

Board & Governance Charter

Gold 50 Limited (ACN 645 022 233) (**Company**)

Adopted by the Board May 2021

1 Role of the Board

The Board is responsible for the overall performance of the Company and accordingly takes accountability for monitoring the Company's business and affairs and setting its strategic

direction, establishing policies and overseeing the Company's financial position and performance.

The Board has overall responsibility for:

- a) approving and monitoring the Company's strategy, business performance objectives and financial performance objectives;
- b) overseeing and monitoring the establishment of systems of risk management by approving risk management policies, operational risk policies and procedures (including policies relating to health, safety and injury management) and systems of internal controls; and
- c) monitoring compliance with legal and regulatory requirements, ethical standards and external commitments and, generally, safeguarding the reputation of the Company.

2 Responsibility of the Board

In observing its role the Board is specifically responsible for the following matters:

- a) Ensuring the Company is properly managed by overseeing the appointment and where appropriate the removal of the Managing Director and the Company Secretary;
- b) Implementing and monitoring all capital budgets and annual financial budgets;
- c) Monitoring the financial performance of the Company;
- d) Approving and monitoring financial and other reporting, including the annual and half yearly financial reports;
- e) Reviewing procedures and practices employed in relation to health, safety and the environment and to assess their adequacy;
- f) Monitoring the Company's continuous disclosure policy and procedures;
- g) Approving and monitoring all public statements or media releases made that relate to the Company's performance or forecasts;
- h) Convening meetings in accordance with the Company's constitution;
- i) Conducting regular reviews of the Company's corporate governance policies and practices, particularly the Company's risk management framework and policies, and other policies and practices that must change as a result of the growth of the company;
- j) Regularly liaising with the Company's auditors;
- k) Approving the Company's code of conduct and monitoring the Company's operations in accordance with the principles set out in the code of conduct;
- l) Challenging the Managing Director, where required, to ensure that management is held to account;
- m) Ensuring that the Company's remuneration policies are aligned with the Company's purpose, values, strategic objectives and risk appetite;
- n) Ensuring that a performance evaluation process is undertaken to review the performance of the Board, individual directors and the Chairman, and senior executives at least once every year;
- o) Where required, considering and if appropriate approving any significant changes to the organisational structure of the Company;
- p) Approving the acquisition, establishment, disposal or cessation of any significant assets of the Company;
- q) Approving the amount, nature and term of the Company's debt facilities; and

- r) Approving the issue of any shares, options, equity instruments or other equity securities in the Company.

The Board must convene regular meeting with such frequency as is sufficient to appropriately discharge its duties and responsibilities.

3 Specific responsibilities

The ASX Corporate Governance Council's "Corporate Governance Principles and Recommendations" (**ASX Recommendations**) recommend that the Company has formal and rigorous processes for:

- a) addressing 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 (**Nomination**);
- b) setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive (**Remuneration**);
- c) independently verifying and safeguarding the integrity of its corporate reporting, including a process for the appointment and removal of the external auditor and the rotation of the audit engagement partner (**Reporting**); and
- d) setting a risk appetite and overseeing the entity's risk management framework (**Risk Management**).

4 Nomination responsibilities

In discharging its Nomination responsibilities, the Board will:

- a) (**Board size**) consider, and decide on, the size of the Board which would most encourage efficient decision making; current board size range is 3;
- b) (**director competencies**) have regard to the necessary and desirable competencies of directors; current skills ranges include the following: public company experience, financial literacy, accounting, corporate governance and ethics, legal/regulatory, organization and people management, risk management, executive experience, operations experience, project construction experience, logistics, supply chain, sales and marketing, strategic planning, technology, engineering, mergers and acquisitions, mining experience, capital financing, environment, stakeholder relations, global business experience, passion for the company's mission;
- c) (**skills matrix**) develop a Board skills matrix demonstrating the mix of skills and diversity that the Board currently has or is looking to achieve in its membership against the desirable range of skills;
- d) (**director recommendations**) develop and review the process for the selection, appointment and re-election of directors by:
 - (i) evaluating the balance of skills, experience, independence, knowledge and diversity of directors currently on the Board; evaluating current needs under the circumstances of the short and long term requirements of the business as well as changes in strategy, external environment and anticipated terms of current directors
 - (ii) in light of this evaluation, preparing a description of the role and capabilities required for a particular appointment within the context of short and longer term business considerations;
 - (iii) sourcing candidates from the available market including with the possible assistance of a third-party provider, and reviewing recommendations from

