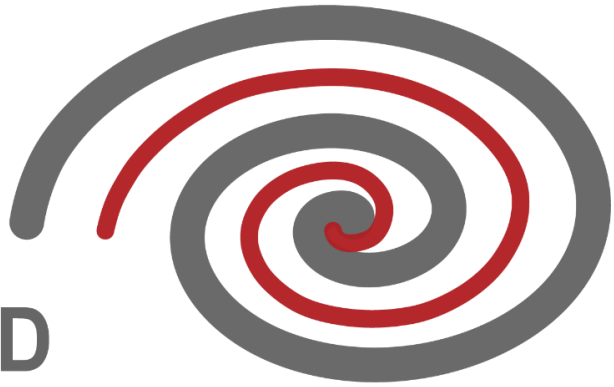


Heavy Minerals LIMITED



ABN: 26 647 831 883

CORPORATE GOVERNANCE PLAN

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Introduction

The Board of Heavy Minerals Limited (**Company**) (**Board**) has the ultimate responsibility to its shareholders for the strategy and performance of the Company in general. The Board is dedicated to fulfilling these duties in a lawful and professional manner, and with the utmost integrity and objectivity. As such, the Board actively pursues best practice governance processes.

Good governance policies and processes are critical for ensuring that the Company is governed in the best interests of the Company as a whole. With this point in mind, the Board has decided to articulate and formalise the corporate governance framework within which the Company operates.

This document outlines the Company's corporate governance policy in the form of a Board Charter, which is a written policy document that defines the respective roles, responsibilities and authorities of the Board, both individually and collectively, and of management in setting the direction, management and the control of the organisation. As such, it establishes the guidelines within which the Directors and Officers are to operate as they carry out their respective roles. It does not in any way constitute legal advice or act as a substitute for legal advice.

The Board is cognisant of the Company's current size, nature and scale of activities and that it currently may not comply with all of the Corporate Governance Principles and Recommendations (4th Edition) published by the ASX Corporate Governance Council. However, the Company will state in its Annual Report its current position on these matters and a regular review will be undertaken to assess the applicability of the current procedures.

The purpose of this Board Charter is to document the policies upon which the Board has decided to meet its legal and other responsibilities.

The Company's Board Charter has four major sections:

- (a) Part A – Defining Governance Roles;
- (b) Part B – Board Processes;
- (c) Part C – Key Board Functions; and
- (d) Part D – Continuing Improvement.

While it is acknowledged that good governance is an important component of a successful company, it is also recognised that it is contingent upon the context in which it is practiced. Therefore, corporate governance needs to be a dynamic process. This Charter will need to be regularly reviewed and updated to reflect changes in the legal framework within which the Company operates, and amendments and developments in Board policies and procedures. It is the responsibility of the Company Secretary to ensure that the Board is consulted regarding any changes and updates, that the Charter is kept current and is reviewed and amended on a 3 yearly basis, and that all Board members are provided with the latest versions of the Charter.

The Company recognises the overriding importance of its legal obligations which arise from various sources. Accordingly, nothing in this Charter must conflict with the Company's Constitution (**Constitution**), the Corporations Act or the ASX Listing Rules. If such a conflict occurs, the Constitution, Corporations Act and the ASX Listing Rules shall prevail.

Any reference to gender in this Charter should be interpreted as applicable to both males and females.

Part A - Defining Governance Roles

1. The role of the Board

The Board is ultimately responsible for all matters relating to the running of the Company.

The Board's role is to govern the Company rather than to manage it. In governing the Company, the Directors must act in the best interests of the Company as a whole. It is the role of senior management to manage the Company in accordance with the direction and delegations of the Board and the responsibility of the Board to oversee the activities of management in carrying out these delegated duties. Thus, except when dealing with specific management delegations of individual Directors (particularly Managing Directors / Chief Executive Officers), it is misleading to refer to the management function of the Board.

The Board has the final responsibility for the successful operations of the Company. In general, it is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of the Company. It is required to do all things that may be necessary to be done in order to carry out the objectives of the Company. In carrying out its governance role, the main task of the Board is to drive the performance of the Company. The Board must also ensure that the Company complies with all of its contractual, statutory and any other legal obligations, including the requirements of any regulatory body.

