



Aruma Resources Limited

ABN 77 141 335 364

Corporate Governance Policies

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1 Principle 1 – Lay solid foundations for management and oversight

Responsibilities of the Board

- 1.1 The Board is responsible for the following matters:
- 1.1.1 ensuring the Company's conduct and activities are ethical and carried out for the benefit of all its stakeholders;
 - 1.1.2 development of corporate strategy, implementation of business plans and performance objectives;
 - 1.1.3 reviewing, ratifying and monitoring systems of risk management, codes of conduct, internal control system and legal and regulatory compliance;
 - 1.1.4 the appointment of the Company's Managing Director, Chief Executive Officer (or equivalent), Chief Financial Officer, Company Secretary and other senior executives;
 - 1.1.5 monitoring senior executives' performance and implementation of strategy;
 - 1.1.6 determining appropriate remuneration policies;
 - 1.1.7 allocating resources and ensuring appropriate resources are available to management;
 - 1.1.8 approving and monitoring the annual budget, progress of major capital expenditure, capital management, and acquisitions and divestitures; and
 - 1.1.9 approving and monitoring financial and other reporting.

Chairperson

- 1.2 The Chairperson is responsible for leadership of the Board and for the efficient organisation and conduct of the Board's business. The Chairperson should facilitate the effective contribution of all directors and promote constructive and respectful relations between directors and between the Board and management of the Company. The Chairperson is responsible for briefing directors on issues arising at Board meetings and ultimately is responsible for communications with shareholders and arranging Board performance evaluation.

Managing Director/Chief Executive Officer

- 1.3 The Managing Director or Chief Executive Officer is responsible for running the affairs of the Company under delegated authority from the Board. In carrying out his or her responsibilities the Managing Director must report to the Board in a timely manner and ensure all reports to the Board present a true and fair view of the Company's financial condition and operational results.

Company Secretary

- 1.4 The Company Secretary is responsible for monitoring the extent that Board policy and procedures are followed, and coordinating the timely completion and despatch of

Board agendas and briefing material. All directors are to have access to the Company Secretary.

Performance Evaluation

- 1.5 The Chairperson and/or the Managing Director are responsible for reviewing the performance of each executive at least once every calendar year with reference to the terms of their employment contract.

Reporting

- 1.6 The Company, will, in the corporate governance statement section of its Annual Report, include the recommended information set out in the ASX Corporate Governance Principles in relation to the Guide to reporting on Principle 1.

2 Principle 2 - Structure the Board to add value

Composition of the Board

- 2.1 The Company will ensure that the Board will be of a size and composition that is conducive to making appropriate decisions and be large enough to incorporate a variety of perspectives and skills, and to represent the best interests of the Company as a whole rather than of individual shareholders or interest groups. It will not, however, be so large that effective decision-making is hindered.

Independent Directors

- 2.2 The Company will regularly review whether each non-executive director is independent and each non-executive director should provide to the Board all information that may be relevant to this assessment. If a director's independence status changes this should be disclosed and explained to the market in a timely fashion.
- 2.3 The Company will endeavour to ensure that it has a majority of independent directors at all times, subject to the right of shareholders in general meeting to elect and remove directors.

Chairperson

- 2.4 The Chairperson should be a non-executive director who is independent. The Chairperson should not be the Chief Executive Officer of the Company. The Chairperson's other positions should not be such that they are likely to hinder the effective performance of their role of Chairperson of the Company.

Independent decision- making

- 2.5 All directors – whether independent or not - should bring an independent judgement to bear on Board decisions. Non-executive directors are encouraged to confer regularly without management present. Their discussions are to be facilitated by the Chairperson, if he or she is independent or the deputy Chairperson. Non-executive directors should inform the Chairperson before accepting any new appointments as directors.

Independent advice

- 2.6 To facilitate independent decision making, the Board and any committees it convenes from time to time may seek advice from independent experts whenever it is considered appropriate. With the consent of the Chairperson, individual directors may seek independent professional advice, at the expense of the Company, on any matter connected with the discharge of their responsibilities.

Procedure for selection of new directors

The Board has established a Nomination Committee pursuant to the Nomination Committee Charter set out at Appendix E.

- 2.7 In support of their candidature for directorship or re-election, non-executive directors should provide the Nomination Committee with details of other commitments and an indication of time available for the Company. Prior to appointment or being submitted for re-election non-executive directors should specifically acknowledge to the Company that they will have sufficient time to meet what is expected of them. Re-appointment of directors is not automatic.

