

# **CORPORATE GOVERNANCE PLAN**

**Copper Search Ltd ACN 650 673 500**

Adopted by the Board on 1 July 2021

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## SCHEDULE 1: BOARD CHARTER

### COPPER SEARCH LTD ACN 650 673 500 (Company)

#### Role of the Board

- 1 This Board Charter details the principles for the operation of the board of directors of the Company (**Board**) and describes the functions of the Board.
- 2 The Board is accountable to shareholders for the performance of the Company. The Board must at all times act honestly, conscientiously and fairly in all respects in accordance with the law applicable to the Company and must act in the best interests of the Company's shareholders and other stakeholders.
- 3 The Board's role includes guiding the Company's strategic direction, driving its performance and overseeing the activities of management and the operation of the Company.
- 4 This Board Charter and the charters adopted by the Board for the committees established by the Board have been adopted on the basis that good corporate governance adds to the performance of the Company and creates shareholder value and engenders the confidence of the investment market.

#### Responsibilities of the Board

- 5 The Board is responsible for managing the affairs of the Company, including to:

##### **Strategic and financial performance**

- 5.1 provide leadership and develop and approve the Company's corporate strategy, investment and performance objectives;
- 5.2 evaluate, approve and monitor the Company's strategic, investment and financial plans and objectives;
- 5.3 evaluate, approve and monitor the annual budgets and business plans;
- 5.4 determine the Company's dividend policy (if any), dividend re-investment plan (if any) and the amount and timing of all dividends;
- 5.5 evaluate, approve and monitor major capital expenditure, capital management and all major acquisitions, divestitures and other corporate transactions, including the issue of securities of the Company;
- 5.6 approve all accounting policies, financial reports and material reporting and external communications by the Company;
- 5.7 assess the solvency and performance of the Company;
- 5.8 appoint the Chair of the Board and, where appropriate, any deputy chair or senior independent director;

##### **Executive management**

- 5.9 appoint, monitor and manage the performance of the Company's Chief Executive Officer (CEO);

- 5.10 manage succession planning for the Company's CEO and senior management positions as identified from time to time, including reviewing any succession plans recommended by the Nomination and Remuneration Committee (if any);
- 5.11 appoint and, where appropriate, remove any CEO;
- 5.12 ratify the appointment and, where appropriate, the removal of senior management of the Company and any subsidiaries;
- 5.13 with the advice and assistance of the Nomination and Remuneration Committee (if any), review and approve the performance of individual Board members and senior management as well as any policies concerned with the remuneration of any employee;
- 5.14 with the advice and assistance of the Nomination and Remuneration Committee (if any), review and approve the remuneration of individual Board members, the CEO and senior management, having regard to their performance;
- 5.15 ensure appropriate resources are available to the CEO and senior management;
- 5.16 advise senior management of its obligation to provide to the Board all information required by it to discharge its responsibilities, including any information specifically requested by the Board;
- 5.17 oversee senior management's implementation of the Company's strategic objectives;

#### **Audit and risk management**

- 5.18 with the recommendation of the Audit and Risk Committee (if any), appoint the external auditor and determine its remuneration and terms of appointment;
- 5.19 ensure effective audit, risk management and regulatory compliance programs are in place to protect the Company's assets and shareholder value;
- 5.20 evaluate, establish, approve and monitor the risk appetite within which the Board expects management of the Company to operate;
- 5.21 approve and monitor the Company's audit and risk framework, including (but not limited to) systems of risk management and internal compliance and control;
- 5.22 approve and, with the assistance and advice of the Audit and Risk and Committee (if any), monitor compliance with the Company's Risk Management Policy (if any);
- 5.23 monitor the Company's operations in relation to, and in compliance with, relevant regulatory and legal requirements;
- 5.24 approve and oversee the integrity of the accounting, financial and other corporate reporting systems and monitor the operation of these systems;
- 5.25 with the recommendation of the Audit and Risk Committee (if any), review and approve a process by which the integrity of any periodic corporate report released to the market that is not audited or reviewed by an external auditor can be verified;

#### **Strategic planning**

- 5.26 engage in strategic planning including establish goals for management of the Company and monitor the achievement of those goals;

- 5.27 ensure strategic planning is based on the identification of opportunities and the full range of business risks that will determine which of those opportunities are most worth pursuing;
- 5.28 on an ongoing basis, review how the strategic environment is changing, what key business risks and opportunities are appearing, how they are being managed and what, if any, modifications in strategic direction should be adopted;

#### **Corporate governance and disclosure**

- 5.29 oversee the affairs of the Company, including its control and accountability systems;
- 5.30 evaluate the overall effectiveness of the Board, its committees and its corporate governance practices;
- 5.31 at least once each year review the performance and effectiveness of the Company's corporate governance policies and procedures and, if appropriate, amending those policies and procedures or adopt new policies or procedures;
- 5.32 review and approve all disclosures related to any departures from the Corporate Governance Principles and Recommendations of the ASX Corporate Governance Council;
- 5.33 review and approve the public disclosure of any Company policy or procedure;
- 5.34 supervise the public disclosure of all matters that the law and the ASX Listing Rules require to be publicly disclosed in a manner consistent with the Continuous Disclosure Policy;
- 5.35 disclose the process by which the integrity of any periodic corporate report the Company releases that is not audited or reviewed by an external auditor is verified;
- 5.36 develop and review an appropriate communications policy to promote effective communication with shareholders and participation at general meetings;
- 5.37 approve the appointment of directors to committees established by the Board and oversee the conduct of each committee;
- 5.38 approve and monitor delegations of authority;
- 5.39 with the assistance of the Nomination and Remuneration Committee (if any), identify any specific responsibilities of individual Board members, including the Chair;
- 5.40 prepare the Company's annual corporate governance disclosure statements as required under the ASX Listing Rules;

#### **Performance evaluation**

- 5.41 at least once per year, with the advice and assistance of the Nomination and Remuneration Committee (if any), review and evaluate the performance of the Board, each board committee and each individual director against the relevant charters, corporate governance policies, and agreed goals and objectives;
- 5.42 following each review and evaluation, consider how to improve performance;

- 5.43 agree and set the goals and objectives for the Board and its committees each year, and if necessary, amending the relevant charters, committees, policies or goals and objectives;
- 5.44 with the advice and assistance of the Nomination and Remuneration Committee (if any), review and approve the remuneration of the Company's CEO and directors; and
- 5.45 disclose the process for periodically evaluating performance and whether, for each reporting period, a performance evaluation occurred.

#### **Code of Conduct and Ethics**

- 5.46 adopt and apply appropriate ethical standards in relation to the management of the Company and the conduct of its business;
- 5.47 monitor compliance with the Company's Code of Conduct and Ethics; and
- 5.48 ensure that the Board is informed of any material breaches of the Company's Code of Conduct and Ethics.

#### **Structure of the Board**

- 6 The Board shall comprise at least three directors and it is intended that the Board should, to the extent practicable given the size and composition of the Board from time to time, be comprised of a majority of independent directors. The Board aims to comprise directors with a broad range of skills, expertise, and experience from a diverse range of backgrounds that is appropriate to the Company and its strategy.

#### **Independent Director**

- 7 Where this Charter or the charter of a board committee requires one or more 'independent' directors, the following criteria are to be applied.
- 8 An 'independent' director is a non-executive director who:
  - 8.1 is not a substantial shareholder (as defined in the Corporations Act 2001 (Cth)) of the Company or an officer of, or otherwise associated with, a substantial shareholder of the Company;
  - 8.2 within the last three years, has not been employed in an executive capacity by the Company or any of its subsidiaries, or been a director after ceasing to hold any such employment;
  - 8.3 within the last three years has not been a partner, director or senior employee of a provider of material professional services to the Company or any of its subsidiaries;
  - 8.4 within the last three years has not been in a material business relationship (eg. a material supplier or customer) with the Company or any of its subsidiaries, or an officer of, or otherwise associated with, someone with such a relationship;
  - 8.5 has no material contractual relationship with the Company or any of its subsidiaries other than as a director of the Company;
  - 8.6 do not have close family ties with any person who falls within any of the categories described above;

- 8.7 has not served on the Board for a period which could, or could reasonably be perceived to, materially interfere with the director's capacity to bring an independence judgement to bear on issues before the Board and the director's ability to act in the best interests of the Company and its shareholders generally; and
  - 8.8 is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's capacity to bring an independence judgement to bear on issues before the Board and the director's ability to act in the best interests of the Company and its shareholders generally.
- 9 Family ties and cross-directorships may be relevant in considering interests and relationships which may compromise independence and should be disclosed by directors to the Board.
- 10 The Board should regularly assess whether each non-executive director is independent. Each non-executive director should provide to the Board all information that may be relevant to this assessment. If a director's independent status changes, this should be disclosed and explained to the market in a timely manner.

### **Directors' Responsibilities**

- 11 Each director of the Company is bound by the Company's charters and all policies, including the following:
- 11.1 Code of Conduct;
  - 11.2 Audit and Risk Committee Charter;
  - 11.3 Nomination and Remuneration Committee Charter;
  - 11.4 Continuous Disclosure Policy;
  - 11.5 Risk Management Policy;
  - 11.6 Securities Trading Policy;
  - 11.7 Diversity, Inclusion and Equality Policy;
  - 11.8 Shareholder Communications Policy;
  - 11.9 Whistleblower Policy;
  - 11.10 Anti-Bribery and Anti-Corruption Policy; and
  - 11.11 Health, Safety and Environment Policy
- 12 The Board may adopt additional policies as required based on the Company's size and operations from time to time.
- 13 The directors of the Company must:
- 13.1 conduct their duties at the highest level of honesty and integrity;
  - 13.2 observe the rule and the spirit of the laws to which the Company is bound and comply with any relevant ethical and technical standards;

- 13.3 maintain the confidentiality of all information acquired in the course of conducting their role and not make improper use of, or disclose to third parties, any confidential information unless that disclosure has been authorised by the Board or is required by law or by the ASX Listing Rules;
- 13.4 observe the principles of independence, accuracy and integrity in dealings with the Board, board committees, internal and external auditors, senior management and employees within the Company;
- 13.5 act in accordance with this Board Charter and disclose to the Board any actual or perceived conflicts of interest, whether of a direct or indirect nature, of which the director becomes aware and which the director reasonably believes is material, in that it may or may be perceived to influence his vote or compromise the reputation or performance of the Company; and
- 13.6 set a standard of honesty, fairness, integrity, diligence and competency in respect of the position of director.

### **Role of the Chair**

- 14 The Company recognises that it is important that the Chair has a defined role in the organisation and operates in accordance with clear functional lines.
- 15 The role of Chair requires a significant time commitment. The Chair's other positions should not be such that they are likely to hinder effective performance in the role.

### **Specific Duties of the Chair**

- 16 The Chair will:
  - 16.1 where practicable, be an independent non-executive director;
  - 16.2 chair board meetings;
  - 16.3 establish the agenda for Board meetings, in consultation with the directors and the Company Secretary; and
  - 16.4 chair meetings of shareholders, including the Annual General Meeting of the Company.
- 17 The roles of Chair and CEO will be exercised by two separate individuals.
- 18 The Chair will be selected on the basis of relevant experience, skill, judgement and leadership abilities to contribute to the effective direction of the Company.
- 19 The Chair is responsible for:
  - 19.1 leadership of the Board and for the efficient organisation and conduct of the Board's functions;
  - 19.2 promoting a constructive governance culture and applying appropriate governance principles among directors and with management; and
  - 19.3 facilitating the effective contribution of all directors and promoting constructive and respectful relations between directors and between Board and management.
- 20 The Chair must ensure that all substantive resolutions at a meeting of security holders must be decided by a poll rather than by a show of hands.

