- (viii) providing continued education to all stakeholders to identify and act upon opportunities to improve the ESG performance;
- (ix) undertaking and supporting research to gain better understanding of ESG and using scientific approach to support impact assessments and evidence-based decision making;
- (x) taking a collaborative and pro-active approach with our stakeholders; and
- (xi) requiring directors, contractors and employees to comply with our ESG expectations in a mutually beneficial manner.

(b) **Environment**

In relation to the environment, the Company will:

- (i) ensure that, as a minimum, all policies and procedures comply with all applicable environmental laws and regulations, assessment and approval requirements, licences and conditions;
- (ii) commit to operate all business units sustainably, by:
  - (A) identifying, mitigating, managing and reporting on material environmental risks and impacts associated with the business unit's activities;
  - (B) planning and implementing strategies to effectively manage and reduce key environmental risks and impacts such as greenhouse gas emissions, water management and waste reduction, with the focus on reducing the Company's environmental footprint;
  - (C) where relevant, protecting and respecting natural systems and associated biodiversity in areas where the Company operates;
  - (D) efficiently using water and energy, and maximising the value of existing resources;
  - (E) as and when relevant, integrating mine closure and progressive rehabilitation into the lifecycle of the Company's operations to minimise its environmental legacies;
  - (F) encouraging environmentally responsible actions and behaviours including supporting the use of materials that are safe, recycled or reused; and
  - (G) monitor advancement in technologies whose adoption would improve the Company's sustainability credentials, and to adopt them as soon as practically possible.

- (iii) inform employees, customers and suppliers about this Policy and require compliance with such expectations as well as considering environmental performance of potential suppliers in decision-making;
- (iv) strive to improve environmental performance based on defined objectives and targets for monitoring, measuring and reporting performance; and
- (v) report openly, honestly and in a timely manner to stakeholders, the Company's environmental and sustainability performance.

(c) **Climate change**

The Company will:

- (i) take action to appropriately identify and manage climate change risks and opportunities, consistent with the objective to sustainably deliver superior returns to shareholders;
- (ii) seek opportunities to better understand the lifecycle of greenhouse gas emissions (**GHG**) for the value chains of its mineral resources;
- (iii) seek to increase the transparency of the Company's climate change reporting of performance metrics and targets to meet the needs of all stakeholders including shareholders, governments, lenders, insurers, customers and communities;
- (iv) ensure that measuring, reporting and verification processes are robust across all operating sites;
- (v) pro-actively assess options to increase the use of renewable power and lower emission energy technologies to reduce the Company's GHG emissions' intensity;
- (vi) focus on opportunities to improve energy efficiency to reduce energy used and reduce direct mining costs;
- (vii) identify and pursue best practices in the mining and metals industry and where possible, to partner with technology developers to explore new opportunities for mineral resource extraction and processing, which would enhance the global transition to a low-carbon future; and
- (viii) continue to assess climate change scenarios and the forecast energy prices in the medium term analysis, to ensure that the cost of carbon is included within the metrics for an informed business decision.

(d) **Social**

The Company will:

- (i) provide and maintain a safe and healthy workplace for the benefit of its employees, contractors and visitors;

- (ii) identify and manage health and safety risks, impacts, and opportunities within our operations and host communities;
- (iii) be responsible stewards through the promotion of enduring environmental, social, and economic benefits in those communities where the Company explores and/or extracts the mineral resources;
- (iv) create shared value with the Company's stakeholders and deliver sustainable and long-term benefits in a manner that supports and respects the rights and aspirations of the communities in which the Company operates;
- (v) respect and promote human rights and will not engage in or condone forced or compulsory labour or other forms of modern slavery and will work to ensure these are not present in the Company's supply chain;
- (vi) recognise and honour the cultural heritage, customs and traditions of all indigenous population that may be affected by the Company's activities; and
- (vii) uphold ethical business practices and comply with all legal requirements in all jurisdictions in which the Company operates.

