



ABN: 83 127 620 482

CORPORATE GOVERNANCE PLAN

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1. Purpose

- 1.1 This Board Charter sets out the role and responsibilities of the Board of the Company, within the framework of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (Fourth Edition) ("**ASX Recommendations**"), laws and regulations and the Constitution of the Company.
- 1.2 The Board's primary role is the protection and enhancement of long-term shareholder value. To fulfil this role, the Board is responsible for oversight of the management and the overall corporate governance of the Company including its strategic direction, establishing goals for management and monitoring the achievement of these goals.

2. Composition

- 2.1 The composition of the Board is determined using the following principles:
 - a. a minimum of three Directors, with a broad range of business expertise; and
 - b. Directors should bring characteristics which allow a mix of qualifications, skills and experience.
- 2.2 Membership of the Board shall be disclosed in the annual report including whether a director is independent or not independent. Loss or gain of independence will be disclosed as applicable.
- 2.3 In determining whether a director is independent the Board will consider whether the director:
 - a. is a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company;
 - b. is employed, or has previously been employed in executive capacity by the Company or another group member, and there has not been a period of at least three years between ceasing such employment and serving on the board;
 - c. has within the last three years been a principal of a material professional adviser or a material consultant to the Company or another group member, or an employee materially associated with the service provided;
 - d. is a material supplier or customer of the Company or another group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer; and
 - e. has a material contractual relationship with the Company or other group member other than as a Director of the Company.

3. Roles of the Board

- 3.1 The Board operates within the broad principles and responsibilities described as follows:
 - a. setting the strategic aims of the Company and overseeing management's implementation of and performance within that framework;
 - b. making sure that the necessary resources (financial and human) are available to the Company and its senior executives to meet its objectives;
 - c. overseeing management's performance and the progress and development of the Company's strategic plan;
 - d. selecting and appointing a suitable Chair, Executive Directors and a Company Secretary with the appropriate skills to help the Company in the pursuit of its objectives;
 - e. determining the remuneration policy for the Board members, Company Secretary and Senior Management;

- f. controlling and approving financial reporting, capital structures and material contracts;
- g. approving and monitoring the budget and the adequacy and integrity of financial and other reporting;
- h. ensuring that sound systems for risk management and internal controls are in place, including the appointment of internal auditors if considered appropriate;
- i. setting the Company's values and standards and demonstrating leadership;
- j. undertaking a formal and rigorous review of the Corporate Governance policies to ensure adherence to the ASX Recommendations;
- k. ensuring that the Company's obligations to shareholders are understood and met;
- l. monitoring the timeliness and effectiveness of reporting to Shareholders;
- m. ensuring the health, safety and well-being of employees in conjunction with the senior management team, including developing, overseeing and reviewing the effectiveness of the Company's occupational health and safety systems to assure the well-being of all employees;
- n. ensuring an adequate system is in place for the proper delegation of duties for the effective day to day operations of the Company without the Board losing sight of the direction that the Company is taking;
- o. when required, challenging management and holding it to account;
- p. recommending to shareholders the appointment of the external auditor as and when their appointment or re-appointment is required to be approved by them (in accordance with the ASX Listing Rules if applicable); and
- q. any other matter considered desirable and in the interest of the Company.

4. Roles of the Chairman and Executive Director

- 4.1 In accordance with the ASX Recommendations, the Company is aware of the importance of a balanced Board. Accordingly, the Chairman is responsible for the following:
 - a. providing the necessary direction required for an effective Board;
 - b. ensuring that all the Directors receive timely and accurate information so that they can make informed decisions on matters of the Company;
 - c. ensuring that the Board of Directors' collective and individual performance is assessed annually; and
 - d. encouraging active engagement from all members of the Board.
- 4.2 The Executive Director is responsible for:
 - a. the executive management of the Company's operations;
 - b. policy direction of the operations of the Company;
 - c. the efficient and effective operation of the Company; and
 - d. ensuring all material matters affecting the Company are brought to the Board's attention.

5. Company Secretary

- 5.1 The Company Secretary is responsible for the application of best practice in corporate governance and also supports the effectiveness of the Board by:
 - a. ensuring a good flow of information between the Board, its committees, non-executive Directors and executive Directors;
 - b. monitoring policies and procedures of the Board;
 - c. advising the Board through the Chairman of best practice corporate governance policies;

- d. providing support and advice to individual Directors, various board committees, senior executives and the Board in general;
 - e. conducting and reporting matters of the Board, including the despatch of Board agendas, briefing papers and minutes;
 - f. facilitate the induction and professional development of Directors;
 - g. ensuring that compliance systems relating ASX Listing Rules and the *Corporations Act 2001* (Cth) ("**Corporations Act**") are maintained and that the Company and Board adhere to such compliance systems; and
 - h. disseminating regulatory news announcements to the ASX.
- 5.2 The appointment, removal and remuneration of the Company Secretary is a matter of the Board.
- 6. Board Meetings**
- 6.1 The Board will hold formal Board meetings at least quarterly and hold additional meetings, including by telephone, as may be required. The Board may meet as often as required to fulfil their responsibilities.
- 6.2 To assist the smooth running of Board processes:
- a. Board Papers are to be provided to the Board and invitees, where possible, 2 days prior to the meeting; and
 - b. draft minutes of meeting are to be sent to Chairman and other Directors within 14 days following the meeting.
- 6.3 The Board may review this clause 6 from time to time. This is an indicative cycle only. The actual timing of events in the lead up to and follow up from Board meetings will be dependent upon the circumstances surrounding each individual meeting.
- 7. Board Committees**
- 7.1 The Board will from time to time establish committees to assist in carrying out its responsibilities and adopt charters setting out matters relevant to the composition, responsibilities and administration of such committees, and other matters that the Board may consider appropriate.
- 7.2 Where the Company is carrying out matters associated with public capital raisings, the Board may appoint a due diligence committee if considered appropriate in the circumstances to oversee the process and the issue of any disclosure documents.
- 8. Appointing Directors**
- 8.1 It is the policy of the Company, that when considering the appointment of new directors the Company should:
- a. undertake appropriate checks before appointing a person putting forward to security holders a candidate for election; and
 - b. provide security holders with all material information in its possession relevant to the decision on whether or not to elect or re-elect a director.
- 9. Induction and Education**
- 9.1 It is the policy of the Company, that new Directors undergo an induction process in which they are given a full briefing on the Company. Where possible this includes meetings with key executives, tours of the premises, an induction package and presentations. Information conveyed to new Directors should include:
- a. details of the roles and responsibilities of a Director;

- b. formal policies on Director appointments as well as conduct and contribution expectations;
 - c. access to a copy of the Corporate Governance Policies and Charters;
 - d. guidelines on how the Board processes function;
 - e. details of past, recent and likely future developments relating to the Board;
 - f. background information on and contact information for key people in the organisation;
 - g. an analysis of the Company;
 - h. a synopsis of the current strategic direction of the Company; and
 - i. a copy of the Constitution of the Company.
- 9.2 New Directors are also provided with letters of appointment to the Board, setting out the key terms and conditions relative to the appointment.
- 9.3 In order to achieve continuing improvement in Board performance, all Directors are encouraged to undergo continual professional development. Specifically, Directors should be provided with the resources and training to address skills gaps where they are identified.

10. Performance Assessment

- 10.1 The Company will undertake an annual performance to:
- a. examine the impact of the effectiveness of its Directors, Board, and Board Committees; and
 - b. review and improve on the quality and performance of the entire Board and committee structure.
- 10.2 The evaluation process will be focused on objective and tangible criteria such as:
- a. performance of the Company;
 - b. accomplishment of long term strategic objectives;
 - c. development of management; and
 - d. growth in shareholder value.
- 10.3 The performance evaluation will be conducted in such manner as the Board deems appropriate.

11. Independent Professional Advice

- 11.1 The Board collectively and each Director has the right to seek independent professional advice at the Company's expense, up to specified limits, to assist them to carry out their responsibilities, subject to the prior approval of the Chairman whose approval will not be unreasonably withheld. If permission is withheld, the matter may be referred to the whole Board.

12. Information Seeking Protocol

- 12.1 Directors will adhere to the following protocol when seeking information:
- a. approach the Executive Director to request the required data;
 - b. if the data is not forthcoming, approach the Chairman;
 - c. if the information is still not forthcoming, write a letter to all Board members and the Executive Director detailing the information that is required, purpose of the information, and who the Director intends to approach in order to obtain the information; and
 - d. as a last resort, employ the provisions of the Corporations Act.

13. Review of Board Charter

- 13.1 This Charter will be formally reviewed by the Board every 3 years.