### **Specific Duties of the CEO**

- 21 The Board will delegate to the CEO the authority and power to manage the Company and its business within levels of authority specified by the Board from time to time. The CEO may delegate aspects of his or her authority and power to other senior management but remains accountable to the Board for the day to day management of the Company. The CEO's role includes:
- 21.1 responsibility for the effective leadership of the management team;
  - 21.2 the development of strategic objectives for the business; and
  - 21.3 the day to day management of the Company.

### **Confidential Information and External Communication**

- 22 The Board has established the following principles to apply in respect of information of the Company:
- 22.1 generally, the Chair or the CEO will speak for the Company. Individual Board members are expected not to communicate on behalf of the Board or the Company without prior consultation with the Chair;
  - 22.2 any disclosure of information to a shareholder which is not disclosed to the market must be approved under the Continuous Disclosure Policy and must comply with the ASX Listing Rules; and
  - 22.3 all directors are required to keep all information provided to them in their capacity as a director confidential, unless it is required by law or by the ASX Listing Rules.

### **Conflicts of Interest**

- 23 The directors of the Company are required to act in a manner which is consistent with the best interests of the Company as a whole, free of any actual or possible conflicts of interest.
- 24 If a director considers that they might be in a position where there is a reasonable possibility of conflict between their personal or business interests, the interests of any associated person, or their duties to any other company, on the one hand, and the interests of the Company or their duties to the Company, on the other hand, the director must:
- 24.1 fully and frankly inform the Board about the circumstances giving rise to the possible or actual conflict;
  - 24.2 if requested by the Board, within seven days or such further period as may be permitted by the Board, take such steps necessary and reasonable to remove any conflict of interest; and
  - 24.3 abstain from voting on any motion relating to the matter and absent themselves from all board deliberations relating to the matter, including receipt of Board papers bearing on the matter.
- 25 If a director believes that they may have a conflict of interest or duty in relation to a particular matter, the director should immediately consult with the Chair (or, in the case of the Chair, the Chair should immediately consult with the other non-executive directors).

## **Related Party Transactions**

- 26 The Board delegates to the Audit and Risk Committee responsibility for reviewing and monitoring related party transactions and investments involving the Company and its directors.

## **Meetings**

- 27 The Board will meet regularly on such number of occasions each year as the Board deems appropriate.
- 28 A meeting of the Board will usually be convened by the Chair.
- 29 All directors are expected to diligently prepare for, attend and participate in all Board meetings. At a minimum, a quorum of directors under the Company's constitution is two directors. Meetings of the Board may be held or participated in by conference call or similar means. Resolutions of the Board may be passed by circular resolution or in writing in accordance with the Company's constitution.
- 30 The Chair should ensure the availability and, if necessary, the attendance at the relevant meeting, of any member of the Company's management responsible for a matter included as an agenda item at the relevant meeting.

## **Agenda**

- 31 An agenda will be prepared for each Board and board committee meeting. The agenda will be prepared by the Company Secretary.
- 32 The following items will be standing items on the agenda unless otherwise determined by the Chair:
- 32.1 approval of minutes of previous Board meeting;
  - 32.2 matters arising from minutes of previous Board meeting (Note: directors are expected to review the minutes carefully and raise any concerns, requested amendments or seek clarification in the following Board meeting);
  - 32.3 consideration of any continuous disclosure matters;
  - 32.4 directors' declarations; and
  - 32.5 items requiring Board approval.

## **Board Committees**

- 33 Once the Board is of a sufficient size and structure, and the Company's operations are of a sufficient size, to assist the Board in fulfilling its duties, the Board may establish the following committees:
- 33.1 the Audit and Risk Committee, which is responsible for monitoring and advising the Board on the Company's audit, risk management and regulatory compliance policies and procedures; and
  - 33.2 the Nomination and Remuneration Committee, which is responsible for establishing the policies and practices of the Company regarding the remuneration of directors and other senior executives and reviewing all components of the remuneration framework, advising the Board on the composition of the Board and its committees, reviewing the performance of the Board, its committees and the individual directors, ensuring the proper

succession plans are in place and advising the Board in respect of the effectiveness of its corporate governance policies and developments in corporate governance.

- 34 Although the Board may delegate powers and responsibilities to these committees, the Board retains ultimate accountability for discharging its duties.
- 35 The composition of the membership, including the Chair, of each of these committees will be as determined by the Board from time to time, subject to the following restrictions:
- 35.1 the Audit and Risk Committee must comprise, where practicable, at least three non-executive directors the majority of whom, where practicable, will be independent; and
- 35.2 the Nomination and Remuneration Committee must comprise, where practicable, at least three members the majority of whom, where practicable, will be independent directors.
- 36 The Board will consider and approve the charters of the various committees. These Charters will identify the areas in which the Board will be assisted by each committee. Each committee will report regularly to the Board in accordance with their respective charters.
- 37 The Board may establish other committees as and when required.
- 38 The Board must disclose:
- 38.1 the charters of each committee;
- 38.2 the members of the Nomination and Remuneration Committee;
- 38.3 the members of the Audit and Risk Committee;
- and at the end of each reporting period:
- 38.4 the number of times each committee met throughout the period and the individual attendances of the members at those meetings;

### **Company Secretary**

- 39 The Company Secretary is directly accountable to the Chair for all Board related matters, unless delegated by the Board to another appropriate person. The company secretary's role is to:
- 39.1 advise the Board and its committees on governance matters;
- 39.2 coordinate all Board business including:
- 39.2.1 prepare agendas;
- 39.2.2 coordinate the timely completion and despatch of Board and committee papers;
- 39.2.3 ensure the business at Board and committee meetings is accurately captured in the minutes;
- 39.2.4 lodge communications and filings with the ASX;

39.2.5 monitor compliance with Board and committee policy and procedures; and

39.2.6 help to organise and facilitate the induction and professional development of directors.

40 The Board will appoint at least one company secretary. Appointment and removal of a company secretary will be subject to Board approval.

41 All directors will have direct access to the company secretary.

### **Inducting New Directors**

42 The Company has a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.

### **Independent Advice**

43 A director of the Company is entitled to seek independent professional advice (including, but not limited to, legal, accounting and financial advice) at the Company's expense on any matter connected with the discharge of his or her responsibilities, in accordance with the procedures and subject to the conditions below:

43.1 a director must seek the prior approval of the Chair;

43.2 in seeking the prior approval of the Chair, the director must provide the Chair with details of the nature of the independent professional advice, the likely cost of the advice and details of the adviser he or she proposes to instruct;

43.3 the Chair may set a reasonable limit on the amount that the Company will contribute towards the cost of obtaining the advice;

43.4 all documentation containing or seeking independent professional advice must clearly state that the advice is sought both in relation to the Company and to the director in their professional capacity. However, the right to advice does not extend to advice concerning matters of a personal or private nature, including for example, matters relating to the director's contract of employment with the Company (in the case of an executive director) or any dispute between the director and the Company; and

43.5 the Chair may determine that any advice received by an individual director will be circulated to the remainder of the Board.

44 All directors are entitled to the benefit of the Company's standard Deed of Access, Indemnity and Insurance which provides ongoing access to Board Papers and, at the Company's expense, Directors and Officers insurance.

### **Remuneration**

45 The level of director remuneration will be approved by the Board or by shareholders as the Company's constitution may require.

### **Annual Review**

46 The Board will review and prepare annually:

46.1 a self-evaluation of its performance against this Charter;

46.2 recommended goals and objectives for the coming year; and

46.3 recommended changes or improvements to this Charter if necessary.

**Revisions of this Charter**

47 This Board Charter and any amendments to it must be approved by each director of the Company.

48 Each director is responsible for review of the effectiveness of this Charter and the operations of the Board and to make recommendations to the Board of any amendments to this Board Charter.

## SCHEDULE 2: CODE OF CONDUCT

### COPPER SEARCH LTD ACN 650 673 500 (Company)

#### Objectives

- 1 This Code of Conduct has been established by the board of directors (**Board**) of the Company and applies to all Personnel of the Company. The Company is committed to complying with all applicable laws and regulations and to delivering strong returns and shareholder value while also promoting shareholder and general market confidence in the Company. The Company is also committed to acting ethically and responsibly in its dealings with third parties. The Code of Conduct is designed to establish the practices which are necessary to maintain confidence in the Company's integrity.
- 2 In this Code of Conduct, **Personnel** or **Person** means a director (executive or non-executive), officer, employee, authorised representative, contractor or consultant of the Company or any subsidiary of the Company, if any.
- 3 The objectives of this Code of Conduct are to ensure that:
  - 3.1 high standards of corporate and individual behaviour are observed by all Personnel;
  - 3.2 Personnel are aware of their responsibilities to the Company; and
  - 3.3 all parties dealing with the Company, whether it be Personnel, shareholders, suppliers or competitors, can be guided by the stated values and practices of the Company.
- 4 The Company is committed to complying with this Code of Conduct and requires all Personnel to comply with it. Personnel must comply with both the spirit as well as the letter of all laws and regulations which apply to the Company and the principles of this Code of Conduct. Further, Personnel should always use due care and diligence when fulfilling their role or representing the Company and should not engage in any conduct likely to bring discredit upon the Company.

#### Conflicts of Interest

- 5 A conflict of interest occurs when a Personnel's interests interfere, or appear to interfere, with the Company's interests. The Company expects Personnel to act honestly, with high standards of personal integrity and in good faith at all times and, in a manner which is in the best interests of the Company as a whole and that would not negatively affect the Company's reputation.
- 6 Personnel will conduct their personal activities in a manner that is lawful and avoids possible, actual or perceived conflicts of interest between the Personnel's personal interests and those of the Company. Personnel (other than directors) must promptly disclose to the CEO or the Company Secretary any actual or potential conflict of interest (including Related Party relationships further described below) of which they become aware. The CEO or Company Secretary will then take action to ensure any perceived or real conflict of interest is managed appropriately.
- 7 Directors, the CEO and the Company Secretary must promptly disclose to the Board any actual or potential conflict of interest (including Related Party relationships further described below) of which involve themselves. The Chair must then take action as necessary to ensure any perceived or real conflict of interest is managed appropriately. If the conflict of interest involves the Chair then the Company Secretary will take action to ensure the conflict of interest is managed appropriately.

- 8 Where a Person is a Related Party (including being a grandparent, parent, child, partner, in a dating relationship, father-mother-brother-sister in law, uncle, aunt, niece or nephew) with another Person or with another Person who has a material direct or beneficial ownership in a contractor or supplier to the Company, then that Related Party relationship must be declared to the CEO.
- 9 Where the CEO or a director (excluding the Chair) is a Related Party with another Person or with another Person who has a material direct or beneficial ownership in a contractor or supplier to the Company, then that Related Party relationship must be declared to the Chair.
- 10 Where the Chair is a Related Party with another Person or with another Person who has a material direct or beneficial ownership in a contractor or supplier to the Company, then that Related Party relationship must be declared to the Company Secretary.
- 11 Where there is any doubt as to whether this policy requires you to report a potential conflict of interest or Related Party then you must report.
- 12 When two Persons become a Related Party (for example, commence a dating relationship) then the responsibility to report the Related Party relationship belongs to the more senior Person in the first instance.

