



ANTIPA MINERALS LTD

ACN 147 133 364

CORPORATE GOVERNANCE PLAN

(Approved by the Board on 12 March 2026)

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CORPORATE GOVERNANCE

The Company is committed to complying with the highest standards of corporate governance to ensure that all of its business activities are conducted fairly, honestly and with integrity in compliance with all applicable laws. To achieve this, the Company's board of directors (**Board**) has adopted a number of charters and policies which aim to ensure that value is created whilst accountability and controls are commensurate with the risks involved.

The Board believes that the Company's policies and practices comply with the recommendations set out in the ASX Corporate Governance Principles and Recommendations – 4th Edition (**ASX Recommendations**).

Together with the Company's constitution (**Constitution**), the following charters and policies have been adopted by the Company to achieve a high standard of corporate governance:

https://antipaminerals.com.au/upload/documents/investors/asx-announcements/221117052244_22-11-16-AdoptionofNewConstitution_.pdf

Charters and Codes

Board Charter

Code of Conduct

Audit and Risk Committee Charter

Nomination and Remuneration Committee Charter

Environmental Social and Governance Committee Charter

Policies

Performance Evaluation Policy

Continuous Disclosure Policy

Disclosure - Risk Management Framework and Policy

Trading Policy

Shareholder Communications Strategy

Diversity Policy

Whistleblower Policy

Anti-Bribery and Anti-Corruption Policy

Environmental, Social and Governance Policy

Privacy Policy

SCHEDULE 1 – BOARD CHARTER

1. PURPOSE

This Charter sets out the authority, role and responsibilities, membership and operation of the Board of the Company.

2. ROLE OF THE BOARD

The role of the Board is to:

- (a) provide overall strategic guidance and effective oversight of management;
- (b) act in the best interests of the Company as a whole;
- (c) define the Company's purpose and set its strategic objectives;
- (d) represent and serve the interests of shareholders by overseeing management in its implementation of the Company's values, strategic objectives and policies;
- (e) provide strong leadership and challenge to management and hold management accountable; and
- (f) keep shareholders informed of the Company's performance and major developments which affect it.

The Board derives its authority to act from the Company's Constitution.

3. THE BOARD'S RELATIONSHIP WITH MANAGEMENT

- (a) The Board shall delegate responsibility for the day-to-day operations and administration of the Company to the Chair and Managing Director.
- (b) Specific limits on the authority delegated to the Chair and Managing Director and the executive team must be set out in the Delegated Authorities approved by the Board.
- (c) The role of management is to support the Chair and Managing Director and implement the running of the general operations and financial business of the Company including instilling and reinforcing the Company's values, in accordance with the delegated authority of the Board.
- (d) The senior executive team will be responsible for providing the Board with accurate, timely and clear information on the Company's operations to enable the Board to perform its operations.
- (e) In addition to formal reporting structures, members of the Board are encouraged to have direct communications with management and other employees within the Company and its subsidiaries (if any) (**Group**) to facilitate the effective carrying out of their duties as Directors.

4. SPECIFIC RESPONSIBILITIES OF THE BOARD

In addition to matters it is expressly required by law to approve, the Board has reserved the following matters to itself:

- (a) Driving the strategic direction of the Company and defining the Company's purpose, ensuring appropriate resources are available to meet objectives and monitoring management's performance;
- (b) Approving the Company's statement of values and Code of Conduct to ensure the desired culture within the Company is maintained and monitoring the implementation of such values and culture at all times;
- (c) Ensuring that an appropriate framework exists for relevant information to be reported by management to the Board, including the escalation of risks to the Board;
- (d) When required, challenging management and holding it to account;
- (e) Appointment and replacement of the Managing Director, other senior executives and the Company Secretary and the determination of the terms and conditions of their employment including remuneration and termination;
- (f) Approving the Company's remuneration framework and ensuring it is aligned with the Company's purpose, values, strategic objectives and risk appetite;
- (g) Monitoring the timeliness and effectiveness of reporting to shareholders;
- (h) Reviewing and ratifying systems of audit, risk management (for both financial and non-financial risk) and internal compliance and control, codes of conduct and legal compliance to minimise the possibility of the Company operating beyond acceptable risk parameters;
- (i) Approving and monitoring the progress of operating budgets, major capital expenditure, capital management and significant acquisitions and divestitures;
- (j) Overseeing the integrity of the Company's accounting and corporate reporting systems, including any external audit (satisfying itself financial statements released to the market fairly and accurately reflect the Company's financial position and performance);
- (k) establishing procedures for verifying the integrity of those periodic reports which are not audited or reviewed by an external auditor, to ensure that each periodic report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions;
- (l) overseeing the Company's procedures and processes for making timely and balanced disclosure of all material information to a reasonable person would expect to have a material effect on the price or value of the Company's securities;
- (m) Approving significant changes to the organisational structure;
- (n) Approving decisions affecting the Company's capital, including determining the Company's dividend policy and declaring dividends;
- (o) 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 *Corporations Act 2001 (Cth)* and ASX Listing Rules if applicable);

- (p) Ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making; and
- (q) Procuring appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively and to deal with new and emerging business and governance issues.

5. BOARD STRUCTURE AND OPERATIONS

The Constitution governs the regulations and proceedings of the Board.

5.1 COMPOSITION OF THE BOARD

The Board determines the size and composition of the Board, subject to any limit set out in the Company's Constitution.

- (a) The Board should comprise Directors with a mix of qualifications, experience and expertise which will assist the Board in fulfilling its responsibilities, as well as assisting the Company in achieving growth and delivering value to shareholders.
- (b) In appointing new members to the Board, consideration must be given to the demonstrated ability and also future potential of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company.
- (c) The composition of the Board is to be reviewed regularly against the Company's Board skills matrix prepared and maintained by the Nomination and Remuneration Committee to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction and to deal with new and emerging business and governance issues.

5.2 INDEPENDENCE

- (a) Where practical, the majority of the Board should be comprised of non-executive Directors who can challenge management and hold them to account as well as represent the best interests of the Company and its shareholders as a whole rather than those of individual shareholders or interest groups.
- (b) Where practical, at least 50% of the Board should be independent.
- (c) An independent Director is a director who is free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party.
- (d) A Director is considered to be independent for the purposes of service on the Board and Board committees if the Director satisfies the standards adopted and published by the Board from time to time to assist it in its regular 'independence' determinations. A copy of the criteria used to

assess the independence of Directors as at the adoption of this Charter, is attached at Annexure A, and forms part of this Charter.

- (e) The Board will regularly review the independence of each non-executive Director in light of information relevant to this assessment as disclosed by each non-executive Director to the Board. Directors must also immediately declare to the Board any loss of independence and the board will determine whether to declare this to the market.

5.3 Disclosure of interest

A Director must disclose to the Board:

- (i) any material personal interest, position or relationship that they or any of their associates may have in a matter that relates to the affairs of the Company; and
- (ii) any other interest or relationship that may affect the Director's independence.

5.4 Election and Re-election

The Constitution and the ASX Listing Rules govern the election and re-election of Directors. Prior to the Board proposing re-election of non-executive Directors, their performance will be evaluated by the Remuneration and Nomination Committee to ensure that they continue to contribute effectively to the Board.

- (a) The Company must disclose the length of service of each Director in, or in conjunction with, its annual report (Annual Report).
- (b) The Company must disclose the relevant qualifications and experience of each member of the Board in, or in conjunction with, its Annual Report.

5.5 Induction & continuing professional education

New Directors are required to undertake induction training, tailored to their existing skills, knowledge and experience on the Company's strategy, structure, operations, culture, key risks and material sites.

Directors are required to undertake periodic continuing professional education to deal with new and emerging business and governance issues. Regular briefings on material developments in laws, regulations and accounting standards relevant to the Company will be given to the Board.

All Directors are expected to attend periodic site visits and meet with operational management to aid their understanding of the business of the Company.

The nomination Committee and if required, the Company Secretary, will oversee the Director induction and continuing professional education program and regularly assess whether the Board as a group has the skills, knowledge and experience to deal with new and emerging business and governance issues.

5.6 DIRECTOR RESPONSIBILITIES

- (a) Directors are expected to bring their independent views and judgement to the Board and must declare immediately to the Board any potential or active conflicts of interest.

- (b) Directors must declare immediately to the Board, and the Board will determine whether to declare to the market, any loss of independence.
- (c) No member of the Board (other than a Managing Director) may serve for more than three years or past the third annual general meeting following their appointment, whichever is the longer, without being re-elected by the shareholders.

6. THE ROLE OF THE CHAIR

- (a) The Chair of the Board is responsible for the leadership of the Board, ensuring it is effective, setting the agenda of the Board, conducting the Board meetings, ensuring then approving that an accurate record of the minutes of Board meetings is held by the Company and conducting the shareholder meetings.
- (b) Where practical, the Chair of the Board will be a non-executive Director. If a Chair of the Board ceases to be an independent Director then the Board will consider appointing a lead independent Director.
- (c) Where practical, the Managing Director should not be the Chair of the Board of the Company during his term as Managing Director or in the future.
- (d) The Chair of the Board must be able to commit the time to discharge the role effectively.
- (e) The Chair of the Board should facilitate the effective contribution of all Directors and promote constructive and respectful relations between Board members and management.
- (f) In the event that the Chair of the Board is absent from a meeting of the Board then the Board shall appoint a Chair for that meeting in an acting capacity.

7. BOARD COMMITTEES

- (a) To assist the Board in fulfilling its duties, the Board has established the following committees, each with written charters:
 - (i) Audit and Risk Committee;
 - (ii) Nomination and Remuneration Committee; and
 - (iii) Environment, Social and Governance Committee.
- (b) The Board will evaluate on an annual basis the performance of the committees against their respective Charters.
- (c) The charter of each committee must be approved by the Board and reviewed following any applicable regulatory changes.
- (d) The Board will ensure that the committees are sufficiently funded to enable them to fulfil their roles and discharge their responsibilities.
- (e) Members of committees are appointed by the Board. The Board may appoint additional Directors to committees or remove and replace members of committees by resolution.

- (f) Where the Board does not consider that the Company will benefit from a particular separate Committee:
 - (i) the Board must carry out the duties that would ordinarily be assigned to that Committee as per the Charter for that Committee; and
 - (ii) the Company must disclose in, or in conjunction with, its Annual Report:
 - (A) the fact a separate Committee has not been established; or
 - (B) if an audit and risk Committee has not been established, the processes the Board employs that independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner, and the process it employs for overseeing the Company's risk management framework; or
 - (C) if a nomination Committee has not been established, the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively; or
 - (D) if a remuneration Committee has not been established, the process it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

8. BOARD MEETINGS

- (a) The Directors may determine the quorum necessary for the transaction of business at a meeting, however, until otherwise determined, there must be two Directors present at a meeting to constitute a quorum.
- (b) The Board will schedule formal Board meetings at least quarterly and hold additional meetings, including by telephone, as may be required.
- (c) Non-executive Directors may confer at scheduled times without management being present.
- (d) The minutes of each Board meeting shall be prepared by the Company Secretary, approved by the Chair of the Board and circulated to Directors after each meeting.
- (e) The Company Secretary shall ensure that the business at Board and committee meetings is accurately captured in the minutes.
- (f) The Company Secretary shall co-ordinate the timely completion and distribution of Board and committee papers for each meeting of the Board and any committee.
- (g) Minutes of meetings must be approved at the next Board meeting.

- (h) Further details regarding Board meetings are set out in the Company's Constitution.

9. THE COMPANY SECRETARY

- (a) When requested by the Board, the Company Secretary will facilitate the flow of information of the Board, between the Board and its committees and between senior executives and non-executive Directors.
- (b) The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board, including advising on governance matters, monitoring that Board policies and procedures are followed, coordinating all Board business including meetings, agendas, Board papers and monitoring the completion of actions arising from Board meetings.
- (c) All Directors have access to the advice and services provided by the Company Secretary.
- (d) The Board has the responsibility for the appointment and removal, by resolution, of the Company Secretary.

10. ACCESS TO ADVICE

- (a) All Directors have unrestricted access to Company records and information except where the Board determines that such access would be adverse to the Company's interests.
- (b) All Directors will receive briefings on material developments in laws, regulations and accounting standards relevant to the Company.
- (c) All Directors may consult management and employees as required to enable them to discharge their duties as Directors.
- (d) All new Directors will be offered induction training, tailored to their existing skills, knowledge and experience, to position them to discharge their responsibilities effectively and to add value. This may include:
 - (i) having interviews with key senior executives to gain an understanding of the Company's structure, business operations, history, culture and key risks, and conducting site visits of key operations;
 - (ii) training on legal duties and responsibilities as a Director under the key legislation governing the Company and the ASX Listing Rules (including ASX's continuous and periodic reporting requirements); and
 - (iii) training on accounting matters and on the responsibilities of Directors in relation to the Company's financial statements.
- (e) The Board, committees or individual Directors may seek independent external professional advice as considered necessary at the expense of the Company, subject to prior consultation with the Chair of the Board. A copy of any such advice received is made available to all members of the Board.

All Directors have access to Company employees, advisers and records. In carrying out their duties and responsibilities, Directors have access to

advice and counsel from the Chair and the Company Secretary and are able to seek independent professional advice at the Company's expense, after consultation with the Chair.

11. FOREIGN DIRECTORS

In the event that a Director does not speak the language in which key corporate documents are written or Board or shareholder meetings are held, the Company will ensure that:

- (a) such documents are translated into the Director's native language; and
- (b) a translator is present at all Board and shareholder meetings.

In this case, "key corporate documents" includes the Company's Constitution, prospectuses, product disclosure statements, corporate reports and continuous disclosure announcements.

12. PERFORMANCE REVIEW

The Nomination and Remuneration Committee shall conduct an annual performance review of the Board that:

- (a) compares the performance of the Board with the requirements of its charter;
- (b) critically reviews the mix of the Board to ensure it covers the skills needed to address existing and emerging business and governance issues relevant to the Company and to ensure the currency of each Director's knowledge and skills and whether the Director's performance has been impacted by other commitments; and
- (c) suggests any amendments to this charter as are deemed necessary or appropriate.

ANNEXURE A – DEFINITION OF INDEPENDENCE

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

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

In each case, the materiality of the interest, position or relationship needs to be assessed by the Board to determine whether it might interfere, or might reasonably be seen to interfere, with the Director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party.

SCHEDULE 2 – CODE OF CONDUCT

1. PURPOSE

The purpose of this Code of Conduct is to provide a framework for decisions and actions in relation to ethical conduct in employment. It underpins the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders.

The Code of Conduct has been approved by the Board and is periodically reviewed and updated as required. The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees. It is supplemented by policies approved by the Board and standards, processes and procedures developed by management that provide practical guidance on the principles, practices and standards employees are expected to follow.

2. SCOPE

Everyone who works for the Company, including Directors, officers, executives, managers, supervisors, employees, contractors and service providers (where they are under a contractual obligation to do so), must comply with the Code of Conduct together with policies and any standards, processes and procedures which relate to their daily business activities. The Code of Conduct applies at work and to work related events and out-of-hours activities that are connected to employment or work with the Company.

3. RESPONSIBILITIES

Responsibility lies with each person covered by this Code of Conduct to conduct themselves in accordance with this Code of Conduct. To this end, regular and appropriate training on how to comply with this will be provided to all employees. If you have any questions, you should speak with the Company Secretary.

4. VALUES

The Company has also adopted a Statement of Values as set out in Schedule 3. Together, this Code of Conduct and the Statement of Values set out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees, directors and management.

A copy of the Company's Statement of Values will be available on its website.

5. ACCOUNTABILITIES

5.1 Managers and Supervisors

Managers and supervisors are responsible and accountable for:

- (a) undertaking their duties and behaving in a manner that is consistent with the provisions of the Code of Conduct;
- (b) the effective implementation, promotion and support of the Code of Conduct in their areas of responsibility; and

- (c) ensuring employees under their control understand and follow the provisions outlined in the Code of Conduct and, where appropriate, receive appropriate training in respect of the Code of Conduct.