### 1.3 Application

Responsibility for the application of this policy rests with, but not limited to, all Company employees and contractors engaged in activities under the Company's operational control.

Each department of the Company is responsible for the development of its own internal policies to implement the principles set out in section 1.2 above (**Department Policy**).

The Company's managers are also responsible for promotion of the ESG and Department Policy.

### 1.4 Monitoring and review

- (a) Material breaches of this ESG Policy will be reported to the Company's board of directors (**Board**) or a committee of the Board.
- (b) The Board will monitor the content, effectiveness and implementation of this ESG Policy on a regular basis. There may also be independent reviews taken from time to time. Any findings, updates or improvements identified will be addressed as soon as possible.
- (c) Personnel are invited to comment on this ESG Policy and suggest ways in which it may be improved. Comments, suggestions and queries should be addressed to the Board.

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# ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE CHARTER

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## 1. ROLE

The role of the environmental, social and governance committee is to assist the board of directors (**Board**) for Bayrock Resources Limited (ACN 649 314 894) in monitoring and reviewing any matters pertaining to the management of activities to minimise adverse workforce, community or environmental impacts in accordance with the environmental, social and governance policy.

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## 2. COMPOSITION

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

- (a) The committee must comprise at least three members.
- (b) A majority of the members of the committee shall be non-executive Directors.
- (c) At least one member of the committee shall be an independent non-executive Director.
- (d) The Board will appoint members of the committee. The Board may remove and replace members of the committee by resolution.
- (e) The Chair of the committee must not be the Chair of the Board and must be independent.

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## 3. PURPOSE

The primary purpose of the committee is to support and advise the Board in fulfilling its environmental, social and governance responsibilities by:

- (a) recognising its legal and other obligations to all legitimate stakeholders from time to time where and to the extent appropriate; and
- (b) managing its activities in a sustainable manner with respect to the company's workforce, its communities and the environment.

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## 4. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

### 4.1 General Responsibilities

The committee will use all reasonable endeavours to understand the Company's business and operations to assess whether the operating risks and sustainability issues, including any consequential financial risks faced by the Company, have been identified, ameliorated or that appropriate mitigation plans have been implemented.

The committee will ensure appropriate management practices and assurance methodologies are adopted to inform the Board of the adequacies and effectiveness of the specific requirements outlined in this Charter. This will include,



but not be limited to, ensuring appropriate escalation of material risks is occurring for authorisation.

The committee will review and monitor a sample of significant incident investigations and corrective actions for quality and investigative veracity.

#### **4.2 Social, Environmental and Governance Responsibility**

In assisting the Board, the committee will use all reasonable endeavours to:

- (a) review and monitor the processes in place which are designed to ensure compliance with all Company social, environmental and governance policy;
- (b) review and monitor the risk management processes and standards to ensure that all material risks are identified, and that appropriate risk mitigation, controls and assurance processes are in place and effective;
- (c) monitor the adequacy of social, environmental and governance reporting systems for actual or potential incidents, breaches and trends;
- (d) review and monitor the environmental related contingency planning within the Company which are designed to ensure that all material environmental risks have appropriate contingency plans developed;
- (e) review and monitor the plans, activities and corrective actions in place which are designed to ensure that there is appropriate engagement with communities impacted by the Company's operations; and
- (f) monitor relevant community perceptions of the Company as a consequence of its activities.

#### **4.3 Risk Management**

The committee will ensure management has established and operates a risk management system which is designed to:

- (a) identify, assess, monitor and manage operational risk;
- (b) establish an overall risk profile of the Company's risks;
- (c) escalate risks to the appropriate level of the organisation dependant on materiality; and
- (d) in assisting the Board, the committee will use all reasonable endeavours to:
  - (i) liaise with the audit committee on risk management processes for the identification and management of material financial risks, these are the accountability of the audit committee;
  - (ii) review any periodic risk management reports prepared by the executive management and present to the Board, the overall results of this assessment and updates as required;
  - (iii) review and monitoring the operational contingency planning and assurance processes within the Company to ensure all material risks and critical systems and processes are identified

and that appropriate contingency plans are in place and are effective; and

- (iv) periodically review the effectiveness and suitability of the risk management system.