### **Corporate Opportunities**

- 13 Personnel will not:
  - 13.1 take advantage of the property or information of the Company or its customers, their position or opportunities arising from these, for personal gain or to cause detriment to the Company or its customers;
  - 13.2 use the Company's assets and property (including the Company's name) or information for any purposes other than lawful purposes authorised by the Board;
  - 13.3 enter into any arrangement or participate in any activity that would conflict with the Company's best interests or that would be likely to negatively affect the Company's reputation;
  - 13.4 disclose any of the Company's information, except where disclosure is permitted or required by the Company's bylaws, law or the ASX Listing Rules; or
  - 13.5 offer or accept bribes, inducements, commissions or misuse company assets and resources.

### **Trading in Securities**

- 14 Personnel will ensure that all trading in securities, including trading in securities of the Company, is in accordance with the Company's Securities Trading Policy. The purpose of the Securities Trading Policy is to ensure compliance with the law and to minimise the scope for misunderstandings or suspicions regarding Personnel trading in securities while in possession of non-public price sensitive information.

### **Confidentiality**

- 15 Personnel will maintain and protect the confidentiality of the Company's information, except where disclosure is allowed by the Board or is required by law.
- 16 Personnel will not make improper use of any information acquired by virtue of being an employee of the Company, including the use of that information for personal gain or the gain of another party or in breach of a person's privacy.

### **Responsibilities to key stakeholders**

- 17 Personnel will always deal with shareholders, customers, suppliers, competitors and other Personnel in a manner that is lawful, diligent and fair and with honesty, integrity and respect.

### **Compliance with applicable laws, regulations and rules**

- 18 Personnel will always act in a manner that is compliant with all laws and regulations that apply to the Company and its operations.
- 19 Personnel will act in compliance with this Code of Conduct and the Company's other policies.
- 20 Personnel will not knowingly participate in any illegal or unethical activity.

### **Employment Practices**

- 21 The Company aims to provide a work environment in which all Personnel can excel regardless of race, religion, age, disability, gender, sexual preference or marital status. The Company will from time to time maintain various policies relating to the workplace, including the Company's Diversity, Inclusion and Equality Policy. Personnel should familiarise themselves with these policies and ensure that they comply with them.

### **Reporting Concerns**

- 22 The Company requires all Personnel who become aware of an actual or suspected violation of the law or this Code of Conduct to report to a Director, the CEO or the Company Secretary (**Reporting Person**). The Company will ensure that Personnel are not disadvantaged in any way for reporting violations of the law or this Code of Conduct or other unlawful or unethical conduct and that matters are dealt with promptly and fairly.
- 23 Upon receipt and investigation of a notification of an actual or suspected violation of the law or this Code of Conduct, the Reporting Person shall escalate the complaint for further investigation or action to the CEO or the Chair as appropriate depending on the nature and circumstances of the reported violation.

### **Compliance**

- 24 The Board is responsible for monitoring compliance with this Code of Conduct. Any queries in relation to this Code of Conduct should be referred to the Company Secretary.
- 25 Failure by Personnel to comply with this Code of Conduct may result in disciplinary action, including in serious cases, the termination of employment.

### **Review**

- 26 This Code of Conduct is subject to annual review by the Board.

## SCHEDULE 3: AUDIT AND RISK COMMITTEE CHARTER

### COPPER SEARCH LTD ACN 650 673 500 (Company)

#### Objectives

- 1 The Audit and Risk Committee (**Committee**) has been established by the board of directors (**Board**) of the Company pursuant to the Company's Constitution.
- 2 The purpose of the Committee is to:
  - 2.1 oversee, review and supervise the Company's risk management framework;
  - 2.2 assist the Board in discharging its responsibilities relative to the financial reporting process, the system of internal control relating to all matters affecting the Company's financial performance and the audit process;
  - 2.3 assist the Board in adopting and monitoring the strategy relating to determining acceptable risk levels and managing key risks, including health and safety risk, economic risk, environmental risk, social sustainability risk, credit risk, liquidity and funding risk, market risk, and reputational risk, as well as the guidelines, policies, and processes for monitoring, managing, and mitigating such risks.
  - 2.4 assist the Board in monitoring compliance with laws and regulations and the Company's Code of Conduct;
  - 2.5 assist the Board to adopt and apply appropriate ethical standards in relation to the management of the Company and the conduct of its business; and
  - 2.6 review the adequacy of the Company's insurance policies.
  - 2.7 initiate and monitor special investigations into areas of corporate risk or breakdowns in internal controls

#### Authority

- 3 The Committee has authority to:
  - 3.1 conduct or authorise investigations into any matters within its purpose;
  - 3.2 seek external advice or assistance, at the expense of the Company, including the appointment of consultants and independent external advice; and
  - 3.3 seek information and communicate directly with the Company's senior management, advisers, internal auditor (if appointed) and external auditor at any time.
- 4 The Committee will make recommendations to the Board on all matters requiring a decision from the Board. The Committee does not have the power or authority to make a decision in the Board's name or on its behalf.

#### Membership

- 5 Members of the Committee shall comprise members of the Board appointed by the Board.

- 6 The number of members of the Committee shall be a minimum of three directors, all of whom shall, where practicable, be non-executive directors and, a majority of whom should, where practicable, be independent directors.
- 7 All members of the Committee shall be financially literate and the members of the Committee, between them, should have the accounting and financial expertise and a sufficient understanding of the industry in which the Company operates to be able to discharge the Committee's mandate effectively.
- 8 The Board will nominate the Chair of the Committee from time to time. The Committee Chair will be, where practicable, an independent non-executive director who is not Chair of the Board.

### **Committee Meetings**

- 9 The Committee will meet as often as the Committee members deem necessary to discharge its role effectively, but not less than four times annually having regard to the Company's reporting and financial audit cycle.
- 10 The Committee Chair shall convene a meeting of the Committee if required to do so by any Committee member or the Board.
- 11 A quorum of the Committee will comprise two members.
- 12 All members of the Board have a standing invitation to attend meetings of the Committee.
- 13 If the Committee Chair is absent from a meeting and no acting chair has been appointed, the Committee members present may choose one of them to act as chair for that meeting.
- 14 Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee and any other person invited by the Committee to attend.
- 15 Meetings of the Committee may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution.
- 16 Each member of the Committee will have one vote. The Committee Chair will not have a casting vote. If there is a tied vote, the motion will be referred to the Board for resolution.
- 17 Following each meeting, the Committee Chair will report to the Board, at the next Board meeting, on any matter that should be brought to the Board's attention and on any recommendation of the Committee that requires Board approval or action, and provide the Board with sufficient information upon which to make a decision in that regard.
- 18 The Company Secretary shall co-ordinate the timely completion and dispatch of the Committee agenda, minutes and materials for each meeting. The minutes of each Committee meeting will, following preliminary approval by the Committee Chair, be circulated to the Board.

### **Responsibilities**

- 19 The responsibilities of the Committee are as follows:

#### **Risk management**

- 19.1 consider the overall risk management framework and risk profile and annually review its effectiveness in meeting sound corporate governance principles and keep the Board informed of all significant business risks;

- 19.2 review with management the adequacy of the Company's systems for identifying, managing, and monitoring the key risks to the Company in accordance with the Company's Risk Management Policy;
- 19.3 obtain reports from management on the status of any key risk exposures or incidents;
- 19.4 review the adequacy of the Company's process for managing risk and provide a recommendation to the Board regarding the same in accordance with the Company's Risk Management Policy;
- 19.5 review any incident that could have potentially resulted or did result in a material financial loss (eg fraud), injury or environmental impact;
- 19.6 review any incident involving any significant break down of the Company's risk management framework in accordance with the Company's Risk Management Policy;
- 19.7 review the Company's insurance program having regard to the Company's business and the insurable risks associated with its business and inform the Board regarding the same;
- 19.8 regularly review whether the Company has any material exposure to any new economic, market, health, safety and environmental, finance and credit, and social sustainability risks and if so, develop strategies to manage such risks to present to the Board;

#### **Financial statements**

- 19.9 review the half-yearly and yearly financial statements and consider whether they are complete, consistent with information known to the Committee, reflect appropriate accounting policies and principles and otherwise provide a true and fair view of the financial position and performance of the Company;
- 19.10 receive and consider in connection with the Company's half-yearly and yearly financial statements letters of representation to the Board in respect of financial reporting and the adequacy and effectiveness of the Company's risk management, internal compliance and control systems and the process and evidence adopted to satisfy those conclusions;
- 19.11 review the financial sections of the Company's Annual Report and related regulatory filings before release and consider the accuracy and completeness of the information;
- 19.12 review with management and the external auditors the results of the audit;
- 19.13 receive from the Company's Chief Executive Officer and Chief Financial Officer a declaration that, in their opinion, the financial records of the Company have been properly maintained and that the financial statements comply with 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 before the Board approves the half-yearly and yearly financial statements;

#### **Internal control**

- 19.14 monitoring of corporate risk assessment and the internal controls instituted in accordance with the Company's Risk Management Policy;

- 19.15 review with management the effectiveness of the Company's internal controls regarding all matters affecting the Company's financial performance and financial reporting, including information technology security and control;
- 19.16 review the scope of external auditors' review of internal control, review reports on significant findings and recommendations, together with management's responses, and recommend changes from time to time as appropriate;

#### **External audit**

- 19.17 establish procedures for the selection, appointment and removal of the external auditor and for the rotation of external audit engagement partners;
- 19.18 review the external auditors' proposed audit scope and approach;
- 19.19 meet with the external auditor to review reports, and meet separately from management, at least once a year, to discuss in that regard any matters that the Committee or auditors believe should be discussed privately;
- 19.20 establish policies as appropriate in regards to the independence, integrity and performance of the external auditor;
- 19.21 review of the independence of the external auditors and the appropriateness of any services provided by them to the Company (if any), outside their statutory role;
- 19.22 for the purpose of removing or appointing external auditors review their performance, including their proposed fees, and if appropriate conduct a tender of the audit. Any subsequent recommendation following the tender for the appointment of an external auditor will be put to the Board and then if a change is approved it will be put forward to shareholders for their approval;
- 19.23 review any proposal for the external auditor to provide non-audit services and consider whether it might compromise the independence of the external auditor;

#### **Compliance**

- 19.24 consider the workplan for Company compliance activities;
- 19.25 obtain regular updates from management regarding compliance matters;
- 19.26 review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of non-compliance;
- 19.27 review and assess the management process supporting external reporting;
- 19.28 review the findings of any examinations by regulatory agencies and authorities;
- 19.29 review the process for communicating the Code of Conduct and Ethics to Company personnel, and for monitoring compliance with that Code;

#### **Reporting responsibilities**

- 19.30 regularly report to the Board about Committee activities, issues, and related recommendations. Such report should include the results of the Committee's:

- 19.30.1 assessment of whether external reporting is consistent with Committee members' information and knowledge and is adequate for the needs of the Company's shareholders;
  - 19.30.2 assessment of the management processes which supports external reporting;
  - 19.30.3 assessment of the Company's corporate reporting processes;
  - 19.30.4 assessment of the appropriateness of the accounting choices made by management in preparing the Company's financial statements;
  - 19.30.5 procedures for the selection and appointment of the Company's external auditor and for the rotation of external audit engagement partners;
  - 19.30.6 recommendations for the appointment or, if necessary, the removal of the external auditor;
  - 19.30.7 assessment of the performance and independence of the Company's external auditor. Where the external auditor provides non-audit services, the report should also state whether the Committee is satisfied that provision of those services has not compromised the auditor's independence;
  - 19.30.8 review of the Company's risk management and internal control systems; and
- 19.31 provide an open avenue of communication between the external auditors and the Board. For the purpose of supporting the independence of their function, the external auditor will have a direct line of reporting access to the Committee;
  - 19.32 review any other reports the Company issues that relate to Committee responsibilities;