1. Introduction

- 1.1. The Company is committed to promoting good corporate conduct grounded by strong ethics and responsibility.
- 1.2. This Code of Conduct (“**Code**”) addresses matters relevant to the Company’s legal and ethical obligations to its stakeholders. It may be amended from time to time by the Board of Directors of the Company (“**Board**”) and will be published on the Company’s website.
- 1.3. This code applies equally to all Directors, employees, contractors and officers of the Company.

2. Purpose

- 2.1. All stakeholders are entitled to expect the highest professional standards from employees, directors and officers of the Company. Compliance with this Code, which aligns with the Company’s Statement of Values and the Company’s other policies, will ensure compliance with the *Corporations Act 2001* (Cth) (“**Corporations Act**”) and will contribute to the good corporate governance of the Company.

3. Discharge of Duties

- 3.1. Directors of the Company (“**Directors**”) must discharge their duties at the highest levels of honesty and integrity, acting in good faith and in the best interests of the whole Company, having regard to their position, and the organisation’s goals and objectives. This entails taking personal responsibility for all issues over which they have control, and for reporting any observed breaches of laws or regulations. It also requires that the Directors do not act in ways which would lead others to question their commitment to the Company.
- 3.2. As appointed officers all Directors will undertake diligent analysis of all proposals placed before the Board, demonstrate commercial reasonableness in decision-making and will act with a level of skill expected from Directors and key executives of a publicly listed Company.

4. Relationships

- 4.1. Performance-enhancing teamwork relies on a workplace where people are treated fairly, are respected by their colleagues, and encourage each other to develop corporately and personally. All Directors and key executives are all responsible for making this happen.
- 4.2. The Company is an equal opportunity employer, and discrimination or harassment of any kind will not be tolerated.
- 4.3. In dealings both inside and outside the Company, individual Directors will value integrity, accuracy, conciseness and timeliness.

5. Compliance with Laws and Ethics

- 5.1. Directors must respect the laws, customs and business practices of the countries in which the Company operates, without compromising the Code principles. Additionally, the Directors must:
 - a. comply with the ethical and technical requirements of relevant regulatory and professional bodies;
 - b. comply with and promote ethical behaviour; and
 - c. not engage in conduct likely to bring discredit upon the Company.

6. Conflicts of Interest

- 6.1. All Directors have an obligation to be independent in judgment and actions and as Directors will take all reasonable steps to be satisfied as to the soundness of all decisions of the Board.

- 6.2. In circumstances where personal interests may conflict with those of the Company, or its stakeholders, steps must be taken by each Director to eliminate or manage such conflict.
- 6.3. Directors must disclose to the Board actual or potential conflicts that may or might reasonably be thought to exist between the interests of the Director and the interests of the Company. Whether an interest is material or not is covered by the materiality threshold set by the Board.
- 6.4. The Board can request a Director to take reasonable steps to remove the conflict of interest. If a Director cannot or is unwilling to remove a conflict of interest then the Director must absent himself or herself from the room when discussion and voting occur on matters to which the conflict relates. The entry and exit of the Director concerned will be minuted by the Company Secretary. Directors are not required to absent themselves when either:
 - a. the conflict of interest relates to an interest common to all Company members; or
 - b. the Board passes a resolution that identifies the Director, the nature and extent of the Director's interest and clearly states that the other Directors are satisfied that the interest should not disqualify the Director concerned from discussion and/or voting on the matter.
- 6.5. Gifts or entertainment must not be accepted where the acceptance of the gift could create an obligation on the Company to outside parties.

7. Related Party Transactions

- 7.1. Related party transactions include any financial transaction between a Director or officer and the Company and will be reported in writing to each Board meeting.
- 7.2. The Board cannot approve or decide on related party transactions. The Corporations Act and the ASX Listing Rules require related party transactions to be approved by the shareholders.
- 7.3. The Board has also resolved that where applications are made by a related party to a Director or officer of the Company, then the Director or officer shall exclude himself or herself from the approval process.
- 7.4. Related party for this process has the meaning given in section 228 of the Corporations Act.

8. Confidentiality

- 8.1. Directors, officers and employees of the Company who are in possession of commercially sensitive or otherwise confidential information should not disseminate it to colleagues unnecessarily and must not disclose the information to outside parties.
- 8.2. All individuals are prohibited by law from trading in the Company's securities if they possess commercially sensitive information not released to the ASX. The Board has adopted a Security Trading Policy governing when Directors, key executives and employees are able to buy and sell the Company's securities.

9. Use of Company Assets

- 9.1. The Company's assets are critical to its business and future success. The Company's assets can include, for example, office and plant equipment. Employees cannot make personal use of assets without permission.
- 9.2. There will be no unreasonable expenditure on benefits such as gifts or entertainment for employees or outside parties.

10. Competition

- 10.1. The Company competes fairly in the situations and markets in which it operates. It does not use coercive or misleading practices. Furthermore, the Company does not falsify or wrongly withhold information.

11. Environment, Health and Safety

- 11.1. The Company must take into account the impact of environmental, health and safety issues when making business decisions and in particular, compliance with local laws.

12. Breach of the Code

- 12.1. Directors, officers and employees of the Company are under the obligation to ensure that the Code is not breached. Should a Director, officer or employee notice any violations of this Code, the Executive Director, Managing Director, Chief Executive Officer or the relevant supervisor must be notified. In the case where none of the above is available, breaches must be reported to the Chairman of the Company.
- 12.2. The reporting of any breaches of this Code will undergo thorough investigation and appropriate actions will be taken by the Company. Any alleged breach of the code will be dealt with promptly and in fairness. The Company will ensure that any officer or employee reporting any alleged breach of this Code will not be disadvantaged in any way. Officers and employees must not use the reporting mechanism maliciously or mischievously.

13. Review of Code of Conduct

- 13.1. This Code will be formally reviewed by the Board every 3 years.

1. Introduction

- 1.1. The Company instils and reinforces a culture across the Company of acting lawfully, ethically and responsibly. It seeks to operate in line with the values set out below and ensure directors, senior executives and employees work to reinforce these values.
- 1.2. The Company's senior executives have the responsibility of instilling these values across the Company including ensuring that all employees receive appropriate training on the values and referencing and reinforcing the values in interactions with employees.

2. Statement of values

- 2.1. The Company has adopted this Statement of Values to express the standards and behaviours it expects from its directors, senior executives and employees to fulfil its purpose and meet its goals.
- 2.2. As per Principle 3 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, 4th Edition:
 - 2.2.1. a listed entity should instil and continually reinforce a culture across the organisation of acting
 - 2.2.2. lawfully, ethically and responsibly; and
 - 2.2.3. a listed entity should articulate and disclose its values.
- 2.3. This Statement of Values applies to the Company, and its subsidiaries.

3. Our Business (Mission)

- 3.1. The Company is a Western Australian ASX listed exploration company with the aim of exploring for, defining and developing mineral resources in Western Australia.

4. Our Commitment

- 4.1. To maximise returns for our shareholders.
- 4.2. To perform in a responsible and efficient manner within the parameters of our work systems and procedures.
- 4.3. To actively engage with all of our stakeholders and to focus on sustainable exploration and development.
- 4.4. To promote industry best practice, occupational health and safety among our workers and business partners, permanently controlling the risks inherent in our operations. We will comply with applicable laws and regulations of the countries in which we operate.
- 4.5. To promote the ongoing care and protection of the environment within which we operate.
- 4.6. We acknowledge that our people are our greatest asset and are thus committed to providing a decent and safe work environment, offering opportunity for personal and professional development, and promoting self-protection, austerity, ethics, integrity and honesty.

5. Review

This Policy will be formally reviewed by the Board each every 3 years.

1. Background

1.1. This policy supports the commitment of the Company in creating and maintaining a culture of proper conduct and fair and honest dealings in its business activities. The Company encourages the reporting of any instances of suspected unethical, illegal, fraudulent, or undesirable conduct involving the Company and provides protections and measures so that those persons who make a report may do so confidentially and without fear of intimidation or reprisal. This policy should be read in conjunction with other the Company policies, including the Code of Conduct.

2. Purpose

2.1. The purpose of this policy is to:

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

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

3. Definitions

In this Policy:

APRA means the Australian Prudential Regulation Authority

ASIC means the Australian Securities and Investments Commission.

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

Employee means any employee, director, contractor or consultant of the Company.

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

is against the law or is a failure by the Company to comply with any legal obligation;

is dishonest, fraudulent or corrupt;

is potentially damaging to the Company, an Employee or a third party, including unsafe work practices, environmental damage, health risks or substantial wasting of corporate resources;

is misleading or deceptive conduct of any kind, including questionable accounting or financial reporting practices;

involves bullying, harassment or discrimination; or

is unethical or breaches the Company's policies, protocols or codes of conduct.

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

Section means a section of this policy.

The Company means Nelson Resources Limited.