Induction and education

- 2.8 The Board will implement an induction program to enable new directors to gain an understanding of:
- 2.8.1 the Company's financial, strategic, operational and risk management position;
 - 2.8.2 the rights, duties and responsibilities of the directors;
 - 2.8.3 the roles and responsibilities of senior executives; and
 - 2.8.4 the role of any Board committees in operation.
- 2.9 Directors will have reasonable access to continuing education to update and enhance their skills and knowledge, including education concerning key developments in the Company and in the industries in which the Company's business is involved.

Access to information

- 2.10 The Board has the right to obtain all information from within the Company which it needs to effectively discharge its responsibilities.
- 2.11 Senior executives are required on request from the Board to supply the Board with information in a form and timeframe, and of a quality that enables the Board to discharge its duties effectively. Directors are entitled to request additional information where they consider such information necessary to make informed decisions.

Reporting

- 2.12 The Company, will, in the corporate governance statement section of its Annual Report, include the recommended information set out in the ASX Corporate Governance Principles in relation to the Guide to reporting on Principle 2.

3 Principle 3: Promote ethical and responsible decision-making

Code of conduct

- 3.1 The Board has adopted the Code of Conduct set out at Appendix A to promote ethical and responsible decision making by directors, management and employees. The Code embraces the values of honesty, integrity, enterprise, excellence, accountability, justice, independence and equality of stakeholder opportunity.
- 3.2 The Board is responsible for ensuring that training on the Code of Conduct is provided to staff and officers of the Company.
- 3.3 The Board is responsible for making advisers, consultants and contractors aware of the Company's expectations set out in the Code of Conduct.

Policy for trading in Company securities

- 3.4 The Board has adopted a policy on trading in the Company's securities by directors, senior executives and employees set out in Appendix B.
- 3.5 The Board is responsible for ensuring that the policy is brought to the attention of all affected persons and for monitoring compliance with the policy.

Reporting

- 3.6 The Company, will, in the corporate governance statement section of its Annual Report, include the recommended information set out in the ASX Corporate Governance Principles in relation to the Guide to reporting on Principle 3.

4 Principle 4: Safeguard integrity in financial reporting

Audit and Risk Management

- 4.1 The Board has established an Audit and Risk Management Committee pursuant to the Audit and Risk Management Committee Charter set out at Appendix C.
- 4.1 The Audit and Risk Management Committee's mandate is to review the integrity of the Company's financial reporting, oversee the independence and competence of the external auditors and review management's implementation of the Company's risk management policies.

Composition of Audit and Risk Management Committee

- 4.2 Members of the Audit and Risk Management Committee are directors of the Company appointed by the Board and the committee is structured as follows:
 - 4.2.1 consists only of non-executive directors unless the Chairperson is an executive director in which case it may include the Chairperson;
 - 4.2.2 is chaired by a non-executive director who is not Chairperson of the Board; and
 - 4.2.3 has at least three members (or less, if there are less than three non-executive directors appointed to the Board).

Reporting

- 4.3 The Company, will, in the corporate governance statement section of its Annual Report, include the recommended information set out in the ASX Corporate Governance Principles in relation to the Guide to reporting on Principle 4.

5 Principle 5: Make timely and balanced disclosure

Disclosure Policy

- 5.1 The Board has adopted a Disclosure Policy for ensuring timely and accurate disclosure of price-sensitive information to shareholders through the ASX set out in Appendix D.
- 5.2 The Disclosure Policy ensures that:
- 5.2.1 all investors have equal and timely access to material information concerning the Company including its financial position, performance, ownership and governance; and
 - 5.2.2 Company announcements are subjected to a vetting and authorisation process designed to ensure they:
 - (a) are released in a timely manner;
 - (b) are factual;
 - (c) do not omit material information; and
 - (d) are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

Reporting

- 5.3 The Company, will, in the corporate governance statement section of its Annual Report, include the recommended information set out in the ASX Corporate Governance Principles in relation to the Guide to reporting on Principle 5.