#### **Related party transactions**

- 19.33 review and monitor related party transactions and investments involving the Company and its directors, including a formal review of the register of related party contracts maintained and provided by management on at least an annual basis;
- 19.34 review and approve all transactions in which the Company is a participant and in which any parties related to the Company (including its executive officers, Directors, beneficial owners of more than 5% (substantial holding) of the Company's shares, immediate family members of the foregoing persons and any other persons whom the Board determines may be considered related parties of the Company) has or will have a direct or indirect material interest;
- 19.35 the Committee should only approve those related party transactions that are determined to be in, or are not inconsistent with, the best interests of the Company and its shareholders, after taking into account all available facts and circumstances as the Committee or the Chair of the Company determines in good faith to be necessary. Transactions with related parties or shareholders who have voting power in at least 10% of the Company may also be subject to shareholder approval to the extent required by the ASX Listing Rules;

### **Other responsibilities**

- 19.36 review the adequacy of external reporting by the Company to meet the needs of shareholders;
- 19.37 review the adequacy of the Company's and its subsidiaries insurance policies;
- 19.38 perform other activities related to this Charter as requested by the Board including where requested by the Board, evaluate, approve and monitor major capital expenditure, capital management and all major acquisitions, divestitures and other corporate transactions, including the issue of securities of the Company;
- 19.39 institute and oversee special investigations as needed;
- 19.40 confirm annually that all responsibilities outlined in this Charter have been carried out; and
- 19.41 evaluate the Committee's and individual members' performance on a regular basis.

### **Review of Committee and Committee Charter**

- 20 The Committee will review annually its activities and the manner in which it has carried out its responsibilities, and report to the Board on the outcome of the review.
- 21 The Committee will review annually the terms of the Charter. The Committee may recommend to the Board any changes to this Charter. Any amendments to this Charter must be approved by the Board.

## SCHEDULE 4: NOMINATION AND REMUNERATION COMMITTEE CHARTER

### COPPER SEARCH LTD ACN 650 673 500 (Company)

#### Objectives

- 1 The Nomination and Remuneration Committee (**Committee**) is a committee established by the board of directors (**Board**) of the Company. The objectives of the Committee are to:
  - 1.1 review and advise the Board on the composition of the Board and its committees;
  - 1.2 advise on the process of recruitment, appointment and re-election of directors;
  - 1.3 review the performance of the Board, the Chair, and individual directors;
  - 1.4 ensure proper succession plans are in place for consideration by the Board;
  - 1.5 assist the Board with the establishment of remuneration policies and practices for the Company's directors, CEO and senior management;
  - 1.6 review and advise the Board on the selection, remuneration, employment terms and succession planning of the CEO;
  - 1.7 review and advise the Board on general HR practices and outcomes including diversity and equality outcomes of the Company;

#### Authority

- 2 The Committee has authority to conduct or authorise investigations into any matters within its scope of responsibility. It is authorised to:
  - 2.1 retain outside counsel, accountants or other experts, at the expense of the Company, to advise the Committee or assist in the conduct of any matter;
  - 2.2 seek any information it requires from employees (all of whom are directed to cooperate with the Committee's requests) or external parties; and
  - 2.3 meet with Company officers, employees, external auditor, internal auditor (if any) or outside counsel, as necessary and without management present.
- 3 The Committee will make recommendations to the Board on all matters requiring a decision from the Board. The Committee does not have the power or authority to make a decision in the Board's name or on its behalf.

#### Membership

- 4 Members of the Committee shall comprise members of the Board appointed by the Board.
- 5 The number of members of the Committee shall be a minimum of three directors, a majority of whom should, where practicable, be independent directors. The Board will nominate the Chair of the Committee from time to time. The Committee Chair will be, where practicable, an independent director who is not Chair of the Board.

#### Committee Meetings

- 6 Meetings shall be held as required but not less than twice per year having regard to the occurrence of Board vacancies and when director, CEO and senior management

- remuneration is due for review. Any member of the Committee may request a meeting at any time if they consider it necessary.
- 7 A quorum of the Committee will comprise two members.
  - 8 A member of the Committee must not be present for discussions at a Committee meeting on, or vote on a matter regarding, his or her election, re-election, or removal.
  - 9 If the Committee Chair is absent from a meeting and no acting chair has been appointed, the Committee members present may choose one of them to act as chair for that meeting. A separate chair will be appointed if and when the Committee is dealing with the appointment of a successor to the Committee Chair.
  - 10 All members of the Board have a standing invitation to attend meetings of the Committee.
  - 11 Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee and any other person invited by the Committee to attend.
  - 12 Meetings of the Committee may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution.
  - 13 Each member of the Committee will have one vote. The Committee Chair will not have a casting vote. If there is a tied vote, the motion will be referred to the Board for resolution.
  - 14 Following each meeting, the Committee Chair will report to the Board on any matter that should be brought to the Board's attention and on any recommendation of the Committee that requires Board approval or action, and provide the Board with sufficient information upon which to make a decision in that regard.
  - 15 Minutes of meetings of the Committee will be prepared for approval by the Committee and be circulated to the members of the Board.
  - 16 The Company Secretary will provide such assistance as may be required by the Committee Chair in relation to preparation of the agenda, minutes or papers for the Committee. The minutes of each Committee meeting will, following preliminary approval of the Committee Chair, be circulated to the Board.

## **Responsibilities**

- 17 The responsibilities of the Committee are to:

### **Remuneration / HR**

- 17.1 set and review separately, the policies and practices of the Company regarding the remuneration of non-executive directors, CEO and other senior management.
- 17.2 review all components of the remuneration framework of the CEO and senior management as the Board may from time to time determine. The components may include base salary, reimbursable expenses, bonuses, entitlements under employee incentive plans, any equity based remuneration, and all other entitlements and benefits arising from their employment. The remuneration of senior management who report directly to the CEO is subject to prior recommendation from the CEO;
- 17.3 review all components of the remuneration of the non-executive directors. Such components shall include base fees, supplemental fees for undertaking additional duties, reimbursable expenses, entitlements on retirement from or termination of Board membership, any equity incentives, the process by which any pool of

directors' fees which has been approved by shareholders is allocated to directors, and all other benefits and entitlements arising from their directorships;

- 17.4 review the terms of employment contracts for the personnel referred to above;
- 17.5 review the terms of any Company short or long-term incentive plans including any share and option schemes for employees and/or directors;
- 17.6 review the terms of the Company's superannuation and/or pension schemes;
- 17.7 review any gender or other bias in remuneration for directors, senior managers or other employees of the Company;
- 17.8 review succession plans for the Board, CEO and senior management;
- 17.9 review and advise the Board on the general HR practices and outcomes of the Company and provide advice to the Board as to any recommended action and targets that maybe considered;
- 17.10 review and advise the Board on the diversity and equality outcomes of the Company and compliance with the Diversity, Inclusion and Equality Policy and provide advice to the Board as to any recommended action and targets that maybe considered;
- 17.11 review such other matters relating to general HR and remuneration issues as may be referred to it by the Board.

#### **Nomination**

- 17.12 identify and nominate, for the approval of the Board, candidates to fill Board vacancies as and when they arise, having regard to the desired composition of the Board as stated in the Board Charter;
- 17.13 evaluate the competencies required of prospective directors, identify those prospective directors, and establish their degree of independence;
- 17.14 regularly review the structure, size and composition (including the skills, knowledge and experience) of the Board and to make recommendations to the Board regarding any changes to ensure a diverse range of candidates are selected and any gaps in the skill, experience, diversity or background of the board are identified;
- 17.15 inform the Board of the names of directors who are retiring in accordance with the provisions of the Company's Constitution and make recommendations to the Board as to whether the Board should support the re-nomination of that retiring director. In order to make these recommendations, the Committee will review the retiring director's performance during the period in which the director has been a member of the Board;
- 17.16 undertake appropriate checks before appointing a person or putting forward to shareholders a new candidate for election, as a director;
- 17.17 provide shareholders with all material information in the Committee's possession relevant to a decision on whether or not to elect or re-elect a director of the Company (including biographical details, qualifications, and the candidate's independence);

- 17.18 establish and facilitate an appropriate induction for new directors with all such information and advice which may be considered necessary or desirable for the director to commence their appointment to the Board;
  - 17.19 require non-executive directors to inform both the Chair of the Company and the Chair of the Committee before accepting any new directorships;
  - 17.20 identify, in a written agreement any specific responsibilities of individual Board members, including the Company's Chair, as well as the terms of their appointment;
  - 17.21 critically review the skills, performance, and effectiveness of the Board, its committees, and its individual members;
  - 17.22 provide to directors continuing education opportunities for the purpose of updating and maintaining their skills and knowledge;
  - 17.23 create and maintain a skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership; and
  - 17.24 such other matters relating to Board nomination or succession issues as may be referred to it by the Board.
- 18 The Committee may make recommendations to the Board in relation to any of the above.

#### **Review of the Committee**

- 19 The Committee will prepare and provide to the Board annually:
- 19.1 a self-evaluation of its performance against this Charter;
  - 19.2 recommended goals and objectives for the coming year; and
  - 19.3 recommended changes or improvements to this Charter if necessary.
- 20 The Committee, in order to ensure that it is fulfilling its duties to the Company and its shareholders will periodically:
- 20.1 obtain feedback from the Board on the Committee's performance and implement any agreed actions; and
  - 20.2 provide any information the Board may request to facilitate its review of the Committee's performance.
- 21 The Board shall review the performance of the Committee, at least once per year.

#### **Reporting Procedures**

- 22 After each meeting, the Chair will report the Committee's recommendations and findings to the Board.

#### **Revisions of this Charter**

- 23 The Committee is responsible for reviewing the effectiveness of this Charter and the operations of the Committee. The Committee may recommend to the Board any changes or improvements to this Charter. Any amendments to this Charter must be approved by the Board.

## SCHEDULE 5: CONTINUOUS DISCLOSURE POLICY

### COPPER SEARCH LTD ACN 650 673 500 (Company)

#### Scope

- 1 This Policy applies to all directors, officers, employees, contractors and consultants of the Company and its subsidiaries from time to time (**Personnel**).

#### Purpose

- 2 The Company has adopted a set of procedures and guidelines in relation to its continuous disclosure obligations under the ASX Listing Rules and the *Corporations Act 2001* (Cth).
- 3 ASX Listing Rule 3.1 details the Company's primary continuous disclosure obligations. The Company must immediately notify ASX of information that a reasonable person would expect to have a material effect on the price or value of the Company's securities when the Company becomes aware of the information (i.e. 'materially price sensitive information'), unless the materially price sensitive information falls within the exemptions in ASX Listing Rule 3.1A. In this context, ASX has confirmed in Guidance Note 8 that 'immediately' means 'promptly and without delay.'
- 4 The Company is committed to taking a proactive approach to continuous disclosure and creating a culture within the Company that promotes and facilitates compliance with the Company's continuous disclosure obligations.