5.2 Employees

All employees are responsible for:

- (a) understanding and complying with the Code of Conduct. To this end, where appropriate, regular and appropriate training on how to comply with this Code of Conduct will be provided to all employees;
- (b) undertaking their duties in a manner that is consistent with the provisions of the Code of Conduct;
- (c) reporting suspected corrupt conduct in accordance with the Company's Whistleblower Protection Policy and Anti-Bribery and Anti-Corruption Policy; and
- (d) reporting any departure from the Code of Conduct by themselves or others.

6. PERSONAL AND PROFESSIONAL BEHAVIOUR

When carrying out your duties, you should:

- (a) behave ethically, responsibly, honestly and with integrity and report other employees who are behaving dishonestly;
- (b) treat fellow employees with respect and not engage in bullying, harassment or discrimination;
- (c) disclose and deal appropriately with any conflicts between your personal interests and your duty as a director, senior executive or employee (as applicable);
- (d) not take advantage of the property or information of the Company or its customers for personal gain or to cause detriment to the Company or its customers;
- (e) not take advantage of your position for the opportunities arising therefrom for personal gain;
- (f) carry out your work with integrity and to a high standard and in particular, commit to the Company's policy of producing quality goods and services;
- (g) operate within the law at all times;
- (h) act in the best interests of the Company;
- (i) follow the policies of the Company and adhere to the Company's values; and
- (j) act in an appropriate business-like manner when representing the Company in public forums and deal with customers and suppliers fairly.

7. CONFLICT OF INTEREST

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

- (a) Some situations that may give rise to a conflict of interest include situations where you have:
 - (i) financial interests in a matter the Company deals with or you are aware that your friends or relatives have a financial interest in the matter;
 - (ii) directorships/management of outside organisations;
 - (iii) membership of boards of outside organisations;
 - (iv) personal relationships with people the Company is dealing with which go beyond the level of a professional working relationship;
 - (v) secondary employment, business, commercial, or other activities outside of the workplace which impacts on your duty and obligations to the Company;
 - (vi) access to information that can be used for personal gain; and
 - (vii) offer of an inducement.
- (b) You may often be the only person aware of the potential for conflict. It is your responsibility to avoid any conflict from arising that could compromise your ability to perform your duties impartially. You must report any potential or actual conflicts of interest to your manager.
- (c) If you are uncertain whether a conflict exists, you should discuss that matter with your manager and attempt to resolve any conflicts that may exist.
- (d) You must comply with the Company's Anti-Bribery and Anti-Corruption Policy at all times. You must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported to your manager.

8. INFORMATION SYSTEMS, DEVICES AND SOCIAL MEDIA/NETWORKING

8.1 Information Systems

Email, the internet, facsimile, telephones and other information systems must be used appropriately so as to maintain and not put at risk the integrity of the Company's information systems. The Company has policies in place to manage risks associated with information technology systems and their use. Employees must comply with the requirements of those policies at all times.

If you link personal devices to the Company's information systems, you must ensure that you first obtain appropriate authorisation and use such devices in accordance with all relevant policies.

8.2 Social Media/Networking

Employees must ensure that they use any social media and networking sites in accordance with the requirements of the Code of Conduct and relevant policies.

9. PUBLIC AND MEDIA COMMENT

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

10. USE OF COMPANY RESOURCES

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

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

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

11. CONFIDENTIAL INFORMATION

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

12. INTELLECTUAL PROPERTY/COPYRIGHT

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

The Company is the owner of intellectual property created by employees in the course of their employment unless a specific prior agreement has been made. Employees must obtain written permission to use any such intellectual property

from the Company Secretary/Chair of the Board before making any use of that property for purposes other than as required in their role as employee.

13. SAFE WORKPLACE ENVIRONMENT

The Company is committed to providing employees with a safe workplace environment free from discrimination and harassment (including sexual harassment). In this context, 'workplace' includes a work-related environment, for example, where employees are conducting business on behalf of the Company (whether onsite or offsite), attending work-related events, training activities, offsite conferences, work social functions, customer functions and volunteer days.

Employees must not harass, discriminate, or support others who harass and discriminate against colleagues or members of the public on the grounds of gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious or political beliefs, cultural or ethnic background, socio-economic background, physical features, perspective or experience. Such prohibited behaviour includes conduct which is physical, in written form (including in electronic form using any form of technology) or spoken form.

Bullying is viewed as a risk to workplace health and safety. Employees must avoid actions which harass or bully another team member.

Such harassment, discrimination or bullying may constitute an offence under legislation and can have serious consequences for the Company and individual colleagues (including personal liability). The Company is committed to equal employment opportunity, personal rights and freedom in all aspects of the Company's operations.

The Company expects all employees to help create the right environment by supporting each other and working collaboratively and ensuring that no one in the workplace is unlawfully discriminated against, bullied or harassed. Employees are reminded that they can speak up against any form of bullying, discrimination, harassment or other actual or suspected unlawful conduct following the avenues set out in the Company's Whistleblower Policy. Victimisation of those who speak up may be unlawful and will be considered seriously by the Company and may result in termination of employment.

Where behaviour involves threats to harm someone, acts of violence (e.g. physical assault or the threat of physical assault) or stalking, it should be reported immediately to the police.

(a) Discrimination

Unlawful discrimination can be direct or indirect. Direct discrimination occurs when a person or group of people treats, or proposes to treat, another person or group less favourably on the basis of a particular ground or attribute protected by law. Indirect discrimination occurs when a person imposes, or proposes to impose, an unreasonable requirement, condition or practice that has, or is likely to have, the effect of disadvantaging a person or persons with one of the grounds or attributes.

(b) Harassment

Unlawful harassment is any form of behaviour where a person is made to feel intimidated, insulted or humiliated because of one of the grounds or attributes listed in clause 13 above. It can be a single unwelcome incident or a persistent pattern of intimidating, insulting or humiliating behaviour.

(c) **Sexual harassment**

The Company has a zero-tolerance approach to sexual harassment. Sexual harassment is a specific form of harassment. It is where a person engages in unwelcome conduct of a sexual nature and, having regard to all the circumstances, a reasonable person would anticipate that the person harassed would be offended, humiliated or intimidated. Sexual harassment can be physical, spoken or written. It is irrelevant if the harasser did not intend to offend, humiliate or intimidate, or even know that this was the effect of their conduct, for it to be against the law.

14. CORRUPT CONDUCT

Employees must comply with the Company's Anti-Bribery and Anti-Corruption Policy at all times.

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

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

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

Employees should refer to the Company's Whistleblower Protection Policy in respect of reporting corrupt conduct, conduct in breach of any of the Company's policies or its Code of Conduct.

15. OCCUPATIONAL HEALTH AND SAFETY

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

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

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

16. LEGISLATION

It is essential that all employees comply with the laws and regulations of the countries in which we operate. Violations of such laws may have serious

consequences for the Company and any individuals concerned. Any known violation must be reported immediately to management.

17. FAIR DEALING

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

18. INSIDER TRADING

All employees must observe the Company's "*Trading Policy*". In conjunction with the legal prohibition on dealing in the Company's securities when in possession of unpublished price sensitive information, the Company has established specific time periods when Directors, management and employees are not permitted to buy and sell the Company's securities.

19. RESPONSIBILITIES TO INVESTORS

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

20. BREACHES OF THE CODE OF CONDUCT

Material breaches of this Code of Conduct must be reported to the Board or a committee of the Board.

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

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

21. REPORTING MATTERS OF CONCERN

Employees are encouraged to raise any matters of concern in good faith with the Executive Director/Managing Director or with the Company Secretary, without fear of retribution. Complaints will be handled in compliance with the Company's Whistleblower Protection Policy.

22. MONITORING AND REVIEW

The Board will monitor the content, effectiveness and implementation of this Code of Conduct on a regular basis. Any updates or improvements identified will be addressed as soon as possible.

Employees are invited to comment on the Code of Conduct and suggest ways in which it might be improved. Suggestions and queries should be addressed to the Board.

SCHEDULE 3 - PURPOSE AND VALUES STATEMENT

1. PURPOSE

To be a successful mineral exploration and production company through demonstrated excellence in the evaluation and development of our assets and to be a leader in the engagement with indigenous and local stakeholders and the wider community.

2. VALUES

The Company's values will help the Company achieve its purpose and goals and help guide decision making at every level of the organisation.

The Company's current values are:

Safety and the Environment

Carry out all activities safely, both with respect to our people and the wider community while caring for the environment.

Integrity

Ensure that every interaction with indigenous and local stakeholders, shareholders, government and the wider community is done with respect, honesty and transparency.

Our People

Treat all of our people with respect and value each other's contribution.

A copy of the Company's statement of values is available on its website.

3. COMMITMENT TO VALUES

The Company and its subsidiary companies (if any) are committed to conducting all of its business activities in accordance with the above stated values. The Board will ensure that all employees are given appropriate training on the Company's values and senior executives will continually demonstrate and reinforce such values in all interactions with staff.

SCHEDULE 4 – AUDIT AND RISK COMMITTEE CHARTER

1. Role

The role of the Audit and Risk Committee (**Committee**) is to assist the Board in monitoring and reviewing any matters of significance affecting financial reporting and compliance. This charter sets risk parameters and defines the audit and risk Committee's function, composition, mode of operation, authority and responsibilities.

2. Composition

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

- (a) The Committee must comprise at least three members.
- (b) All members of the Committee must be non-executive Directors.
- (c) A majority of the members of the Committee must be independent non-executive Directors in accordance with the criteria set out in Annexure A.
- (d) The Board will appoint members of the Committee. The Board may remove and replace members of the Committee by resolution.
- (e) All members of the Committee must be able to read and understand financial statements.
- (f) The Chair of the Committee must not be the Chair of the Board and must be independent.
- (g) The Chair of the Committee shall have leadership experience.

The external auditors, the other Directors, the Managing Director, Chief Financial Officer, Company Secretary and senior executives, may be invited to Committee meetings at the discretion of the Committee.

Members of the Committee will have access to training as necessary to ensure that they remain equipped to fulfil their responsibilities, including maintaining risk management awareness for the duration of their appointment as a member.

3. Purpose

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

- (a) the quality and integrity of the Company's financial statements, accounting policies and financial reporting and disclosure practices;
- (b) compliance with all applicable laws, regulations and Company policy;
- (c) the effectiveness and adequacy of internal control processes;
- (d) the performance of the Company's external auditors and their appointment and removal;

- (e) the independence of the external auditor and the rotation of the lead engagement partner;
- (f) oversee the policies and procedures for ensuring the Company's compliance with relevant regulatory and legal requirements and escalate to the Board any breaches of these policies and procedures;
- (g) the identification and management of business, economic, environmental, climate-related and social sustainability risks and ensuring corrective action is taken where necessary;
- (h) the review of the Company's risk management framework at least annually to satisfy itself that it continues to be sound and to determine whether there have been any changes in the material business risks the Company faces and to ensure that they remain within the risk appetite set by the Board; and
- (a) make recommendations to the Board in relation to each of the areas listed above where necessary.

A secondary function of the Committee is to perform such special reviews or investigations as the Board may consider necessary.

4. Duties and Responsibilities of the Committee

4.1 Review of Financial Reports

The Committee has the following duties in respect of the audited annual and half-yearly financial statements of the Company:

- (a) Review the financial reports to ensure:
 - (i) compliance with accounting standards, Company policies, laws and other legal requirements relating to their preparation and content;
 - (ii) appropriateness of the accounting principles adopted by management in the financial reports including:
 - (A) the treatment of, and disclosures relating to, significant, complex and unusual transactions; and
 - (B) significant judgements made by Company management when preparing the financial reports;
 - (i) that the financial reports are consistent with the information and knowledge of the shareholders;
 - (ii) that the financial reports provide a true and fair view of the financial position and performance of the Company;
- (b) overseeing the Company's accounting and disclosure policies and procedures as they relate to the preparation and content of the financial reports and the results of the external audits of those reports;
 - (iii)
- (b) establishing procedures for treatment of accounting complaints;

- (c) reviewing the impact of any proposed changes in accounting policies on the financial statements; and
- (d) establishing procedures for verifying the integrity of the Company's periodic reports which are not audited or reviewed by an external auditor, to satisfy the Board that each periodic report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions; and
- (e) ensuring that, before the Board approves the Company's financial statements for a financial period, the Chief Executive Officer and Chief Financial Officer (or, if none, the person(s) fulfilling those functions) have declared that, in their opinion, the financial records of the Company 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 Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

4.2 Relationship with External Auditors

The Committee has the following duties in relation to external audit, to:

- (a) Recommend to the Board procedures for the selection and appointment of external auditors and for the rotation of external auditor partners.
- (b) Review performance, succession plans and rotation of lead engagement partner.
- (c) Approve the external audit plan and fees proposed for audit work to be performed.
- (d) Discuss any necessary recommendations to the Board for the approval of quarterly, half yearly or Annual Reports.
- (e) Review the adequacy of accounting and financial controls together with the implementation of any recommendations of the external auditor in relation thereto.
- (f) Meet with the external auditors at least twice in each financial year and at any other time the Committee considers appropriate.
- (g) Provide pre-approval of audit and non-audit services that are to be undertaken by the external auditor.
- (h) Ensure adequate disclosure as may be required by law of the Committee's approval of all non-audit services provided by the external auditor.
- (i) Ensure that the external auditor prepares and delivers an annual statement as to their independence which includes details of all relationships with the Company.
- (j) Receive from the external auditor their report on, among other things, critical accounting policies and alternative accounting treatment, prior to the filing of their audit report in compliance with the *Corporations Act 2001* (Cth).

- (k) Ensure that the external auditor attends the Company's Annual General Meeting and is available to answer questions from security holders relevant to the audit.

4.3 Internal Audit Function

The Committee has the following duties in relation to internal audit, to:

- (a) Monitor and periodically review the need for a formal internal audit function and its scope.
- (b) Assess the performance and objectivity of any internal audit procedures that may be in place.
- (c) Ensure any formal internal audit function is headed by a suitably qualified person who shall have a direct reporting line to the Board or the Committee, and bring the requisite degree of skill, independence and objectivity to the role.
- (d) If the Company does any formal internal audit function, assess the performance and objectivity of the Company's processes for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.
- (e) Review risk management and internal compliance procedures.
- (f) Monitor the quality of the accounting function.
- (g) Review the internal controls of the Company via consideration of any comments from the Company's internal and/or external auditors and/or commissioning an independent report on the Company's internal controls.

4.4 Risk Management

The Committee has the following duties in relation to risk management and internal controls, to:

- (a) Oversee the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements.
- (b) Assess whether the Company has any potential or apparent exposure to environmental or social risks and if it does, put in place management systems, practices and procedures to manage those risks.
- (c) Where the Company does not have material exposure to environmental or social risks, report the basis for that determination to the Board and where appropriate, benchmark the Company's environmental or social risk profile against its peers.
- (d) Assess whether the Company is required to publish an integrated report or a sustainability report in accordance with a recognised international standard.
- (e) Consider whether the Company has a material exposure to climate change risk.

- (f) Review the Company's risk management framework at least annually to satisfy itself that the framework:
 - (i) continues to be sound;
 - (ii) ensures that the Company is operating with due regard to the risk appetite set by the Board; and
 - (iii) deals adequately with contemporary and emerging risks such as conduct risk, digital disruption, cyber-security, privacy and data breaches, sustainability and climate change.
- (g) Review reports by management on the efficiency and effectiveness of the Company's risk management framework and associated internal compliance and control procedures.

1.2 Legal and Regulatory Compliance

The Committee has the following duties in relation to legal and regulatory compliance, to:

- (a) review and assess the effectiveness of the Company's compliance program in ensuring compliance with relevant regulatory and legal requirements;
- (b) review and assess the effectiveness of internal processes for ensuring compliance with the Company's policies and procedures and to oversee the process which ensures that any material breaches of these processes are escalated to the Board;
- (c) review compliance reports prepared by management in relation to the Company's compliance with statutory, legal and other regulatory requirements;
- (d) identify and consider any matters that may have a material impact on the Company's activities, and report on those matters to the Board;
- (e) obtain regular updates from management regarding any material litigation and any material risks relating to Company's compliance with statutory requirements; and
- (f) review, assess and monitor the effectiveness of the Company's policies and procedures on continuous disclosure and reporting on these to the Board.

4.5 Risk Reporting

The Committee will be responsible for ensuring that relevant disclosures are given in the Directors report as to the Company's risk management strategy and for making appropriate recommendations to the Board regarding any significant risk management reporting issues.