#### **4.4 Legal and Regulatory Compliance**

The committee will:

- (a) review and monitor the Company's policies, procedures and systems for detecting, reporting and preventing breaches of conduct, whistle-blowing, data breaches and bribery and corruption policies; and
- (b) in conjunction with the Board and audit committee, use all reasonable endeavours to monitor the Company's compliance with:
  - (i) all relevant statutory and regulatory obligations; and
  - (ii) all environmental licenses and permits.

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#### **5. MEETINGS**

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

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#### **6. SECRETARY**

- (a) The Company Secretary or their nominee shall be the Secretary of the committee and shall attend meetings of the committee as required.

- (b) The Secretary will be responsible for keeping the minutes of meetings of the committee and circulating them to committee members and to the other members of the Board.
- (c) The Secretary shall distribute supporting papers for each meeting of the committee as far in advance as possible.

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## **7. RELIANCE ON INFORMATION OR PROFESSIONAL OR EXPERT ADVICE**

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

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

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## **8. REVIEW OF CHARTER**

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

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## **9. REPORTING**

The Chair of the committee shall report the findings and recommendations of the committee to the Board after each committee meeting. The minutes of all committee meetings shall be circulated to members of the Board.

All recommendations of the committee are to be referred to the Board for approval.

The committee is to review all major health, safety, environment or community issues as notified or otherwise advised by Executive Management at its next meeting and report on its findings and recommendations, if applicable, to the Board in accordance with standard reporting protocol of the committee.

# WHISTLEBLOWER POLICY

**Bayrock Resources Limited**  
**ACN 649 314 894**

**Adopted on the 01<sup>st</sup> day of June 2021**



## WHISTLEBLOWER POLICY

### 1 INTRODUCTION AND PURPOSE

#### 1.1 Introduction

Bayrock Resources Limited (**Company**) and its subsidiaries (collectively, **Group**) are committed to maintaining high standards of integrity, ethical behaviour and corporate governance and conducting business in compliance with all legal requirements. The Company encourages the reporting of suspected unethical, illegal, fraudulent, corrupt or dishonest conduct and shall ensure that those persons who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported.

This policy has been developed to align with, and is underpinned by the Group's values, which are set out in the Company's Code of Conduct.

#### 1.2 Purpose

The purpose of this Whistleblower Policy (**Policy**) is to:

- (a) establish a system for the reporting, investigation and rectification of wrongdoing;
- (b) encourage the reporting of wrongdoing and ensure that any such reports are dealt with appropriately;
- (c) set out how the Company will support and protect individuals who make reports in accordance with this Policy (**Whistleblowers**);
- (d) ensure the Company complies with its legal and regulatory obligations, including those under the *Corporations Act 2001* (Cth) (**Corporations Act**); and
- (e) align with the ASX Corporate Governance Principles and Recommendations.

Nothing in this Policy should be taken as restricting anyone from reporting any matter or providing any information to a regulator (such as ASIC or APRA), the police or any other person in accordance with any relevant law, regulation or other requirement.

#### 1.3 Relevant documents

This Policy should be read together with the Company's other policies, including the Code of Conduct.

### 2 WHO DOES THIS POLICY APPLY TO?

This Policy applies to anyone who is, or has been, any of the following in relation to the Company:

- (a) an officer or employee (e.g. current and former employees who are permanent, part-time, fixed-term or temporary, interns, secondees, managers, and directors);
- (b) a supplier of services or goods to the Company (whether paid or unpaid), including their employees (e.g. current and former contractors, consultants, service providers and business partners);

- (c) an associate (within the meaning of the Corporations Act) of the Company; or
- (d) a relative, dependant or spouse of an individual mentioned in paragraphs (a) to (c) above, (collectively, **Personnel**).