#### Responsibilities of the Board

- 5 The Company's board of directors (**Board**) bears the primary responsibility for the Company's compliance with its continuous disclosure obligations and is therefore responsible for overseeing and implementing this Policy. The Board makes the ultimate decision on whether there is any materially price sensitive information that needs to be disclosed to the ASX. It is a standing agenda item at all Board meetings to consider any information that must be disclosed to the ASX in accordance with the Company's continuous disclosure obligations.
- 6 The Company has appointed the Company Secretary as the Reporting Officer in order to streamline the day-to-day compliance with its continuous disclosure obligations. All directors are required to notify the Reporting Officer if they believe there is materially price sensitive information which requires disclosure to the ASX. All directors are encouraged to approach the Reporting Officer if they have any queries about what information should be disclosed to the ASX.

#### Responsibilities of the Company Secretary

- 7 The Company has appointed the Company Secretary as its ASX liaison officer, being the person responsible for communicating with ASX with respect to all Listing Rule matters. The Company Secretary plays an important role in the Company's continuous disclosure compliance program and is responsible for:
  - 7.1 maintaining, and monitoring compliance with this Policy;
  - 7.2 liaising between themselves, the Board and the ASX;
  - 7.3 overseeing and coordinating disclosure of information to the ASX, analysts, brokers, shareholders, the media, and the public;

- 7.4 coordinating education within the Company about its continuous disclosure obligations and disclosure compliance program;
- 7.5 review information obtained through the Company's reporting systems to determine whether the information is materially price sensitive information;
- 7.6 coordinating the timely dispatch to the Board of all material market announcements promptly after they have been made; and
- 7.7 providing reports to the board on the effectiveness of the continuous disclosure program.

### **Responsibilities of the Authorised Company Spokesperson(s)**

- 8 The Company has appointed the Chair and CEO, or in their absence their delegate, as authorised spokespersons. The above people are authorised to make any public statement on behalf of or in relation to the Company following approval of such statements by the Board. Such public statements extend to all responses by the Company to enquiries by the media, analysts or shareholders. All enquiries by regulators should be passed on to the Chair or CEO.
- 9 There must be no selective disclosure of materially price sensitive information. The spokesperson should not disclose any materially price sensitive information through public statements which has not already been released to the market through the ASX, but may clarify materially price sensitive information which has already been disclosed to the ASX. Prior to making any public statement, the spokesperson should liaise with the Company Secretary regarding the Company's disclosure history to avoid the inadvertent release of materially price sensitive information.
- 10 The Company may authorise other persons from time to time to make public statements in particular circumstances.
- 11 In the event of inadvertent selective disclosure of previously undisclosed materially price sensitive information, the person or persons involved should immediately contact the Company Secretary. The Board will determine as soon as practicable whether there is a need (based on who received the unintentional selective disclosure and the probability of dissemination) to disclose the materially price sensitive information to ASX, or to require that the party to whom the materially price sensitive information was disclosed enter into a written confidentiality agreement.

### **Responsibilities of Personnel**

- 12 All Personnel are required to comply with this Policy and the Company's continuous disclosure obligations.

### **Reporting Obligations**

#### **Information to be reported**

- 13 Subject to the exemption in ASX Listing Rule 3.1A, the Company will notify the ASX as soon as it becomes aware of any information that a reasonable person would expect to have a material effect on the price or value of the Company's securities and make all required securities exchange filings. Examples of types of information that could be materially price sensitive information include:
  - 13.1 material acquisitions or divestitures;
  - 13.2 transactions that will lead to a significant change in the nature or scale of the Company's activities;

- 13.3 a material change in the Company's financial forecast or expected results;
  - 13.4 declaration of a dividend;
  - 13.5 entry into, variation or termination of material agreements, including financing arrangements;
  - 13.6 events triggering material accelerations of, or increases in, financial obligations;
  - 13.7 a material change in accounting policy adopted by the Company;
  - 13.8 a rating applied by a rating agency to the Company or its securities, and any change in such a rating; and
  - 13.9 a significant change in market or regulatory conditions which is likely to have a material effect on the Company's results.
- 14 The above examples are indicative only, and are not exhaustive. Where the Reporting Officer is unsure whether information is materially price sensitive information, it should take a conservative view and report it to, or discuss it with, the Board. The Company's legal advisers should be consulted where the materiality of information or the obligation to disclose is unclear.
- 15 The Company must not release information that is for release to the market to any person until it has given the information to the ASX and has received acknowledgement that the ASX has released the information to the market.
- 16 The Company must release to market any new and substantive investor or analyst presentation ahead of the delivery of the presentation, irrespective of whether the presentation contains material new information required to be disclosed under Listing Rule 3.1. The Company will make the presentation available electronically as soon as it reasonably can.

### **Confidential information**

- 17 Certain materially price sensitive information does not need to be disclosed if it falls within the scope of the confidentiality exemption in ASX Listing Rule 3.1A. To fall within the exemption, all of the following conditions must be satisfied:
- 17.1 the information falls within one or more the following categories:
    - 17.1.1 it would be a breach of the law to disclose the information;
    - 17.1.2 the information concerns an incomplete proposal or negotiation;
    - 17.1.3 the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
    - 17.1.4 the information is generated for internal management purposes of the Company; or
    - 17.1.5 the information is a trade secret; and
  - 17.2 the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
  - 17.3 a reasonable person would not expect the information to be disclosed.

- 18 Once the Reporting Officer determines that information is materially price sensitive information, the Board will consider the confidentiality of the matter and bears the sole authority to determine whether a matter should not be disclosed to the ASX on the basis of the confidentiality exemption.
- 19 The Reporting Officer should disclose all materially price sensitive information to the Board and should not make a final assessment whether materially price sensitive information should not be disclosed on the basis of the confidentiality exemption in ASX Listing Rule 3.1A. However, to assist the Board in making these decisions, the Reporting Officer should provide details as to why they consider the information may be confidential for the purpose of ASX Listing Rule 3.1A.
- 20 The Reporting Officer should take all necessary steps to maintain the confidentiality of all potentially confidential information. For example, potentially confidential information should not be disclosed to external parties except on the basis of a written confidentiality undertaking.
- 21 The Company has also put in place a review process which includes verification testing of content and a review and sign-off by management prior to the Board formally approving the release of any public information.
- 22 ASX Listing Rule 3.1B provides that if the ASX considers that there is, or is likely to be a false market in the Company's securities, and requests information from the Company to correct or prevent the false market, the Company must give the ASX the information needed to correct or prevent the false market (ie. a false market may cause the exemption to be lost).

#### **Reporting obligations of the Reporting Officer**

- 23 The Reporting Officer has the following reporting obligations in relation to information that potentially requires disclosure:
  - 23.1 immediately report all potentially materially price sensitive information to the Board, either in writing or verbally;
  - 23.2 provide sufficient details of all information to allow the Board to form a view as to whether the potentially materially price sensitive information is in fact materially price sensitive and to prepare the appropriate form of disclosure to the ASX, if necessary; and
  - 23.3 state whether the Reporting Officer considers that the information is confidential for the purpose of ASX Listing Rule 3.1A and the reasons for forming that view.
- 24 In addition, the Reporting Officer should provide a formal report to the Board at the end of each month which either provides details of unreported potentially materially price sensitive information regarding their area of responsibility or states that the Reporting Officer is unaware of any unreported potentially materially price sensitive information at that time.

#### **Dealing with analysts**

- 25 The Company must not give analysts or other select groups of market participants any non-public materially price sensitive information at any time, such as during analyst briefings, when responding to analysts' questions or when reviewing draft analyst research reports. The Company may clarify or correct any errors of interpretation that analysts make concerning already publicly available information, but only to the extent that the clarification or correction does not itself amount to giving the analyst non-public materially price sensitive information (such as correcting market expectations about profit forecasts). Any non-public materially price sensitive information that may be inadvertently disclosed during dealings with analysts should be immediately disclosed to the ASX.

- 26 All information given to analysts at a briefing, such as presentation slides, and any presentation material from public speeches given by Board members or members of management that relate to the Company or its business should also be given to the Company Secretary for immediate release to the ASX and posted on the Company's website. The information must always be released to the ASX before it is presented at an analyst or investor briefing.

### **Review of analyst reports**

- 27 If requested, the Company may review analyst reports. The Company's policy is that it only reviews these reports to clarify historical information and correct factual inaccuracies (provided this can be achieved using information that has been disclosed to the market generally).
- 28 No comment or feedback will be provided on financial forecasts, including profit forecasts prepared by the analyst, or on conclusions or recommendations detailed in the report. The Company communicates this policy whenever asked to review an analyst report.

### **Market speculation and rumours**

- 29 In general, the Company does not respond to market speculation and rumours except where:
- 29.1 the speculation or rumours indicate that the subject matter is no longer confidential and therefore the exception to disclosure in the ASX Listing Rules no longer applies;
  - 29.2 the ASX formally requests disclosure by the Company on the matter (under ASX Listing Rule 3.1B); or
  - 29.3 the Board considers that it is appropriate to make a disclosure in the circumstances.
- 30 Only authorised spokespersons may make statements on behalf of the Company in relation to market rumours or speculation. Any person within the Company should report market speculation or rumours to the Company Secretary immediately.

### **Trading halts**

- 31 It may be necessary to request a trading halt from the ASX to maintain orderly trading in the Company's securities and to manage disclosure issues. The Board will make all decisions in relation to trading halts. No Company Personnel is authorised to seek a trading halt except with the approval of the Board.

### **Website**

- 32 All Company announcements will be posted on the Company's website immediately after they are released to the ASX to provide accessibility to the widest audience.

### **Compliance**

- 33 Breaches of this Policy will be viewed seriously and may lead to disciplinary action being taken against the relevant Personnel. In serious cases, such action may include dismissal or termination of employment or engagement with the Company. Personnel should report all breaches of this Policy by any person to the Company Secretary.

### **Review of the Policy**

- 34 This Policy will be reviewed regularly by the Board having regard to the changing circumstances of the Company and any changes to this Policy will be notified to affected persons in writing. Personnel should communicate all comments and concerns about this Policy to the Company Secretary.

### **Questions**

- 35 For questions about the operation of this Policy, please contact the Company Secretary.

### **Definitions**

- 36 In this Policy, the following definitions apply:

**ASX** means ASX Limited or the Australian Securities Exchange as the context requires.

**Reporting Officer** means the Company Secretary or other person appointed to this role by the Company from time to time.

**shareholder** includes holders of shares, options or other securities of the Company.

## SCHEDULE 6: RISK MANAGEMENT POLICY

### COPPER SEARCH LTD ACN 650 673 500 (Company)

#### **Purpose**

- 1 The Company considers ongoing risk management to be a core component of the management of the Company. The Company's ability to identify and address risk is central to achieving its corporate objectives.
- 2 This Policy outlines the program implemented by the Company to ensure appropriate risk management within its systems and culture.

#### **The Risk Management Program**

- 3 The Company's risk management program comprises a series of processes, structures and guidelines which assist the Company to identify, assess, monitor and manage its business risk, including any material changes to its risk profile.
- 4 To achieve this, the Company has clearly defined the responsibility and authority of the Board to oversee and manage the risk management program, while conferring responsibility and authority on the Risk and Audit Management Committee to develop and maintain the risk management program in light of the day-to-day needs of the Company. The Risk and Audit Management Committee is governed by the Risk and Audit Management Committee Charter, a copy of which is available on the Company's website.
- 5 Regular communication and review of risk management practice provides the Company with important checks and balances to ensure the efficacy of its risk management program.
- 6 The key elements of the Company's risk management program are detailed below.