4.6 Other

- (a) The Committee will oversee procedures for whistleblower protection.
- (b) The Committee will oversee procedures for countering bribery and corruption.
- (c) As contemplated by the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations – 4th Edition*,

and to the extent that such deviation or waiver does not result in any breach of the law, the Committee may approve any deviation or waiver from the "Corporate code of conduct". Any such waiver or deviation will be promptly disclosed where required by applicable law.

- (d) To approve any deviation or waiver from the Code of Conduct. Any such waiver or deviation will be promptly disclosed where required by applicable law.
- (e) Monitor related party transactions.

5. Meetings

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

6. Secretary

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

7. Reliance on Information or Professional or Expert Advice

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

- (a) an employee of the Company and its subsidiaries (if any) (**Group**) whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;

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

8. Access to Advice

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

9. Report to the Board

- (a) The Committee must report to the Board formally at the next Board meeting following from the last Committee meeting on matters relevant to the Committee's role and responsibilities.
- (b) The Committee must brief the Board promptly on all urgent and significant matters.

10. Monitoring and Review

The Board will conduct an annual review of the Committee to ensure that the Committee has carried out its functions in an effective manner and will review and update this charter as required or as a result of new laws or regulations.

ANNEXURE A – DEFINITION OF INDEPENDENCE

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

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

In each case, the materiality of the interest, position or relationship needs to be assessed by the Board to determine whether it might interfere, or might reasonably be seen to interfere, with the director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party.

SCHEDULE 5 - NOMINATION AND REMUNERATION COMMITTEE CHARTER

1. ROLE

The role of the Nomination and Remuneration Committee is to assist the Board in monitoring and reviewing any matters of significance affecting the composition of the Board and the Executive Team and in monitoring and reviewing any matters of significance affecting the remuneration of the Board and employees of the Company. This Charter defines the Nomination and Remuneration Committee's function, composition, mode of operation, authority and responsibilities.

2. COMPOSITION

The Board will strive to adhere to the following composition requirements for the Committee where at all possible:

- (a) The Committee shall comprise at least three Directors, the majority being independent non-executive Directors.
- (b) The Committee will be chaired by an independent Director who will be appointed by the Board.
- (c) The Board may appoint such additional non-executive Directors to the Committee or remove and replace members of the Committee by resolution.

3. PURPOSE

The primary purpose of the Committee is to support and advise the Board in:

- (a) maintaining a Board that has an appropriate mix of skills and experience to be an effective decision-making body;
- (b) ensuring that the Board is comprised of Directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance;
- (c) reviewing and approving the executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;
- (d) ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration;
- (e) recommending to the Board the remuneration of executive Directors;
- (f) fairly and responsibly rewarding executives having regard to the performance of the Group, the performance of the executive and the prevailing remuneration expectations in the market without rewarding conduct that is contrary to the Company's values or risk appetite and having regard to the Company's commercial interest in controlling expenses;

- (g) ensuring incentives for non-executive Directors do not conflict with their obligation to bring an independent judgement to matters before the Board;
- (h) reviewing the Company's recruitment, retention and termination policies and procedures for senior management;
- (i) reviewing and approving the remuneration of direct reports to the Managing Director, and as appropriate other senior executives;
- (j) reviewing and approving any equity based plans and other incentive schemes; and
- (k) considering whether there is any gender or other inappropriate bias in remuneration for executive management or other employees.

4. DUTIES AND RESPONSIBILITIES

4.1 Nomination Matters

- (a) Periodically review and consider the structure and balance of the Board and make recommendations regarding appointments, retirements and terms of office of Directors.
- (b) Make recommendations to the Board on the appropriate size and composition of the Board.
- (c) Identify and recommend to the Board candidates for the Board after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience and after assessment of how the candidates can contribute to the strategic direction of the Company.
- (d) Undertake appropriate checks before appointing a candidate, or putting forward to security holders a candidate for election, as a Director, including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate).
- (e) Ensure that appropriate checks are undertaken before appointing a senior executive, including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate).
- (f) Ensure that Directors or senior executives who are provisionally appointed give an unequivocal undertaking to resign should the Company receive an outstanding check that it considers unsatisfactory.
- (g) Ensure that each Director and senior executive is a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment. For these purposes, a senior executive is a member of key management personnel (as defined in the Corporations Act), other than a Director. Where the Company engages a bona fide professional services firm to provide a chief financial officer, Company Secretary or other senior executive on an outsourced basis, the agreement may be between the entity and the professional services firm.
- (h) Prepare and maintain a Board skills matrix setting out the mix of skills and diversity that the Board currently has (or is looking to achieve) to ensure the Board has the skills to discharge its obligations effectively and to add value and to ensure the Board has the ability to deal with new and

emerging business and governance issues. The Company must disclose this matrix in, or in conjunction with, its Annual Report.

- (i) Approve and review induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities.
- (j) Assess and consider the time required to be committed by a non-executive Director to properly fulfil their duty to the Company and advise the Board.
- (k) Consider and recommend to the Board candidates for election or re-election to the Board at each annual shareholders' meeting.
- (l) Review Directorships in other public companies held by or offered to Directors and senior executives of the Company.
- (m) Review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board.
- (n) Arrange an annual performance evaluation of the Board, its Committees, individual Directors and senior executives as appropriate.

4.2 Executive Remuneration Policy

- (a) In recommending the remuneration of executive Directors and management as well as non-executive Directors, the Committee is to consider the guidelines set out in Box 8.2 of the ASX Recommendations in respect of composition, fixed remuneration, performance-based remuneration, equity-based remuneration and termination payments.
- (b) To the extent that the Company, on advice from the Committee, adopts a different remuneration structure from that referred to in clause 4.2(a) the Committee shall document its reasons for the purpose of disclosure to stakeholders of the Company.

4.3 Executive Directors And Senior Management

- (a) Consider and make recommendations to the Board on the remuneration for each executive Director (including base pay, incentive payments, equity awards, retirement rights, service contracts) having regard to the executive remuneration policy.
- (b) Review and approve the proposed remuneration (including incentive awards, equity awards and service contracts) for the direct reports of the Managing Director. As part of this review the Committee will oversee an annual performance evaluation of the senior executive team. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.
- (c) Approve changes to the remuneration or contract terms of executive Directors and direct reports to the Managing Director.
- (d) Approve termination payments to executive Directors or direct reports to the Managing Director. Termination payments to other departing executives should be reported to the Committee at its next meeting.

4.4 Executive Incentive Plans (Including Equity Based Plans)

- (a) Review and approve the design of any executive incentive plans (**Plans**), including those that may be introduced in the light of legislative, regulatory and market developments.
- (b) Ensuring incentives for non-executive Directors do not conflict with their obligation to bring an independent judgement to matters before the Board.
- (c) For each Plan, determine each year whether awards will be made under that Plan.
- (d) Review and approve total proposed awards and performance hurdles under each Plan.
- (e) Review, manage and disclose the policy (if any) under which participants to a Plan may be permitted (at the discretion of the Company) to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Plan.

4.5 Other

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

5. SECRETARY

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

6. MEETINGS

- (a) The Committee will meet at least once per year and additionally as circumstances may require.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chair of the Committee.
- (c) A quorum will comprise any two Committee members. In the absence of the Committee Chair or appointed delegate, the members shall elect one of their number as Chair for that meeting.
- (d) Where deemed appropriate by the Chair of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or a conference call.
- (e) Decisions will be based on a majority of votes with the Chair having the casting vote.

- (f) The Committee may invite any executive management team members or other individuals, including external third parties, to attend meetings of the Committee, as they consider appropriate.

7. ACCESS

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

8. RELIANCE ON INFORMATION AND PROFESSIONAL OR EXPERT ADVICE

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

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

9. REVIEW OF CHARTER

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

10. REPORTING

- (a) The Committee must report to the Board formally at the next Board meeting following from the last Committee meeting on matters relevant to the Committee's role and responsibilities.
- (b) The Committee must brief the Board promptly on all urgent and significant matters.
- (c) The Company must disclose the policies and practices regarding the nomination and remuneration of non-executive directors, executive directors and other senior executives in the annual report and as otherwise required by law.

11. MONITORING AND REVIEW

The Board will conduct an annual review of the membership of the Committee to ensure that the Committee has carried out its functions in an effective manner and will review and update this Charter as required or as a result of new laws or regulations.

SCHEDULE 6 – ENVIRONMENTAL SOCIAL AND GOVERNANCE COMMITTEE CHARTER

1. Role

The role of the environmental, social and governance committee is to assist the board of directors (**Board**) for Antipa Minerals Ltd (ACN 147 133 364) in monitoring and reviewing any matters pertaining to the management of activities to minimise adverse workforce, community or environmental impacts in accordance with the Environmental, Social and Governance Policy (**ESG Policy**). This Charter defines the Committee's function, composition, mode of operation, authority and responsibilities.

2. Composition

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

- (a) The Committee must comprise at least three members.
- (b) All members of the Committee must be non-executive Directors.
- (c) A majority of the members of the Committee must be independent non-executive Directors.
- (d) The Board will appoint members of the Committee. The Board may remove and replace members of the committee by resolution.

3. Purpose

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

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

4. Duties and responsibilities of the Committee

4.1 General Responsibilities

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

The Committee will ensure appropriate management practices and assurance methodologies are adopted to inform the Board of the adequacies and effectiveness of the specific requirements outlined in this Charter. This will include, but not be limited to, ensuring appropriate escalation of material risks is occurring for authorisation.

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

4.2 Social, Environmental and Governance Responsibility

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

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

4.3 Risk Management

The committee will assist with implementation of the risk management system set out in the Audit and Risk Committee Charter as and when required.

4.4 Legal and Regulatory Compliance

The committee will:

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

5. Meetings

- (a) The Committee will meet at least once in each financial year and additionally as circumstances may require for it to undertake its role effectively.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chair of the Committee.

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

6. Secretary

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

7. Reliance on information or professional or expert advice

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

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

8. Review of Charter

- (a) The Board will conduct an annual review of the membership to ensure that the committee has carried out its functions in an effective manner and will update this charter as required or as a result of new laws or regulations.

- (b) The charter shall be made available to members on request, to senior management, to the external auditor and to other parties as deemed appropriate and will be posted to the Company's website.

9. Reporting

- (a) The Committee must report to the Board formally after each Committee meeting on matters relevant to the Committee's role and responsibilities.
- (b) The Committee must brief the Board promptly on all urgent and significant matters.
- (c) The Committee is to review all major health, safety, environment or community issues as notified or otherwise advised by executive management at its next meeting and report on its findings and recommendations, if applicable, to the Board in accordance with standard reporting protocol of the Committee.
- (d) The Company must disclose the policies and practices regarding environmental, social and governance issues as required by law.

10. Monitoring and Review

The Board will conduct an annual review of the membership of the Committee to ensure that the Committee has carried out its functions in an effective manner and will review and update this Charter as required or as a result of new laws or regulations.

SCHEDULE 7 – PERFORMANCE EVALUATION POLICY

The Nomination and Remuneration Committee will arrange a performance evaluation of the Board, its committees, individual Directors and senior executives on an annual basis as appropriate. To assist in this process an independent advisor may be used.

The Nomination and Remuneration Committee will conduct an annual review of the role of the Board, assess the performance of the Board over the previous 12 months and examine ways of assisting the Board in performing its duties more effectively.

The review will include:

- (a) comparing the performance of the Board with the requirements of its charter;
- (b) examination of the Board's interaction with management;
- (c) the nature of information provided to the Board by management;
- (d) management's performance in assisting the Board to meet its objectives; and
- (e) an analysis of whether there is a need for existing Directors to undertake professional development.

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

The Nomination and Remuneration Committee will oversee the evaluation of the remuneration of the Company's senior executives. This evaluation must be 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.

Unless otherwise appointed, a suitable non-executive Director should be responsible for the performance evaluation of the Chair, after having canvassed the views of the other Directors.

The Company must disclose, in relation to each financial year, whether or not the relevant annual performance evaluations have been conducted in accordance with the above processes.

SCHEDULE 8 – CONTINUOUS DISCLOSURE POLICY

1. INTRODUCTION

The Company must comply with continuous disclosure requirements arising from legislation and the ASX Listing Rules.

The general rule, in accordance with ASX Listing Rule 3.1, is that once the Company becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price of value or the Company's securities, the Company must immediately disclose that information to the ASX.

The Company has in place written policies on information disclosure and relevant procedures for the preparation, verification and release of announcements and periodic corporate reports.

The focus of these policies and procedures is on continuous disclosure compliance providing clear, concise and effective disclosure and improving access to information for investors to assess the impact of the information when making decisions

The Company is committed to:

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

2. SCOPE

This Policy applies to all of the Company's Directors, officers and employees.

3. RESPONSIBILITIES

All Directors, officers and employees of the Company must immediately report potentially market sensitive information to the Managing Director. They must also immediately report any situations where information that has been lodged with the ASX is or has become incorrect, false, misleading or deceptive.

The Company Secretary is responsible for:

- (a) overseeing and co-ordinating disclosure of information to the relevant stock exchanges and shareholders; and
- (b) providing guidance to Directors and employees on disclosure requirements and procedures.
- (c) maintaining a copy of all announcements released

The Managing Director is responsible for determining whether or not information needs to be disclosed to the market.

The Directors are responsible for reviewing and commenting on material announcements prior to the disclosure being made.

All employees are responsible for understanding the Continuous Disclosure Policy. Employees must ensure that they comply with the Company's Code of Conduct and any other policies in respect of media contact and public comment.

4. PRICE SENSITIVE INFORMATION

Price sensitive information is publicly released through ASX before it is disclosed to shareholders and market participants. Distribution of other information to shareholders and market participants is also managed through disclosure to the ASX. The importance of safeguarding the confidentiality of corporate information to avoid premature disclosure is paramount.

All Employees are advised of the confidentiality of Company information. This includes keeping confidential all information about the Company and its related companies to which Employees have access, and which is not already public, for example, any material transactions or negotiations the Company is involved in. Employees should immediately report to the Managing Director any instances where there has been a breach of the confidentiality of Company information for any reason whatsoever.

Employees are reminded not to read confidential documents about the Company or its related companies in public places or have confidential discussions about the Company or its related companies in places that you could be overheard by others. Employees are also reminded that if confidential information is market sensitive information, it is "inside information" and trading in the Company's securities when in possession of such information is prohibited. Refer to the Company's Security Trading Policy for more detail.

Information is posted on the Company's website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

If the ASX considers that there is, or is likely to be, a false market in the Company's securities and asks the Company to give the ASX information to correct or prevent a false market, the Company must immediately give that information to the ASX. This obligation arises even if the Company considers that an exception to continuous disclosure obligation applies. All announcements (and media releases) must be:

- (a) prepared in compliance with ASX Listing Rules continuous disclosure requirements;
- (b) factual and not omit material information; and
- (c) expressed in a clear and objective manner to allow investors to assess the impact of the information when making investment decisions.

4.1 ASX announcements

The Company's protocol in relation to the review and release of ASX announcements (and media releases) is as follows:

- (a) all key announcements at the discretion of the Managing Director are to be circulated to and reviewed by all members of the Board;
- (b) all members of the Board are required to seek to provide their Managing Director (or in their absence, the Company Secretary) with verbal or written contribution of each key announcement, prior to its release. Where the urgency of the subject matter precludes reference to the full Board, an announcement within this category may be approved by the Directors who are available. It is specifically acknowledged that where a continuous disclosure obligation arises, disclosure cannot be delayed to accommodate the availability of Board members;
- (c) any relevant parties named in the announcement should also be given the opportunity to review the announcement prior to its release, to confirm all information is factually correct; and
- (d) all members of the Board will receive copies of all material market announcements promptly after they have been made.

Information is posted on the Company's website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

The Company Secretary is to maintain a copy of all announcements released.

5. Analyst briefings

The Company holds briefing sessions with analysts, investors and media groups. Only authorised Company spokespersons may conduct such sessions and all sessions will be conducted in accordance with the Company's continuous disclosure obligations.

Any new and substantive investor or analyst presentation will be released on the ASX Market Announcements Platform ahead of the presentation. Where practicable, the Company should consider providing shareholders the opportunity to participate in such presentations.