- other sources including current directors, advisors, significant shareholders, management, and industry experts;
- (iv) assuring that candidates possess both the personal qualities of integrity, courage, curiosity, interpersonal skills, interest in the business and the industry, business acumen, ability and capacity to contribute and the appropriate and necessary competencies and skills as described above and within the skills matrix;
 - (v) reviewing the current diversity represented on the board with the backdrop of the Company's Diversity Policy to assist with the sourcing and targeting of candidates;
 - (vi) interviewing and evaluating candidates along with obtaining appropriate checks and references; and
 - (vii) putting forward the candidate for appointment and election as a director to the Chairman, Managing Director, and full board;
- e) (**providing information**) provide security holders with material information in its possession relevant to a decision as to whether or not to elect or re-elect a director;
 - f) (**assessing performance**) implement a process to evaluate the performance of the chairperson, Board, individual directors and senior executives on an annual basis to support governance improvement, efficient board processes and effective decision making and to address issues that may arise from the review;
 - g) (**assessing time commitment**) review the time required to be committed by non-executive directors to properly fulfil their duties to the Company and whether non-executive directors are meeting these requirements;
 - h) (**assessing independence**) assess the independence of each non-executive director; and
 - i) (**succession plans**) review Board and executive succession plans and processes, including for the Managing Director and other senior executive positions (as applicable from time to time) and being conscious of each director's tenure, to maintain an appropriate balance of skills, experience, expertise and diversity.

5 Remuneration responsibilities

5.1 General

In discharging its Nomination responsibilities, the Board will inform itself of market-based, publicly available and relevant competitive remuneration information and develop and review:

- a) (**directors' fees**) the Company's remuneration framework for directors, including, the process by which any pool of directors' fees approved by shareholders is allocated to directors;
- b) (**senior executives**) the remuneration packages to be awarded to senior executives;
- c) (**bias**) whether there are any gender or other inappropriate bias in remuneration for directors, senior executives or other employees;
- d) (**policies**) the Company's recruitment, retention and termination policies for the Managing Director and senior executives and any changes to those policies;
- e) (**incentive schemes**) incentive schemes, if appropriate, for the Managing Director and senior executives;
- f) (**equity-based programs**) equity-based remuneration plans, if appropriate, for senior executives and other employees;

- g) (**superannuation and retirement benefits**) superannuation and retirement benefit arrangements for directors, senior executives and other employees; and
- h) (**other perquisites**) certain other benefits as determined appropriate based upon market and competitive information.

5.2 Incentive schemes and equity-based remuneration

For any incentive schemes or equity-based plans which are adopted, the Board will:

- a) (**reviewing**) review their terms (including any eligibility criteria and performance hurdles);
- b) (**administration**) oversee their administration (including compliance with applicable laws that restrict participants from hedging the economic risk of their security holdings) and disclose its policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme;
- c) (**shareholder approval**) consider whether shareholder approval is required or desirable for the schemes or plans and for any changes to them; and
- d) (**payments and awards**) ensure that payments and awards of equity are made in accordance with their terms and any shareholder approval.

6 Reporting responsibilities

6.1 General

In discharging its Reporting responsibilities, the Board will:

- a) (**compliance**) review processes for compliance with laws, regulations and other requirements relating to the preparation of accounts and corporate reporting by the Company of financial and nonfinancial information;
- b) (**adequacy**) make recommendations in relation to the adequacy of the Company's corporate reporting processes;
- c) (**continuous reporting**) oversee the process that is implemented to capture issues for continuous reporting to ASX;
- d) (**external auditor**) ask the external auditor for an independent judgment about the appropriateness of the accounting principles, and the clarity of financial disclosure practices, used by the Company;
- e) (**assessing information**) assess information from external auditors which is significant for financial reports;
- f) (**accounting judgments**) review and assess the appropriateness of material estimates, accounting judgments and significant choices exercised by management in preparing the Company's financial statements (including the solvency and going concern assumptions) by:
 - (i) examining the processes used; and
 - (ii) seeking verification from external auditors;
- g) (**true and fair view**) assess that the Company's financial statements reflect the Board's understanding of, and provide a true and fair view of, the Company's financial position and performance;
- h) (**preparation of financial reports**) oversee the preparation of financial reports and reviewing the results of external audits of these reports;

- i) **(section 295A declaration)** oversee that appropriate risk management and internal control processes are in place to form the basis upon which the person performing the chief executive function respectively makes his/her declarations to the Board under section 295A of the Corporations Act 2001 (Cth) and Principle 4 of the ASX Recommendations;
- j) **(Corporate Governance Statement)** review the completeness and accuracy of the Company's Corporate Governance Statement as required by the ASX Listing Rules;
- k) **(pre-lodgement reviews)** review material documents and reports prepared for lodgement with regulators, assessing their impact on the Company and making recommendations to the Board on their approval or amendment; and
- l) **(Board approval)** decide whether the financial statements, financial report, Directors' Report and Annual Report should be approved based on the Board's assessment of them.