#### **Risk Identification**

- 7 In order to identify and assess material business risks, the Company defines risks and prepares risk profiles in light of its business plans and strategies. This involves applying a disciplined process to risk identification, risk assessment and analysis, risk treatment and monitoring and reporting.
- 8 The Company presently focusses on the following types of material risks:
  - 8.1 health, safety and environmental risks
  - 8.2 regulatory and compliance risks;
  - 8.3 reputational risks;
  - 8.4 risks relating to conduct of business; and
  - 8.5 risks relating to intellectual property.

#### **Responsibilities of the Board**

- 9 The Board acknowledges that it is responsible for setting the risk appetite of the Company and for ensuring the overall effectiveness of internal management controls but recognises that no cost effective internal control system will preclude all errors and irregularities.

- 10 The Board has delegated responsibility for reviewing the risk profile including material business risks and reporting on the operation of the internal control system to the Risk and Audit Committee. However, the Risk and Audit Committee and management may also refer particular risk management issues to the Board for final consideration and direction.
- 11 The Risk and Audit Committee will review the effectiveness of the Company's risk management framework and internal control system annually to satisfy itself that it continues to be sound and that the entity is operating within the risk appetite set by the Board.

#### **Responsibilities of the Risk and Audit Committee**

- 12 The responsibilities of the Risk and Audit Committee are detailed within the Risk and Audit Committee Charter.

#### **Responsibilities of Management**

- 13 The Company's management will be responsible for designing and implementing risk management and internal control systems and specific action plans which identify and mitigate material risks for the Company.
- 14 Management will regularly monitor and evaluate the effectiveness of the internal control systems and action plans. In addition, management should promote and monitor the culture of risk management within the Company and compliance with the internal risk control systems. Management will report regularly to the Risk and Audit Committee regarding the status and effectiveness of the risk management program. Management will make regular exception reporting to the Board as part of the CEO board reporting regarding instances of control weaknesses or failures resulting in elevated risk exposure or incidents that resulted in financial loss, injury or environmental harm for the Company.

## SCHEDULE 7: SECURITIES TRADING POLICY

### COPPER SEARCH LTD ACN 650 673 500 (Company)

#### Introduction

#### Purpose

- 1 This securities trading policy (**Policy**) sets out the Company's policy regarding its directors, officers, employees, consultants and contractors (irrespective of location) who Deal or may Deal in Company Securities and should be read in its entirety.
- 2 The purpose of this Policy is to:
  - 2.1 provide a summary of the law on insider trading in Australia;
  - 2.2 outline the prohibitions on dealing in Company Securities to prevent the misuse of unpublished information which could materially affect the value of such securities;
  - 2.3 ensure that the reputation of the Company, its directors, officers, employees, consultants and contractors is not adversely impacted by perceptions of dealing in securities at inappropriate times; and
  - 2.4 achieve high standards of corporate conduct and support market confidence in the integrity of Dealing in Company Securities.

#### Source of Legal Obligations

- 3 The sources of legal obligations underpinning this Policy include:
  - 3.1 the Corporations Act 2001 (Cth) (**Corporations Act**), which, among other things, prohibits insider trading by anyone (regardless of geographical location); and
  - 3.2 the ASX Listing Rules, ASX Guidance Note 27 (Trading Policies) and the ASX Corporate Governance Principles and Recommendations, which set out requirements for responsible trading in listed company shares.

#### Insider trading prohibition – the law

- 4 It is an offence under the Corporations Act to (among other things) Deal using Inside Information, procure or encourage (when in possession of Inside Information) another person to deal in Company Securities or communicate Inside Information to others who will, or are likely to, Deal on the Inside Information (or procure another person to Deal on the Inside Information).

#### Dealing in Company Securities

##### When a Designated Person MAY Deal

- 5 A Designated Person may Deal in Company Securities unless restricted from doing so under clause 6 or clause 7 (When a Designated Person May Not Deal) or under applicable laws.

##### When a Designated Person MAY NOT Deal

- 6 Subject to clauses 10 to 17 (Exceptions), a Designated Person may not Deal in Company Securities during the following designated Black-out Periods:

- 6.1 the period two weeks prior to, and 24 hours after the release of the Company's quarterly results;
  - 6.2 the period two weeks prior to, and 24 hours after the release of the Company's half-year results;
  - 6.3 the period two weeks prior to, and 24 hours after the release of the Company's full-year results;
  - 6.4 the 21 calendar days up to and including the date of the Annual General Meeting; and
  - 6.5 any other period determined by the Chair in consultation with the Company Secretary to be a Black-out Period from time to time.
- 7 In addition to the restrictions in clause 6, a Designated Person may not Deal in Company Securities at any time if he or she has:
- 7.1 information that he or she knows, or ought reasonably to know, is Inside Information; or
  - 7.2 not complied with clauses 18 to 23 (Approval and notification requirements).

**When employees, consultants or contractors (other than a Designated Person) MAY Deal**

- 8 An employee, consultant or contractor (who is not a Designated Person) may, at any time, Deal in Company Securities if he or she does not have information that he or she knows, or ought reasonably to know, is Inside Information and provided such Dealing otherwise complies with applicable laws.

**When employees, consultants or contractors (other than a Designated Person) MAY NOT Deal**

- 9 An employee, consultant or contractor (who is not a Designated Person) who has information that he or she knows, or ought reasonably to know, is Inside Information may not:
- 9.1 deal in Company Securities;
  - 9.2 advise, procure or encourage another person to deal in Company Securities; or
  - 9.3 pass on information to any person if they know, or ought reasonably to know, that the person may use the information to Deal in (or procure another person to Deal in) Company Securities.

**Exceptions**

**Permitted dealings**

- 10 Subject to not being in the possession of Inside Information and subject to complying with all applicable laws, a Designated Person may at any time:
- 10.1 transfer Company Securities already held into a superannuation fund or other saving scheme in which the Designated Person is a beneficiary;
  - 10.2 invest in, or trade in units of, a fund or other scheme (other than a scheme only investing in Company Securities) where the assets of the fund or scheme are invested at the discretion of a third party;

- 10.3 undertake to accept, or accept, a takeover offer;
- 10.4 participate in an offer or invitation made to all or most security holders, including a rights issue, equal access buy-back, security purchase plan or dividend or distribution reinvestment plan, where the timing and structure of the offer or invitation has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
- 10.5 exercise (but not Deal with the securities following exercise) an option or right under an employee incentive scheme where the final date for the exercise of the option or right falls during a Black-out Period or the Company has had a number of consecutive Black-out Periods and the Designated Person could not reasonably have been expected to exercise it at a time when free to do so;
- 10.6 acquire (but not Deal with the securities following acquisition) Company shares by conversion of financial instruments giving rights to conversion to shares (eg. options or convertible securities) where the final date for the conversion of the security falls during a Black-out Period or the Company has had a number of consecutive Black-out Periods and the Designated Person could not reasonably have been expected to exercise it at a time when free to do so;
- 10.7 acquire Company securities under a bonus issue made to all holders of securities of the same class;
- 10.8 acquire Company securities under a dividend reinvestment, or top-up plan that is available to all holders of securities of the same class;
- 10.9 acquire, or agree to acquire or exercise options under a Company employee share plan;
- 10.10 withdraw ordinary shares in the Company held on behalf of the Designated Person in an employee share plan where the withdrawal is permitted by the rules of that plan;
- 10.11 acquire ordinary shares in the Company as a result of the exercise of options held under an employee share scheme; or
- 10.12 where the Designated Person is a trustee, trade in the securities of the Company by that trust, provided the Designated Person is not a beneficiary of the trust and any decision to trade during a Black-out Period is taken by the other trustees or by the investment managers independently of the Designated Person.

#### **Approval to dispose or transfer Company Securities in exceptional circumstances**

- 11 Subject to compliance with applicable laws, in exceptional circumstances a Designated Person may seek written approval from the Chair (**Approval Officer**) to dispose of or transfer (but not acquire or otherwise Deal with) Company Securities during a Black-out Period (**Disposal Consent**).
- 12 The Approval Officer will act with caution in determining whether there are exceptional circumstances, which may include, but will not be limited to, where:
  - 12.1 the Designated Person is in severe financial hardship and a pressing financial commitment cannot be satisfied otherwise than by disposing of Company Securities; or

- 12.2 the Designated Person is required by a court order, or there are court enforceability undertakings, to transfer or dispose of Company Securities or there is some other overriding legal regulatory requirement for them to do so.
- 13 A Designated Person seeking Disposal Consent based on clause 12.1 must provide the Approval Officer with:
- 13.1 a written application stating all of the facts; and
- 13.2 copies of relevant supporting documentation, including contact details of the Designated Person's accountant, bank and other such independent institutions (where applicable).
- 14 A Designated Person seeking Disposal Consent based on clause 12.2 must provide the Approval Officer with a written application accompanied by relevant court and/or supporting legal documentation (where applicable).
- 15 The Approval Officer may grant Disposal Consent to a Designated Person:
- 15.1 only if that Designated Person is not in possession of Inside Information; and
- 15.2 on such terms and conditions (including the duration of the right to dispose or transfer) as considered reasonable in the circumstances by the Approval Officer.
- 16 The Approval Officer will notify the Board of any Disposal Consent granted to a Designated Person.
- 17 A Disposal Consent, if granted, will be issued in writing to the Designated Person and will contain a specified time period during which the disposal or transfer can be made.

## **Approval and notification requirements**

### **Approval requirements**

- 18 Any Designated Person (other than the Chair) wishing to Deal in Company Securities must obtain the prior written approval of the Chair or the Board before doing so.
- 19 If the Chair wishes to Deal in Company Securities, the Chair must obtain the prior approval of the Board before doing so.

### **Approvals to Deal**

- 20 All requests to Deal in Company Securities as referred to in clauses 18 and 19 must include the intended volume of securities to be Dealt in and an estimated time frame for the Dealing.
- 21 Copies of written approvals must be forwarded to the Company Secretary prior to the approved Dealing.

### **Notification**

- 22 Subsequent to approval obtained in accordance with clauses 20 and 21, any Designated Person who Deals in Company Securities must notify the Company Secretary in writing of the details of the transaction within five business days of the Dealing occurring.
- 23 The notification obligation in clause 22 operates at all times but 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 share scheme.

## **Other restrictions**

### **Incomplete Buy or Sell Orders**

- 24 Buy or sell orders for Company Securities which are placed but not completed outside of a Black-out Period are subject to the following restrictions once the Black-out Period commences:
- 24.1 the order must be completed within five trading days otherwise it will lapse; and
- 24.2 the order cannot be varied.
- 25 Any order subject to this procedure should be notified in writing to the Company Secretary within 24 hours of the Black-out Period commencing.

### **Derivatives**

- 26 The Company prohibits the use of Derivatives in relation to unvested equity instruments, including performance share rights, and vested Company Securities that are subject to disposal restrictions (such as a 'Holding Lock').
- 27 Derivatives may, subject to the approval of the Chair (or in relation to the Chair, subject to approval of the Board) and subject to compliance with the law and the other provisions of this Policy, be used in relation to vested positions which are not subject to disposal restrictions.

### **Prohibition on Margin Loan Arrangements**

- 28 Designated Persons may not:
- 28.1 enter into a Margin Loan or similar funding arrangement to acquire any Company Securities; or
- 28.2 use Company Securities as security for a Margin Loan or similar funding arrangement.

### **Securities of other Companies**

- 29 The prohibitions in the Corporations Act against insider trading applies equally to where Inside Information is being held by a person about another company or entity. This may occur, for example, where the Company is negotiating a transaction with another company or where, in the course of negotiating a transaction with the Company, another entity provides confidential information about itself or another entity. Accordingly, if a person possesses Inside Information in relation to the securities of another entity, they must not Deal in those securities.