(a) Media contact and comment

The Board has designated the Managing Director and Chair to speak to the media, analysts, brokers, shareholders and other external parties on behalf of the Company. In speaking to such parties, the Managing Director and Chair must ensure there is no disclosure of, or comment on, market sensitive information until that information has been released publicly through the ASX. To assist in safeguarding against the inadvertent disclosure of price sensitive information, the Managing Director and Chair will be informed of what the Company has previously disclosed to the market on any issue prior to briefing anyone outside the Company

If you are requested to make a comment or answer a question from the media, an analyst, broker, shareholder or other external party, you must advise the person that you are not authorised to speak on behalf of the Company and refer the inquiry to the Managing Director or Chair. When talking with brokers, analysts and shareholders, only information which has been released to the market can be discussed.

6.2 Breach of this Policy

If there is a breach of this Policy, the person who becomes aware of the breach must immediately notify the Managing Director or Chair. The Managing Director or Chair must then take such steps as are required to remedy the breach as soon

as possible. Where the breach relates to a leak or suspected leak of confidential information, the Managing Director or Chair will investigate the leak or suspected leak. The steps taken and the results of the investigation will be documented.

A person involved in a Company's contravention of the continuous disclosure provisions can be held personally liable for the contravention. In addition, other penalties as prescribed under the Corporations Act may be incurred by the Company. For these reasons, it is important that you take your responsibilities in relation to continuous disclosure seriously. If you have any questions about this Policy or your obligations under it, you should talk to the Company Secretary, Managing Director or Chair.

6.3 Monitoring and Review

The Board will monitor the content, effectiveness and implementation of this Policy on a regular basis to ensure that it is operating effectively and whether any changes are required.

Any updates or improvements identified will be addressed as soon as possible.

SCHEDULE 9 RISK MANAGEMENT FRAMEWORK AND POLICY

1. GENERAL PRINCIPLES

1.1 Introduction

Risk management is part of good management practice and supports sound and effective corporate governance. This Risk Management Framework and Policy is the overarching document to guide Antipa management and staff through its risk management processes.

1.2 Definition of risk

Antipa defines risk as 'the chance of something happening that will have an impact on our business objectives'. Risk is about uncertainty; it is about managing the 'upside' (opportunities) as well as 'downside' (negative events). Risk is generally measured in terms of likelihood and consequence.

1.3 Scope

This Policy applies to all of the Company's Directors, officers and employees.

1.4 Purpose

The purpose of risk management is to minimise risk and maximise opportunity to achieve or exceed business objectives. Risk management techniques will assist management in the setting of priorities, allocating resources and implementing actions and processes that effectively reduces risk and enhances ability to capture opportunities as part of good business management.

This Policy sets out the Company's approach to risk management and the responsibilities of the Board, management and others within the Company in relation to risk management. The Company has designed its risk management framework to ensure that risks are identified, understood, managed and minimised to the extent relevant to the sector in which it operates.

2. RISK MANAGEMENT REVIEW PROCEDURE AND INTERNAL COMPLIANCE AND CONTROL

2.1 Role of the Board

The Board determines the Company's "risk profile" and is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal control.

The Board has delegated to the Audit and Risk Committee responsibility for implementing the risk management system.

The Board will review assessments of the effectiveness of risk management and internal compliance and control.

2.2 Role of the Audit and Risk Committee

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

- (a) the quality and integrity of the Company's financial statements, accounting policies and financial reporting and disclosure practices;

- (b) compliance with all applicable laws, regulations and company policy;
- (c) the effectiveness and adequacy of internal control processes;
- (d) the performance of the Company's external auditors and their appointment and removal; and
- (e) the independence of the external auditor and the rotation of the lead engagement partner.

The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required to assess risk management and associated internal compliance and control procedures and report, at least annually, to the audit and risk committee.

All employees should recognise, communicate and respond to material business risks and participate in the implementation of this Policy.

2.3 Role of Management

Senior Management is responsible for ensuring effective risk management is being undertaken within the Company and on any projects including:

- (a) identifying and measuring risks that might impact upon the achievement of the Company's goals and objectives, and monitoring the environment for emerging factors and trends that affect these risks;
- (b) Using the attached ratings tables analyse identified risks based on the following:
 - (i) probability of the risk occurring;
 - (ii) impact of the risk if it did occur;
 - (iii) ascertaining what level of controls and maintenance are currently being employed;
 - (iv) formulating risk management strategies to manage identified risks, and designing and implementing appropriate risk management policies and internal controls; and
 - (v) monitoring the performance of, and improving the effectiveness of, risk management systems and internal compliance and controls, including regular assessment of the effectiveness of risk management and internal compliance and control.

To this end, Management should ensure comprehensive practises are in place that are directed towards achieving the following objectives:

- (a) compliance with applicable laws and regulations;
- (b) preparation of reliable published financial information; and
- (c) implementation of risk transfer strategies where appropriate e.g. insurance

3. REPORTING

The Company will disclose if it has any material exposure to economic, environmental and/or social sustainability risks (as those terms are defined in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*) and, if it does, how it manages, or intends to manage, those risks.

The Company must disclose at least annually whether the Board (or a committee of the Board) has completed a review of the Company's Risk Management Framework and Policy to satisfy itself that it continues to be sound and applicable to the Company's activities.

4. RISK MANAGEMENT FRAMEWORK

4.1 Risk Appetite

The Board is responsible for deciding the nature and extent of the risks it is prepared to take to meet its objectives (**Risk Appetite**).

Accepting the inherent risks associated with exploration, feasibility and mine development activities in the resource sector, the Company generally has a cautious risk appetite and its risk management framework is designed to ensure that risks are understood, managed and minimised relative to the sector in which it operates.

4.2 Risk Identification

The risks faced by the Company will be identified and documented in a risk register. The Company's **material risks** fall into the following categories:

- (a) Exploration and development risks;
- (b) Government regulation;
- (c) Climate change;
- (d) Environmental, social and sustainability;
- (e) Native title, cultural heritage and tenement access;
- (f) People risks;
- (g) Fluctuations in commodity prices and exchange rates;
- (h) Workplace health and safety;
- (i) Technology and cybersecurity;
- (j) Financial risks;
- (k) Other risks.

4.3 Risk Analysis and Evaluation

Once identified in the risk register, the impact of each risk is analysed and an assessment made as to the likelihood of the risk eventuating. Existing controls in relation to the relevant risk are considered and their effectiveness evaluated. Where the level of risk is above the desired level for the Company, further controls may be considered to address the risk.

The Company's process of risk management and internal compliance and control includes:

- (a) identifying and measuring risks that might impact upon the achievement of the Company's goals and objectives, and monitoring the environment for emerging factors and trends that affect these risks;
- (b) formulating risk management strategies to manage identified risks, and designing and implementing appropriate risk management policies and internal controls; and
- (c) monitoring the performance of, and improving the effectiveness of, risk management systems and internal compliance and controls, including regular assessment of the effectiveness of risk management and internal compliance and control.

To this end, comprehensive practises are in place that are directed towards achieving the following objectives:

- (a) compliance with applicable laws and regulations;
- (b) preparation of reliable published financial information;
- (c) verifying the integrity of the Company's periodic reports which are not audited or reviewed by an external auditor, to satisfy the Board that each periodic report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions; and
- (d) implementation of risk transfer strategies where appropriate eg insurance.

4.4 Monitoring, review and disclosure

The Company acknowledges that its risk management framework will evolve with the development and growth of the Company's activities. The Board will review assessments of the effectiveness of risk management and internal compliance and control at least annually.

The Company must disclose at least annually whether the Board (or a committee of the Board) has completed a review of the Company's risk management framework to satisfy itself that the framework:

- (a) continues to be sound;
- (b) ensures that the Company is operating with due regard to the risk appetite set by the Board; and
- (c) deals adequately with contemporary and emerging risks such as conduct risk, digital disruption, cyber-security, privacy and data breaches, sustainability and climate change.

The Company will disclose if it has any material exposure to environmental or social risks (as those terms are defined in the ASX Recommendations) and, if it does, how it manages, or intends to manage, those risks.

5. Monitoring and Review

- (a) The Board will monitor the content, effectiveness and implementation of this Policy on a regular basis to ensure that it is operating effectively and whether any changes are required.
- (b) Any updates or improvements identified will be addressed as soon as possible.

ATTACHMENT – RATINGS TABLES**Probability Parameters**

Factor	Rating	Probability
1	Rare Improbable	Possible but very unlikely that it will occur. Casual events have not occurred but risk is easy to control.
2	Low Unlikely	Could occur, but not expected. Casual events have occurred but effect has been controlled so that the defined consequence has not resulted.
3	Medium Possible	Could occur in the next 5 years. Would not be surprised if this occurred.
4	Substantial Likely	Expected to occur within 1 - 2 years. Could occur more than once in the next 10 years. Can be difficult to control due to some external influences. Has a history of occurrence.
5	High Almost Certain	Expected to occur within next year. High likelihood of it happening several times in the next 10 years. Chronic risk with history of occurrence.

Impact Measures

	1	2	3	4	5
	Negligible Insignificant	Low Minor	Medium Moderate	Substantial Major	High Catastrophic
	No significant impact on the Company; issues are routinely dealt with by management.	No significant impact on the Company; issues are dealt with internally.	No threat to the effective operation of the Company but would have unacceptable current year consequences.	Would threaten the effective operation of the Company and/or will have a significant impact on how the Company will operate in the future.	Would threaten the survival of the Company.
People	Minor injury. First aid treatment.	Medically treated injury. Restricted work Injury.	Serious injury. Lost time injury.	Permanent disabling injury. Multiple LTIs.	Single death.
Environment	Little or no environmental harm. Not required to inform regulator. No threat to tenure.	Minor transient environmental harm e.g. transient release of pollutants, etc. Required to inform regulator. No threat to tenure.	Short term measurable but recoverable impact within 6 months e.g. significant release of pollutants, etc. Required to inform regulator. No threat to tenure.	Long term environmental harm e.g. major contamination, unapproved clearance of vegetation. Damage to heritage site, etc. Required to inform regulator. Threat to tenure.	Serious impacts, long term environmental damage e.g. dislocation of people, significant breach of tailings impoundment, a contamination of portable water, etc. Threatened lawsuits and land tenure.

	1	2	3	4	5
	Negligible Insignificant	Low Minor	Medium Moderate	Substantial Major	High Catastrophic
Community & Business Reputation	Single community complaint No measurable impact No press coverage	Repeated or multiple Community complaints Minor or moderate impact Local media coverage	Extended negative local media articles or internet activity and capital city media coverage Short (3 Month) term measurable but recoverable impact	Extended negative national media coverage or internet activity resulting in a material change in public or influential stakeholder perceptions	Serious or irrecoverable impact and/or damage to reputation
Financial	Less than A\$10,000	Up to A\$100,000	Up to A\$1 million.	Above A\$1 million	Unable to pay debts.

SCHEDULE 10 – TRADING POLICY

1. INTRODUCTION

These guidelines set out the policy on the sale and purchase of securities in the Company by its Key Management Personnel (as defined in the ASX Listing Rules).

Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.

The Company has determined that its Key Management Personnel are its Directors, executives and those employees directly reporting to the Managing Director or to the Chair who have the authority and responsibility for planning, directing and controlling the activities of the entity.

Key Management Personnel are encouraged to be long-term holders of the Company's securities. However, it is important that care is taken in the timing of any purchase or sale of such securities.

The purpose of these guidelines is to assist Key Management Personnel to avoid conduct known as 'insider trading'. In some respects, the Company's policy extends beyond the strict requirements of the Corporations Act 2001 (Cth).

2. Scope

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

3. WHAT IS INSIDER TRADING?

3.1 Prohibition

Insider trading is a criminal offence. It may also result in civil liability. In broad terms, a person will be guilty of insider trading if:

- (a) that person possesses information, which is not generally available to the market and if it were generally available to the market, would be likely to have a material effect on the price or value of the Company's securities (ie information that is 'price sensitive'); and
- (b) that person:
 - (i) buys or sells securities in the Company; or
 - (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 buy or sell the securities or procure someone else to buy or sell the securities of the Company.

3.2 Examples

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

- (a) the Company considering a major acquisition;
- (b) the threat of major litigation against the Company;
- (c) the Company's revenue and profit or loss results materially exceeding (or falling short of) the market's expectations;
- (d) a material change in debt, liquidity or cash flow;
- (e) a significant new development proposal (e.g. new product or technology);
- (f) the grant or loss of a major contract;
- (g) a management or business restructuring proposal;
- (h) a share issue proposal;
- (i) an agreement or option to acquire an interest in a mining tenement, or to enter into a joint venture or farm-in or farm-out arrangement in relation to a mining tenement; and
- (j) significant discoveries, exploration results, or changes in reserve/resource estimates from mining tenements in which the Company has an interest.

3.3 Dealing through third parties

The insider trading prohibition extends to dealings by individuals through nominees, agents or other associates, such as family members, family trusts and family companies (referred to as "**Associates**" in these guidelines).

3.4 Information however obtained

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

3.5 Employee share schemes

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

4. GUIDELINES FOR TRADING IN THE COMPANY'S SECURITIES

4.1 General rule

Key Management Personnel must not, except as set out in clauses 4.4 and 4.5 of this policy, either personally or through their Associates, deal in securities of the Company during the following periods:

- (a) two weeks prior to, and 48 hours after the release of the Company's Annual Financial Report;
- (b) two weeks prior to, and 48 hours after the release of the Half Year Financial Report of the Company; and
- (c) two weeks prior to, and 48 hours after the release of the Company's quarterly reports (if applicable),

(together the **Closed Periods**).

The Company may at its discretion vary this rule in relation to a particular Closed Period by general announcement to all Key Management Personnel either before or during the Closed Periods. However, if a Key Management Personnel 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 it is in possession of such information.

4.2 No short-term trading in the Company's securities

Key Management Personnel should never engage in short-term trading of the Company's securities except for the exercise of options where the shares will be sold shortly thereafter.

4.3 Securities in other companies

Buying and selling securities of other companies with which the Company may be dealing is prohibited where an individual possesses information which is not generally available to the market and is 'price sensitive'. For example, where an individual is aware that the Company is about to sign a major agreement with another company, they should not buy securities in either the Company or the other company.

4.4 Exceptions

- (a) Key Management Personnel may at any time:
 - (i) acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;
 - (ii) acquire Company securities under a bonus issue made to all holders of securities of the same class;
 - (iii) acquire Company securities under a dividend reinvestment, or top-up plan that is available to all holders or securities of the same class;
 - (iv) acquire, or agree to acquire or convert securities:

- (A) under an employee incentive scheme (as that term is defined in the ASX Listing Rules); or
 - (B) outside of an employee incentive scheme but for the purpose of incentivising the recipient;
- (v) withdraw ordinary shares in the Company held on behalf of the Key Management Personnel in an employee incentive scheme (as that term is defined in the ASX Listing Rules) where the withdrawal is permitted by the rules of that scheme;
 - (vi) transfer securities of the Company already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary;
 - (vii) make an investment in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party;
 - (viii) where a restricted person is a trustee, trade in the securities of the Company by that trust, provided the restricted person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person;
 - (ix) undertake to accept, or accept, a takeover offer;
 - (x) trade under an offer or invitation made to all or most of the security holders, such as a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
 - (xi) dispose of securities of the Company resulting from a secured lender exercising their rights, for example, under a margin lending arrangement;
 - (xii) exercise (but not sell securities following exercise) an option or a right under an employee incentive scheme, or convert a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a prohibited period or the Company has had a number of consecutive prohibited periods and the restricted person could not reasonably have been expected to exercise it at a time when free to do so; or
 - (xiii) trade under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy.
- (b) In respect of any share or option plans adopted by the Company, it should be noted that it is not permissible to provide the exercise price of options by selling the shares acquired on the exercise of these options

unless the sale of those shares occurs outside the periods specified in paragraph 4.1.

Were this is to occur at a time when the person possessed inside information, then the sale of Company securities would be a breach of insider trading laws, even though the person's decision to sell was not influenced by the inside information that the person possessed and the person may not have made a profit on the sale. Where Company securities are provided to a lender as security by way of mortgage or charge, a sale that occurs under that mortgage or charge as a consequence of default would not breach insider trading laws.