Without intending to limit this general role of the Board, the principal functions and responsibilities of the Board include the following:

- (a) providing leadership to the Company by:
 - (i) defining the Company's purpose;
 - (ii) approving the Company's Statement of Values and code of conduct to underpin the desired culture within the Company;
 - (iii) always acting in a manner consistent with the Company's culture and Code of Conduct and Statement of Values;
- (b) overseeing the development and implementation of an appropriate strategy, the instilling of the Company's values and performance by:
 - (i) working with the senior management team to ensure that an appropriate strategic direction and array of goals are in place;
 - (ii) regularly reviewing and amending or updating the Company's strategic direction and goals;
 - (iii) ensuring that an appropriate set of internal controls are implemented and reviewed regularly;
 - (iv) ensuring an appropriate framework exists for relevant information to be reported by the management to the Board;
 - (v) when required, overseeing planning activities including the development and approval of strategic plans, annual plans, annual corporate budgets and long-term budgets including operating budgets, capital expenditure budgets and cash flow budgets; and
 - (vi) reviewing the progress and performance of the Company in meeting these plans and corporate objectives, including reporting the outcome of such reviews on at least an annual basis;
- (c) overseeing the control and accountability systems that ensure the Company is progressing towards the goals set by the Board and in line with the Company's purpose, the agreed corporate strategy, legislative requirements and community expectations;
- (d) ensuring corporate accountability to the shareholders primarily through adopting an effective shareholder communications strategy, encouraging effective participation at

- general meetings and, through the Chair, being the key interface between the Company and its shareholders;
- (e) ensuring the integrity of the Company's accounting systems including the external audit;
 - (f) ensuring robust and effective risk management (for both financial and non-financial risks), compliance, continuous disclosure and control systems (including legal compliance) are in place and operating effectively;
 - (g) appointing, and where necessary removing and/or replacing, the Chair;
 - (h) being responsible for the Company's senior management and personnel including:
 - (i) directly managing the performance of the Managing Director or Chief Executive Officer (**MD / CEO**) including:
 - (A) appointing and remunerating the MD / CEO;
 - (B) providing advice and counsel to the MD / CEO including formal reviews and feedback on his or her performance; and
 - (C) overseeing the development or removal of the MD / CEO, where necessary;
 - (ii) ratifying the appointment, the terms and conditions of the appointment and, where appropriate, removal of the Chief Financial Officer (**CFO**) and/or Company Secretary and other senior executives;
 - (iii) ensuring appropriate checks are undertaken prior to the appointment of directors and senior executives;
 - (iv) ensuring that an appropriate succession plan for the MD / CEO, CFO and Company Secretary is in place; and
 - (v) when required, ensuring appropriate human resource systems (including OH&S systems) are in place to ensure the well-being and effective contribution of all employees;
 - (i) ensuring that the Company's remuneration and nomination policies are aligned with the entity's purpose, values, strategic objectives and risk appetite.
 - (j) delegating appropriate powers to the MD / CEO, management and committees to ensure the effective day-to-day management of the business and monitoring the exercise of these powers;
 - (k) ensuring Directors receive briefings on material developments in laws, regulations and accounting standards relevant to the Company;
 - (l) where required, challenging management and holding it to account; and
 - (m) making all decisions outside the scope of these delegated powers.

The detail of some Board functions will be handled through Board Committees as and when the size and scale of operations requires such committees. However, the Board as a whole is responsible for determining the extent of powers residing in each Committee and is ultimately responsible for accepting, modifying or rejecting Committee recommendations.

2. Board structure

2.1 Number of Directors

- (a) The Board has determined that, consistent with the size of the Company and its activities, the Board shall be comprised of a minimum three (3) Directors, at least two of whom shall be non-executive.
- (b) The Board's policy is that the majority of Directors shall be independent, non-executive Directors at a time when the size of the Company and its activities warrants such a structure. This will ensure that all Board discussions or decisions have the benefit of

outside views and experience, and that the majority of Directors will be free of any interests or influences that could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company.

- (c) The Board has adopted the definition of independence set out in the ASX Corporate Governance Council Corporate Governance Principles and Recommendations (4th Edition) as set out in Annexure A.
- (d) The independence of the Company's Non-Executive Directors will be assessed on an ongoing basis.
- (e) In the opinion of the Board, all Directors should bring specific skills and experience that add value to the Company.
- (f) When considering the potential reappointment of an existing director, the Board will take into account its skills matrix which sets out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.
- (g) When considering vacancies, the Board will take into account a candidate's capacity to enhance the skills matrix and experience of the Board.

2.2 Appointment of Directors

The Company may, by ordinary resolution, increase or decrease the number of Directors and may also determine in what rotation the increased or decreased number is to go out of office and otherwise in accordance with the Constitution. The Company will undertake appropriate checks before appointing a person and provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.