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

4. Reporting Procedure

4.1. Who is covered by this Policy?

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

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

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

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

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

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

An eligible recipient is:

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

Stephen Brockhurst

T: +61 8 9481 0389

E: steve@miningcorporate.com.au

- b. an external auditor or actuary of the Company; and
- c. a senior manager or officer of the Company.

4.3. Legal advice and communicating with a lawyer

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

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

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

- a. Public Interest disclosures

If:

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

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

b. Emergency disclosures

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

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

4.5. How to make a report to an eligible recipient

Employees may report Improper Conduct to an eligible recipient by:

- a. post to Stephen Brockhurst (marked as private and confidential to the attention of the Employee's immediate manager or the Whistleblower Protection Officer); or
- b. email; or
- c. telephone.

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

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

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

- a. misconduct or an improper state of affairs or circumstances in relation to any entity within the Company; or
- b. indicates that the Company or any of its officers or employees has engaged in conduct that:
 - i. breaches the Corporations Act;

- ii. breaches other financial sector laws enforced by ASIC or APRA;
- iii. constitutes an offence against other law of the Commonwealth that is punishable by imprisonment for a period of 12 months; or
- iv. represents danger to the public or the financial system.

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

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

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

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

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

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

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

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

5. Confidentiality and Anonymity

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

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

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

6. Protections and Support

The Company is committed to protecting and respecting the rights of any Disclosing Person who reports Improper Conduct in accordance with this policy. The Company will not tolerate any reprisals against any person suspected of making a report of Improper Conduct, or against that person's colleagues, employer (if a contractor), relatives or any other person where the reason for the detrimental conduct relates to the suspicion that a Disclosing Person has made a report of Improper Conduct. Any such retaliatory action may be an offence and will be treated as serious misconduct and will be dealt with in accordance with the Company's disciplinary procedures. In addition to the above, under Australian law, a Disclosing Person who has reasonable grounds for suspecting that Improper Conduct has taken place, and who reports the matter to an appropriate person or agency as referred to in Section 4, may be entitled to additional legal protections in certain circumstances, including:

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

7. Internal Investigation Procedure

Whether an internal investigation is required, and the investigation processes undertaken, will vary depending on the precise nature of the alleged Improper Conduct. Any investigation will be conducted in a manner that is fair and objective to all people involved. The time that an investigation takes will depend on the particular facts of each case but the Company will conduct any internal investigation as quickly as practicable. The Whistleblower Protection Officer is responsible for investigating Improper Conduct reports made under the Whistleblower Policy. The Whistleblower Protection Officer has access to independent financial, legal and operational advisors as required, and for serious matters, will be assisted by the Board of the Company. An investigation will generally involve making enquiries and collecting evidence for the purpose of assessing whether the Improper Conduct report can be substantiated.

The Company employees about whom reports are made will generally be given an opportunity to respond to the relevant allegations made in the Improper Conduct report. Feedback will be provided to the Disclosing Person, if appropriate, on the progress of the investigation, unless they have remained anonymous. Generally, the Whistleblower Protection Officer will decide whether to escalate any report and the findings of any investigation, and to whom the report and findings should be escalated for any decision. This will depend on the facts and seriousness of each case. For example,

a decision on how to respond to the findings of any investigation could be made by a Whistleblower Protection Officer.

8. Review of Whistleblower Policy

8.1. This Policy will be formally reviewed by the Board every 3 years.

1. Introduction

The Company is committed to conducting business in a transparent and ethical manner across all of its exploration, development and production operations so as to align with its Statement of Values. The Company aims to ensure that all its activities are conducted fairly and honestly and each person connected with the Company has individual responsibility for maintaining an ethical workplace. Consistent with this business philosophy, the Company strictly adheres to anti-bribery and corruption principles under which the Company will:

- a. not tolerate the solicitation or payment of bribes in any form for any purpose;
- b. seek to avoid being placed in situations where its judgement (and that of its workforce) might be influenced or appears to be influenced by improper considerations;
- c. not make "facilitation payments" which are illegal under Australian law;
- d. ensure that all dealings with public officials are conducted in an ethical and transparent manner;
- e. ensure that the receipt or provision of gifts and hospitality are regulated by clear ethical guidelines;
- f. maintain adequate procedures to support the efficient operation and implementation of the Policy.

The Policy places an active responsibility for compliance on all Company Directors, employees and associated persons and training initiatives (where necessary) will be conducted on an ongoing basis to ensure its effective implementation. The Company demands the highest standards of integrity in the conduct of its business. The Company does not tolerate bribery or corruption in relation to its business, anywhere or in any form and will comply with anti-bribery and anti-corruption laws in the countries in which it operates. The Policy is designed to safeguard the Company's reputation, consumer and business confidence and is additional to any applicable local or international legal or regulatory obligations.

2. Prevention Measures

The Company has systems and controls in place to prevent bribery and corruption:

- a. Periodic risk assessments to identify and address possible bribery and corruption risk;
- b. Ensuring sufficient due diligence is undertaken when dealing with third parties who will act on behalf of the Company;
- c. Ad hoc monitoring of payments;
- d. Obtaining a signed declaration of the acceptance of this Policy from Directors, employees and routine contractors.

3. Reporting

Directors, employees and associated persons are encouraged to raise any matters of concern in good faith and report material breaches of the Anti-Bribery and Corruption Policy to the Board, without fear of retribution. There are no permitted exceptions to this Policy.

4. Review of Anti-Bribery & Corruption Policy

This Policy will be formally reviewed by the Board every three years.

1. Membership

- 1.1. The Audit and Risk Management Committee will consist of at least two members. Members will be appointed by the Board 'where possible' from Non-Executive, Directors, a majority of whom, 'where possible', will also be independent. In addition, the Audit and Risk Management Committee will comprise:
- a. members who can all read and understand financial statements and are otherwise financially literate;
 - b. at least one member with financial expertise either as a qualified accountant or other financial professional with experience in financial and accounting matters if possible; and
 - c. at least one member who has an understanding of the industry in which the Company operates.

2. Chairman

- 2.1. The Audit and Risk Management Committee will appoint an independent Director, other than the Chairman of the Board, to be the Chairman of the Audit and Risk Management Committee ("Chairman").

3. Secretary

- 3.1. The Company Secretary will be the Secretary of the Audit and Risk Management Committee ("Secretary").

4. Other Attendees

- 4.1. The Executive Director as well as other members of senior management may be invited to be present for all or part of the meetings of the Audit and Risk Management Committee, but will not be members of the Audit and Risk Management Committee for when a separate Committee is formed (the Executive Director participates in the Committee whilst the Board as a whole perform the role of the Committee). Representatives of the external auditor may attend meetings of the Audit and Risk Management Committee. Further, at least once a year the Audit and Risk Management Committee will consider if it shall meet with the external auditors without any management staff or executives present.

5. Quorum

- 5.1. A quorum will be two members.

6. Meetings

- 6.1. Audit and Risk Management Committee meetings will be held not less than two times a year so as to enable the Audit and Risk Management Committee to undertake its role effectively. In addition, the Chairman will be required to call a meeting of the Audit and Risk Management Committee if requested to do so by any member of the Audit and Risk Management Committee, the Executive Director, or the external auditor.

7. Authority

- 7.1. The Audit and Risk Management Committee is authorised by the Board to investigate any activity within its charter. The Audit and Risk Management Committee will have access to management and auditors with or without management present and has rights to seek explanations and additional information. It is authorised to seek any information it requires

from any employees and all employees are directed to cooperate with any request made by the Audit and Risk Management Committee.

- 7.2. The Audit and Risk Management Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.
- 7.3. The Audit and Risk Management Committee is required to make recommendations to the Board on all matters within the Audit and Risk Management Committee's charter.

8. Reporting Procedures

- 8.1. The Audit and Risk Management Committee will keep minutes of its meetings. The Secretary shall circulate the minutes of the meetings of the Audit and Risk Management Committee to all members of the Audit and Risk Management Committee for comment and change before being signed by the Chairman of the Audit and Risk Management Committee and circulated to the Board with the Board papers for the next Board meeting. The minutes are to be tabled at the Board meeting following the Audit and Risk Management Committee meeting along with any recommendations of the Audit and Risk Management Committee.

9. Responsibilities of the Audit and Risk Management Committee

The Audit and Risk Management Committee is responsible for reviewing the integrity of the Company's financial reporting, overseeing the independence of the external auditors (**Audit Aspect**) and oversight of the Company's risk management policy (**Risk Aspect**). An explanation of the roles and duties of each limb are set out below.