6 Principle 6: Respect the rights of shareholders

Communication with Shareholders

- 6.1 The Board is committed to open and accessible communication with holders of the Company's shares and other securities. Disclosure of information and other communication will be made as appropriate by mail or email.
- 6.2 The Company's website will also be used to provide additional relevant information to security holders. The Board considers the following to be appropriate features for the Company's website:
- 6.2.1 placing the full text of notices of meeting and explanatory material on the website;

- 6.2.2 providing information about the last 4 years' press releases or announcements plus at least 4 years of financial data on the website; and
- 6.2.3 providing information updates to security holders on request by email.

General Meetings

- 6.3 The Company is committed to improving shareholder participation in general meetings. In order to achieve that objective, the Company has adopted guidelines of the ASX Corporate Governance Council for improving shareholder participation through the design and content of notices and through the conduct of the meeting itself.

Reporting

- 6.4 The Company, will, in the corporate governance statement section of its Annual Report, include the recommended information set out in the ASX Corporate Governance Principles in relation to the Guide to reporting on Principle 6.

7 Principle 7: Recognise and manage risk

Creation and implementation of Company risk management policies

- 7.1 It is the responsibility of Managing Director or Chief Executive Officer to create, maintain and implement risk management and internal control policies for the Company, subject to review by the Audit and Risk Management Committee and ultimately the Board.
- 7.2 The Managing Director or Chief Executive Officer must report to the Audit and Risk Management Committee on a half yearly basis regarding the design, implementation and progress of the risk management policies and internal control systems.

Audit and Risk Management

- 7.3 The Audit and Risk Management Committee's mandate is to review the integrity of the Company's financial reporting, oversee the independence and competence of the external auditors and review management's implementation of the Company's risk management policies.
- 7.3 As referenced with respect to Principle 4, the Board has established an Audit and Risk Management Committee pursuant to the Audit and Risk Management Committee Charter set out at Appendix C.

Review by the Board

- 7.4 The Board will review the effectiveness of implementation of the risk management system and internal control system at least annually.
- 7.5 When reviewing risk management policies and internal control system the Board should take into account the Company's legal obligations and should also consider the reasonable expectations of the Company's stakeholders, including security holders, employees, customers, suppliers, creditors, consumers and the community.

Chief Executive Officer

- 7.6 The Chief Executive Officer (or equivalent) is required annually to state in writing to the Board that the Company has a sound system of risk management, that internal compliance and control systems are in place to ensure the implementation of Board policies, and that those systems are operating efficiently and effectively in all material respects.

Verification of financial reports

- 7.7 The Chief Executive Officer (or equivalent) and Chief Financial Officer (or equivalent) are required by the Company to state the following in writing prior to the Board making a solvency declaration pursuant to section 295(4) of the Corporations Act:
- 7.7.1 that the Company's financial reports contain a true and fair view, in all material respects, of the financial condition and operating performance of the Company and comply with relevant accounting standards; and
 - 7.7.2 that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and that the system is operating effectively in all material respects in relation to financial reporting risks.

Reporting

- 7.8 The Company, will, in the corporate governance statement section of its Annual Report, include the recommended information set out in the ASX Corporate Governance Principles in relation to the Guide to reporting on Principle 7.

8 Principle 8: Remunerate fairly and responsibly

Director and senior executive remuneration policies

- 8.1 The Company's remuneration policy is structured for the purpose of:
- 8.1.1 motivating senior executives to pursue the long-term growth and success of the Company; and
 - 8.1.2 demonstrating a clear relationship between senior executives' performance and remuneration.
- 8.2 The Board's responsibility is to set the level and structure of remuneration for officers (including but not limited to directors and secretaries) and executives, for the purpose of balancing the Company's competing interests of:
- 8.2.1 attracting and retaining senior executives and directors; and
 - 8.2.2 not paying excessive remuneration.
- 8.3 Executive directors' remuneration should be structured to reflect short and long-term performance objectives appropriate to the Company's circumstances and goals.
- 8.4 Executive directors' and senior executives' remuneration packages should involve a balance between fixed and incentive-based pay, reflecting short and long-term performance objectives appropriate to the Company's circumstances and goals.

- 8.5 Non-executive directors' remuneration should be formulated with regard to the following guidelines:
- 8.5.1 non-executive directors should normally be remunerated by way of fees, in the form of cash, non-cash benefits, superannuation contributions or equity, usually without participating in schemes designed for the remuneration of executives;
 - 8.5.2 non-executive directors should not be provided with retirement benefits other than superannuation.
- 8.6 No director may be involved in setting their own remuneration or terms and conditions and in such a case relevant directors are required to be absent from the full Board discussion.