6.2 The external audit

The external audit is fundamental in the process of independently verifying and safeguarding the integrity of the Company's corporate reporting. The Board will oversee the external auditor's role in the corporate reporting process by:

- a) **appointment:**
 - (i) developing and reviewing a selection process, appointment and remuneration of the external auditor;
 - (ii) agreeing the terms of engagement of the external auditor before the start of each audit;
 - (iii) reviewing the external auditor's fee and being satisfied that an effective, comprehensive and complete audit can be conducted for the fee set;
- b) **independence:**
 - (i) monitoring the independence of the external auditor;
 - (ii) reviewing the external auditor's independence based on the external auditor's relationships and services with the Company and other organisations;
 - (iii) assessing any proposal for the external auditor to provide non-audit services and whether it might compromise the independence of external auditor and, if required, developing policies for Board approval in relation to this;
- c) **meetings and ongoing communication:**
 - (i) inviting the external auditor to attend relevant Board meetings to review the audit plan, discuss audit results and consider the implications of external audit findings;
 - (ii) meeting with the external auditor without management present at least once a year;
 - (iii) raising with the external auditor any specific points of divergence with the Company's management;
- d) **reviewing and monitoring:**
 - (i) the effectiveness of the external auditor and assessing their performance;
 - (ii) the scope and adequacy of the external audit, including identified risk areas and any additional procedures with the external auditor on a periodic basis;
 - (iii) representation letters signed by management and assessing that information provided is complete and appropriate;

- (iv) monitoring management's response to the external auditor's findings and recommendations;
- e) **rotation**: developing and reviewing a process for the rotation of the audit engagement partner;
- f) **removal**: establishing the grounds upon which an external auditor may be removed and monitoring and evaluating whether such grounds exist at any point in time.

The external auditor will attend the Company's Annual General Meeting and be available to answer questions from security holders relevant to the audit.

7 Risk Management responsibilities

7.1 General

Managing risk well is of benefit not only to the Company, but also its stakeholders including its security holders, employees, creditors, consumers and the broader community in which it operates. Good risk management practices not only protect established value but, given its forward looking focus, can identify opportunities to create value.

Recognising and managing risk is a crucial role of both the Board and management.

7.2 The Board's role

In discharging its Risk Management responsibilities, the Board will:

- a) **risk appetite**: set the risk appetite for the Company (that is, the nature and extent of the risks it is prepared to take to meet its objectives);
- b) **risk management framework: oversee** that management designs and implements an appropriate and effective risk management framework which:
 - (i) aims to identify, protect against, detect, respond to and recover from risks, and to review and improve the framework;
 - (ii) includes relevant matters set out in the Schedule; and
 - (iii) is developed and reviewed with input from external auditors, compliance staff and other experts and consultants as relevant and in light of relevant standards and industry guidance;
- c) **reviewing the risk management framework**: review the risk management framework at least annually to determine that it continues to be sound, and to identify any changes to material risks and whether they remain within the risk appetite **set** by the Board with input from management, external auditors, compliance staff and other experts and consultants as relevant and in light of relevant standards and industry guidance;
- d) **disclosure**: consider and make relevant disclosures for:
 - (i) the Directors' Report: of the main internal and external risk sources that could adversely affect the Company's prospects for future financial years, for inclusion in the operating and financial review section of the Directors' Report; and
 - (ii) the Corporate Governance Statement in the Company's Annual Report or on its website, including in relation to each reporting period:
 - (A) whether the review of the Company's risk management framework has taken place and, if appropriate, insights gained from the review and changes made as a result; and

- (B) whether the Company has any material exposure to economic, environmental and social sustainability risks and if so how they intend to manage those risks.
- e) **investment review:** evaluating post-implementation analysis of capital expenditure projects and other investments within 12 months of completion or acquisition, and considering factors such as:
 - (i) actual expenditure levels compared to project or investment business case as approved by the Board;
 - (ii) timing achieved in completion of projects or investments compared to plan; and
 - (iii) key operating assumptions, including revenue and cost elements, market penetration and other defined project deliverables; and
- f) **insurance:** monitoring and reviewing the Company's process for insurance placement and, where necessary approving the implementation of the Company's insurance placement.

7.3 Management's role

Management's (represented by the Managing Director) role in managing risk includes:

- a) identifying risks;
- b) developing and implementing the risk management framework;
- c) managing and reporting on risks to the Board;
- d) monitoring that the Company operates within the risk appetite set by the Board.

8 Composition and structure of the Board

The Board will determine the appropriate size and composition of the Board (including the Chairman).

The Board will review the skills of directors on the Board to determine whether the composition and mix of those skills remain appropriate for the Company's strategy.