10. Audit Aspect

10.1. Financial Statements

The Audit and Risk Management Committee shall:

- a. before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively;
- b. review the audited annual and half yearly financial statements and any reports which accompany published financial statements before submission to the Board, recommending their approval, focusing particularly on:
 - i. any changes in accounting policies and practices;
 - ii. major judgmental areas;
 - iii. significant adjustments, accounting and financial reporting issues resulting from the internal and external audit;
 - iv. compliance with accounting policies and standards; and
 - v. compliance with legal requirements;
- c. review the evaluation by management of factors related to the independence of the Company's public accountant and to assist them in the preservation of such independence; and
- d. oversee the appointment of the Company's public accountant by the Board.

10.2. Related Party Transactions

The Audit and Risk Management Committee shall monitor and review the propriety of any related party transactions.

10.3. External Audit Function

The Audit and Risk Management Committee shall:

- a. recommend to the Board the appointment of the external auditor;
- b. annually review the appointment of the external auditor, their independence, the audit fee (along with fees for any non-audit services), and any questions of resignation or dismissal;
- c. discuss with the external auditor before the audit commences the nature, scope and adequacy of the audit;
- d. meet privately with the external auditor on at least an annual basis and discuss the audit engagement partner rotation;
- e. determine that no management restrictions are being placed upon external auditor;
- f. discuss problems and reservations arising from the interim and final audits, and any matters the auditors may wish to discuss (in the absence of management where necessary);
- g. review the external auditor's management letter and management's response; and
- h. review any regulatory reports on the Company's operations and management's response.

10.4. Reliance on Professional or Expert Advice and Information

Each member of the Audit and Risk Management Committee will be 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 whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- b. a professional advisor or expert in relation to matters that the member believes on reasonable grounds to be within the advisor's or expert's professional or expert competence; or
- c. another Director or officer of the Company in relation to matters within the Director's or officer's authority.

10.5. Communication

The Audit and Risk Management Committee shall:

- a. provide, through regular meetings, a forum for communication between the Board, senior financial management, staff involved in internal control procedures and the external auditors;
- b. enhance the credibility and objectivity of financial reports with other interested parties, including creditors, key stakeholders and the general public; and
- c. establish procedures for complaints and reports regarding accounting, internal accounting controls and auditing matters and ensuring a mechanism for the confidential treatment of such complaints and reports (including the ability to submit complaints and reports anonymously).

10.6. Assessment of Effectiveness

The Audit and Risk Management Committee shall:

- a. evaluate the adequacy and effectiveness of the Company's administrative, operating and accounting policies through active communication with the Board and the external auditors; and
- b. arrange for the 3 year review of this Charter by the Board.

10.7. Oversight of the Risk Management System

The Audit and Risk Management Committee shall:

- a. oversee the establishment and implementation by the Board of a system for identifying, assessing, monitoring and managing material risk throughout the Company. This system will include the Company's internal compliance and control systems;
- b. annually review the Company's risk management systems to ensure the exposure to the various categories of risk are minimised prior to endorsement by the Board;
- c. evaluate the Company's exposure to fraud;
- d. take an active interest in ethical considerations regarding the Company's policies and practices;
- e. monitor the standard of corporate conduct in areas such as arms-length dealings and likely conflicts of interest;
- f. identify and direct any special projects or investigations deemed necessary;
- g. ensure the appropriate engagement, employment and deployment of all employees under statutory obligations;
- h. ensure a safe working culture is sustained in the workforce;
- i. determine the Company's risk profile describing the material risks, including both financial and non-financial matters, facing the company; and
- j. regularly review and update the risk profile.

11. Risk Aspect

11.1 Responsibility and Oversight

- a. The Audit and Risk Management Committee is responsible for the oversight of the Company's risk management policy and for monitoring management's performance against the policy.
- b. Responsibility for control and risk management is delegated to the appropriate level of management within the Company with the Executive Director having ultimate responsibility to the Board for the risk management policy.

11.1. Primary Objectives

The primary objectives of the risk management system at the Company are to ensure:

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

11.2. Risk Management System

In line with these objectives the risk management system covers:

- a. operational risk;
- b. financial reporting;
- c. compliance and regulations; and
- d. system and information technology process risk.

11.3. Monitoring Risk

Arrangements put in place by the Audit and Risk Management Committee to monitor risk management include:

- a. monthly reporting to the Board in respect of operations and the financial position of the Company;
- b. monthly comparison of budget forecast to actual expenditures;

- c. circulation of minutes of relevant committees to the Board and the Chairman of each respective committee;
- d. review material incidents involving fraud or break-down of risk controls;
- e. oversee the Company's insurance program, having regard to the business and the associated insurable risks; and
- f. a report to the Board by each committee to be provided on an annual basis.

11.4. Risk Management Policy

A Risk Management Policy has been developed and provides a framework for systematically understanding and identifying the types of business risks threatening the Company as a whole, or specific business activities within the Company.

11.5. Material Business Risks & Reporting

- a. Given the speculative nature of the Company's business it is subject to general risks and certain specific risks. Some of these risks include but are not limited to the following:
 - i. liquidity risk;
 - ii. operating risks;
 - iii. loss of key personnel;
 - iv. reliance on strategic partners; and
 - v. capital requirements.
- b. The analysis and evaluation criteria are used to continually assess the impact of risks upon the Company's business objectives. The Audit and Risk Management Committee is responsible for the development of risk mitigation plans and the implementation of risk reduction strategies. The annual business planning process includes careful consideration of internal and external risk profile of the Company.
- c. The Executive Director and Chief Financial Officer (or equivalent) will report monthly to the Board on the areas they are responsible for, including material business risks and provide an annual written report to the Board summarising the effectiveness of the Company's management of material business risks.
- d. The Company's business risk management process provides a comprehensive, integrated approach for carrying out risk management activities. This process will allow the Audit and Risk Management Committee to minimise the potential impact of business risks in achieving objectives to create and protect shareholder value.

11.6. Integrity of Financial Reporting

The Company's Chief Executive Officer and Chief Financial Officer (or equivalent) are required to report in writing to the Board (as required by section 295A of the *Corporations Act 2001* (Cth) ("**Corporations Act**")) that:

- a. the financial statements of the Company and its controlled entities (where appropriate) for each half and full year present a true and fair view, in all material aspects, of the Company's financial condition and operational results and are in accordance with accounting standards;
- b. the statement in paragraph 10.1(a) above is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board; and
- c. the Company's risk management policy is operating efficiently and effectively in all material respects.

Note: Under the provisions of the Corporations Act a person performs a *chief executive function* in relation to the Company if that person is the person who is primarily and directly responsible to the Directors for the general and overall management of the Company.

In addition, in the event that there is not a Chief Financial Officer in place, the Corporations Act provides that a person performs a *chief financial officer function* in relation to the Company if that person is the person who is primarily responsible for financial matters in relation to the Company and directly responsible for those matters to either the Directors or the person who performs the chief executive function in relation to the Company.

The persons fulfilling these respective roles will be identified by the Board with the appropriate declarations made as required.

12. Review of Audit & Risk Management Committee Charter

- 12.1. This Charter will be reviewed every 3 years by the Audit and Risk Management Committee with any proposed changes to be approved by the Board.

1. Membership

- 1.1. The Committee shall be appointed by the Board from among the Non-Executive Directors of the Company and shall consist of not less than three members with the majority being independent Directors where possible.

2. Chairman

- 2.1. The Committee shall appoint an independent Director as the Chairman of the Committee (“Chairman”).

3. Secretary

- 3.1. The Company Secretary shall be the Secretary of the Committee (“Secretary”).

4. Quorum

- 4.1. A quorum shall be two members.

5. Meeting Frequency

- 5.1. Committee meetings will be held not less than once a year to enable the Committee to undertake its role effectively.

6. Reporting Procedures

- 6.1. The Secretary shall circulate the minutes of the meetings of the Committee to all members of the Committee for comment and change before being signed by the Chairman and circulated to the Board with the Board papers for the next Board meeting. The minutes are to be tabled at the Board meeting following the Committee meeting along with any recommendations of the Committee.

7. Duties

The duties of the Committee are set out below.

7.1. Remuneration Duties

The remuneration duties of the Committee are to:

- a. assist the Board in fulfilling its responsibilities in respect of establishing appropriate remuneration levels and policies including incentive policies for Directors and senior executives;
- b. assess the market to ensure that senior executives are being rewarded commensurate with their responsibilities;
- c. obtain the best possible advice in establishing salary levels;
- d. set policies for senior executives’ remuneration;
- e. review the salary levels of senior executives and make recommendations to the Board on any proposed increases;
- f. propose, for full Board approval, the terms and conditions of employment for the Executive Director;
- g. review the Company’s recruitment, retention and termination policies and procedures for senior management;
- h. review and make recommendations to the Board on the Company’s incentive schemes; and
- i. review and make recommendations to the Board on the Company’s superannuation arrangements.