Remuneration Committee

- 8.7 The Board has established a Remuneration Committee pursuant to the Remuneration Committee Charter set out at Appendix F.

Reporting

- 8.8 The Company, will, in the corporate governance statement section of its Annual Report, include the recommended information set out in the ASX Corporate Governance Principles in relation to the Guide to reporting on Principle 8.

Appendix A – Code of Conduct

Introduction

- 1 This Code of Conduct sets out the standards which the Board, management and employees of the Company are encouraged to comply with when dealing with each other, the Company's shareholders and the broader community.

Responsibilities to shareholders

- 2 The Company aims:
 - 2.1 to increase shareholder value within an appropriate framework which safeguards the rights and interests of shareholders; and
 - 2.2 to comply with systems of control and accountability which the Company has in place as part of its corporate governance with openness and integrity.

Responsibilities to clients, employees, suppliers, creditors, customers and consumers

- 3 The Company will comply with all legislative and common law requirements which affect its business.

Employment practices

- 4 The Company will employ the best available staff with skills required to carry out the role for which they are employed. The Company will ensure a safe workplace and maintain proper occupational health and safety practices.

Responsibility to the community

- 5 The Company will recognise, consider and respect environmental, native title and cultural heritage issues which arise in relation to the Company's activities and comply with all applicable legal requirements.

Responsibility to the individual

- 6 The Company recognises and respects the rights of individuals and will comply with the applicable laws regarding privacy and confidential information.

Obligations relative to fair trading and dealing

- 7 The Company will deal with others in a way that is fair and will not engage in deceptive practices.

Business courtesies, bribes, facilitation payments, inducements and commissions

- 8 Corrupt practices are unacceptable to the Company. It is prohibited for the Company or its directors, managers or employees to directly or indirectly offer, pay, solicit or accept bribes or any other corrupt arrangements.

Conflicts of interest

- 9 The Board, management and employees must report any situations where there is a real or apparent conflict of interest between them as individuals and the interest of the

Company. Where a real or apparent conflict of interest arises, the matter must be brought to the attention of the Chairperson in the case of a Board member, the Managing Director or Chief Executive Officer (or equivalent) in the case of a member of management and a supervisor in the case of an employee, so that it may be considered and dealt with in an appropriate manner.

Compliance with the Code of Conduct

- 10 Any breach of compliance with this Code of Conduct is to be reported directly to the Chairperson.

Periodic review of Code

- 11 The Company will monitor compliance with this Code of Conduct periodically by liaising with the Board, management and staff. Suggestions for improvements or amendments to this Code of Conduct can be made at any time to the Chairperson.

Appendix B – Securities Trading Policy

Purpose and Scope

- 1 The Company wishes to ensure that its stakeholders have confidence in the trading activities of Board and Management in respect of the Company securities. This policy governs how the Company's Directors and Key Management Personnel trade in the Company's securities.

The Directors and Key Management Personnel must use all reasonable endeavours to ensure that, if they have a reportable interest in the Company's securities as defined by the ASX Listing Rules and Corporations Act due to a relationship with a third party, that third party complies with this policy as if they were a director or Key Management Personnel.

Definitions

- 2 In this policy:
"Key Management Personnel" is defined by AASB 124 and includes the CEO and all other persons including consultants having authority and responsibility for planning, directing and controlling the activities of the Company.

"Inside Information" means information concerning the Company's financial position, strategy or operations, which, if made public, would be likely to have a material impact on the price of the Company's securities. Some examples of such information may include:

- Exploration results;
- Entry into or termination of a material contract;
- Material acquisition or sale of assets.

"Trade" means to:

- Buy or sell the Company's securities;
- Cause or procure anyone else to buy or sell the Company's securities;
- Communicate the information to any person if they know or ought to know that the other person will use the information, directly or indirectly, for dealings in the Company's securities.

Policy

- 3 The Company acknowledges that from time to time, Directors and members of Key Management Personnel may in the course of their duties be made aware of Inside Information in respect of the Company, which for a period of time may not be disclosed to the public under the terms of the continuous disclosure regulations of the Listing Rules:
 - 3.1 The Company requires Directors and Key Management Personnel **not** to Trade in the Company's securities where the person reasonably believes that they may have information which could constitute Inside Information.
 - 3.2 Where a relevant member of the Board or Key Management Personnel is in possession of Inside Information, they should not Trade until such time as they believe that all such information is made available to the public through the Company's announcements to the market.