4.5 No hedging

Key Management Personnel (and any closely related party of such person) and any other employees who participate in equity-based remuneration schemes must not, without prior written approval by the relevant person specified in paragraph 5.1, engage in hedging arrangements, deal in derivatives or enter into other arrangement which vary economic risk related to Company securities including, for example, dealing in warrants, equity swaps, put and call options, contracts for difference and other contracts intended to security a profit or avoid a loss based on fluctuations in the price of Company securities. This provision includes engaging in hedging or other arrangements that would have the effect of limiting the economic risk in connection with the Company securities including securities which are unvested, subject to a holding lock or issued pursuant to an equity-based remuneration scheme.

4.6 Notification of periods when Key Management Personnel are not permitted to trade

The Company Secretary will endeavour to notify all Key Management Personnel of the times when they are not permitted to buy or sell the Company's securities as set out in paragraph 4.1.

5. APPROVAL AND NOTIFICATION REQUIREMENTS

5.1 Approval requirements

- (a) Any Key Management Personnel (other than the Chair of the Board) wishing to buy, sell or exercise rights in relation to the Company's securities must obtain the prior written approval of the Chair of the Board or the Board before doing so.
- (b) If the Chairman of the Board wishes to buy, sell or exercise rights in relation to the Company's securities, the Chair of the Board must obtain the prior approval of the Board before doing so.

5.2 Approvals to buy or sell securities

- (a) All requests to buy or sell securities as referred to in paragraph 5.1 must include the intended volume of securities to be purchased or sold and an estimated time frame for the sale or purchase.
- (b) Copies of written approvals must be forwarded to the Company Secretary prior to the approved purchase or sale transaction.

5.3 Notification

Subsequent to approval obtained in accordance with paragraphs 5.1 and 5.2, any Key Management Personnel who (or through his or her Associates) buys, sells, or exercises rights in relation to Company securities **must** notify the Company Secretary in writing of the details of the transaction within two (2) business days of the transaction occurring. This notification obligation **operates at all times** and includes applications for acquisitions of shares or options by employees made under employee share or option schemes and also applies to the acquisition of shares as a result of the exercise of options under an employee option scheme.

5.4 Key Management Personnel sales of securities

Key Management Personnel need to be mindful of the market perception associated with any sale of Company securities and possibly the ability of the market to absorb the volume of shares being sold. With this in mind, the management of the sale of any significant volume of Company securities (ie a volume that would represent a volume in excess of 10% of the total securities held by the seller prior to the sale, or a volume to be sold that would be in excess of 10% of the average daily traded volume of the shares of the Company on the ASX for the preceding 20 trading days) by a Key Management Personnel needs to be discussed with the Board and the Company's legal advisers prior to the execution of any sale. These discussions need to be documented in the form of a file note, to be retained by the Company Secretary.

5.5 Exemption from Closed Periods restrictions due to exceptional circumstance

Key Management Personnel who are not in possession of inside information in relation to the Company, may be given prior written clearance by the Chair/Managing Director (or in the case of the Chair/Managing Director, by all other members of the Board) to sell or otherwise dispose of Company securities in a Closed Period where the person is in severe financial hardship or where there are exceptional circumstances as set out in this policy.

5.6 Exceptional circumstances

The determination of whether exceptional circumstances apply to a Key Management Personnel will be made by the Chair/Managing Director (or in the case of the Chair/Managing Director, by all other members of the Board).

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

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

Any application for an exemption allowing the sale of Company securities in a Closed Period based on exceptional circumstances must be made in writing and be accompanied by relevant court and/or supporting legal documentation (where applicable).

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

5.7 Financial hardship

The determination of whether a Key Management Personnel is in severe financial hardship will be made by the Managing Director (or in the case of the Managing Director, by all other members of the Board).

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

Key Management Personnel may be in severe financial hardship if they have a pressing financial commitment that cannot be satisfied other than by selling the securities of the Company.

In the interests of an expedient and informed determination by the Chair/Managing Director (or all other members of the Board as the context requires), any application for an exemption allowing the sale of Company securities in a Closed Period based on financial hardship must be made in writing stating all of the facts and be accompanied by copies of relevant supporting documentation, including contact details of the person's accountant, bank and other such independent institutions (where applicable).

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

6. ASX NOTIFICATION FOR DIRECTORS

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

7. BREACHES OF THIS POLICY

Strict compliance with this Policy is a condition of employment or engagement by the Company. Breaches of this Policy will be regarded as serious misconduct and may lead to disciplinary action, which may include termination of employment or engagement by the Company.

8. EFFECT OF COMPLIANCE WITH THIS POLICY

Compliance with these guidelines for trading in the Company's securities does not absolve that individual from complying with the law, which must be the overriding consideration when trading in the Company's securities.

9. MONITORING AND REVIEW

The Board will monitor the content, effectiveness and implementation of this Policy on a regular basis. Any updates or improvements identified will be addressed as soon as possible.

SCHEDULE 11 – SHAREHOLDER COMMUNICATIONS STRATEGY

1. PURPOSE

The Board of the Company aims to ensure that the shareholders are informed of all major developments affecting the Company's state of affairs. The Board recognises that it needs to engage with its shareholders and provide them with appropriate information and facilities to allow them to exercise their rights as shareholders effectively. This includes:

- (a) giving shareholders ready access to information about the Company and its governance;
- (b) communicating openly and honestly with shareholders; and
- (c) encouraging and facilitating their participation in meetings of shareholders.

The purpose of this Policy is to outline how the Company will provide shareholders and other investors with information about itself and its governance, and to outline the Company's investor relations program.

2. SCOPE

References in this Policy to communicating and interacting with shareholders includes, where securities are held by a custodian or nominee, communicating or interacting with the beneficial owner of the securities.

3. COMPANY WEBSITE

The Company has a website which can be found at <https://antipaminerals.com.au/>. The Company's website is designed to provide shareholders and other investors with helpful information about the Company including:

- (a) an overview of the Company's current business;
- (b) a description of how the Company is structured;
- (c) a summary of the Company's history;
- (d) relevant details of annual general meetings and other presentations;
- (e) copies of media releases the Company makes;
- (f) contact details for enquiries from shareholders, analysts or the media; and
- (g) contact details for its securities registry.

The Company's website also has a "corporate governance" landing page from where the Company's relevant corporate governance information can be accessed. The following information is available in the corporate governance area of the Company's website:

- (a) its Board Charter and the charters of each of its Board committees;
- (b) a statement of the Company's values; and
- (c) its corporate governance policies and procedures.

- (d) The Company also makes available on its website the following information on a regular and up-to-date basis:
- (e) the names, photographs, and brief biographical information for each of its Directors and senior executives;
- (f) copies of its annual reports and financial statements for at least the previous 3 years;
- (g) copies of its announcements to ASX for at least the previous 3 years; and
- (h) copies of notices of meetings of security holders and any accompanying documents for at least the previous 3 years.

4. ELECTRONIC COMMUNICATIONS

As part of the Company's developing investor relations program, shareholders can register with the Company to receive email notifications of when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted. Please ensure you update us with any changes to your registered electronic address so that we can ensure you receive all communications in a timely manner.

Shareholders are encouraged to participate at all GMs and AGMs of the Company. Upon the despatch of any notice of meeting to shareholders, the Company Secretary shall send out material with that notice of meeting stating that all shareholders are encouraged to participate at the meeting. The Company will ensure that that meetings will be held at a reasonable time and place. Shareholders who are unable to attend meetings may ask questions or provide comments ahead of meetings.

5. SHAREHOLDER MEETINGS

The Company recognises that general meetings are an important forum for two-way communication between the Company and its shareholders. The meetings provide the Company with an opportunity to impart to shareholders a greater understanding of its business, governance, financial performance and prospects, as well as to discuss areas of concern or interest to the Board and management. The meetings also provide shareholders with an opportunity to express their views to the Company's Board and management about any areas of concern or interest for them.

Shareholders are encouraged to participate at all general meetings and annual general meetings of the Company. Upon the despatch of any notice of meeting to shareholders, the Company Secretary shall send out material with that notice of meeting stating that all shareholders are encouraged to participate at the meeting. The Company will ensure that appropriate technology is used to facilitate the participation of shareholders at such meetings and that meetings will be held at a reasonable time and place. Shareholders who are unable to attend meetings may ask questions or provide comments ahead of meetings.

All resolutions at shareholder meetings will be decided by a poll rather than a show of hands.

6. SHAREHOLDER ENQUIRIES

Shareholders queries should be referred to the Chair, Managing Director and Company Secretary in the first instance. Any significant comments or concerns will be conveyed to the Board and relevant senior executives.

7. MONITORING AND REVIEW

- (a) The Board will monitor the content, effectiveness and implementation of this Shareholder Communications Policy on a regular basis.
- (b) Shareholders are invited to comment on this Policy and suggest ways in which it might be improved.

SCHEDULE 12 – DIVERSITY POLICY

1. INTRODUCTION

The Company, the Company's stated values and all the Company's related bodies corporate are committed to workplace diversity.

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

The Company is committed to inclusion at all levels of the organisation, regardless of gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, cultural background, socio-economic background, perspective and experience.

To the extent practicable, the Company will consider the recommendations and guidance provided in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations – 4th Edition* where appropriate to the Company.

2. SCOPE

This Policy applies to all of the Company's Directors, officers and employees. The Board will also make consultants and contractors aware of the Company's expectations as set out in this Diversity Policy.

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

3. OBJECTIVES

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

- (a) a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals;
- (b) a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff;
- (c) an inclusive workplace where discrimination, harassment, vilification and victimisation cannot and will not be tolerated;
- (d) improved employment, talent management and career development opportunities for women;
- (e) enhanced recruitment practices whereby the best person for the job is employed, which requires the consideration of a broad and diverse pool of talent;
- (f) a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives

through improved awareness of the benefits of workforce diversity and successful management of diversity; and

- (g) awareness in all staff of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity,

(collectively, the **Objectives**).

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

4. RESPONSIBILITIES

4.1 The Board's commitment

The Board is committed to workplace diversity and supports representation of women at the senior level of the Company and on the Board where appropriate.

The Board maintains oversight and responsibility for the Company's continual monitoring of its diversity practices and development of strategies to meet the Objectives.

The Board is responsible for developing measurable objectives and strategies to meet the objectives of the Diversity Policy (**Measurable Objectives**). If Measurable Objectives are set, the Board is responsible for monitoring the progress of the Measurable Objectives through the monitoring, evaluation and reporting mechanisms listed below. The Board shall annually assess any Measurable Objectives (if any), and the Company's progress towards achieving them.

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

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

4.2 Role of individuals

The Company expects each individual to:

- (a) demonstrate consideration for the cultural and social differences of the people with whom they work;
- (b) communicate with others politely and respectfully;
- (c) act to prevent or stop unlawful discrimination, harassment and bullying in the workplace;
- (d) raise any diversity concerns with the Managing Director and where a concern has been raised, engage constructively to resolve that concern; and
- (e) participate in any initiatives that support the achievement of the objectives of this Policy.

4.3 Strategies

The Company's diversity strategies may include:

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

5. MONITORING AND EVALUATION

The Board will monitor the scope and currency of this policy.

The Company is responsible for implementing, monitoring and reporting on the Measurable Objectives.

Measurable Objectives (if any) as set by the Board, may be included in the annual key performance indicators for the Managing Director and senior executives.

In addition, the Board will review progress against the Measurable Objectives (if any) as a key performance indicator in its annual performance assessment.

6. REPORTING

The Company will disclose, for each financial year:

- (a) any Measurable Objectives set by the Board;
- (b) progress against these Measurable Objectives; and
- (c) either:
 - (i) the respective proportions of men and women on the Board, in senior executive positions (including how the Company has defined "senior executive" for these purposes) and across the whole Company; or
 - (ii) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in the Workplace Gender Equality Act.

SCHEDULE 13 - WHISTLEBLOWER PROTECTION POLICY

1. BACKGROUND

The Company is committed to conducting all of its business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations. Its board, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards.

The Company encourages reporting of violations (or suspected violations) of the Company's Code of Conduct or other examples of illegal, unethical or improper conduct and provides effective protection from victimisation or dismissal to those reporting such conduct by implementing systems of confidentiality, fair treatment and report handling. The Company has adopted this Whistleblower Protection Policy (**Whistleblower Policy**) accordingly.

This Whistleblower Policy applies globally. To the extent that laws and regulations in any country are more rigorous or restrictive than this Whistleblower Policy, those laws and regulations should be followed by any subsidiary operating in that country. Where a country has specific whistleblower laws which are less rigorous than this Whistleblower Policy, this Whistleblower Policy prevails. The Company may, from time to time, provide country-specific directions for subsidiaries operating in countries outside of Australia.

In this Whistleblower Policy, references to the Company includes references to the Company and all of its subsidiaries.

2. DEFINITIONS

In this Whistleblower Policy the following words or phrases mean the following:

AFP means the Australian Federal Police.

APRA means the Australian Prudential Regulation Authority.

ASIC means the Australian Securities and Investments Commission.

Commissioner means the Commissioner of Taxation.

Corporations Act means the Corporations Act 2001 (Cth).

Discloser means a person disclosing a Reportable Matter under this Policy and includes an individual who is, or has been, one of the following in relation to the entity:

- (a) an officer or employee of the Company (and includes current and former employees who are permanent, part-time, fixed term or temporary, interns, secondees, managers and Directors);
 - (b) a supplier of services or goods to the entity (whether paid or unpaid), including their employees (and includes current and former contractors, consultants, service providers and business partners);
 - (c) an associate of the Company,
- or a relative or dependant of one of the above (or of their spouse).

Personnel means all persons (whether authorised or unauthorised) acting on behalf of the Company at all levels, including officers, Directors, temporary staff, contractors, consultants and employees of the Company, as the context requires.

Recipient has the meaning set out in clause 7.2(a).

Reportable Matter has the meaning set out in clause 7.1.

Taxation Act means the Taxation Administration Act 1953 (Cth).

3. PURPOSE

The purpose of this Whistleblower Policy is to:

- (a) set out the responsibilities of the Company and its management and personnel in upholding the Company's commitment to reporting any illegal, unethical or improper conduct;
- (b) provide information and guidance on how to report such conduct, how reports will be investigated and the support and protections available to disclosers if a report is made;
- (c) promote ethical behaviour and a culture of speaking up to deter wrongdoing; and
- (d) encourage and support people to feel confident to speak up safely and securely if they become aware of wrong-doing or illegal or improper conduct within the Company.

4. SCOPE AND AUTHORITY

- (a) The Company requires all personnel to comply with this Whistleblower Policy and any applicable whistleblower laws and regulations, including the provisions under the Corporations Act and Taxation Act.
- (b) The Whistleblower Policy applies to all disclosers of Reportable Matters.
- (c) This Policy applies globally. To the extent that laws and regulations in any country are more rigorous or restrictive than this Policy, those laws and regulations should be followed by any subsidiary operating in that country. Where a country has specific whistleblower laws which are less rigorous than this Policy, this Policy prevails. The Company may, from time to time, provide country-specific directions for subsidiaries operating in countries outside of Australia.

5. RESPONSIBILITY FOR WHISTLEBLOWER POLICY COMPLIANCE

- (a) The Company's board of directors (**Board**) is responsible for the overall administration of this Whistleblower Policy. The Board will monitor the implementation of this Whistleblower Policy and will review on an ongoing basis the Whistleblower Policy's suitability and effectiveness. Internal control systems and procedures will be audited regularly to ensure that they are effective in minimising the risk of non-compliance with this Whistleblower Policy.
- (b) The Board may appoint a Whistleblower Protection Officer who will be responsible for:
 - (i) protecting Disclosers and applying this Policy and any whistleblower policy; and

- (ii) monitoring the effectiveness of relevant policies and reporting to the Board accordingly.
- (c) The Board may appoint a Whistleblower Investigating Officer who will be responsible for:
 - (i) investigating reports made under this Policy and any whistleblower policy; and
 - (ii) reporting to the Board or a Committee of the Board.
- (d) A copy of this Whistleblower Policy will be made available to all personnel in such a way as will ensure the Whistleblower Policy is available to personnel wishing to use it.
- (e) All personnel are required to understand and comply with this Whistleblower Policy and to follow the reporting requirements set out in this Whistleblower Policy. To this end, regular and appropriate training on how to comply with this Policy will be provided to all Personnel (including recipients and potential investigators and those with specific responsibility under this Policy) to ensure everyone is aware of their rights and obligations under this Policy and under applicable whistleblower laws. However, it is the responsibility of all Personnel to ensure that they read, understand and comply with this Policy.