7.2. Nomination Duties

The nomination duties of the Committee are to:

- a. develop and regularly review a policy on Board structure;
- b. develop criteria for Board membership;
- c. identify and screen specific candidates for nomination;
- d. ensure there is an appropriate induction and orientation program in place;
- e. make recommendations to the Board for Committee membership;
- f. ensure there is an appropriate Board succession plan in place;
- g. ensure the regular review of performance of the Board and its members;
- h. develop with Directors an appropriate training and development program;
- i. oversee management's succession planning including the Executive Director and his or her direct reports;
- j. assist the Chairman in advising Directors about their performance and possible retirement; and
- k. review the policy in respect of tenure, remuneration and retirement of Directors.

8. Independent Professional Advice

- 8.1 The Committee collectively and each Director has the right to seek independent professional advice at the Company's expense, up to specified limits, to assist them to carry out their responsibilities, subject to the prior approval of the Chairman whose approval will not be unreasonably withheld. If permission is withheld, the matter may be referred to the whole Board.

9. Review of Remuneration & Nomination Committee Charter

- 9.1. This Charter will be reviewed every 3 years by the Board.

1. Director Appointment Procedure

- 1.1. The following are required steps in the appointment of a new director, prior to their commencement:
- a. Nomination of new director
 - b. Good fame and character checks carried out
 - c. Check of ASIC's Register of Disqualified Directors (or equivalent if outside Australia)
 - d. Bankruptcy check
 - e. Police clearance check
 - f. Obtain consent to act as director
 - g. Board approval for appointment of director
 - h. Notify ASX / ASIC (including Appendix 3X)
 - i. Update company website
 - j. Diarise election by shareholders to be included in next AGM notice

2. Director Induction Procedure

- 2.1. After the pre-vetting checks have been performed by the Board, the procedure commences with the consent to act, followed by the Board's approval to accept the consent to act. The new Director's Agreement is executed, along with the Deed of Indemnity, Insurance and Access and the ASX Disclosure Letter. The ASIC and ASX authorities are notified through the relevant mechanisms. The Directors' and Officers' Liability Insurance policy is updated to reflect the new Director. The new Director is introduced to the culture and values of the Company. The Board advises the new Director that ongoing director education (including key developments in the Company, industry and environment in which the Company operates) is the responsibility of the new Director, but provides a framework for reference. The Company Secretary will assist with facilitating training on director legal duties and responsibilities as a director under the key legislation governing the Company and the ASX Listing Rules (if required). The Company Secretary will assist with facilitating training on key accounting matters and on the responsibilities of Directors in relation to the Company's financial statements (if required).

3. Information Requirements

- 3.1. Obtain the following information from the new Director:
- a. Signed Director agreement (including security trading agreement)
 - b. Signed Deed of Indemnity, Insurance and Access
 - c. Details of standing related parties or conflicts (potential or actual)
 - d. Details of relevant security holdings in the company
 - e. Contact information (including emergency contact details)
 - f. Banking / payroll information
- 3.2. The new Director is provided with a copy of or access to the following documents for review:
- a. Constitution
 - b. Corporate structure, including details of board members (names, address, etc.)
 - c. Information on jurisdictions in which the Company operates (including social, legal, economic matters)
 - d. Corporate Governance Statement
 - e. Corporate governance charters, policies and memos, and Code of Conduct
 - f. Latest annual and half year report
 - g. Latest management accounts

- h. Current risk register
- i. Most recent ASX announcements
- j. Board meeting schedule and copies of previous meeting documents and minutes
- k. Details of company insurances
- l. Reimbursement and travel policies

4. Company Secretary Responsibilities

- 4.1. In addition to overseeing the Director Induction Procedure, the Company Secretary is responsible for:
- a. Ensuring the Board passes the appropriate resolutions if the new director is to be a bank account signatory;
 - b. Meeting with a new Chair to discuss any proposed changes to Board processes; and
 - c. Discussing a new Chair's expectations for Director development and education and attending to any action items arising.

5. Review of Director Appointment & Induction Procedure

- 5.1. This Procedure will be formally reviewed by the Board every 3 years.

1. Purpose

- 1.1. The purpose of the Ongoing Education Framework (“Framework”) is to facilitate the education of Directors and employees so they are equipped with the general and technical knowledge required to carry out their duties and understand the business of the Company. The goal of this Framework is to provide the skills and governance to ensure compliance and best practice in all areas of the business.

2. Application

- 2.1. All Directors, executives and employees.

3. Legislative Framework

- 3.1. The operations of the Company are regulated by a number of legislations and regulatory bodies. These include:
- a. ASIC / Corporations Act 2001 (Cth)
 - b. ASX / ASX Listing Rules & ASX Corporate Governance Council Guidelines
 - c. DMP / Mining Act 1978 (WA)
 - d. EPA / Environmental Protection Act 1986 (WA)
 - e. Relevant accounting standards

4. Who Provides the Education?

- 4.1. Education may be provided by management and staff, legislative and regulatory bodies, third parties, education institutions, etc, as appropriate.
- a. Induction
 - i. Procedures manuals
 - ii. Company policies
 - b. Internal education
 - i. Key developments within the Company
 - ii. Industry development
 - iii. Risk management
 - iv. Safety systems
 - c. External education
 - i. Legislation
 - ii. Technical courses

5. Requests for Education

- 5.1. Directors and staff wishing to undertake external education opportunities are required to make a request to the Executive Director (or in the case of the Executive Director, the Chairman). The request should include an outline of the course/seminar, a summary of how the course/seminar will benefit of the staff member and the Company, the dates and times of the course/seminar and associated costs. Should these requests be granted, attendees are requested to share their education experiences with relevant staff within the organisation; formally or informally as appropriate (where relevant).

6. Provision for Education

- 6.1. Employees will be granted up to 16 hours of education and development leave during work hours within any calendar year to participate in position or career related education opportunities. Requests for education will be assessed on a case by case basis as above. Education required for maintaining licences or professional membership may be excluded

from this allowance. All Directors will be allowed to attend at least one relevant conference per year. The Company will endeavour to hold at least one Board Meeting per year on site (when production is imminent or has commenced) for the purpose of further educating the Board on the Company's operations.

7. Responsibility

- 7.1. While the Company may provide internal and external ongoing education for employees, the information imparted at these sessions, should not be taken as a sanctioned means of compliance. The officeholder or executive remains responsible to determine the most suitable compliance mechanism.

8. Review of Ongoing Education Framework

- 8.1. This Framework will be formally reviewed by the Board every 3 years.

1. Board of Directors

- 1.1. This Policy is to ensure individual directors (“**Directors**”) and the board of Directors of the Company (“**Board**”) as a whole work efficiently and effectively in achieving their functions.
- 1.2. Each year the Board will undertake the following activities:
 - a. the Chairperson will meet with each non-executive director separately to discuss individual performance and ideas for improvement;
 - b. each individual Directors performance is appraised in a meeting that is led by the Chairman that is held with another Director. In a meeting led by the Executive Director and held with another Director, the Chairman’s performance is assessed; and
 - c. the Board as a whole will discuss and analyse its own performance during the year including suggestions for change or improvement.

2. Executive Directors and Key Executives

- 2.1. The Remuneration Committee will oversee the performance evaluation of the executive team. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.

3. Board Committees

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

4. Review of Performance Evaluation Policy

- 4.1. This Policy will be formally reviewed by the Board every 3 years.

1. Continuous Disclosure

- 1.1 The Company is committed to:
- a. ensuring that shareholders and the market are provided with full, balanced and timely information about its activities presented in a clear and objective manner;
 - b. complying with the continuous disclosure obligations contained in the ASX Listing Rules and the applicable sections of the *Corporations Act 2001* (Cth); and
 - c. providing equal opportunity for all stakeholders to receive externally available information issued by the Company in a timely manner.
- 1.2 This policy covers financial markets communication, media contact and continuous disclosure issues. It forms part of the Company's corporate policies and procedures and is available to all staff.
- 1.3 The Company Secretary manages this policy. This policy will develop over time as best practice and regulations change and the Company Secretary will be responsible for communicating any amendments.

2. Guiding Principle

- 2.1 The Company will immediately notify the market via an announcement to the ASX of any information concerning the Company that a reasonable person would expect to have a material effect on the price of the Company's securities or influence an investment decision on the Company's securities.
- 2.2 The Company will ensure that it does not communicate material price sensitive information to an external party except where that information has previously been disclosed to the ASX.
- 2.3 ASX Disclosure Carve-Outs
Disclosure is not required, where all of the three following requirements are met:
- a. a reasonable person would not expect the information to be disclosed;
 - b. the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
 - c. one or more of certain conditions contained in ASX Listing Rule 3.1A are satisfied being:
 - i. it would be a breach of a law to disclose the information;
 - ii. the information concerns an incomplete proposal or negotiation;
 - iii. the information comprises matters of supposition or is insufficiently defined to warrant disclosure;
 - iv. the information is generated for the internal management purposes of the entity; or
 - v. the information is a trade secret.
- 2.4 "Material" Information
Information is considered material if there is a substantial probability that the information would influence investors in deciding whether to invest in or divest the Company's securities. In particular, results of economic studies and earnings forecast guidance will not be provided to the market where this has not been released to the market in general.