- 3.3 Where a member of Key Management Personnel or a Director intends to Trade in the Company's securities and that person is unsure that they may have information which could constitute Inside Information, that person shall first notify the Chairperson to seek clarification.
- 3.4 Where the Chairperson intends to Trade in the Company's securities and that person is unsure that they may have information which could constitute Inside Information, that person shall first notify one of the other Directors to seek clarification.

Financial Reporting and Disclosure Documents Policy

- 4 The Company requires Directors and Key Management Personnel **not** to Trade in the Company's securities within the following periods (**prohibited periods**):
- 4.1 5 days before and 24 hours after the release of the Company's quarterly, half yearly or annual report to ASX.
- 4.2 Two weeks before lodgement and during the period that a disclosure document including a prospectus is open for applications except to the extent that Company employees, Directors and Key Management Personnel are applying for securities pursuant to that disclosure document.
- 4.3 Any other period determined by the Board from time to time and notified to the Directors and Key Management Personnel.

Notification of executed trades and approval

- 5 Directors and Key Management Personnel must advise the Chairman regarding any proposed transaction in the Company's securities. The Chairman must advise the Managing Director.

Following an approved transaction, the director and executive manager must notify the company secretary immediately to allow for any appropriate announcements to be made to ASX.

Where clearance is required to transact in the Company's securities during a prohibited period, the request should be made in writing. Approval for the transaction will then be given in writing.

Exclusions from the trading policy

- 6 transfers of securities of the entity already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary;

an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in the securities of the entity) where the assets of the fund or other scheme are invested at the discretion of a third party;

where a restricted person is a trustee, trading in the securities of the entity by that trust provided the restricted person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person;

undertakings to accept, or the acceptance of, a takeover offer;

trading under an offer or invitation made to all or most of the security holders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;

a disposal of securities of the entity that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement;

the exercise (but not the sale of securities following exercise) of an option or a right under an employee incentive scheme, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a prohibited period and the entity has been in an exceptionally long prohibited period or the entity has had a number of consecutive prohibited periods and the restricted person could not reasonably have been expected to exercise it at a time when free to do so;

trading under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in the trading policy and where:

- the restricted person did not enter into the plan or amend the plan during a prohibited period;
- the trading plan does not permit the restricted person to exercise any influence or discretion over how, when, or whether to trade; and
- the entity's trading policy does not allow the restricted person to cancel the trading plan or cancel or otherwise vary the terms of his or her participation in the trading plan during a prohibited period other than in exceptional circumstances;

bona fide gifts of the Company's securities to a director or executive manager by a third party;

where the beneficial interest in the relevant Company security does not change; transactions conducted between a director or executive manager and their spouse, civil partner, child, step-child or other close family member; cancellation of the Company's securities as a result of failure to vest or other forfeiture of securities received by Key Management Personnel as part of performance based remuneration; and

vesting of the Company's securities as a result of meeting performance hurdles or release of the Company's securities from holding lock or holding term in respect of securities received by Key Management Personnel as part of performance based remuneration.

Exceptional circumstances

- 7 Upon prior written clearance a director or executive manager who is not in possession of inside information may be permitted to trade during prohibited periods if they are subject to severe financial hardship, if he or she has a pressing financial commitment that cannot be satisfied otherwise than by selling the relevant securities of the entity.

A person may be in severe financial hardship if he or she has a pressing financial commitment that cannot be satisfied otherwise than by selling the relevant securities of the entity. A tax liability of such a person would not normally constitute severe

financial hardship unless the person has no other means of satisfying the liability. A tax liability relating to securities received under an employee incentive scheme would also not normally constitute severe financial hardship or otherwise be considered an exceptional circumstance for the purpose of obtaining prior written clearance to sell or otherwise dispose of securities during a prohibited period.

Exceptional circumstances also includes if the person is required by a court order, or there are court enforceable undertakings, for example, in a bona fide family settlement, to transfer or sell the securities of the entity or there is some other overriding legal or regulatory requirement for him or her to do so.

The determination of whether the person in question is in severe financial hardship or whether a particular set of circumstances falls within the range of exceptional circumstances identified in the policy can only be made by the designated officer(s) under the policy for this purpose. In recognition of the case that exceptional circumstances, by their nature, cannot always be specified in advance, it is envisaged that there may be other circumstances, which have not been identified in the policy, that may be deemed exceptional by the Chairman or the Managing Director (where the chairman is involved) and whereby prior written clearance is granted to permit trading.