6. CONSEQUENCES OF BREACHING THIS WHISTLEBLOWER POLICY

- (a) A breach of this Whistleblower Policy may expose personnel and the Company to damage, including but not limited to criminal and/or civil penalties, substantial fines, loss of business and reputational damage.
- (b) A breach of this Whistleblower Policy by personnel will be regarded as a serious misconduct, leading to disciplinary action which may include termination of employment.

7. WHISTLEBLOWER POLICY

7.1 Reportable Matters

Personnel are encouraged to speak up and report Reportable Matters under this Policy to a Recipient listed in clause 7.2(a).

What are Reportable Matters?	
<p>Reportable Matters involve any actual or suspected misconduct or an improper state of affairs in relation to the Company or a related body corporate or an officer or employee of the Company.</p> <p>You must have reasonable grounds for reporting such conduct but you should speak up even if you are unsure if something is a Reportable Matter.</p>	<p>Reportable Matters may or may not include a breach of law or information that indicates a danger to the public or to the financial system.</p> <p>Examples of Reportable Matters include, but are not limited to, conduct which:</p> <ul style="list-style-type: none"> (a) is dishonest, fraudulent, corrupt or involves bribery or any other activity in breach of the Company's Anti-Bribery and Anti-Corruption Policy; (b) is illegal (such as theft, dealing in or use of illicit drugs, violence or threatened violence and

	<p>criminal damage to property) or involves criminal conduct or other breaches of law or regulatory requirements;</p> <p>(c) is unethical or breaches any of the Company's policies, charters or Code of Conduct;</p> <p>(d) is potentially harmful or damaging to the Company, an employee or person, such as unsafe work practices, environmental damage or substantial wasting of Company resources;</p> <p>(e) may cause financial loss or damage in any way to the Company's reputation or be otherwise detrimental to the Company's interest;</p> <p>(f) involves actual or threatened harassment (including sexual harassment), discrimination, victimisation or bullying, or any other type of detrimental action (other than disclosures that solely relate to personal work-related grievances as defined in the Corporations Act);</p> <p>(g) amounts to an abuse of authority; or</p> <p>(h) a danger, or represents a danger, to the public or financial system.</p>
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What conduct is not covered?

Reportable Matters do **not** generally include **personal work-related grievances**.

Personal work-related grievances are those that relate to current or former employment and have, or tend to have, implications for the Discloser personally but do not have any other significant implications for the Company (or any other entity) or do not relate to conduct or alleged conduct, about a Reportable Matter.

Personnel can discuss personal work-related grievances with the Company Secretary. Alternatively, Personnel may wish to seek legal advice about their rights and protections under employment law

Examples of personal work-related grievances include:

- (a) an interpersonal conflict between the Discloser and another employee; and
- (b) a decision that does not involve a breach of workplace laws;
- (c) a decision concerning the engagement, transfer or promotion of the Discloser;
- (d) a decision concerning the terms and conditions of engagement of the Discloser; or
- (e) a decision to suspend or terminate the engagement of the Discloser, or otherwise to discipline the Discloser.

and ways to resolve personal work-related grievances.

However, in some cases, these grievances may qualify for legal protection (See Annexure 1).

7.2 Making a Report

(a) Who to report to?

This Whistleblower Policy is intended to encourage and enable disclosers and others to raise serious concerns within the Company.

A report of a Reportable Matter under this Whistleblower Policy can be made via any of the following channels and to the following recipients (as appropriate in the circumstances) (**Recipients**):

- (a) to the Whistleblower Protection Officer either by confidential email to luke.watson@antipaminerals.com.au or by phone at 0413 845 467 or by mail to the Company's registered office for the attention of the Whistleblower Protection Officer;
- (b) to the relevant supervisor, senior manager or officer in the Company whomakes, or participates in making, decisions that affect the whole, or a substantial part of, the business of the Company, or who has the capacity to affect significantly the Company's financial standing;
- (c) to the Chair of the Audit and Risk Committee; or
- (d) any member of the Board.

The Company recognises that there may be issues of sensitivity whereby a Discloser does not feel comfortable to make a report to an internal recipient. In such cases, the Discloser may feel more comfortable making an anonymous disclosure to an external recipient, such as the Company's external counsel.

Nothing in this Whistleblower Policy (including anonymous reporting) should be taken in any way as restricting someone from reporting any matter or providing any information to a regulator (such as ASIC, the APRA, Commissioner), the Company's auditor or a member of the audit team, a lawyer (to obtain advice or representation) or any other person in accordance with any relevant law, regulation or other requirement. Information in relation to whistleblowing is available from such regulators and can generally be downloaded on their website.

(b) Anonymous reports

The Company also appreciates that speaking up can be difficult. Reports can be made anonymously or using a pseudonym and still be protected. A Discloser can refuse to answer questions that could reveal their identity. While reports can be made anonymously, it may affect the ability to investigate the matter properly and to communicate with the Discloser about the report. Anonymous Disclosers should therefore attempt to maintain two-way communication as far as possible.

Anonymous reports can be made by sending an anonymous email using a temporary or disposable email address available from the internet.

(e) **Information to include in the report**

As much information should be included in the report as possible including details of the Reportable Matter, people involved, dates, locations and whether more evidence may exist.

Disclosers will be expected to have reasonable grounds to believe the information being disclosed is true (which will be based on the objective reasonableness of the reasons for the Discloser's suspicions) but the Discloser will not be penalised and may still qualify for protection if the information turns out to be incorrect should they have such reasonable grounds. However, any deliberate false reporting will not qualify for protection under this Policy and will be treated as a serious matter and may be subject to disciplinary action.

(f) **Questions**

Personnel who are unsure about how this Policy works, what is covered by the Whistleblower Policy or how a disclosure may be handled are encouraged to speak with the Whistleblower Protection Officer in the first instance.

7.3 Investigating a Report

(a) **Who will investigate?**

An appropriate investigator (or investigators) may be appointed to investigate any reports made under this Policy. An investigator will be independent of the Discloser and individuals who are the subject of the disclosure and the department or business unit involved. Possible investigators include:

- (i) the Whistleblower Investigating Officer;
- (ii) the Whistleblower Protection Officer;
- (iii) a relevant supervisor, senior manager or officer in the Company who makes, or participates in making, decisions that affect the whole, or a substantial part of, the business of the Company, or who has the capacity to affect significantly the Company's financial standing;
- (iv) the chair of the Audit and Risk Committee;
- (v) any member of the Board;
- (vi) the Company Secretary;
- (vii) the Company's General Counsel; or
- (viii) an independent adviser.

Where a Reportable Matter relates to the Managing Director, Chief Executive Officer, Whistleblower Protection Officer, Whistleblower Investigating Officer or a Director of the Company, the matter will be referred directly to the Chair of the Audit and Risk Committee, the Company's General Counsel or other appropriate person.

(b) **How will the investigation be conducted?**

Any matters reported under this Whistleblower Policy will be considered and a determination will be made as to whether the disclosure falls within the scope of this Whistleblower Policy. If the matter falls within the scope of this Policy, the Company may, where it determines that a formal, in-depth investigation is required, refer the matter for investigation. If an investigation is required, it will be undertaken as soon practicable after the matter has been reported. The investigation process will be conducted in a thorough, fair, objective and independent manner (while preserving confidentiality) and will depend on the precise nature of the conduct being investigated. Due care and appropriate speed will be taken and reported information will be verified and relevant personnel interviewed as part of the investigative process. The Company may seek independent advice as necessary.

The Discloser may be asked for further information, will be given regular and appropriate updates in the circumstances and will be advised of any outcomes from the investigation (subject to considerations of privacy and confidentiality). Any updates or outcomes will be advised by reasonable means.

Anonymous reports will be investigated based on the information provided and may be limited if the Discloser has refused or omitted to provide contact details.

At the end of the investigation, the relevant investigating officer will report their findings to the chair of the Audit and Risk Committee or the appropriate person who will determine the appropriate response. This may include rectifying any unacceptable conduct and taking any action required to prevent future occurrences of the same or similar conduct as well as disciplinary action if necessary. The identity of the Discloser will be redacted from any written investigation reports unless they have consented to disclosure of their identity.

The Discloser may lodge a complaint with a regulator if they are not happy with an outcome of the investigation or if they consider that this Policy has not been adhered to adequately.

7.4 Support and Protections

(a) No victimisation or retaliation and fair treatment

A discloser who reports a violation under this Whistleblower Policy shall be treated fairly and shall not suffer detriment (either actual or threatened), harassment, intimidation, victimisation, bias, retaliation or adverse employment or engagement consequences to themselves, their colleagues, employer (if a contractor) or their relatives. The Company will take all steps to protect disclosers from any form of detrimental treatment.

Any personnel of the Company who retaliates against someone who has reported a possible violation may be subject to discipline by the Company or penalties under the Corporations Act or Taxation Act.

Anyone who is subjected to detriment as a result of making a report under this Whistleblower Policy should report it in accordance with clause 7.2 of this Whistleblower Policy.

(b) Confidentiality

The identity of a Discloser and information likely to lead to the identification of a Discloser will be kept confidential subject to compliance with applicable laws unless:

- (i) the Discloser consents;
- (ii) the concern is reported to ASIC, APRA, the Commissioner or a member of the AFP;
- (iii) the concern is reported to a lawyer for the purpose of obtaining legal advice or representation; or
- (iv) disclosure is required by law.

During the course of an investigation, the Company will take reasonable steps to reduce the risk of disclosing information that could identify the Discloser (including redacting all personal information or references to the Discloser, restricting the number of people involved in handling and investigating the disclosure and ensuring secure and confidential email communication in relation to the investigation). Note however, that in practice, people may be able to guess the Discloser's identity if the Discloser has mentioned their intention to make a disclosure; the Discloser is one of a very small number of people with access to the information; or the disclosure relates to information that a Discloser has previously been told privately and in confidence.

Unauthorised disclosure of:

- (v) the identity of a Discloser who has made a report of a Reportable Matter; or
- (vi) information from which the identity of the Discloser could be inferred,

may be an offence under Australian law, will be regarded as a disciplinary matter and will be dealt with in accordance with the Company's disciplinary procedures.

A Discloser may lodge a complaint about a breach of confidentiality with the Company or a regulator.

(c) **Other protections available to Disclosers**

Additional protections will be offered by the Company depending on the Reportable Matter and the people involved. Protections may include but are not limited to:

- (i) monitoring and managing behaviour of other employees;
- (ii) offering support services (including counselling or other professional or legal services);
- (iii) implementing strategies to help minimise and manage stress; time or performance impacts; or other challenges resulting from the disclosure or the investigation;
- (iv) offering a leave of absence or flexible workplace arrangements during the course of an investigation; or
- (v) rectifying any detriment suffered.

In addition, current and former employees may also request additional support from the Whistleblower Protection Officer if required.

Whilst the Company will endeavour to support all Disclosers, it will not be able to provide the same sort of practical support to each Discloser. Therefore, the processes in this Policy will be adapted and applied to the extent reasonably possible.

(d) **Fair treatment of those mentioned in a disclosure**

The Company will ensure fair treatment of officers and employees of the Company who are mentioned in any disclosure, and to whom any disclosures relate. The disclosure will be handled confidentially and will be assessed and may be subject to investigation. If an investigation is required, it will be conducted in an objective, fair and independent manner. Such employees will be advised of the subject matter of the disclosure at the appropriate time and as required by law and will be advised of the outcome of the investigation. An employee who is the subject of a disclosure may contact the Company's support services.

(e) **Files and Records**

The Company will ensure that any records relating to any reports made under this Whistleblower Policy are stored securely and only accessed by authorised personnel. All those involved in handling and investigating reports will be reminded about confidentiality requirements including that an unauthorised disclosure of a Discloser's identity may be a criminal offence.

(f) **Special legal protections under the Corporations Act and the Taxation Act**

Whilst this Policy deals with internal disclosures of information, additional legal protections are available for certain Disclosers under the Corporations Act and the Taxation Act provided the disclosure is about a "disclosable matter" or "tax affair" as defined under such legislation and certain conditions are met. These are summarised in Annexures 1 and 2 respectively. Disclosures that are not about "disclosable matters" or "tax affairs" will not qualify for protection under the Corporations Act or Taxation Act. For more information, see the information available on the ASIC website and the ATO website.

7.5 False reporting

When making a disclosure, the Discloser will be expected to have reasonable grounds to suspect the information being disclosed is true. Any deliberate false reporting of a Reportable Matter will not qualify for protection under this Whistleblower Policy and will be treated as a serious matter and may be subject to disciplinary action.

8. MONITORING AND REVIEW

Material incidences reported under this Whistleblower Policy will be reported to the Board or a committee of the Board.

The Board, in conjunction with the Whistleblower Protection Officer, will monitor the content, effectiveness and implementation of this Whistleblower Policy on a regular basis. There may also be independent reviews taken from time to time. Any findings, updates or improvements identified will be made addressed as soon as possible.

Personnel are invited to comment on this Whistleblower Policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Board.

ANNEXURE 1 – PROTECTIONS UNDER THE CORPORATIONS ACT

The Corporations Act sets out disclosures that are protected under the Corporations Act if certain conditions are met as well as the protections available to protected disclosures.

A summary of such protections is set out below but you should refer to the Corporations Act itself for a full understanding of the conditions and protections available and the relevant definitions.

1. PROTECTED DISCLOSURES

Disclosures will be protected if:

- (a) the discloser is an Eligible Whistleblower, being an individual who is, or has been, any of the following:
 - (i) an officer or employee of the Company;
 - (ii) an individual who supplies services or goods to the Company (whether paid or unpaid) or an employee of a person that supplies goods or services to the Company;
 - (iii) an associate of the Company;
 - (iv) a relative, dependant or dependant of the spouse of any individual referred to at (i) to (iii) above; or
 - (v) any prescribed individual under the Corporations Act;
- (b) **and** the disclosure is made to:
 - (i) the ASIC, APRA or a prescribed Commonwealth authority; or
 - (ii) an Eligible Recipient, being:
 - (A) an officer or senior manager of the Company or a related body corporate of the Company;
 - (B) the Company's auditor (or a member of that audit team);
 - (C) an actuary of the Company or a related body corporate of the Company;
 - (D) the Whistleblower Protection Officer or a person authorised by the Company to receive disclosures that qualify for protection under the Corporations Act;
 - (E) anyone prescribed under the Corporations Act regulations as being an eligible recipient; or
 - (iii) a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the whistleblower provisions in the Corporations Act;
- (c) **and** the discloser has reasonable grounds to suspect that the information concerns misconduct, or an improper state of affairs or circumstances in

relation to the Company or a related body corporate of the Company. This includes any suspicion that the Company or its body corporate, or an officer or employee of the Company or its body corporate has engaged in conduct that:

- (i) constitutes an offence against it, or a contravention of, a provision of the Corporations Act, the Australian Securities Investments Commission Act 2001, the Banking Act 1959, the Financial Sector (Collection of Data) Act 2001, the Insurance Act 1973, the Life Insurance Act 1995, the National Consumer Credit Protection Act 2009, the Superannuation Industry (Supervision) Act 1993, or an instrument made under any such Act; or
- (ii) constitutes an offence against any other law of the Commonwealth of Australia that is punishable by imprisonment for a period of 12 months or more; or
- (iii) represents a danger to the public of the financial system; or
- (iv) is prescribed by the regulations of the Corporations Act.

(d) **Public interest and Emergency Disclosures**

Emergency or public interest disclosures (as defined under the Corporations Act) will also be protected if made to journalists or members of Parliament in extreme cases (excluding tax matters) in circumstances where at least 90 days have passed since an earlier protected disclosure has been made without reasonable steps having been taken to address the misconduct, or there will be substantial and imminent danger to someone's health or safety.

(e) **Personal work-related grievances**

Personal work-related grievances (as defined in the Corporations Act) will not be protected to the extent that the information disclosed does not concern a contravention, or an alleged contravention, of the prohibition on victimisation under the Corporations Act that involves detriment caused to the discloser or a threat made to the discloser.