### **3 REPORTABLE MATTERS**

#### **3.1 What wrongdoing is reportable?**

Personnel may report any conduct, whether actual, reasonably suspected or intended, by the Company or an officer or employee of the Company (acting in that capacity) that is:

- (a) dishonest, fraudulent or unethical;
- (b) illegal, corrupt or constitutes an irregular use of Company funds;
- (c) oppressive, discriminatory or grossly negligent;
- (d) an unsafe work-practice or contributes to an unsafe work practice;
- (e) a serious breach of the Company's policies (including the protections afforded to Whistleblowers under this Policy);
- (f) an improper or misleading practice regarding accounting or financial reporting;
- (g) a failure to comply with any legal or regulatory obligation or the ASX Listing Rules;
- (h) a serious risk to public safety, the financial system or the environment;
- (i) a 'disclosable matter' under section 1317AA of the Corporations Act (see the Annexure);
- (j) a deliberate concealment of any conduct referred to in paragraphs (a) to (i) above; or
- (k) a matter which is stated to be reportable under this Policy in another policy of the Company,

(each a **Reportable Matter** and, collectively, **Reportable Matters**). Conduct may constitute a Reportable Matter even if it does not involve a contravention of a particular law.

Examples of Reportable Matters include:

- (a) an employee offering or accepting a bribe in the course of their employment; and
- (b) misleading practices in the preparation of the Company's financial statements.

#### **3.2 Personal work-related grievances**

This Policy does not apply to conduct that is not a Reportable Matter or conduct concerning a person's current or former employment which does not:

- (a) have any significant implications for the Company; or
- (b) relate to any conduct, or alleged conduct, about a Reportable Matter, although it may have personal implications for the person.

Such conduct should be reported and handled in accordance with the Company's usual procedures and policies regarding such matters.

Examples of conduct to which this Policy does not apply include:

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

unless it involves retaliation or victimisation against the person for making a report in accordance with this Policy.

## **4 REPORTING**

### **4.1 Responsibility to report**

The Company relies on its Personnel to help maintain its commitment to honest and ethical behaviour. The Company expects all Personnel to report any wrongdoing in accordance with this Policy.

### **4.2 How to make a report**

- (a) A report can be made to:
  - (i) the Whistleblower Investigations Officer, who is the Company Secretary of the Company; or
  - (ii) any director of the Company,in person, by email or by letter sent to the Company and marked for the attention of the relevant person.
- (b) Personnel are encouraged, where possible, to raise issues with the Whistleblower Investigations Officer first. However, Personnel may at any stage skip a person in the chain outlined above if that person is the subject of the report, if there is a reason to believe that the person is not likely to deal with, or has not dealt with, the report properly or are otherwise uncomfortable with making the report to that person.
- (c) In order to further qualify for protection as a whistleblower under the Corporations Act, a report must be made directly to an 'eligible recipient' set out in clause 1.9 of the Annexure. For the purpose of paragraph 1.9(d) of the Annexure, a person authorised by the Company to receive

disclosures is the Whistleblower Investigations Officer. In addition, a report may also be made in accordance with clauses 1.1(b) to (d) of the Annexure to afford protection under the Corporations Act (including to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act).