The person seeking clearance to trade must satisfy the designated officer(s) that they are in severe financial hardship or that their circumstances are otherwise exceptional and that the proposed sale or disposal of the relevant securities is the only reasonable course of action available.

Appendix C – Audit and Risk Management Committee Charter

Introduction

- 1 The Company recognises its obligations pursuant to ASX Listing Rule 12.7 to have an Audit and Risk Management Committee.

Responsibilities of the Audit and Risk Management Committee

- 2 The Audit and Risk Management Committee is entrusted by the Board to provide appropriate quality assurance regarding procedures and processes in relation to the following responsibilities:
 - 2.1 external audit function:
 - 2.1.1 review the overall conduct of the external audit process including the independence of all parties to the process;
 - 2.1.2 review the performance of the external auditors;
 - 2.1.3 consider the reappointment and proposed fees of the external auditor; and
 - 2.1.4 where appropriate seek tenders for the audit and where a change of external auditor is recommended this will be reported to the Board for submission to shareholders for shareholder approval;
 - 2.2 reviewing the quality and accuracy of published financial reports;
 - 2.3 reviewing the accounting function and ongoing application of appropriate accounting and business policies and procedures;
 - 2.4 reviewing and imposing variations to the risk management and internal control policies designed and implemented by Company management; and
 - 2.5 any other matters that the Board may refer to the Audit and Risk Management Committee from time to time.

Authority

- 3 The Company's Audit and Risk Management Committee has the following authority:
 - 3.1 to request management to attend meetings and to provide advice or information in the form required by the Audit and Risk Management Committee, and to request attendance by or information from a Company director with prior authority of the Chairperson;
 - 3.2 through the Chairperson of the Audit and Risk Management Committee to contact external regulatory agencies directly in circumstances where the Audit and Risk Management Committee considers it is appropriate with all such contact documented clearly by the Audit and Risk Management Committee Chairperson; and

- 3.3 for the Audit and Risk Management Committee Chairperson on behalf of the Audit and Risk Management Committee to seek independent legal advice at the expense of the Company in circumstances where the Audit and Risk Management Committee Chairperson considers it is appropriate.

Secretary of the Audit and Risk Management Committee

- 4 The Secretary to the Board shall be the Secretary to the Audit and Risk Management Committee.

Conduct of meetings

- 5 The Audit and Risk Management Committee shall meet at least two times each year. Beyond this the Audit and Risk Management Committee Chairperson will arrange meetings as often as required as to allow the Audit and Risk Management Committee to fulfil its obligations.
- 6 The Audit and Risk Management Committee Chairperson is required to call a meeting of the Audit and Risk Management Committee if requested to do so by the Chairperson of the Board, by any Audit and Risk Management Committee member or by the external auditor.
- 7 The quorum for an Audit and Risk Management Committee meeting shall be a minimum of two members.
- 8 Audit and Risk Management Committee meeting agendas will be sent to Audit and Risk Management Committee members in advance of meetings wherever practicable.
- 9 The Secretary shall maintain minutes of all meetings of the Audit and Risk Management Committee and these minutes shall be signed by the Chairperson of the Audit and Risk Management Committee and approved by the Audit and Risk Management Committee at the next Audit and Risk Management Committee meeting or sooner if required.
- 10 The minutes of each Audit and Risk Management Committee meeting will be tabled at the next Board meeting.
- 11 The Secretary shall assist the Audit and Risk Management Committee Chairperson in dealing with the meeting agenda, providing documentation to Audit and Risk Management Committee members and any communications with Audit and Risk Management Committee members.

Voting

- 12 Each member of the Audit and Risk Management Committee shall have one vote.
- 13 In the case of equality of voting, the Audit and Risk Management Committee Chairperson shall have a casting vote in addition to his deliberative vote.

Who attends Audit and Risk Management Committee meetings

- 14 All Audit and Risk Management Committee members are expected to attend Audit and Risk Management Committee meetings.