2. PROTECTIONS AVAILABLE

Protected Disclosures will be given the following protections under the Corporations Act:

(a) **Protected disclosures not actionable**

- (i) the discloser will not be subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure; and
- (ii) no contractual or other remedy may be enforced, and no contractual or other right may be exercised against the discloser on the basis of the disclosure; and
- (iii) if the disclosure qualified for protection under the Corporations Act (including public interest and emergency disclosure), the information is not admissible as evidence against the discloser in

criminal proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information.

(b) **Victimisation Prohibited**

Anyone who causes or threatens to cause detriment (as defined in the Corporations Act) to a discloser or another 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 for damages or subject to a court order.

(c) **Identifying information not to be disclosed**

- (i) a discloser's identity cannot be disclosed to a Court or tribunal except where considered necessary; and
- (ii) the person receiving the report commits an offence if they disclose the substance of the report or the discloser's identity, without the discloser's consent, to anyone except an authorised disclosure to ASIC, APRA, the AFP or a lawyer for the purposes of obtaining legal advice or representation in relation to the report.

(d) **Costs of proceedings**

A discloser may not need to pay costs of legal proceedings unless they have acted vexatiously or without reasonable cause and the unreasonable act caused the other party to incur the costs.

(e) **Confidentiality**

In relation to a protected disclosure, the identity of a discloser (and any information likely to lead to the identification of a discloser) must be kept confidential unless authorised.

A disclosure of the discloser's identity will be authorised if made:

- (i) to ASIC, APRA or a member of the AFP;
- (ii) to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the whistleblower provisions in the Corporations Act;
- (iii) to a person prescribed by the regulations of the Corporations Act for this purpose;
- (iv) with the consent of the discloser; or
- (v) by ASIC, APRA or a member of the AFP to a Commonwealth or State or Territory authority for the purpose of assisting the authority in the performance of its functions or duties.

However, such confidentiality does not apply where the disclosure is not of the identity of the discloser and is reasonably necessary for the purposes of investigating a matter and all reasonable steps have been taken to reduce the risk that the discloser will be identified.

(f) **Timing**

A discloser will qualify for protection from the time they make their disclosure, regardless of whether, at this time, the discloser or recipient recognises that the disclosure qualifies for protection.

(g) **No immunity from misconduct**

Note that the protections do not grant immunity for any misconduct a discloser has engaged in that is revealed in their disclosure.

ANNEXURE 2 – PROTECTIONS UNDER THE TAXATION ADMINISTRATION ACT

The Taxation Act sets out disclosures that are protected under the Taxation Administration Act if certain conditions are met as well as protections available to protected disclosures.

A summary of such protections is set out below but you should refer to the Taxation Administration Act itself for a full understanding of the conditions and protections available and the relevant definitions.

1. PROTECTED DISCLOSURES

Disclosures will be protected if:

- (a) the discloser is an Eligible Whistleblower, being an individual who is, or has been, any of the following:
 - (i) an officer (within the meaning of the Corporations Act) or employee of the Company;
 - (ii) an individual who supplies services or goods to the Company (whether paid or unpaid) or an employee of a person that supplies goods or services to the Company;
 - (iii) an associate (within the meaning of the *Income Tax Assessment Act 1936*) of the Company;
 - (iv) a spouse, child or dependant of any individual referred to at
 - (v) to (iii) above or of such an individual's spouse; or
 - (vi) any prescribed individual under the regulations under the Taxation Act;
- (b) **and** the disclosure is made to:
 - (i) the Commissioner **and** the discloser consider that the information may assist the Commissioner to perform his or her functions or duties under a taxation law in relation to the Company or an associate of the Company; or
 - (ii) an Eligible Recipient, being:
 - (A) a director, Secretary or senior manager of the Company;
 - (B) an employee or officer of the Company who has functions or duties that relate to the tax affairs (within the meaning of the Taxation Act) of the Company;
 - (C) the Company's auditor (or a member of that audit team);
 - (D) a registered tax agent or BAS agent (within the meaning of the *Tax Agent Services Act 2009*) who provides tax agent services or BAS services to the Company;

- (E) the Whistleblower Protection Officer or a person authorised by the Company to receive disclosures that qualify for protection under the Taxation Act; or
- (F) anyone prescribed under the Taxation Act regulations as being an Eligible Recipient;

and the discloser has reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Company or an associate of the Company;

and the discloser considers that the information may assist the Eligible Recipient to perform functions or duties in relation to the tax affairs of the Company or an associate of the Company; or

- (iii) a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the whistleblower provisions in the Taxation Act.

2. PROTECTIONS AVAILABLE

Protected Disclosures will be given the following protections under the Taxation Act:

(a) Protected disclosures not actionable

- (i) the discloser will not be subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure;
- (ii) no contractual or other remedy may be enforced, and no contractual or other right may be exercised against the discloser on the basis of the disclosure; and
- (iii) if the disclosure was a disclosure of information to the Commissioner, the information is not admissible as evidence against the discloser in criminal proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information.

(Note that in relation to (i) to (iii) above, the discloser has qualified privilege in respect of the disclosure and a contract to which the person is a party may not be terminated on the basis that the disclosure constitutes a breach of the contract.)

(b) Victimisation prohibited

Anyone who causes or threatens to cause detriment (as defined in the Taxation Act) to a discloser or another 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 for damages or subject to a court order.

(c) Identifying information not to be disclosed

- (i) a discloser's identity (or information likely to lead to the identity of the discloser) cannot be disclosed to a Court or tribunal except where considered necessary; and
- (ii) the person receiving the report commits an offence if they disclose the substance of the report or the discloser's identity, without the discloser's consent, to anyone except the Commissioner, the AFP or a lawyer for the purposes of obtaining legal advice or representation in relation to the report.

(d) **Costs of proceedings**

A discloser may not need to pay costs of legal proceedings unless they have acted vexatiously or without reasonable cause and the unreasonable act caused the other party to incur the costs.

(e) **Confidentiality**

In relation to a protected disclosure, the identity of a discloser (and any information likely to lead to the identification of a discloser) must be kept confidential unless authorised.

A disclosure of the discloser's identity will be authorised if made:

- (i) to the Commissioner or a member of the AFP;
- (ii) to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the whistleblower provisions in the Taxation Act;
- (iii) to a person prescribed by the regulations of the Taxation Act for this purpose; or
- (iv) with the consent of the discloser.

However, such confidentiality does not apply where the disclosure is not of the identity of the discloser and is reasonably necessary for the purposes of investigating a matter and all reasonable steps have been taken to reduce the risk that the discloser will be identified.

SCHEDULE 14 – ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

1. BACKGROUND

The Company is committed to conducting all of its business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations. Its Board, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards.

In particular, the Company is committed to preventing any form of Corruption and Bribery and to upholding all laws relevant to these issues, including the Anti-Corruption Legislation. In order to support this commitment, the Company has adopted this Anti-Bribery and Anti-Corruption Policy (**ABC Policy**) to ensure that it has effective procedures in place to prevent Corruption and Bribery.

This ABC Policy applies globally. To the extent that local laws, codes of conduct or other regulations (**Local Laws**) in any countries are more rigorous or restrictive than this ABC Policy, those Local Laws should be followed by any subsidiary operating in that country. Where a country has specific bribery and corruption Local Laws which are less rigorous than this ABC Policy, this ABC Policy prevails. The Company may, from time to time, provide country-specific directions for subsidiaries operating in countries outside of Australia.

This ABC Policy sets out the Company's requirements in relation to interactions with Officials and Third Parties. This ABC Policy does not prohibit interactions with Officials, rather it forbids corrupt interactions with those individuals.

In this ABC Policy, references to the Company includes references to the Company and all of its subsidiaries.

2. DEFINITIONS

In this ABC Policy the following words or phrases mean the following:

Anti-Corruption Legislation includes many laws such as the *Criminal Code Act 1995 (Cth)* and any applicable anti-corruption laws and regulations applicable to the location in which the Company operates.

Bribery is the act of offering, promising, giving or accepting a benefit with the intention of influencing a person who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide the Company with business or a business advantage that is not legitimately due (whether in respect of an interaction with an Official or any commercial transaction in the private sector).

Business Associates means third party companies and individuals (such as joint venture partners, consultants and agents) acting on the Company's behalf, whether directly or indirectly, by representing the Company's interests to foreign governments in relation to international business development or retention of business opportunities.

Corruption is the abuse of entrusted power for private gain.

Facilitation Payment means payments of nominal amounts or other inducement made to persons in order to secure or expedite the performance of a Government Official's routine governmental duties or actions.

Gifts, Entertainment and Hospitality includes the receipt or offer of presents, meals or tokens of appreciation and gratitude or invitations to events, functions, or other social gatherings, in connection with matters related to the Company's business unless they:

- (a) fall within reasonable bounds of value and occurrence for the particular jurisdiction;
- (b) do not influence, or are not perceived to influence, objective business judgement; and
- (c) are not prohibited or limited by applicable laws or applicable industry codes.

Government Official means:

- (a) any politician, political party, party official or candidate of political office;
- (b) any official or employee of a domestic or foreign government (whether national, state/provincial or local) or agency, department or instrumentality of any domestic or foreign government or any government-owned or controlled entity (including state-owned enterprises);
- (c) any official or employee of any public international organisation;
- (d) any person acting in a private or public official function or capacity for such domestic or foreign government, agency, instrumentality, entity or organisation;
- (e) any person who holds or performs the duties of any appointment created by custom or convention or who otherwise acts in an official capacity (including, some indigenous or tribal leaders who are authorised and empowered to act on behalf of the relevant group of indigenous peoples and members of royal families);
- (f) any person who holds themselves out to be an authorised intermediary of a government official.

Item of Value includes, amongst other things, cash, travel, Gifts, Entertainment and Hospitality, other tangible or intangible benefits or anything of value.

Money-laundering means the process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.

Official means a Government Official, political party, official or officer of a political party or candidate for political office.

Personnel means all persons acting (whether authorised or unauthorised) on behalf of the Company at all levels, including officers, directors, temporary staff, contractors, consultants and employees of the Company.

Secret Commissions means offering or giving a commission to an agent or representative of another person that is not disclosed by that agent or representative to their principal to induce or influence the conduct of the principal's business.

Secure an improper advantage includes obtaining any commercial or financial benefit.

Third Party means any individual or organisation other than Officials, with whom Personnel come into contact during the course of their employment or business relationships associated with the Company.

3. PURPOSE

The purpose of this ABC Policy is to:

- (a) set out the responsibilities of the Company and its management and Personnel in upholding the Company's commitment to preventing any form of Bribery or Corruption; and
- (b) provide information and guidance to Personnel on how to recognise and deal with any potential Bribery and Corruption issues.

4. SCOPE AND AUTHORITY

The Company requires all Personnel to comply with this ABC Policy as well as the Anti-Corruption Legislation. The prevention, detection and reporting of Bribery and other forms of Corruption are the responsibility of all those working for the Company or under its control.

This ABC Policy applies to all Personnel, including directors, temporary staff and contractors, and Business Associates of the Company. This Policy supplements, and does not replace, the Code of Conduct applicable to the Company and any of its subsidiaries.

This Policy applies globally. To the extent that local laws, codes of conduct or other regulations (**Local Laws**) in any countries are more rigorous or restrictive than this Policy, those Local Laws should be followed by any subsidiary operating in that country. Where a country has specific bribery and corruption Local Laws which are less rigorous than this Policy, this Policy prevails. The Company may, from time to time, provide country-specific directions for subsidiaries operating in countries outside of Australia.

This Policy sets out the Company's requirements in relation to interactions with Officials and Third Parties. This Policy does not prohibit interactions with Officials, rather it forbids corrupt interactions with those individuals.

In this Policy, references to the Company includes references to the Company and all of its subsidiaries.

5. RESPONSIBILITY FOR POLICY COMPLIANCE AND TRAINING

- (a) The Company's Board is responsible for the overall administration of this ABC Policy. The Board will monitor the implementation of this ABC Policy and will review on an ongoing basis the ABC Policy's suitability and effectiveness. Internal control systems and procedures will be audited regularly to ensure that they are effective in minimising the risk of non-compliance with this ABC Policy.

- (b) In addition to the Board, each of the Company's subsidiaries outside Australia has designated Company executives acting as directors of each subsidiary that are responsible for monitoring and applying this ABC Policy.
- (c) A copy of this ABC Policy will be made available to all Personnel via Sharepoint and in such other ways as will ensure the ABC Policy is available to Personnel wishing to use it.
- (d) All Personnel are required to understand and comply with this ABC Policy and to follow the reporting requirements set out in this ABC Policy. To this end, regular and appropriate training on how to comply with this ABC Policy will be provided to all senior managers and other relevant Personnel by the Board for each business. However, it is the responsibility of all Personnel to ensure that they read, understand and comply with this ABC Policy.
- (e) All Business Associates are required to be made aware of this ABC Policy and to undertake to comply with this ABC Policy in relation to any of their dealings with, for or on behalf of the Company.
- (f) The prevention, detection and reporting of Bribery and other improper conduct addressed by this ABC Policy are the responsibility of all those working for or engaged by the Company. All Personnel should be vigilant and immediately report any breaches or suspicious activity to the officer responsible for compliance.

6. CONSEQUENCES OF BREACHING THIS ABC POLICY

- (a) Bribery and the related improper conduct addressed by this ABC Policy are very serious offences that will be taken seriously, reviewed and thoroughly investigated by the Company. Depending on the circumstances, the incident may be referred to regulatory and law enforcement agencies.
- (b) A breach of this ABC Policy may also expose Personnel and the Company to criminal and/or civil penalties, substantial fines, exclusion from tendering for government or private contracts, loss of business and reputational damage.
- (c) Breach of this ABC Policy by Personnel will be regarded as serious misconduct, leading to disciplinary action which may include termination of employment.

7. POLICY

7.1 General

- (a) Personnel must:
 - (i) understand and comply with this ABC Policy and attend all relevant training;
 - (ii) not engage in Bribery or any other form of Corruption or improper conduct;
 - (iii) not make Facilitation Payments;

- (iv) not offer, pay, solicit or accept Secret Commissions;
 - (v) not engage in Money-laundering;
 - (vi) not give or accept Items of Value where to do so might influence, or be perceived to influence, objective business judgement or otherwise be perceived as improper in the circumstances.
 - (vii) obtain required approvals for political contributions and charitable donations;
 - (viii) maintain accurate records of dealings with Third Parties; and
 - (ix) be vigilant and report any breaches of, or suspicious behavior related to, this ABC Policy.
- (b) This ABC Policy does not prohibit the giving of normal and appropriate hospitality to, or receiving it from, Third Parties.

7.2 Prohibition against Bribery and Corruption

- (a) The Company strictly prohibits Personnel engaging in or tolerating Bribery or any other form of Corruption or improper conduct.
- (b) The Company's corporate values require that in all aspects of business all Personnel act honestly, adhere to the highest ethical standards, and act in compliance with all relevant legal requirements. In this respect Personnel must not engage in Bribery or any other form of Corruption.
- (c) The prohibition of Bribery under this ABC Policy includes the provision or conveying of an Item of Value to any Third Party, Official or family members of Officials, whether directly or indirectly, to secure any improper advantage or to obtain or retain business. This means that Personnel must not:
 - (i) offer, promise or give an Item of Value with the intention of influencing an Official or Third Party who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide the Company with business or an improper advantage; or
 - (ii) authorise the payment or provision of Items of Value to any other person, if it is known, or reasonably should have been known, that any portion of that payment or Item of Value will be passed onto an Official or Third Party to secure an improper advantage or obtain or retain business; or
 - (iii) engage, or procure, a third party to make a payment or provide an Item of Value to an Official or Third Party, (or to procure another person to make such payment or provision), in order to secure an improper advantage or obtain or retain business.
- (d) The prohibition of Bribery under this ABC Policy also includes the request or acceptance of (or the agreement to accept) an Item of Value from an Official or Third Party either:

- (i) intending that, in consequence, a function or activity should be performed improperly (whether by the requestor/acceptor or another person); or
- (ii) where the request, agreement or acceptance itself constitutes the recipient's improper performance of a function or activity; or
- (iii) as a reward for the improper performance of a function or activity (whether by the recipient or another person).