- (d) Any such report should, where possible, be in writing and contain details of:
  - (i) the nature of the alleged conduct and when it is alleged to have occurred;
  - (ii) the person or persons responsible for or involved in the alleged conduct;
  - (iii) the facts on which the Whistleblower's belief that the alleged conduct has occurred, and has been committed by the persons named, are founded; and
  - (iv) the nature and whereabouts of any further evidence that would substantiate the allegations contained in the report, if known.
- (e) Reports can be made anonymously by sending a sealed letter to the Company at its registered office. The letter should be marked 'Private and Confidential' and for the attention of the Company and a person listed in paragraph (a) above. It will be delivered unopened to that person. The Company will investigate anonymous reports with the same level of diligence as other reports. However, reports made anonymously may affect the Company's ability to investigate the matter properly and to communicate with a Whistleblower about their report. Accordingly, it is crucial that anonymous reports contain sufficient detail for the Company to investigate the matter.
- (f) Where a Whistleblower wishes to remain anonymous, the Company will take measures to protect the Whistleblower's anonymity by:
  - (i) assigning a pseudonym to the Whistleblower in circumstances where the Whistleblower's identity is known to the recipient of a report but does not wish to disclose his or her identity to others; and
  - (ii) providing the Whistleblower with access to an anonymised email address for the purposes of facilitating ongoing communication with the Whistleblower about their report.
- (g) To avoid jeopardising an investigation, prior to the resolution of the matter, Whistleblowers are required to keep confidential the fact that a report has been made (subject to any legal requirements). However, this does not prevent the Whistleblower from making the same or further disclosures to any other person listed in paragraph (a) above.

### **4.3 Deliberate false reporting**

A false report of a Reportable Matter could have significant effects on the Company's reputation and the reputations of other staff members and could also cause considerable waste of time and resources.

Anyone who knowingly makes a false report of a Reportable Matter, or who otherwise fails to act honestly with reasonable belief in respect of a report, breaches this Policy and may:



- (a) be subject to disciplinary action, including dismissal (the disciplinary action or sanction will depend on the severity, nature and circumstance of the false report); and
- (b) not be afforded the protections given to Whistleblowers under this Policy.

However, the fact that a report turns out to be false will not of itself constitute a breach of this Policy and prevent the Whistleblower from being afforded the protections under this Policy.

## 5 INVESTIGATIONS

### 5.1 Investigation process

The key steps which the Company will take following the receipt of a report are as follows:

- (a) The recipient of the report (which must be a person listed in section 4.2(a)) (**Recipient**) will assess the report to determine whether it is a report to which this Policy applies.
- (b) If the Recipient determines that it is a report to which this Policy applies, he or she must as soon as practicable, refer it to the Whistleblower Investigations Officer and the Chair of the Audit & Risk Committee of the Company, who will then consider the parameters of a formal investigation. The Whistleblower's identity must not be provided to anybody if the Whistleblower has requested that his or her identity be kept confidential.
- (c) The Whistleblower Investigations Officer is responsible at first instance for investigating reports made under this Policy, although it will be conducted under the governance of the Audit & Risk Committee. Investigation processes will vary depending on the nature and substance of the report, and whether the report was made anonymously. The purpose of an investigation is to determine whether or not a report is substantiated. The Company will rectify any wrongdoing uncovered to the extent that this is practicable in all the circumstances.
- (d) The investigation will be conducted in a confidential, fair, thorough, objective and reasonably timely manner. If the Whistleblower Investigations Officer, a member of the Audit & Risk Committee or a member of the Board is allegedly involved in the alleged conduct, he or she must not take part in the investigation except to the extent required to respond to the allegation.
- (e) The principles of procedural fairness will be observed to the extent possible when investigating a report. The individual against whom the allegation is made must be provided with the right to respond prior to the conclusion of the investigation (where appropriate).
- (f) In investigating reports, the Whistleblower Investigations Officer (in consultation with the Audit & Risk Committee) may:
  - (i) designate a person to lead the investigation (this person must not be someone implicated in the alleged conduct);
  - (ii) delegate investigation of a report to another person or committee (whether internal or external to the Company) so long as they are not implicated in the alleged conduct; and/or

- (iii) subject to compliance with the Company's procedures and policies, seek independent professional advice (e.g. from lawyers or auditors).
- (g) The exact process and timing of the investigation will vary depending on the nature of the report. Where practicable, Whistleblowers will be provided with initial feedback within two weeks of making a report, and any further feedback on a fortnightly basis as the matter progresses.
- (h) The outcome of all investigations will be documented in a register securely maintained by the Company having regard to the principles of preserving confidentiality (see section 7).