## **Penalties**

- 30 Insider trading is a criminal offence. A person who commits a breach of the insider trading provisions could be subject to both civil and criminal penalties for the individual and for the Company.
- 31 In addition, the insider trader, and any other persons involved in the contravention, may also be liable to compensate third parties for any resulting loss.

## **Policy compliance**

- 32 During the year the Company may require confirmation from Designated Persons that they have complied with this Policy. The Company may also require confirmation (or

declarations) of holdings in securities. All such requested information must be supplied within five business days of the request being made.

- 33 A breach of this Policy will be regarded very seriously and may lead to disciplinary action being taken (including termination of employment). If the Company becomes aware of any breach of this Policy, then the Company may report such breach to the Australian Securities and Investments Commission.

#### **Who to contact**

- 34 If an individual is in any doubt regarding their proposed dealing in securities, they should contact the Company Secretary.

#### **Publication**

- 35 This Policy will be made available from the Company website.

#### **Review**

- 36 This policy shall be reviewed annually by the Board to ensure that it is operating effectively and ascertain whether changes are required to the policy.

#### **Definitions**

- 37 In this Policy, the following definitions apply:

**Company Securities** includes shares, options, warrants, derivatives and interests in shares (including vested options and vested performance share rights) linked in any way to the underlying price of shares in the Company.

**Black-out Periods** means a relevant period as defined by the Company when Designated Persons may not Deal in Company Securities.

**Dealing** includes:

- (a) applying for, acquiring or disposing of securities;
- (b) entering into an agreement to apply for, acquire or dispose of, securities; and
- (c) granting, accepting, acquiring, disposing, exercising or discharging an option or other right or obligation to acquire or dispose of securities.

**Derivatives** include:

- (a) derivatives within the meaning given in section 761D of the Corporations Act (such as options, forward contracts, swaps, futures, warrants, caps and collars); and
- (b) any other transaction in financial products or hedging arrangement or other arrangement which operates to limit (in any way) the economic risk associated with

holding the relevant securities.

- Designated Persons** means each of:
- (a) the Directors of the Company, the Company Secretary, the CEO and the direct reports to the CEO;
  - (b) any person who by their role or otherwise, becomes aware of Inside Information by having access to confidential material which may contain potentially price sensitive information including the Company board papers, periodic disclosure materials or any other relevant document; and
  - (c) in relation to those persons identified in paragraphs (a) and (b) above, the following people are also deemed to be Designated Persons:
    - (i) their spouse or any of their children (including step children) under the age of 18 years;
    - (ii) a trust which they, any members of their family, or family controlled company are a trustee or beneficiary; and
    - (iii) a company which they or their family control.
- Inside Information** means 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 securities. Annexure A provides further details about what constitutes Inside Information.
- Margin Loan** means any lending or similar arrangement allowing a person to borrow money to invest in securities using existing investments as security.

## **Annexure A – Inside Information**

### **Inside information**

- 1 'Inside information' means 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 securities.
- 2 Information is considered to be generally available if:
  - 2.1 it consists of readily observable matter; or
  - 2.2 it has been made known in a manner likely to bring it to the attention of investors in securities and a reasonable period for dissemination of that information has elapsed; or
  - 2.3 it may be deduced, inferred or concluded from the above.
- 3 Information will be generally available if it has been released to the ASX, published in an Annual Report or prospectus or otherwise been made generally available to the investing public and a reasonable period of time has elapsed after the information has been disseminated in one of these ways.
- 4 For the purposes of the insider trading provisions of the Corporations Act, information is defined broadly and includes matters of supposition and other matters which are insufficiently definite to warrant being made known to the public. It also includes matters relating to the intentions of a person.

### **Material Effect on the Price of Securities**

- 5 Information is considered by the Corporations Act to be likely to have a material effect on the price or value of securities of a company if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell those securities.
- 6 It is not possible to list all of information that may be material, however, the following types of information would each be likely to be considered to have a material effect on the Company's share price:
  - 6.1 information regarding a material increase or decrease in the Company's financial performance from previous results or forecasts, such as changes to profit results;
  - 6.2 a proposed material business or asset acquisition or sale;
  - 6.3 the damage or destruction of a material operation of the Group;
  - 6.4 proposed material legal proceedings to be initiated by or against the Company;
  - 6.5 regulatory action or investigations undertaken by a government authority;
  - 6.6 the launch of a new business or material new product; or
  - 6.7 a proposal to undertake a new issue of securities or major change in financing.

## SCHEDULE 8: DIVERSITY, EQUALITY AND INCLUSION POLICY

### COPPER SEARCH AUSTRALIA LTD ACN 650 673 500 (Company)

#### Scope

- 1 This Diversity, Equality and Inclusion policy applies to the Company's board of directors (**Board**), officers and employees (**Personnel**).

#### Purpose

- 2 The Company is committed to providing a work environment in which everyone is treated fairly and with respect, irrespective of sex, sexual orientation, race, age, disability, religion, or ethnic origin and which is free of discrimination, bullying, victimisation, vilification, and sexual and other unlawful harassment.
- 3 The Company recognises the value of attracting and retaining Personnel with different backgrounds, knowledge, experiences and abilities. The Company recognises that diversity not only encompasses gender but extends to age, ethnicity, religious or cultural background, language, marital or family status, and disability. Diversity contributes to the Company's business success and benefits individuals, clients, teams, shareholders and stakeholders.
- 4 Our business policies, practices and behaviours promote diversity and equal opportunity and create an environment where individual differences are valued and all Personnel have the opportunity to realise their potential and contribute to the Company's success.

#### Objectives

- 5 The Diversity, Inclusion and Equality Policy is based on the following objectives:
  - 5.1 to hire the best-qualified person for the available job without regard to their race, colour, national origin, marital status, pregnancy, religion, political conviction, impairment, or sexual preference;
  - 5.2 to appraise and promote employees on the basis of objective assessment of performance and potential. This decision will be made without discrimination;
  - 5.3 to conduct all Company activities without discrimination;
  - 5.4 to maintain a workplace free of harassment;
  - 5.5 create a workplace culture characterized by inclusive practices and behaviours for the benefit of all staff and create awareness in all staff of their rights and responsibilities with regards to fairness, equity, and respect for all aspects of diversity;
  - 5.6 where possible and practicable increase participation and employment opportunities to underrepresented groups in our workforce to create a workforce that has a similar diversity to the general communities we work in (including considering representation in our workforce as measured by indigenous background, gender, and physical ability);
  - 5.7 create a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences, and perspectives through improved awareness of the benefits of workplace diversity and successful management of diversity;

- 5.8 recognise that employees at all levels may have domestic responsibilities and to adopt flexible work practices that will assist them to meet those responsibilities.

### **Board's Responsibilities**

- 6 The Board is responsible for overseeing the implementation of this policy.
- 7 The directors of the Company will be responsible for promoting diversity, equality and inclusiveness within the Company's culture and monitoring the effectiveness of this policy.
- 8 The Board will disclose at the end of each reporting period the measurable objectives for achieving outcomes aligned with this policy as set by the Board and the Nomination and Remuneration Committee in accordance with this policy.
- 9 The Company will make this policy available on its website.

### **Nomination and Remuneration Committee's Responsibilities**

- 10 The Nomination and Remuneration Committee is responsible for reviewing this policy and will provide the Board with an annual report on the status of diversity, equality and inclusiveness outcomes within the Company and the effectiveness of plans supporting this policy. This report will include a review of the relative proportions of men and women at all levels in the organisation. The Nomination and Remuneration Committee will make recommendations to the Board of measurable objectives for the Company to consider each year that align with this policy.

### **Personnel's Responsibilities**

- 11 All Personnel are required to act in a manner that supports diversity, equality and inclusiveness within the workplace and promotes the objectives set out in this policy. Employees are encouraged to provide feedback to management regarding programs or initiatives which will improve the Company's approach to diversity, equality and inclusion in the workplace.

## SCHEDULE 9: SHAREHOLDER COMMUNICATIONS POLICY

### COPPER SEARCH LTD ACN 650 673 500 (Company)

#### Purpose

- 1 The Company is committed to regularly communicating with shareholders in a timely, accessible and clear manner with respect to both procedural matters and major issues affecting the Company. To achieve this, the Company communicates with shareholders through a range of forums and publications.
- 2 The reference to **shareholder** in this Policy includes holders of shares, options and other securities of the Company.

#### Electronic and Written communications

- 3 The Company aims to ensure that its Annual Report provides shareholders with a good understanding of the Company's activities, performance and position for the previous financial year.
- 4 Shareholders can elect to receive an electronic copy or a hard copy of the Annual Report. The Company encourages shareholders to support its commitment to the environment by electing to receive the Annual Report and other communications electronically by registering their email address with the Company's share registry.
- 5 As detailed in its Continuous Disclosure Policy, the Company is committed to complying with, and taking a proactive approach to, its continuous disclosure obligations. This extends to promptly providing all applicable securities regulators (including the ASX), with all necessary information and communications for publication on the ASX website.
- 6 The Company aims to provide shareholders with comprehensive and timely access to Company documents and releases through its website. The Company's website will include:
  - 6.1 copies of the Company's Constitution, Board and committee charters and key corporate governance policies;
  - 6.2 copies of all material information lodged with the ASX;
  - 6.3 copies of all announcements, briefings and speeches made to the market, analysts or the media;
  - 6.4 the last three years of press releases or announcements made by the Company;
  - 6.5 the last three years of financial data for the Company;
  - 6.6 a means for the shareholders to submit enquiries directly to the Company;
  - 6.7 the full text of notices of shareholder meetings and explanatory material;
  - 6.8 the Company's Annual Reports for the last three financial years;
  - 6.9 the names, photographs and brief biographical information for each of the Company's directors and senior executives;
  - 6.10 webcasts (as and when available);

- 6.11 presentations provided to financial analysts and investor conferences; and
  - 6.12 advanced notice of all open briefings to institutional investors and analysts, including presentation materials.
- 7 Other information and updates may be provided to shareholders via periodic mail-outs. In addition, the Company allows shareholders to elect to receive email communications where appropriate.
- 8 The Company will design, implement and facilitate an investor relations program proportionate to the Company's size and circumstance to ensure the facilitation of effective two-way communication with investors.

### **Shareholder Participation**

- 9 The Company encourages shareholders to submit questions or requests for information directly to the Company via the Company's website.
- 10 The Company's board of directors encourages all shareholders to attend and participate in the Company's annual meeting of shareholders.
- 11 The Company's external auditor will attend the Company's annual meeting and will be available to answer questions from shareholders about the conduct of the audit and preparation of the auditor's report.

### **Share Registry and Contact Details**

- 12 Shareholders who wish to update personal or contact information, elect to receive communications electronically, or wish to ask a question related to their shareholding in the Company should contact their broker or the Company's share registry.

## **SCHEDULE 10: WHISTLEBLOWER POLICY**

### **COPPER SEARCH AUSTRALIA LTD ACN 650 673 500 (Company)**

#### **Introduction and purpose**

- 1 This Whistleblower Policy (**Policy**) reflects the commitment of Copper Search Ltd and each of its subsidiaries (**Company**) to maintain the highest standard of ethical conduct in its activities and ensure appropriate risk management.
- 2 The objectives of this Policy are to:
  - 2.1 encourage the reporting of suspected or actual wrongdoing;
  - 2.2 protect and support the dignity, wellbeing, career and good name of disclosing persons who report suspected or actual wrongdoing;
  - 2.3 help deter wrongdoing and support and enhance the Company's long-term sustainability and reputation;
  - 2.4 support the Company's values and develop a culture of accountability and continuous improvement;
  - 2.5 outline how disclosures will be dealt with and ensure that disclosures are dealt with appropriately and on a timely basis; and
  - 2.6 comply with the whistleblowing provisions contained in Part 9.4AAA of the Corporations Act 2001 (Cth) (Corporations Act).