- 15 Any members of the Board may attend Audit and Risk Management Committee meetings.
- 16 The Audit and Risk Management Committee Chairperson may request the Audit and Risk Management Committee to meet with only non-executive directors present and may require that only Audit and Risk Management Committee members be present at all or part of a meeting.
- 17 The Audit and Risk Management Committee Chairperson may invite representatives of the external auditor and the Company management to attend all or part of any Audit and Risk Management Committee meeting. The external auditor shall attend an Audit and Risk Management Committee meeting at least once in each annual reporting cycle.

Audit and Risk Management Committee review and reporting

- 18 The Audit and Risk Management Committee is required to undertake an annual performance review of its own activities and the Chairperson of the Audit and Risk Management Committee shall report to the Board on the Audit and Risk Management Committee's performance annually. This review will assess the performance of the Audit and Risk Management Committee against the objectives contained in this document and other relevant criteria as approved by the Board.
- 19 The Audit and Risk Management Committee activities and functions shall be reviewed annually by the Board and its activities and functions may be revised in the interests of better meeting the needs of the shareholders as owners of the Company as a whole.
- 20 The Audit and Risk Management Committee will report to shareholders through the Annual Report. Information to be provided will include:
 - 20.1 full description of the Audit and Risk Management Committee's composition;
 - 20.2 an outline of Audit and Risk Management and Risk Management Committee responsibilities; and
 - 20.3 any other information required by law or the ASX Listing Rules.

Appendix D - Disclosure Policy

Disclosure Requirements

- 1 The Company recognises its duties pursuant to the continuous disclosure rules of the ASX Listing Rules and Corporations Act to keep the market fully informed of information which may have a material effect on the price or value of the Company's securities.
- 2 Subject to certain exceptions (in ASX Listing Rule 3.1A), the Company is required to immediately release to the market information that a reasonable person would expect to have a material effect on the price or value of the Company's securities.

Responsibilities of directors officers and employees

- 3 The Board as a whole is primarily responsible for ensuring that the Company complies with its disclosure obligations and for deciding what information will be disclosed. Subject to delegation, the Board is also responsible for authorising all ASX announcements and responses of the Company to ASX queries.
- 4 Every director, officer and employee of the Company is to be informed of the requirements of this policy and must advise the Managing Director, Chief Executive Officer (or equivalent), Chairperson or Company Secretary as soon as possible (and prior to disclosure to anyone else) of matters which they believe may be required to be disclosed.

Authorised Disclosure Officer

- 5 The Board has delegated its primary responsibilities to communicate with ASX to the following Authorised Disclosure Officer:
 - 5.1 the Company Secretary or
 - 5.2 in the absence of the Company Secretary, the Managing Director, Chief Executive Officer or a designated Executive Director who is authorised to act in that capacity by the Board.

Responsibilities of Authorised Disclosure Officer

- 6 Subject to Board intervention on a particular matter, the Authorised Disclosure Officer is responsible for the following:
 - 6.1 monitoring information required to be disclosed to ASX and coordinating the Company's compliance with its disclosure obligations;
 - 6.2 ASX communication on behalf of the Company, authorising Company announcements and lodging documents with ASX;
 - 6.3 requesting a trading halt in order to prevent or correct a false market;
 - 6.4 providing education on these disclosure policies to the Company's directors, officers and employees; and
 - 6.5 ensuring there are vetting and authorisation processes designed to ensure that Company announcements:

- 6.5.1 are made in a timely manner;
- 6.5.2 are factual;
- 6.5.3 do not omit material information;
- 6.5.4 are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

7 An Authorised Disclosure Officer must be available to communicate with the ASX at all reasonable times, and are responsible for providing contact details and other information to ASX to ensure such availability.

Measures to avoid a false market

- 8 In the event that ASX requests information from the Company in order to correct or prevent a false market in the Company's securities, the Company will comply with that request. The extent of information to be provided by the Company will depend on the circumstances of the ASX request.
- 9 If the Company is unable to give sufficient information to the ASX to correct or prevent a false market, the Company will request a trading halt.
- 10 If the full Board is available to consider the decision of whether to call a trading halt, only they may authorise it, but otherwise, the Authorised Disclosure Officer may do so.