## **5.2 Action taken if wrongdoing found**

The Company may take a range of actions if the investigation finds that wrongdoing has occurred, including:

- (a) appropriate sanctions against the wrongdoer in accordance with applicable law;
- (b) where illegal conduct has occurred, reporting the matter to the relevant authorities; and
- (c) changes to the Company's procedures to prevent reoccurrence of similar wrongdoing.

## **5.3 Board to be informed**

The Board of Directors of the Company and the Company Secretary must be informed of any material incidents reported under this Policy immediately.

## **5.4 Communicating with Whistleblowers about their report**

- (a) Where reports have not been made anonymously, Whistleblowers will be provided with regular updates and informed of the outcome of the investigation arising from their report, subject to considerations of the privacy of anyone who is the subject of the report, confidentiality requirements and applicable law.
- (b) Where reports are made anonymously, updates on, and the results of, an investigation may only be provided if practicable communication methods are specified by the Whistleblower.

# **6 WHISTLEBLOWER PROTECTION**

## **6.1 Confidentiality and anonymity**

- (a) Whistleblowers are entitled to remain anonymous while making a report, over the course of the investigation and after the investigation is finalised. However, the effectiveness of an investigation may be hindered if a report is made anonymously and the Whistleblower has not provided a means of contacting them.
- (b) Unless required by law, a court or as consented to by the Whistleblower:
  - (i) the person to whom a report is made under this Policy must not disclose the identity of the Whistleblower to anyone else;

- (ii) the identity of the Whistleblower must be kept confidential from any person not involved in the investigation of the report; and
  - (iii) all files relating to the report must be kept secure and information received from a Whistleblower must be held in confidence.
- (c) Practical measures which the Company may take to protect a Whistleblower's identity include:
  - (i) redacting all personal information or reference to the Whistleblower;
  - (ii) referring to the Whistleblower in a gender-neutral context;
  - (iii) where possible, consulting with the Whistleblower to help identify certain aspects of their report that could inadvertently identify them; and
  - (iv) restricting access to information and records concerning reports made under this Policy.
- (d) A breach of the confidentiality requirements set out above will be regarded as a serious breach of this Policy and a person's terms of engagement or employment and may result in disciplinary action including termination of the person's engagement or employment.
- (e) Despite these protections, it is possible that someone might deduce a Whistleblower's identity without there having been a breach of this Policy because, for example, the nature of the report points to one particular individual having made it or otherwise as a consequence of the investigation process.

## **6.2 Retaliation prohibited**

- (a) The Company is absolutely committed to ensuring all persons who make a report in accordance with this Policy are afforded absolute confidentiality and fairness and are not subject to any detrimental, recriminatory, harassing or unfavourable treatment for reporting a Reportable Matter.
- (b) Whistleblowers must not be personally disadvantaged for making a report in accordance with this Policy, whether by dismissal, demotion, any form of harassment, discrimination or any form of current or future bias. The Company will take whatever action is possible, consistent with this Policy, to make sure that this is the case.
- (c) Examples of how the Company will, in practice, protect Whistleblowers from detriment include:
  - (i) allowing Whistleblowers to perform their duties from another location such as from home; and
  - (ii) making support services (including counselling or other professional or legal services) available to Whistleblowers.
- (d) Whistleblowers are also encouraged to seek independent legal advice or contact regulatory bodies, such as ASIC, if they believe they have suffered detriment as a result of making a report in accordance with this Policy.

- (e) A breach of the protections set out above will be regarded as a serious breach of this Policy and a person's terms of engagement or employment and may result in disciplinary action including termination of the person's engagement or employment.