2.3 Skills required on the Board

The Board will review capabilities, technical skills and personal attributes of its Directors. It will normally review the Board's composition against those attributes and recommend any changes in Board composition that may be required. An essential component of this will be the time availability of Directors.

2.4 Written agreement

The Company shall have a written agreement with each Director and senior executive setting out the terms of their appointment. The agreement should be with the Director or senior executive personally unless the Company is engaging a bona fide professional services firm. The written agreement should include:

- (a) the requirement to disclose director's interests and any matters which could affect the director's independence;
- (b) the requirement to comply with the Company's corporate governance policies and charters;
- (c) the requirement to notify the Company of or seek the Company's approval before accepting, any new role that could impact upon the time commitment expected of the Director or give rise to a conflict of interests;
- (d) the Company's policy around independent professional advice;
- (e) indemnity and insurance arrangements;
- (f) rights of access to corporate information; and
- (g) ongoing confidentiality obligations.

2.5 Duration of appointment

In the interest of ensuring a continual supply of new talent to the Board, non- executive Directors will serve for a maximum of 10 years unless there are exceptional circumstances. The exception to this policy is that a Director who is serving as Chair at the conclusion of the

usual maximum term may serve an additional term in that role. If a Director has served in their position for more than 10 years, the Board will regularly assess if their independence may have been compromised.

2.6 Vacation of office

Subject to clause 2.5, it is envisaged that Directors shall remain on the Board until required to vacate the office by law or as detailed in the Constitution.

3. The role of individual Directors

As members of the peak decision-making body in the Company, Directors share ultimate responsibility for the Company's overall success. Therefore, Directors have an individual responsibility to ensure that the Board is undertaking its responsibilities. Directors need to ensure that the Board is providing:

- (a) leadership to the Company, particularly in the areas of ethics and culture;
- (b) a clear and appropriate strategic direction;
- (c) upholding the Company's values;
- (d) accountability to key stakeholders, particularly shareholders;
- (e) oversight of policies;
- (f) oversight of all control and accountability systems including all financial operations and solvency, risk management, monitoring conduct that is inconsistent with the Company's code of conduct and compliance with material legal and regulatory requirements;
- (g) an effective senior management team and appropriate personnel policies as and when required; and
- (h) timely and effective decisions on matters reserved to it.

3.1 Directors' code of conduct

In accordance with legal requirements and agreed ethical standards, Directors and key executives of the Company:

- (a) will act honestly, in good faith and in the best interests of the whole Company;
- (b) owe a fiduciary duty to the Company as a whole;
- (c) have a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office;
- (d) will undertake diligent analysis of all proposals placed before the Board;
- (e) will act with a level of skill expected from directors and key executives of a publicly listed company;
- (f) will use the powers of office for a proper purpose, in the best interests of the Company as a whole;
- (g) will demonstrate commercial reasonableness in decision making;
- (h) will not make improper use of information acquired as Directors and key executives;
- (i) will not disclose non-public information except where disclosure is authorised or legally mandated;¹
- (j) will keep confidential, information received in the course of the exercise of their duties and such information remains the property of the Company from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the person from whom the information is provided, or is required by law;
- (k) will not take improper advantage of the position of Director² or use the position for personal gain or to compete with the Company;

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- (l) will not take advantage of Company property or use such property for personal gain or to compete with the Company;
- (m) will protect and ensure the efficient use of the Company's assets for legitimate business purposes;¹
- (n) will not allow personal interests, or the interest of any associated person, to conflict with the interests of the Company;
- (o) have an obligation to be independent in judgment and actions and directors will take all reasonable steps to be satisfied as to the soundness of all decisions of the Board;
- (p) will make reasonable enquiries to ensure that the Company is operating efficiently, effectively and legally, towards achieving its goals;
- (q) will not engage in conduct likely to bring discredit upon the Company;²
- (r) will encourage fair dealing by all employees with the Company's customers, suppliers, competitors and other employees as and when those dealings occur;¹
- (s) will encourage the reporting of unlawful/unethical behaviour and actively promote ethical behaviour and protection for those who report violations in good faith;¹
- (t) will give their specific expertise generously to the Company; and
- (u) have an obligation, at all times, to comply with the spirit, as well as the letter of the law and with the principles of this Charter.²

¹ From the ASX Corporate Governance Council's Corporate Governance Principles.

² From the AICD Code of Conduct.