8.1 Independence

The Board will always include one or more independent Directors.

The Board considers an independent Director to be a non-executive Director who is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect, his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company. The materiality of the interest, position, association or relationship will be assessed to determine whether it might interfere, or might reasonably be seen to interfere, with the Director's characterisation as an independent Director.

In assessing independence, the Board will have regard to the factors set out in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

The independence of Directors will be assessed annually or as soon as practicable after there is a change in circumstances in respect of a Director which may affect their independence.

8.2 Conflicts

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

a duty to another person, the Director will act in accordance with the Company's Constitution, any applicable policy of the Company and any applicable law.

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

8.3 Code of Conduct

Each Director will comply with the Company's Code of Conduct (having regard to the Director's role as either an executive or non-executive Director).

9 The Chairman

The Board will elect an independent Director to the office of Chairman.

The Chairman is responsible for leadership of the Board, for the orderly conduct of business at Board meetings and for keeping all directors aware of Board issues. In fulfilling this role, the Chairman will:

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

The Chairman has authority to act and speak for the Board between its meetings, including engaging with the Managing Director.

10 The Managing Director

The Managing Director is responsible for managing the affairs of the Company under the delegated authority from the Board and to implement the policies and strategy set by the Board. The Managing Director is responsible for delivering timely and accurate information to the Board.

The Managing Director and senior executives must operate in accordance with the Board's approved policies and delegated limits of authority.

11 Company Secretary

The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.

The appointment and removal of the Company Secretary is a matter for the Board as a whole.

The Company Secretary's advice and services shall be available to all Directors.

The Company Secretary will develop and maintain the information systems and processes that are appropriate for the Board to fulfil its role.

12 Independent professional advice

The Board collectively, and each director individually, may obtain independent professional advice at the Company's expense, as considered necessary to assist the Board and directors in fulfilling their relevant duties and responsibilities.

Individual directors who wish to obtain independent professional advice, as contemplated by this provision, should seek the approval of the Chairman (acting reasonably), and will be entitled to reimbursement of all reasonable costs in obtaining such advice.

13 Administration

13.1 Review of this code

The Board will review this charter from time to time. This charter may be amended by resolution of the Board.

Schedule – The basis for a Risk Management Framework

Aim: to identify, protect against, detect, respond to, recover, review, report & improve

Item	Action
Risk profile	<ul style="list-style-type: none"> • Analyse the Company's business and circumstances and describe the material risks and key risk areas facing the Company and its business • Refer to standards and industry guidance • Obtain input from external auditors and other experts and consultants as relevant • Consider: <ul style="list-style-type: none"> ○ legal and non-compliance ○ economic and financial (eg accounting estimates) ○ cyber resilience and information security ○ environmental and social sustainability ○ litigation and claims ○ political ○ other business risks, in light of the risk appetite set by the Board
Risk register	<ul style="list-style-type: none"> • Record risks, their likelihood, impact and recommended action, eg whether to: <ul style="list-style-type: none"> ○ Act to reduce the likelihood or lower the impact ○ Cease the activity or withdraw from the circumstance ○ Accept the risk, or ○ Insure against the risk • Update on an ongoing basis
Risk Team	<ul style="list-style-type: none"> • Identify key people in the business • Allocate responsibility • Devise Risk Team structure and reporting

Risk matrix	Set out the likelihood of risks occurring and the impact on the Company and its business if the risks occur
Insurance program	Take out appropriate policies and terms having regard to the Company's business, insurable risks, exclusions, cost and market practice
Compliance program	Implement appropriate systems and procedures to aid compliance with applicable legal and regulatory requirements
Internal controls and processes	<p>Provide a regular means of monitoring, assessing, reviewing and reporting on the identification and management of risk, including as relevant:</p> <ul style="list-style-type: none"> • develop risk management policies, codes and guidelines eg for business continuity, disaster recovery, incident management, anti-bribery and corruption, whistleblower, cyber resilience, information management, code of conduct etc • assess if controls and processes are adequate for new circumstances including transactions and laws and their level of risk or impact • develop training programs and materials • include risk as a standing agenda item as relevant for meetings • encourage voluntary reporting by employees and contractors to the Company Secretary or other appropriate person of possible significant: <ul style="list-style-type: none"> ○ illegal acts ○ contraventions of the Company's internal controls, codes and policies, and business licence requirements, and ○ claims against the Company
Response Team	<ul style="list-style-type: none"> • Identify Incident Response Teams • Workshop / rehearse possible scenarios • Immediately an incident occurs, activate incident management and recovery plans • Report as required or as advisable
Investigation process	Investigate potential breaches and contraventions including of law, regulations, codes and policies and any break down of the Company's internal controls
Review and improve	Revise components of the risk management framework as appropriate