### **6.3 Whistleblower's own involvement in wrongdoing**

- (a) If a Whistleblower is implicated in a Reportable Matter, making a report in accordance with this Policy will not protect the Whistleblower from the consequences flowing from his or her involvement in the wrongdoing. A person's liability for their own conduct is not affected by their report of that conduct under this Policy, although active cooperation in the investigation, an admission and remorse may be taken into account when considering disciplinary or other action.
- (b) For the avoidance of doubt, despite a Whistleblower's involvement in a Reportable Matter, they must not be subjected to, and the Company will ensure they are protected from, any actual or threatened retaliation or victimisation in reprisal for reporting that Reportable Matter in accordance with this Policy.

### **6.4 Protection under law**

Additional protections may be afforded to Whistleblowers under applicable law including the *Taxation Administration Act 1953* (Cth) and the Corporations Act. Please see the Annexure for further information about the protections afforded to whistleblowers under the Corporations Act.

## **7 RECORDS**

### **7.1 Maintaining records**

The Company will maintain a secure and confidential record of all reports made and all actions taken under this Policy including:

- (a) reports of Reportable Matters;
- (b) complaints of breaches of this Policy; and
- (c) the results of any investigations conducted under this Policy.

### **7.2 Identity of Whistleblowers not recorded**

Unless required by law, a court or as consented to by the Whistleblower, the identity of the Whistleblower, or information that is likely to lead to the identification of the Whistleblower, must be redacted from the records referred to in section 7.1.

## **8 TRAINING**

The Company will:

- (a) provide for the training of Personnel about this Policy and their rights and obligations under it; and

- (b) provide for the training of those who may receive reports under this Policy about how to respond to them.

**9 ADDITIONAL INFORMATION**

Personnel should contact the Whistleblower Investigations Officer if they wish to seek additional information before formally making a report. The Whistleblower Investigations Officer will endeavour to respond to all queries in a timely manner.

**10 REVIEW OF POLICY**

The policy will be reviewed regularly periodically and updated as required to ensure it remains consistent with current law and practice. The latest version of this policy can be found on the Company’s website or obtained from the Company Secretary.

**11 POLICY CONTACTS**

Whistleblower Investigations Officer (Chair of the Audit & Risk Committee): Mr Joseph Naemi naemi@bayrock.com.au

**12 MATERIAL REVISIONS**

VERSION	APPROVAL DATE	EFFECTIVE DATE	DETAILS
1.0			Policy approved by the Board.

## ANNEXURE

### WHISTLEBLOWING UNDER THE CORPORATIONS ACT

Part 9.4AAA of the Corporations Act contains a whistleblower protection regime that applies to the Company. This Annexure contains only a summary of the regime and is not exhaustive. It should not be relied upon as legal advice. Furthermore, the Corporations Act may have been amended since the date this Policy was published, meaning this information may no longer be current. Protection may also be provided under other applicable laws such as the *Taxation Administration Act 1953* (Cth).

#### 1 PROTECTED DISCLOSURES

1.1 **(Conditions)** The Corporations Act affords protections to disclosers where the following conditions are met:

- (a) the discloser is an individual who is, or has been, any of the following in relation to the entity:
  - (i) an officer or employee;
  - (ii) a supplier of services or goods to the entity (whether paid or unpaid), including their employees (e.g. current and former contractors, consultants, service providers and business partners);
  - (iii) an associate of the entity; and
  - (iv) a relative, dependant or spouse of an individual mentioned above,

and:

- (b) the discloser has made a disclosure of information relating to a 'disclosable matter' directly to an 'eligible recipient' or to ASIC, APRA or another Commonwealth body prescribed by regulation;
- (c) the discloser has made a disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions in the Corporations Act; or
- (d) the discloser has made an 'emergency disclosure' or 'public interest disclosure' (in which case, the disclosure can be made to a journalist or parliamentarian and still qualify for protection under the Corporations Act).

1.2 It is important for disclosers to understand the criteria for making an 'emergency disclosure' or a 'public interest disclosure' prior to making the disclosure. Refer to section 1317AAD of the Corporations Act for further details and seek advice from a legal practitioner.