3.2 Expectations of Directors in Board process

- (a) Since the Board needs to work together as a group, Directors need to establish a set of standards for Board meetings. At the Company, it is expected that Directors shall, in good faith, behave in a manner that is consistent with generally accepted procedures for the conduct of meetings at all meetings of the Board. This will include, but not be limited to:
 - (i) behaving in a manner consistent with the letter and spirit of the Code of Conduct;
 - (ii) acting in a businesslike manner;
 - (iii) acting in accordance with the Constitution and Board policies;
 - (iv) addressing issues in a confident, firm and friendly manner;
 - (v) preparing thoroughly for each Board or Committee event;
 - (vi) using judgment, common sense and tact when discussing issues;
 - (vii) minimising irrelevant conversation and remarks;
 - (viii) ensuring that others are given a reasonable opportunity to put forward their views;
 - (ix) refraining from interruption or interjection when a speaker has the floor; and
 - (x) being particularly sensitive in interpreting any request or direction from the Chair that aims to ensure the orderly and good-spirited conduct of the meeting.
- (b) Directors are expected to be forthright in Board meetings and have a duty to question, request information, raise any issue, and fully canvas all aspects of any issue confronting the Company, and cast their vote on any resolution according to their own judgment.
- (c) Outside the boardroom, however, Directors will support the letter and spirit of Board decisions in discussions with all stakeholders including any shareholders, special interest groups, customers, staff, suppliers and any other parties.
- (d) Directors will keep confidential all Board discussions and deliberations. Similarly, all confidential information received by a Director in the course of the exercise of the Director's duties remains the property of the Company and is not to be discussed

outside the boardroom. It is improper to disclose it, or allow it to be disclosed, unless that disclosure is required by law and in any event should not be disclosed without appropriate authorisation.

3.3 Conflict of interest and related party transactions

(a) Conflicts of interest

- (i) Directors must disclose to the Board actual or potential conflicts that may or might reasonably be thought to exist between the interests of the Director and the interests of the Company. On appointment, Directors will have an opportunity to declare any such interests.
- (ii) Directors should update this disclosure by notifying the Company Secretary in writing as soon as they become aware of any conflicts. Directors are also expected to indicate to the Chair any actual or potential conflict of interest situation as soon as it arises.
- (iii) The Board can request a Director to take reasonable steps to remove the conflict of interest. If a Director cannot or is unwilling to remove a conflict of interest then the Director must absent himself or herself from the room when discussion and voting occur on matters to which the conflict relates. The entry and exit of the Director concerned will be minuted by the Company Secretary. Directors do not have to give notice of a conflict or absent themselves in accordance with section 191(2) or section 195 of the Corporations Act, including, without limitation when either:
 - (A) conflict of interest relates to an interest common to all Company members/shareholders; or
 - (B) the Board passes a resolution that:
 - (1) identifies the Director, the nature and extent of the Director's interest; and
 - (2) clearly states that the other Directors are satisfied that the interest should not disqualify the Director concerned from discussion and/or voting on the matter.

(b) Related party transactions

- (i) Related party transactions include any financial transaction between a Director or officer and the Company and will be reported in half yearly and annual reports.
- (ii) In general, the Corporations Act requires related party transactions to be approved by the shareholders; the Board cannot, except in certain limited circumstances, approve these transactions. Examples of exemptions to this requirement occur where the financial benefit is given on arm's length terms, or is considered to be reasonable remuneration to an officer or employee.
- (iii) The Board has also resolved that where applications are made by a related party to a Director or officer of the Company then the Director or officer shall exclude himself/herself from the approval process.
- (iv) "Related party" for this process has the meaning given to that term in section 228 of the Corporations Act and includes:
 - (A) a spouse or de facto spouse of the Director or officer;
 - (B) a parent, son or daughter of the Director or officer or their spouse or de facto spouse; or
 - (C) an entity over which the Director or officer or a related party defined in paragraph (A) or (B) has a controlling interest.

3.4 Emergency contact procedures

As there is the occasional need for urgent decisions, Directors should leave with the Company Secretary any contact details, either for themselves or for a person who knows their location, so that all Directors can be contacted within 24 hours in cases of a written resolution or other business.

4. The role of the Chair

To the extent possible, the Chair of the Board is to be an independent Director and is not to be the same person as the MD / CEO.

The Chair's role is a key one within the Company. The Chair is considered the "lead" Director and utilises his/her experience, skills and leadership abilities to facilitate the governance processes.

There are two main aspects to the Chair's role. They are the Chair's role within the boardroom and the Chair's role outside the boardroom.