#### **Scope and application**

- 3 This Policy is available to and applies to all officers and employees of the Company.
- 4 This Policy is to be read subject to the Corporations Act and to the extent that the terms of this Policy are inconsistent with the Corporations Act, the terms of the later prevail. Any obligations on the Company under this Policy do not constitute contractual terms.

#### **What sort of concerns should be reported**

- 5 All employees are encouraged to report any genuine matters or behaviours that they honestly believe contravenes the Company's Code of Conduct or the law. For the purposes of making a report under this Policy, matters may include any actual or suspected:
  - 5.1 Conduct or practices which are illegal or a breach of the law;
  - 5.2 Breach of any of the Company's Code of Conduct;
  - 5.3 Corrupt activities;
  - 5.4 Theft, fraud, or misappropriation;
  - 5.5 Significant mismanagement or waste of funds or resources;
  - 5.6 Abuse of authority;

- 5.7 Serious harm to public health, safety or environment or the health and safety of any Company employee; or
- 5.8 Any action taken out against or harm suffered by an employee as a result of making a report under this policy.

### **How can a matter be reported**

- 6 If you become aware of any matter or behaviour which you consider contravenes the Company's Code of Conduct or the law, then you should either:
  - 6.1 Report the matter to the CEO or Chair who may determine the matter is a general grievance matter or other matter of a kind not covered by the Corporations Act (eg HR matter covered by the Fair Work Act) and plan directly how it should be considered and managed or they may determine the matter requires oversight by our Whistleblower Protection Officer as a Disclosable Matter which is a matter that falls under and requires compliance with the Corporations Act and thus forward to our Company Secretary who is our authorised Whistleblower Protection Officer.
  - 6.2 Report the matter to our Company Secretary who being our authorised Whistleblower Protection Officer will ensure the discloser receives the various legal protections that are available under the Corporations Act, (if applicable), and plan how the matter should be investigated or managed.

### **What happens after a report is made**

- 7 All reported concerns will be investigated appropriately and where appropriate feedback regarding the investigation's outcome will be provided to you.
- 8 The necessary course of action will be taken in response to a report and if no action is taken you will be given an explanation.
- 9 The report will not be disclosed to anyone except those that are actively involved in investigating the matters raised in the report, the CEO (unless the matter involves the CEO) and the Board (excluding any director of the Board the matter involves), subject to ensuring full compliance with the Corporations Act as applicable.

### **What happens to you**

- 10 You will not be discriminated against or disadvantaged in your employment with the Company, for making a report in accordance with this policy nor will you receive reprisals due to your actions in making a report.
- 11 The Company will take all reasonable steps to ensure that adequate and appropriate protection is being provided to those who, in good faith, make a report. This protection applies if the matter is proven or not.
- 12 Whistleblowing is not about airing a grievance. It is about reporting real or perceived malpractice. A report may damage the career prospects and reputation of people who are the subject of serious allegations and therefore if your report is not made in good faith or is found to be malicious, deliberately misleading, or frivolous, you may be subject to disciplinary action which may include termination of employment.

## SCHEDULE 11: ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

### COPPER SEARCH LTD ACN 650 673 500 (Company)

#### Introduction

- 1 Bribery can be described as the giving to or receiving by any person of anything of value (usually money, a gift, loan, reward, favour, commission, or entertainment), as an improper inducement or reward for obtaining business or any other benefit. Bribery can take place in the public sector (e.g., bribing a public official) or private sector (e.g., bribing the employee of a customer). Bribery can also take place where an improper payment is made by or through a third party. Bribes and kickbacks can therefore include, but are not limited to:
  - 1.1 Gifts and excessive or inappropriate entertainment, hospitality, travel, and accommodation expenses;
  - 1.2 Payments, whether by employees or business partners such as agents or consultants;
  - 1.3 Other 'favours' provided to public officials or customers, such as engaging a company owned by a public official or customer's family; and
  - 1.4 The uncompensated use of company services, facilities, or property.

#### Objective and Scope

- 2 The Company has a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all business dealings. The objective of this Policy is to:
  - 2.1 Set out the responsibilities in observing and upholding the Company's position on bribery and corruption; and
  - 2.2 Provide information and guidance to those working for the Company on how to recognise and deal with bribery and corruption issues.
- 3 This Policy applies to all employees, executive management, suppliers, consultants, customers, joint venture partners as well as temporary and contract staff including subcontractors. (Representatives). Representatives must ensure that they do not become involved, in any way, in the payment of bribes or kickbacks, whether in the public or commercial sector. This Policy sets out the minimum standards to which all Representatives of the Company must adhere to at all times.

#### Requirements

- 4 No Representative of the Company is permitted to pay, offer, accept, or receive a bribe in any form.
- 5 A Representative must never:
  - 5.1 Offer, pay or give anything of value to a public official in order to obtain business or anything of benefit to the company. "Public official" should be understood very broadly, and this means anyone paid directly or indirectly by the government or performing a public function, including officials of state-owned enterprises and public international organisations;

- 5.2 Attempt to induce a public official, whether local or foreign, to do something illegal or unethical;
  - 5.3 Pay any person when you know, or have reason to suspect, that all or part of the payment may be channelled to a public official. You should therefore be careful when selecting third parties, such as agents, contractors, subcontractors, and consultants;
  - 5.4 Offer or receive anything of value as a "quid pro quo" in relation to obtaining business or awarding contracts. Bribery of "public officials" is a serious matter, but bribery of those working in the private sector is also illegal and contrary to the Company's Code of Conduct;
  - 5.5 Establish an unrecorded (slush) fund for any purpose;
  - 5.6 Otherwise use illegal or improper means (including bribes, favours, blackmail, financial payments, inducements, secret commissions, or other rewards) to influence the actions of others; or offering anything of value when you know it would be contrary to the rules of the recipient's organisation for the recipient to accept it;
  - 5.7 Make a false or misleading entry in the company books or financial records;
  - 5.8 Act as an intermediary for a third party in the solicitation, acceptance, payment or offer of a bribe or kickback;
  - 5.9 So-called "facilitation" or "grease" payments are prohibited. Such payments should not be made to public officials, even if they are nominal in amount and/or common in a particular country;
  - 5.10 Do anything to induce, assist or permit someone else to violate these rules; and
  - 5.11 Ignore, or fail to report, any suggestion of a bribe.
- 6 As well as complying with the specific prohibitions in this Policy, Representatives must exercise common sense and judgement in assessing whether any arrangement could be perceived to be corrupt or otherwise inappropriate.

### **Agents and Intermediaries**

- 7 Representatives should not hire an agent, consultant or other intermediary if they have reason to suspect that they will pay bribes on behalf of the Company's behalf.
- 8 Representatives should seek to ensure that any third parties that are hired will not make, offer, solicit, or receive improper payments on behalf of the Company. All fees and expenses paid to third parties should represent appropriate and justifiable remuneration for legitimate services to be provided and should be paid directly to the third party. Accurate financial records of all payments must be kept.
- 9 All business units should adopt appropriate procedures directed towards ensuring that their arrangements with third parties do not expose them to non-compliance with this Policy. Such procedures should assist Representatives in determining whether particular third parties present a corruption risk and, if so, what steps should be taken to address that risk. This may include, in particular, cases where a third party is engaged to act on behalf the Company:
  - 9.1 To solicit new business;

- 9.2 To interact with public officials; or
  - 9.3 In other high-risk situations.
- 10 Representatives must also be aware of factors which suggest the third party may pose a high corruption risk and consult with their line managers to assess whether there is a need for enhanced due diligence and monitoring, or whether a proposed relationship should not proceed.

#### **Gifts, Entertainment and Hospitality**

- 11 The Company prohibits the offering of acceptance of gifts, entertained or hospitality in circumstances which would be considered to give rise to undue influence. All Representatives must notify the Company Secretary or CEO of any gifts and/or benefits, either offered or accepted and valued at AUD\$500 or more, to safeguard and make transparent their relationships and dealings with third parties.

#### **Charitable and Political Donations**

- 12 The Company does not make political donations or payments unless authorised by the Board.
- 13 Charitable donations can in some circumstances be used as a disguise for bribery, e.g. where a donation is provided to a 'charity' which is controlled by a public official who is in a position to make decisions affecting the Company. Therefore, whilst the Company supports community outreach and charitable work, recipients must be subject to a suitable due diligence and approval process in all circumstances. It must be clear who the actual recipient of the donation is and for whose benefit the donation is ultimately made.

#### **Reporting Bribery and Suspicious Activity**

- 14 If you become aware of any actual or suspected breach of this Policy or if you are ever offered any bribe or kickback, you must report this to the Company Secretary or the CEO.
- 15 Processes are in place to ensure that such complaints are investigated, and appropriate action taken. The Company will not permit retaliation of any kind against any Representative for making good faith reports about actual or suspected violations of this Policy. These processes apply to all Representatives of the Company.
- 16 Whistleblowing reports should be made in accordance with the Company's Whistleblower Policy.
- 17 The Board will be informed of any material breaches of the Company's Whistleblower Policy.

## **SCHEDULE 12: HEALTH SAFETY AND ENVIRONMENT POLICY**

### **COPPER SEARCH LTD ACN 650 673 500 (Company)**

#### **Purpose**

- 1 The Company is committed to providing and maintaining a safe and healthy workplace for all workers (employees and contractor employees) as well as clients, visitors and members of the public and to minimising harm to the environment in all activities it undertakes.
- 2 The responsibility for managing health and safety and minimising harm to the environment ultimately rests with the persons in control of the business and its operations, including the directors and management of the Company. Employees and contractors also have very important responsibilities for health and safety in the workplace.
- 3 We are committed to complying with the relevant workplace health and safety, environmental legislation, codes of practice and other applicable guidance material.

#### **Requirements**

- 4 Management will:
  - 4.1 Ensure the business complies with all legislation relating to health, safety and the environment
  - 4.2 Eliminate or minimise all workplace hazards and risks as far as is reasonably practicable
  - 4.3 Provide information, instruction and training to enable employees to work safely and ensure its contractors meet this requirement
  - 4.4 Supervise employees to ensure work activities are performed safely and ensure its contractors meet this requirement
  - 4.5 Consult with and involve employees on matters relating to health, safety and wellbeing
  - 4.6 Provide appropriate safety equipment and personal protective equipment and ensure its contractors meet this requirement
  - 4.7 Ensure suitable injury management and return to work plans are in place for injured employees and ensure its contractors meet this requirement
  - 4.8 Ensure the minimisation of harm to the environment is considered in all work plans
- 5 Employees and Contractors will:
  - 5.1 Take reasonable care for their own health and safety
  - 5.2 Follow safe work procedures, instructions and rules
  - 5.3 Participate in safety training
  - 5.4 Report health and safety hazards

- 5.5 Report all injuries and incidents
- 5.6 Use safety equipment and personal protective equipment as instructed
- 6 Our goal is to provide a safe and healthy work environment that is free from workplace injury and illness. This will only be achieved through the participation, co-operation and commitment of everyone in the workplace.