1.3 Disclosures can be made anonymously and still be protected under the Corporations Act.

1.4 **(Disclosable matters)** Disclosable matters involve information that the discloser has reasonable grounds to suspect concerns misconduct, or an improper state of affairs or circumstances, in relation to:

- (a) the entity; or

(b) a related body corporate of the entity,

and includes information which the discloser has reasonable grounds to suspect indicates those entities (including their employees or officers) have engaged in conduct that:

(c) constitutes an offence against, or a contravention of, a provision of any of the following:

- (i) the Corporations Act;
- (ii) the *Australian Securities and Investments Commission Act 2001* (Cth);
- (iii) the *Banking Act 1959* (Cth);
- (iv) the *Financial Sector (Collection of Data) Act 2001* (Cth);
- (v) the *Insurance Act 1973* (Cth);
- (vi) the *Life Insurance Act 1995* (Cth);
- (vii) the *National Consumer Credit Protection Act 2009* (Cth);
- (viii) the *Superannuation Industry (Supervision) Act 1993* (Cth); or
- (ix) an instrument made under an Act referred to above;

(d) constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;

(e) represents a danger to the public or the financial system; or

(f) is prescribed by regulation.

1.5 Disclosable matters include conduct that may not involve a contravention of a particular law.

1.6 Disclosures that are not about 'disclosable matters' do not qualify for protection under the Corporations Act. If a disclosure about a Reportable Matter under the Policy is not a 'disclosable matter' (e.g. reports of breaches of the Company's policies), it does not qualify for protection under the Corporations Act.

1.7 **(Personal work-related grievances)** Disclosures that relate solely to personal work-related grievances, and that do not relate to detriment or threat of detriment to the discloser, do not qualify for protection under the Corporations Act. Personal work-related grievances are those that relate to the discloser's current or former employment and have, or tend to have, implications for the discloser personally, but do not:

(a) have any other significant implications for the entity (or another entity); or

(b) relate to any conduct, or alleged conduct, about a disclosable matter.

- 1.8 A personal work-related grievance may still qualify for protection if:
- (a) it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);
  - (b) the entity has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the discloser's personal circumstances;
  - (c) the discloser suffers from or is threatened with detriment for making a protected disclosure; or
  - (d) the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

1.9 **(Eligible recipients)** An 'eligible recipient' includes:

- (a) an officer or senior manager of the entity or related body corporate;
- (b) the internal or external auditor (including a member of an audit team conducting an audit) or actuary of the entity or related body corporate;
- (c) the internal or external legal counsel or legal advisors of the entity or related body corporate; and
- (d) any person authorised by the entity to receive disclosures that may qualify for protection.

## **2 PROTECTION UNDER THE CORPORATIONS ACT**

2.1 If a person makes a disclosure that qualifies for protection under the Corporations Act:

- (a) that person will not be subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure;
- (b) no contractual or other remedy may be enforced, and no contractual or other right may be exercised, against that person on the basis of the disclosure;
- (c) it will be an offence to disclose the identity of that person or information that is likely to lead to the identification of that person, without the consent of that person (subject to limited exceptions such as disclosures to ASIC, APRA, a legal practitioner or the AFP); and
- (d) it will be an offence to cause or threaten to cause any detriment to that person due to a belief or suspicion that the person made, or proposes to make, a disclosure. The definition of detriment includes dismissal, injury, discrimination and a range of other actions.

2.2 These protections apply not only to internal disclosures, but also to disclosures to legal practitioners, regulatory and other external bodies, and public interest and emergency disclosures that are made in accordance with the Corporations Act.

2.3 A contravention of these provisions can incur hefty civil and criminal penalties as well as result in compensation being paid to the person who has made the protected disclosure.



- 2.4 A discloser (or any other employee or person) can seek compensation and other remedies through the courts if:
- (a) they suffer loss, damage or injury because of a disclosure; and
  - (b) the entity failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