3. Communication Protocols

- 3.1 Reporting of Material Information
- a. The Company's protocol in relation to the review and release of ASX announcements (and media releases) is as follows:
 - i. information is determined by the Board, Company Secretary or other employee of the Company as being of a type or nature that may warrant disclosure to the ASX;

- ii. if not known by the Executive Director, all information should be reported to the Executive Director;
 - iii. the Executive Director will determine the nature and extent of the information and consult with the Board and Company Secretary to determine the form and content of any ASX Release;
 - iv. the Executive Director will agree on the text of the proposed release and will be responsible for ensuring that the Company establishes a vetting procedure to ensure that the announcements are factual and do not omit any material information. The Executive Director will also be responsible for ensuring that Company announcements are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions. The Company Secretary may also be required to draft the release for review and will liaise with the Executive Director and Chairman to ensure all announcements are made in a timely manner;
 - v. depending on the nature of the release, the sensitivity of the information and the availability of the Board, the Executive Director and Chairman will then determine whether the Board, as a whole, should be involved in the review of the proposed release; and
 - vi. the Company Secretary will then release the proposed release to the market, and ensure that the website is updated.
- b. The Company will not release publicly any information required to be disclosed through the ASX until released on the ASX platform..
- 3.2 Authorised Spokespersons
- a. Only authorised persons are allowed to make public statements to external parties, shareholders, investors, stockbroker's analysts or the media in relation on any matters affecting the Company. Currently, those persons authorised are:
 - i. the Chairman;
 - ii. the Executive Director; or
 - iii. their delegates nominated for that purpose.
 - b. The authorised persons in 3.2(a) above may clarify information that the Company has publicly released but will not comment on material price sensitive issues that have not been disclosed to the market generally.
 - c. Any staff member who receives a request for comment from an external third party is to refer the enquiry to the Executive Director.
- 3.3 Distribution of Information
- a. All information released to the ASX after clearance from ASX will be promptly placed on the Company's website within 24 hours.
 - b. Any substantive written material or presentations made to institutions, stockbrokers or shareholders, which do not contain material information, will be placed on the Company's website prior to such presentations and will be sent to ASX.
- 3.4 Management Responsibilities
- a. The Company's officers, employees and contractors must be made aware of this Disclosure Policy. Employees or contractors must disclose any information which comes to their attention and is believed to potentially be material to the Company Secretary or Executive Director.
 - b. Officers, employees and contractors must be made aware of the "no comment policy" to external parties on any matters which may be material to the Company.

- 3.5 Measures for seeking to avoid the emergence of a false market in the Company's securities
- (a) The Company recognises that a false market in the Company's securities may result if the Company provides incomplete information to the market or if the Company fails to respond to market and media speculation that may, or may be likely to, have an impact on the price of the Company's securities.
 - (b) While the Company does not, in general, respond to market speculation or rumours unless required to do so by law or other relevant bodies, the Company is committed to disclosing as much information as possible, without harming the Company, to a wide audience of investors through media releases of important milestones, including information that may not strictly be required under continuous disclosure requirements. Information given to the market will also be provided to investors through media releases.
 - (c) Where appropriate, the Company will request a trading halt to prevent trading in the Company's securities by an inefficient and uninformed market until the Company can make an announcement to the market. The Company Secretary will manage the process in consultation with the Chairman, Executive Director and Directors as required.
- 4. Contact with the Market**
- 4.1 Key executives interact regularly with the market on the Company's activities in a number of ways, including briefings, market announcements, regular updates on industry issues, one-on-one briefing, meetings and educational sessions.
- 4.2 In addition, the Company occasionally provides background and technical information to institutional investors and stockbroking analysts to support announcements made to the ASX about the Company's on-going business activities.
- 4.3 At all times when interacting with external individuals, investors, stockbroking analysts and market participants, the representatives of the Company should adhere to the guiding principle set out in this policy.
- 4.4 Open Briefings to Institutional Investors and Stockbroking Analysts
- a. The Company may hold open briefings (i.e. where all members of a relevant group are invited) with shareholders, investors and/or stockbroking analysts to discuss information that has been released to the market.
 - b. Representatives of the Company are under the obligation of this policy and should not disclose any material price or value sensitive information that has not been announced to the market generally.
 - c. With regards to open briefings, the Company will place any written briefing and presentation materials onto their website at the conclusion of the briefing; and for the purposes of this policy, public speeches and presentations by the Company's Chairman or Executive Director will be classed as 'open briefings'.
- 4.5 One-on-one Briefings with Stockbrokers, Analysts and Institutional Investors and Shareholders
- a. It is in the interests of the Company's shareholders that stockbroking analysts have a thorough understanding of the Company's business operations and activities. In addition, other professional investors may seek to better understand certain aspects of the Company's strategy.
 - b. From time to time, the Company participates in one-on-one briefings with various investment professionals. At these briefings the Company may provide background and technical information to assist these people in their understanding of the

Company's business activities. The Company's policy is that no previously undisclosed material price or value sensitive information will be disclosed at those briefings.

- c. For the purposes of this policy a one-on-one briefing includes any communication between the Company and a stockbroking analyst including, for example, phone calls or e-mails made to the Company's Executive Director. Any written materials to be used at open or one-on-one briefings with institutional investors or stockbroking analysts will be reviewed by the Executive Director to ensure all information has previously been disclosed to the market. Where this is not the case, the information will be disclosed in the manner outlined above.

4.6 Review of Analyst Reports

- a. The Company recognises the important role performed by analysts in assisting the establishment of an efficient market with respect to the Company's securities. However, the Company is not responsible for, and does not endorse, analyst reports that contain commentary on the Company.
- b. The Company will not provide non-disclosed material price or value sensitive information in response to such reports. The information may be reviewed only to correct factual inaccuracies. Any correction of factual inaccuracies by the Company does not imply endorsement of the content of those reports.

4.7 Managing Market Speculation and Rumours

- a. Market speculation and rumours, whether substantiated or not, have a potential to impact the Company's share price. Speculation may also contain factual errors that could materially affect the Company.
- b. The Company's general policy on responding to market speculation and rumours is that "the Company does not respond to market speculation or rumours". However, the Company may issue a statement in relation to market speculation or rumour where and when it considers it necessary.
- c. Speculation may result in the ASX formally requesting disclosure by the Company on the matter, in which case the Company will respond to the request.

5. Review of Continuous Disclosure Policy

- 5.1 This Policy will be formally reviewed by the Board every 3 years.

Risk management is a complex and critical component of the Company's governance, the Board will oversee and guide the detail of risk management. The Executive Director is charged with implementing appropriate risk systems within the Company. Aspects of this process may be delegated. Risk management is considered a key governance and management process. It is not an exercise merely to ensure regulatory compliance. Therefore, the primary objectives of the risk management system at the Company are to ensure:

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

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

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

The Board reviews all major strategies and purchases for their impact on the risk facing the Company and makes appropriate recommendations. The Company also undertakes an annual review of operations to update its risk profile. This normally occurs in conjunction with the strategic planning process. The Company discloses in each reporting period that such a review has taken place. The Board undertakes a quarterly review of those areas of risk identified. In addition the Executive Director and CFO provide a written declaration of assurance that in their opinion, the financial records of the Company for any financial period have been properly maintained, comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company, has been formed on the basis of a sound system of risk management and internal control which is operating effectively. The Board of the Company has identified a range of specific risks that have the potential to have an adverse impact on its business. These include:

- a. operational risk;
- b. environmental risk;
- c. insurance risk;
- d. litigation risk;
- e. financial risk;
- f. treasury and finance risk; and
- g. compliance risk.

Review of Risk Management Policy

This Policy will be formally reviewed by the Board every 3 years.

Introduction

This document sets out the Company's policy on the sale and purchase of its securities by its Directors, employees and contractors.

The purpose of this policy is to:

- a. impose "Black-out" periods at various times during the year, particularly in periods leading up to an announcement of results, during which trading of the Company's securities by Directors is prohibited; and
- b. set out procedures to reduce the risk of insider trading.

A basic explanation on insider trading is provided together with the steps taken by the Company to prevent insider trading, including:

- a. a description of what conduct may constitute insider trading;
- b. the windows when Directors, employees and contractors are permitted to buy or sell securities in order to minimise the risk of insider trading; and
- c. the steps to take when buying or selling securities in the Company.