ASX Announcements

- 11 Company announcements of price sensitive information are subjected to the following vetting and authorisation process to ensure their clarity, timely release, factual accuracy and inclusion of all material information:
- 11.1 The Authorised Disclosure Officer must prepare ASX announcements when required to fulfil the Company's disclosure obligations.
 - 11.2 Proposed announcements must be approved by the Chairperson or in his or her absence, urgent announcements may be approved by the Managing Director or Chief Executive Officer (or equivalent) or other person expressly authorised by the Board.
 - 11.3 Announcements must first be released to the ASX Announcements Platform before being disclosed to any other private or public party (such as the media). After release of the announcement, it must be displayed on the Company's website, following which the Company can then release such information to media and other information outlets.
 - 11.4 Wherever practical, all announcements must be provided to the directors, Chief Executive Officer (or equivalent) and Company Secretary prior to release to the market for approval and comment.

Confidentiality and unauthorised disclosure

- 12 The Company must safeguard the confidentiality of information which a reasonable person would expect to have a material effect on the price or value of the Company's securities. If such information is inadvertently disclosed, the Authorised Disclosure

Officer must be informed of the same and must refer it to the Chairperson and Managing Director or Chief Executive Officer (or equivalent) as soon as possible.

External communications and Media Relations

- 13 The Chairperson and Managing Director or Chief Executive Officer (or equivalent) are authorised to communicate on behalf of the Company with the media, government and regulatory authorities, stock brokers, analysts and other interested parties or the public at large. No other person may do so unless specifically authorised by the Chairperson, Managing Director or Chief Executive Officer (or equivalent).
- 14 All requests for information from the Company must be referred to the Authorised Disclosure Officer for provision to the Chairperson and Managing Director or Chief Executive Officer (or equivalent).

Breach of Disclosure Policy

- 15 Serious breaches of this disclosure policy may be treated with disciplinary action, including dismissal, at the discretion of the Board.
- 16 Where the breach is alleged against a member of the Board, that director will be excluded from the Board's consideration of the breach and any disciplinary action for the Company to take.

Appendix E – Nomination Committee Charter

Purpose and Scope

1. The selection and appointment of qualified, effective directors is essential to the proper governance of the Company. As a permanent sub-committee of the Board of the Company, the Nomination Committee is central to obtaining such directors.

The Charter describes the responsibilities, composition and structure of the Nomination Committee.

Roles & Responsibilities

2. The Nomination Committee's role is to provide guidance to the Board on matters relating to the appointment and termination of directors. Its responsibilities include:
 - (a) Making appropriate recommendations for new appointments to or terminations from the Board
 - (b) Evaluating the range of competencies of existing Board members, and identifying the competencies required.
 - (c) Developing and maintaining a plan for identifying, assessing and enhancing director competencies.
 - (d) Providing advice to the Board on compliance with the IPN Constitution relating to tenure, competencies and board composition of directors.
 - (e) Ensuring that Board succession planning is in accordance with the requirements of the IPN Constitution (especially those sections relating to directors retirement by rotation).
 - (f) Reviewing the commitment of all non-executive directors to ensure that adequate time is available and spent on Board business.
 - (g) Providing the Company Secretary with all the relevant director information for disclosure in the Annual Report.

2.2 Composition and Structure

The structure and composition of the Nomination Committee shall be as follows:

- (a) There shall be a standing Chairperson, who shall be a financially literate director;
- (b) There shall be at least 2 other directors;
- (c) One of the directors (but not the Chairperson) will be the Managing Director; and
- (d) There will be a majority of independent directors.

Appendix F – Remuneration Committee Charter

Purpose and Scope

1. Effective and appropriate remuneration policies are crucial to the ongoing success of the Company. As a sub-committee of the Board of the Company, the Remuneration Committee plays a key part in ensuring that remuneration policies are not only effective, but they are also reported and explained to shareholders.

The Charter describes the responsibilities, composition and structure of the Nomination Committee.

Roles & Responsibilities

- 2.1 The Remuneration Committee's role is to provide guidance to the Board on matters relating to the remuneration of directors and executives. Its responsibilities include:
 - (a) Reviewing executive remuneration schemes proposed by management, and making recommendations to the Board;
 - (b) Establishing policies for the recruitment, retention and termination of executive management;
 - (c) Reviewing and approving superannuation schemes;
 - (d) Advising on an appropriate remuneration framework for directors; and
 - (e) Providing the Company Secretary with all the relevant information for disclosure in the Annual Report.

2.2 Composition and Structure

The structure and composition of the Nomination Committee shall be as follows:

- (a) There shall be a standing Chairperson, who is an independent director;
- (b) There shall be at least 3 members on the committee a majority of whom are independent; and
- (c) The Managing Director shall be a member of the committee (but shall not be Chairperson).