7.3 Prohibition on Facilitation Payments, Secret Commissions and Money-laundering

- (a) The Company does not condone the making of Facilitation Payments, Secret Commissions and Money Laundering.
- (b) Personnel are prohibited from:
 - (i) making Facilitation Payments;
 - (ii) offering, paying, soliciting or receiving Secret Commissions; and
 - (iii) engaging in Money-laundering.

7.4 Political Contributions and Charitable Donations

(a) Political Contributions

The Company prohibits Personnel from making political contributions to Officials on behalf of the Company. Any donations above a level determined in Federal legislation must be disclosed annually to the Australian Electoral Commission and will be published on its website.

This ABC Policy does not seek to curtail an individual's freedom to make political contributions in their personal capacity.

The context of any other political contributions is key in determining their appropriateness. For instance, it is permissible for the Company to make a payment to attend a political function in circumstances where such payment could not be construed as an attempt to influence the political party.

If you are in any doubt as to the appropriateness of any political contribution, you should consult the Board before it is given or accepted or otherwise as soon as possible.

(b) Charitable Donations

The Company can only make charitable donations that are legal and ethical under Local Laws and practices. In order to ensure that donations made by the Company to charitable organisations are for proper charitable purposes, Personnel must only make donations on behalf of the Company to charitable organisations previously approved by the Company and within approved financial limits.

A list of approved charitable organisations is to be maintained by the Board and provided upon request.

(c) Sponsorships

Sponsorships differ from charitable donations in that, apart from providing a benefit to the organisation, event or activity being sponsored, they are also aimed at obtaining a marketing benefit for the Company. Sponsorships can create problems where they are seen to improperly induce or reward a discretionary favourable action or the exercise of influence.

The Company will not sponsor events or activities that are:

- (i) inconsistent with the Company's values or this Policy; or
- (ii) linked to any organisation or individuals that could bring the Company into disrepute.

Authorisation of sponsorship arrangements must only be made within relevant authority limits, and subject to approval by the Managing Director, Chair, or a designated person.

7.5 Interactions with Officials and Third Parties must be Compliant

- (a) All interactions with Officials, Third Parties and Business Associates must comply with this ABC Policy, and the Company and Personnel must not take any actions, whether direct or indirect, which create the appearance of impropriety regardless of whether there is any improper intent behind their actions.
- (b) The prohibitions under this ABC Policy include a prohibition on Personnel using personal funds to undertake any interaction or transaction that is prohibited under this ABC Policy.

7.6 Documentation and Recordkeeping

- (a) As part of the Company's commitment to open and honest business practice the Company requires all of its businesses to maintain accurate books of account and records.
- (b) The Company and its subsidiaries must keep accurate and complete records of all business transactions:
 - (i) in accordance with generally accepted accounting principles and practices;
 - (ii) in accordance with the Company's accounting and finance policies; and
 - (iii) in a manner that reasonably reflects the underlying transactions and events.
- (c) It is the responsibility of all Personnel to ensure that all business transactions are recorded honestly and accurately and that any errors or falsification of documents are promptly reported to the appropriate member of the senior management team of the relevant business, and corrected. No accounts are to be kept "off the books" to facilitate or conceal improper payments.
- (d) All Personnel must record Items of Value given or received in the Items of Value Register.

7.7 Compliance with Local Laws Required

If Local Laws in a particular country or region are more restrictive than this ABC Policy, then any Personnel, including any Business Associates operating in that country or region must fully comply with the more restrictive requirements.

7.8 Reporting Violations and Suspected Misconduct

- (a) Any Personnel or stakeholder who believes that a violation of this ABC Policy or any laws has been committed, is being committed, or is being planned, should report the matter immediately to the Board.
- (b) If anyone is unsure whether a particular act constitutes Bribery, a Facilitation Payment, Secret Commission, Money-laundering or an improper Item of Value, or has any other queries, they should ask the Board.

7.9 Protection

- (a) The Company prohibits retaliation against anyone reporting such suspicions.
- (b) Personnel who wish to raise a concern or report another's wrongdoing, or who have refused pressure to either accept or offer a bribe, should not be worried about possible repercussions. The Company encourages openness and will support any Personnel who raises genuine concerns in good faith under this ABC Policy.
- (c) If you are not comfortable, for any reason, with speaking directly to the Board, the Company has a Whistleblower Protection Policy which affords certain protections against reprisal, harassment or demotion for making the report.

8. MONITORING AND REVIEW

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

APPENDIX – ITEMS OF VALUE REGISTER

1. Definitions

Gifts, Entertainment and Hospitality includes the receipt or offer of presents, meals or tokens of appreciation and gratitude or invitations to events, functions, or other social gatherings, in connection with matters related to the Company's business unless they:

- (a) fall within reasonable bounds of value and occurrence;
- (b) do not influence, or are not perceived to influence, objective business judgement; and
- (c) are not prohibited or limited by applicable laws or applicable industry codes.

Item of Value includes, amongst other things, cash, travel, meals, Gifts, Entertainment and Hospitality and other tangible or intangible benefits or anything of value.

2. Completing The Items of Value Register

The following information is required in completing the Items of Value Register:

Receiving Items of Value
Date Received
Name, Position & Business Unit of Recipient
Name of Giver (Who is giving you the gift / entertainment)
Description of gift / entertainment
Value \$
Reason for acceptance
Decision on what will happen to gift / entertainment
Name and Position of Approving Manager (e.g. GM)

Offering Items of Value
Date Offered
Name, Position & Business Unit of Offeror
Name of Receiver (Who are you offering the gift / entertainment too)
Description of gift / entertainment
Value \$
Reason for offering
Decision on what will happen to gift / entertainment
Name and Position of Approving Manager (e.g. GM)

SCHEDULE 15 - ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICY

1. Introduction

Antipa Minerals Ltd (ACN 147 133 364) (**Company**) is committed to the sustainable discovery, development and production of gold, copper, cobalt and silver deposits. As a responsible explorer, the Company must identify, assess and report responses to environment, climate change and social challenges. The Company acknowledges that it has a role to play in protecting the natural environment, reducing global greenhouse gas emissions and to improving people's lives now and for generations to come.

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

The Board has delegated to the ESG committee responsibility for implementing the ESG management system.

1.1 Purpose

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

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

1.2 Scope

This Policy applies to all of the Company's Directors, officers and employees.

1.3 Governing principles

(a) General governance principles

The Company will achieve this by:

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

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

(b) **Environment**

In relation to the environment, the Company will:

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

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

(c) **Climate change**

The Company will:

- (i) take action to appropriately identify and manage climate change risks and opportunities, consistent with the objective to sustainably deliver superior returns to shareholders;
- (ii) seek opportunities to better understand the life-cycle of greenhouse gas emissions (**GHG**) for the gold, copper, cobalt and silver value chains;
- (iii) seek to increase the transparency of the Company's climate change reporting of performance metrics and targets to meet the needs of all stakeholders including shareholders, governments, lenders, insurers, customers and communities;
- (iv) ensure that measuring, reporting and verification processes are robust across all operating sites;
- (v) pro-actively assess options to increase the use of renewable power and lower emission energy technologies to reduce the Company's GHG emissions intensity;
- (vi) focus on opportunities to improve energy efficiency to reduce energy used and reduce direct mining costs;
- (vii) identify and pursue best practices in the mining and metals industry and party with technology developers to explore new opportunities for gold, copper, cobalt and silver extraction and processing in the transition to a low carbon future;
- (viii) continue to assess climate change scenarios and projected future energy prices in medium and long term analysis to ensure that the cost of carbon informs business decision; and
- (ix) partner with or engage experts and research organisations to identify potential physical threats of climate change at current and planned operating sites and invest in appropriate adaption responses to build resilience.

(d) **Social**

The Company will:

- (i) provide and maintain a safe workplace so that its employees, contractors and visitors go home safe and well;
- (ii) recognise and honour the cultural heritage, customs and traditions of all indigenous peoples touched by the Company's activities; and
- (iii) identify and manage risks, impacts and opportunities within our operations and host communities;
- (iv) be responsible stewards of the commodities the Company aims to extract and the natural resources used while promoting enduring environmental, social and economic benefits;
- (v) create shared value with the Company's stakeholders and deliver sustainable and long-term benefits in a manner that supports and respects the rights and aspirations of the communities in which the Company operates;
- (vi) respect and promote human rights and will not engage in or condone forced or compulsory labour or other forms of modern slavery and will work to ensure these are not present in the Company's supply chain;
- (vii) recognise and honour the cultural heritage, customs and traditions of all indigenous peoples upon the land on which the Company conducts its activities; and
- (viii) uphold ethical business practices and comply with all legal requirements in all jurisdictions in which the Company operates.

1.4 Application

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

Each department of the Company is responsible for the development of its own internal policies to implement the principles set out in section 1.3 above.

The Company's managers are also responsible for promoting the ESG Policy.

1.5 Monitoring and review

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

should be addressed to the Managing Director or the Company Secretary.

SCHEDULE 16 – PRIVACY POLICY

Antipa Minerals Ltd (ACN 147 133 364) (**Company**, “**we**”, “**us**”, “**our**”) respects your privacy. We are committed to ensuring all information we collect or hold is handled respectfully and in accordance with relevant privacy laws, including the *Privacy Act 1988* (Cth) (**Privacy Act**) and the Australian Privacy Principles (**APPs**). This policy explains how and why we collect, use, hold and disclose your personal information, together with your rights to access and correct that information or make a complaint about our handling of personal information.

You consent to us collecting, holding, using and disclosing your personal information in accordance with this policy.

1. **Scope**

This Policy applies to all of the Company's Directors, officers and employees.

2. **What is personal information?**

Personal information is any information or an opinion about an identified individual or an individual who can be reasonably identified from the information or opinion. Information or an opinion may be personal information regardless of whether it is true.

3. **What personal information do we collect and hold?**

The Company will only collect personal information from individuals as required to conduct our business operations and to comply with various laws. This includes when individuals use our website, apply for a position, work with us, attend our sites, invest in us or engage with us in other ways. Generally, the types of personal information we collect will include name, contact details and records of communications with us.

In addition, we collect personal information relating to:

- (a) shareholders: information about the shareholding, banking details and tax file numbers for payment of dividends and other amounts; and
- (b) job applicants and employees or contractors: employment and academic histories, the names of referees and in some cases, limited health information based on testing undertaken by or for us or health information that is required for the Company to conduct its business operations. We will collect this information directly from the individual, organisations that provide recruitment related services to us and from third parties who provide job applicants with professional or personal references.

Any information collected will be stored securely and subject to restricted access.

We will also collect personal information, including names and contact details about:

- (a) people involved in or through organisations that we support or sponsor;
- (b) our suppliers: this information is collected for business-related purposes only but contains some limited personal information contact details of the people that we deal with;

- (c) people who correspond with us, including through our website, in which case we may keep a copy of that correspondence and relevant contact details;
- (d) people who request information updates about us through our website mailing list.

We may collect information about how you access, use and interact with the website. This information may include:

- (e) the location from which you have come to the site and the pages you have visited; and
- (f) technical data, which may include IP address, the types of devices you are using to access the website, device attributes, browser type, language and operating system.

We use cookies on the website. A cookie is a small text file that the website may place on your device to store information. We may use persistent cookies (which remain on your computer even after you close your browser) to store information that may speed up your use of our website for any of your future visits to the website. We may also use session cookies (which no longer remain after you end your browsing session) to help manage the display and presentation of information on the website. You may refuse to use cookies by selecting the appropriate settings on your browser. However, please note that if you do this, you may not be able to use the full functionality of the website.

4. Why do we collect, hold and use your personal information?

We may use personal information for the primary purpose for which it is collected (e.g. provision of our services, including administration of our services) or for secondary purposes which are related (or directly related to the case of sensitive information) to the primary purpose.

We collect, hold and use your personal information so that we can:

- (a) comply with our legal obligations and assist government and law enforcement agencies or regulators;
- (b) communicate with, and comply with our legal obligations to, our shareholders, and to process payments to them;
- (c) enable third party service providers to produce us and our related companies with services such as information technology, auditing, legal advice, printing and mailing services, and services related to our share register;
- (d) correspondence with people who have contacted us, and deal with feedback;
- (e) provide services to, and manage, our related companies;
- (f) correspond with people regarding our corporate sponsorships;
- (g) consider applications from prospective employees or contractors;
- (h) maintain and update our records;
- (i) conduct or participate in investigations or due diligence;

- (j) facilitate transactions involving the Company or any of our affiliates;
- (k) manage our operations (including safety and security);

Where appropriate, we will confirm your express consent before collecting such information.

If you do not provide us with your personal information, we may not be able to provide you with our services, communicate with you or respond to your enquiries.

5. How do we collect your personal information?

We will collect your personal information directly from you whenever you interact with us.

We may collect information from third parties – for instance, information regarding shareholders is collected from our share registrar, and information about job applicants is collected in the manner set out above.

6. How do we store and hold personal information?

We store most information about you in computer systems and databases operated by either us or our external service providers.

We implement and maintain processes and security measures to protect personal information which we hold from misuse, interference or loss, and from unauthorised access, modification or disclosure. Processes including taking steps to restrict access to databases, maintaining firewalls, encrypting data, using secure servers in controlled facilities and only allowing access by those entrusted with authority and computer network passwords. We also require all employees to comply with information security policies and attend training. In addition, we monitor and regularly review our practices against industry best practice.

We will also take reasonable steps to destroy or de-identify personal information once we no longer require it for the purposes for which it was collected or for any secondary purpose permitted under the APPs.

However, the internet is not a secure environment and no computer system is perfectly secure. Although all care is taken, we cannot guarantee the security of information provided to us. This means that there is always a risk that your personal information may be accessed or used without authorisation.

7. Who do we disclose your personal information to, and why?

We may transfer or disclose your personal information to our related companies.

We may disclose personal information to external service providers (including IT service providers, auditors, legal advisors, mail houses and our share registrar) so that they may perform services for us or on our behalf.

We may also disclose your personal information to others outside our group of companies where:

- (a) we are required or authorised by law to do so;
- (b) you may have expressly consented to the disclosure or the consent may be reasonably inferred from the circumstances; or

- (c) we are otherwise permitted to disclose the information under the Privacy Act.

If the ownership or control of all or part of our assets or business changes, we may transfer your personal information to the prospective or new owner.

8. Do we disclose personal information to overseas recipients?

We do not disclose your personal information to recipients which are located outside Australia.

9. Do we use your personal information for marketing?

Where you receive electronic marketing communications from us, you may opt out of receiving further marketing communications by following the opt-out instructions provided in the communication.

10. Access to and correction of your personal information

You may access or request correction of the personal information that we hold about you by contacting us. Our contact details are set out below. We may need to verify your identity before giving you access to your personal information. There are some circumstances in which we are not required to give you access to your personal information (for example, where a legal exemption applies).

There is no charge for requesting access to your personal information, but we may require you to meet our reasonable costs in providing you with access (such as photocopying costs or costs for time spent on collating large amounts of material).

We will respond to your requests to access or correct personal information in a reasonable time and will take all reasonable steps to ensure that the personal information we hold about you remains accurate and up to date.

11. Complaints

If you have a question about our policy or wish to make a complaint about the way in which we have handled any privacy issue, including your request for access or correction of your personal information, you should contact us in writing. Our contact details are set out below.

We will consider your complaint promptly and determine whether it requires further investigation. We will notify you of the outcome of this investigation and any subsequent internal investigation.

It is our intention to use our best endeavours to resolve any complaints to your satisfaction. However, if you remain unsatisfied with the way in which we have handled a privacy issue, you may approach an independent advisor or contact the Office of the Australian Information Commissioner (**OAIC**) for guidance on alternative courses of action which may be available.

Office of the Australian Information Commissioner

Phone: 1300 363 992

Mail: GPO Box 5218
SYDNEY NSW 2001

Website: www.oaic.gov.au

12. Contact details

If you have any questions, comments, requests or concerns, please contact us at:

Admin@antipaminerals.com.au

13. Changes to this policy

From time to time, we may change our policy on how we handle personal information or the types of personal information which we hold. Any changes to our policy will be published on our website.

You may obtain a copy of our current policy from our website <https://antipaminerals.com.au/about-us/corporate-governance> or by contacting us at the contact details above.

14. Monitoring and review

The Board will monitor the content, effectiveness and implementation of this Policy on a regular basis. Any updates or improvements identified will be addressed as soon as possible.