DEFINITION OF INSIDER TRADING

1. Prohibition

1.1. Insider trading is a criminal offence. A person will be guilty of insider trading if:

- a. that person possesses information in relation to a company which is not generally available to the market, and if it were generally available to the market, would be likely to affect the price or value of that company's securities (i.e. information that is "price sensitive"); and
- b. that person:
 - i. buys or sells securities in the company;
 - ii. procures someone else to buy or sell securities in the company; or
 - iii. passes on that information to a third party where that person knows, or ought reasonably to know, that the third party would be likely to deal in the securities or procure someone else to deal in the securities of the company.

2. Examples

2.1. Price sensitive information means information relating to the Company that would, if the information were publicly known, be likely to:

- a. have a material effect on the price or value of the Company's shares; or
- b. influence persons who invest in securities in deciding whether or not to buy or sell the company's shares.

2.2. The following are examples of price sensitive information which, if made available to the market, would be likely to affect the price of the Company's securities:

- a. the Company is considering the acquisition of another company;
- b. material drilling results.

3. Dealing through Third Parties

3.1. A person does not need to be a Director or employee of Company to be guilty of insider trading in relation to securities in the Company. The prohibition extends to dealings by anyone, including Directors' or employees' nominees, agents or other associates, such as family members, family trusts and family companies, as well as customers and suppliers.

4. Contractors and External Advisors

- 4.1. Contractors employed by the Company shall be informed of this policy when they are appointed and are required to adhere to the policy so long as they are contracted by the Company. Breach of the policy may lead to termination of contract arrangements.
- 4.2. The Company's employees dealing with external advisers need to ensure that the advisers are aware of the insider trading rules and where these dealings cover material matters, that the issue of insider trading is covered in confidentiality documents.

5. Meaning of Securities

- 5.1. The rules covers shares in the Company, derivatives related to the Company's shares, whether issued by the company or not and to any traded company options. It also applies to the exercise of options, including employee options.

6. Related Companies

- 6.1. Directors, employees and contractors, where they possess inside information, should also not deal in securities of other companies with which the Company might have an association or be about to enter such association such as joint venture or farm in partners.

GUIDELINES FOR TRADING IN THE COMPANY'S SECURITIES

7. Approval Process

- 7.1. Directors, employees and contractors can deal in securities of the Company in the following circumstances:
 - a. it is not during a closed period or a prohibited period as contemplated by section 7.3, and they have satisfied themselves that they are not in possession of any price sensitive information that is not generally available to the public; or
 - b. they have contacted the Chairman or in his absence, the Executive Director and notified them of their intention to do so and provided all relevant information with this notification, and the Chairman or Executive Director has given their prior written approval to the proposed dealing.
- 7.2. Where the Chairman wishes to deal with his securities outside of a closed period or a prohibited period as contemplated by section 7.3, he must obtain the prior approval of the Board prior to doing so.
- 7.3. The Chairman will generally not allow Directors, employees and contractors to deal in securities of the Company as a matter of course during the period commencing on the fifteenth (15th) day of the month in which the Company is required to release its Quarterly Activities Report and Quarterly Cashflow Report to the Australian Securities Exchange (ASX) (Quarterly Reports) in accordance with the ASX Listing Rules, and ending the close of the following day following the date of release of the Quarterly Reports.
- 7.4. The Company may at its discretion vary this rule in relation to a particular period by general announcement to all employees either before or during the period. However, if a Director or employee of the Company is in possession of price sensitive information which is not generally available to the market, then he or she must not deal in the Company's securities at any time.
- 7.5. Directors, employees and contractors should wait at least 2 days after the relevant release (to be decided on a case by case basis) before dealing in securities so that the market has had time to absorb the information.
- 7.6. This notification obligation operates at all times and applies to dealings in the Company's securities by family members and other associates of Directors, employees and contractors as well as to personal dealings by Directors and employees. It does not apply to any issue of

securities by the Company pursuant to a prospectus or like disclosure under the *Corporations Act 2001* (Cth) (“**Corporations Act**”), or under employee share and option plans.

- 7.7. Directors, employees and contractors must not at any time engage in short-term trading in securities of the Company.
- 7.8. Directors, employees and contractors must not communicate price sensitive information to a person who may deal in securities of the Company. In addition, Directors, employees and contractors should not recommend or otherwise suggest to any person (including a spouse, relative, friend, trustee of a family trust or directors of a family company) the buying or selling of securities in the Company.
- 7.9. This policy does not apply to trading which does not result in a change in beneficial control of the Company's shares; e.g. transferring a personal holding of the Company's shares to a pension fund or superannuation fund.
- 7.10. The Company prohibits participants in the Company's Employee Incentive Plan entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Employee Incentive Plan.

8. Hedging Unvested Entitlements

- a. Entitlements under the Company's equity based incentive plans (if any) are subject to the satisfaction of various time and/or performance hurdles to ensure alignment of employee rewards with the Company's objectives and performance. Transactions which “hedge” the value of entitlements could distort the proper functioning of these hurdles and reduce the intended alignment with shareholder interests.
 - b. Directors, and executives participating in an equity-based executive incentive plan, are prohibited from entering into any transaction which would have the effect of hedging or otherwise transferring to any other person the risk of any fluctuation in the value of any unvested entitlement in the Company's securities.
- 8.1 Notwithstanding the restriction imposed by paragraph 8b. above, Directors may enter into hedging transactions in respect of the Company's securities held by them outside any equity based performance plan or once the securities have been vested.
 - 8.2 However, Directors should ensure that entry into any hedging transaction occurs outside the Company's black-out periods and otherwise complies with this policy.

9 Dealing in Exceptional Circumstances

- 9.1 In specific circumstances however, such as financial hardship, the Chairman may waive the requirement of a Director, employee or contractor to deal in the Company's securities outside blackout periods on the condition that the Director, employee or contractor can demonstrate to the Chairman that he or she are not in possession of any price sensitive information that is not generally available to the public.
- 9.2 The procedure set out in section 9.1 is in addition to the requirements of section 7.

10 Consequences of Breach of the Security Trading Policy

- 10.1 Breach of this policy by any of the Company's employees or their family members would be exposing that employee or family member (as applicable) to criminal and civil liability.
- 10.2 The Company will regard breach of insider trading law or this policy as serious misconduct.

12 ASX Notification by Directors

12.1 ASX obliges a Director to notify ASX within the 5 days after any dealings in Company's securities (either personally or through a third party) which results in a change in the relevant interests of the Director in Company's securities. Accordingly, Directors must notify the Company Secretary immediately on acquiring or disposing of a relevant interest in any securities in the Company. It is the individual responsibility of Directors to ensure they comply with this requirement.

13 Review of Security Trading Policy

13.1 This Policy will be formally reviewed by the Board every 3 years.

1. Interpretation

1.1 Definitions

In this policy:

- a. **"ASX"** means the ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires;
- b. **"ASX Recommendations"** means the ASX Corporate Governance Principles and Recommendations 2014 amendments (Third Edition);
- c. **"Board"** means the board of Directors of the Company;
- d. **"Company"** means Nelson Resources Limited (ACN 117 620 482);
- e. **"Corporations Act"** means the *Corporations Act 2001* (Cth);
- f. **"Director"** means a director of the Company;
- g. **"Diversity"** has the meaning given in clause 3.1;
- h. **"Diversity Agenda"** means the agenda described in clause 1.1a;
- i. **"Diversity Commitments"** means the commitments set out in clause 3.5; and
- j. **"Diversity Objectives"** means the objectives set out in clause 4.

1.2 Interpretation

Concepts not defined in this policy which are given a meaning in the Corporations Act or the ASX Recommendations have the same meaning as in the Corporations Act or the ASX Recommendations.

2. Overview

2.1 Commitment to Diversity

The Company is committed to:

- a. to the extent practicable, addressing and complying with the ASX Recommendations by establishing measurable objectives for achieving gender diversity;
- b. promoting Diversity among employees, consultants and senior management throughout the Company; and
- c. keeping shareholders informed of the Company progress towards implementing and achieving its Diversity objectives.

2.2 Purpose

The purpose of this policy is to:

- a. outline the Company's commitment to creating a corporate culture that embraces Diversity and, in particular, focuses on the composition of its Board and senior management, in line with its Statement of Values; and
- b. provide a process for the Board to determine measurable objectives and procedures which the Company will implement and report against to achieve its Diversity goals.

3. Diversity

3.1 Diversity

Diversity includes, but is not limited to:

- a. gender identity;
- b. age;
- c. marital or family status;
- d. sexual orientation;
- e. disabilities;
- f. socio-economic background;
- g. ethnicity; and
- h. cultural background.

3.2 Corporate Culture

The Company aims to create a corporate culture that:

- a. embraces Diversity and seeks to encourage and facilitate opportunities for the employment of people from different backgrounds;
- b. provides skills and career development initiatives; and
- c. increases workforce participation and creates an inclusive environment where all employees feel included and valued.

The Company is an equal opportunity employer, and discrimination or harassment of any kind will not be tolerated.

3.3 Benefits of Diversity

The Company acknowledges the known corporate benefits that arise from advancing employee and Board diversity, including:

- a. identification and rectification of gaps in the skills and experience of employees;
- b. enhanced employee retention;
- c. greater innovation and maximisation of available talent to achieve corporate goals; and
- d. better financial performance.

3.4 Diversity and the Company's Corporate Goals

- a. By focusing on Diversity, the Company aims to promote an environment that is conducive to the appointment of suitably qualified employees, management and Board candidates in order to maximise the corporate goals of the Company.
- b. The Company recognises that all employees may have domestic responsibilities and, where appropriate, aims to promote and create an environment which is conducive to all employees' domestic responsibilities.

3.5 Diversity Commitments

The Company will implement the following Diversity Commitments:

- a. the Board will review and determine, as frequently as required, a Diversity Agenda that meets the particular needs of the Company, including identifying the skill, experience and expertise requirements set for the Board and senior management necessary to effectively oversee its business and achieve its corporate goals;
- b. the Board will seek to ensure that the Diversity Agenda is taken into account in the selection and appointment of qualified employees, management and Board candidates and will consider options in order to expand the range of qualified candidates to select from; and
- c. the Board will seek to identify and consider initiatives that:
 - i. assist in the development of a range of skilled and experienced Board candidates, in particular women, such as practices relating to career advancement and skills development which prepare employees for management or Board positions;
 - ii. assist with enhancing employee retention; and
 - iii. assist with minimising career disruption when employees take time out of the workplace to meet other obligations and/or attempt to re-enter the workforce.
- d. develop a culture which takes account of domestic responsibilities of employees.

3.6 ASX Recommendations

While the focus of the ASX Recommendations is on promoting the role of women within organisations, the Company recognises that other forms of Diversity are important and seeks to promote a range of diversity initiatives (as noted above) throughout the Company beyond gender diversity.

3.7 Implementing Diversity Commitments

The Board seeks to ensure that appropriate measures are introduced and responsibilities are delegated, where appropriate, to ensure that the Company's Diversity Commitments are implemented appropriately. The Board will continue to look for broader diversity employment opportunities.

4. Diversity Objectives

4.1 Measurable Objectives

- a. The Board may set measurable objectives for achieving Diversity, specifically including gender diversity, in accordance with this policy and the Diversity Agenda set by the Board from time to time and will review the effectiveness and relevance of these measurable objectives on an annual basis.
- b. The measurable objectives should identify ways and, where applicable, specify benchmarks against which the achievement of Diversity is measured, in order for the Board to assess and report annually on the Company's progress towards achieving its Diversity goals.
- c. In order to set measurable objectives, the Board will assess its current Diversity levels and identify where gaps exist. Measurable objectives will then be created which will seek to improve Diversity in areas where most development is needed.
- d. There are various measurable objectives which may be implemented by the Company to assist achieving the Diversity Commitments, including:
 - i. procedural and structural objectives;
 - ii. Diversity targets; and
 - iii. initiatives and programs.

4.2 Review and Key Performance Indicators

- a. As part of the commitment to achieve and maintain effective Diversity Commitments, the Board will perform reviews, when appropriate, to assess the changes in Diversity throughout the Company.
- b. The Board will consider the extent to which the achievement of the measurable objectives should be to key performance indicators for the Board and other senior management.

5. Annual Disclosure to Shareholders

5.1 Disclosing to Shareholders

For the purpose of fostering shareholder confidence in the Company, the Company acknowledges that reporting to shareholders on its Diversity Agenda and Diversity Objectives facilitates greater transparency and accountability in relation to Diversity and that such reporting and transparency has been endorsed by the Board.

5.2 Contents of Annual Disclosure

- a. The Company will disclose the measurable objectives set, if any, by the Board for achieving Diversity in accordance with the Diversity Agenda and will report on its progress against those objectives. A copy of these measurable objectives may also be published on the Company's website from time to time.
- b. A component of the Company's disclosure on Diversity in its annual report should also include information about:
 - i. the proportion of women employees in the Company;
 - ii. the number of women in management positions; and
 - iii. the number of women on the Board.

- c. The Board will determine the most appropriate method to present this information to ensure that it is accurate and does not falsely represent the participation of women and men within the Company.

5.3 Board Selection

The Company seeks to achieve greater transparency of the Board selection and nomination process. The Company may include in its annual report the information about the Diversity which the Board is looking to achieve in membership of the Board as set out in the Remuneration and Nomination Committee Charter.

6. Miscellaneous

6.1 Endorsement

The Company is committed to this policy and its implementation and to ensuring that Diversity is achieved throughout the Company. This policy has been adopted by the Board.

6.2 No Obligation

No statement in this policy shall be taken, interpreted or construed so as to endorse:

- a. the sole criteria for selection and/or promotion of the Company's employees, senior management or Board, other than their overall likely prospect of adding value to the Company and assisting with the Company achieving its corporate goals;
- b. any conduct by any of the Company's employees, senior management members or Board members which is illegal or contrary to any anti-discrimination, equal opportunities or other legislation or law in any Australian State or Territory or any other foreign jurisdiction; and
- c. any employee, senior management member or Board member feeling prejudiced by this policy in relation to their employment and/or development of his or her employment or otherwise, merely because their personal Diversity attributes may be more, rather than less, common with others' Diversity attributes

7. Review of Diversity Policy

- 7.1 This Policy will be formally reviewed by the Board every 3 years

The Board of Directors of the Company (“**Board**”) aims to ensure that shareholders are informed of all major developments. Information is communicated to shareholders as follows:

1. Reports to Shareholders

- 1.1. The Annual Report is distributed to all shareholders (unless a shareholder has specifically requested not to receive the Report). The Board ensures that the Annual Report includes relevant information about the operations of the Company during the year, changes in the state of affairs of the Company and details of future developments, in addition to the other disclosures required by the *Corporations Act 2001* (Cth) (“**Corporations Act**”) and the ASX Listing Rules.
- 1.2. The Half-yearly Report contains summarised financial information and a review of the operations of the Company during the period. Half-yearly reviewed Financial Statements prepared in accordance with the requirements of Accounting Standards and the Corporations Act are lodged with the Australian Securities & Investments Commission and the ASX. The Financial Statements are sent to any Shareholder who requests them.

2. ASX Announcements

- 2.1. Regular reports are released through the ASX and the media.

3. Annual General Meetings

- 3.1. The Board encourages full participation of shareholders at the Annual General Meeting to ensure a high level of accountability and identification with the Company's strategy and goals. The Company will use general meetings as a tool to effectively communicate with shareholders and allow shareholders a reasonable opportunity to ask questions of the Board and to otherwise participate in the meeting.
- 3.2. The external auditor of the Company will be asked to attend each Annual General Meeting of the Company and be available to answer shareholder questions about the conduct of the audit and the preparation of the Auditor's Report.

4. Website

- 4.1. The Company is committed to maintaining a Company website with general information about the Company and its operations and information specifically targeted at keeping the Company's shareholders informed about the Company.
- 4.2. In particular, where appropriate, after confirmation of receipt by the ASX, the following will be posted to the Company website:
 - a. relevant announcements made to the market via the ASX;
 - b. media releases;
 - c. investment updates;
 - d. company presentations and media briefings;
 - e. copies of press releases and announcements for the preceding three years; and
 - f. copies of annual and half yearly reports including financial statements for the preceding three years.

5. Opting in to Receive Electronic Communication

- 5.1. The default option for receiving a copy of the annual report is via the Company's website. However all Shareholders have the option of receiving, free of charge, a printed copy of the annual report or alternatively may elect to receive the annual report via email by notifying the Company's Share Registrar, Security Transfer Registrars.

6. Shareholder Enquiries

- 6.1. Shareholders and the investing public may at any time make a request for company information to the extent such information is publicly available.
- 6.2. Shareholders should direct any enquiries through our website at www.nelsonresources.com.au or alternatively, shareholders may contact the Company Secretary.
- 6.3. For enquiries regarding their shareholdings, Shareholders may contact the Company's Share Registrar.

7. Other Information

- 7.1. While the Company aims to provide sufficient information to shareholders about the Company and its activities, it understands that shareholders may have specific questions and require additional information. To ensure that shareholders can obtain all relevant information to assist them in exercising their rights as shareholders, the Company has made available a telephone number and relevant contact details (via the website) for shareholders to make their enquiries.

8. Review of Shareholder Communications Policy

- 8.1. This Policy will be formally reviewed by the Board every 3 years.