4.1 Inside the boardroom

Inside the boardroom the role of the Chair is to:

- (a) establish and approving the agenda for Board meetings in consultation with the MD / CEO;
- (b) chair Board meetings;
- (c) ensuring adequate time in Board meeting for discussion of all agenda items including strategic issues;
- (d) be clear on what the Board has to achieve, both in the long and short term;
- (e) provide guidance to other Board members about what is expected of them;
- (f) facilitating effective contribution of all directors and promoting constructive and respectful relations between directors and between the Board and management;
- (g) ensure that Board meetings are effective in that:
 - (i) the right matters are considered during the meeting (for example, strategic and important issues);
 - (ii) matters are considered carefully and thoroughly;
 - (iii) all Directors are given the opportunity to effectively contribute; and
 - (iv) the Board comes to clear decisions and resolutions are noted;
- (h) brief all Directors in relation to issues arising at Board meetings;
- (i) ensure that the decisions of the Board are implemented properly;
- (j) ensure that the Board behaves in accordance with its Code of Conduct;
- (k) the Chairman has authority to act and speak for the Board between its meetings, including engaging with the MD / CEO.

4.2 Outside the boardroom

Outside the boardroom the role of the Chair is to:

- (a) in conjunction with the MD / CEO, undertake appropriate public relations activities;
- (b) be the spokesperson for the Company at the AGM and in the reporting of performance and profit figures;
- (c) be the major point of contact between the Board and the MD / CEO;
- (d) be kept fully informed of current events by the MD / CEO on all matters which may be of interest to Directors;
- (e) regularly review with the MD / CEO, and such other senior officers as the MD / CEO recommends, progress on important initiatives and significant issues facing the Company; and

- (f) provide mentoring for the MD / CEO.

5. The role of the Company Secretary

The Company Secretary is charged with facilitating the Company's corporate governance processes and so holds primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively. The Company Secretary is accountable to the Board, through the Chair, on all governance matters and reports directly to the Chair as the representative of the Board. The Company Secretary is appointed and dismissed by the Board and all Directors have, as of right access to the Company Secretary.

The tasks of the Company Secretary shall include:

- (a) Meetings and minutes
 - (i) notifying the directors in advance of a meeting of the Board;
 - (ii) ensuring that the agenda and Board papers as and when they are required, are prepared and forwarded to Directors prior to Board meetings;
 - (iii) recording, maintaining and distributing the minutes of all Board and Board Committee meetings as required;
 - (iv) maintaining a complete set of Board papers at the Company's main office, preparing for and attending all annual and extraordinary general meetings of the Company;
 - (v) recording, maintaining and distributing the minutes of all general meetings of the Company.
- (b) Compliance
 - (i) overseeing the Company's compliance program and ensuring the Company's compliance and reporting obligations are met;
 - (ii) ensuring all requirements of ASIC, the ATO and any regulatory bodies are fully met; and
 - (iii) providing counsel on corporate governance principles and Director liability.
- (c) Governance administration
 - (i) maintaining a Register of Company Policies as approved by the Board;
 - (ii) maintaining, updating and ensuring that all Directors have access to an up-to-date copy of the Board Charter and associated governance documentation;
 - (iii) maintaining the complete list of the delegations of authority;
 - (iv) reporting at Board meetings the documents executed under a power of attorney, or under the common seal; and
 - (v) any other services the Chair or Board may require.

6. The role of the MD / CEO

The MD / CEO is responsible for the attainment of the Company's goals and vision for the future, in accordance with the strategies, policies, programs and performance requirements approved by the Board. The position reports directly to the Board.

If there is no MD / CEO appointed at any given time, the Board will nominate another director to undertake the executive role/responsibilities assigned to the MD / CEO under this Board Charter.

The MD / CEO's primary objective is to ensure the ongoing success of the Company through being responsible for all aspects of the management and development of the Company. The MD / CEO is of critical importance to the Company in guiding the Company to develop new and imaginative ways of winning and conducting business. The MD / CEO must have the industry knowledge and credibility to fulfil the requirements of the role.

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The MD / CEO will, as and when the size, nature and scale of the Company's activities requires it, manage a team of executives responsible for all functions contributing to the success of the Company.

The MD / CEO's specific responsibilities will include:

- (a) develop, in conjunction with the Board, the Company's vision, values, and goals;
- (b) responsibility for the achievement of corporate goals and objectives;
- (c) development of short, medium and long term corporate strategies and planning to achieve the Company's vision and overall business objectives;
- (d) preparation of business plans and reports with the senior management;
- (e) developing with the Board the definition of ongoing corporate strategy;
- (f) implementing and monitoring strategy and reporting/presenting to the Board on current and future initiatives;
- (g) advise the Board regarding the most effective organisational structure and oversee its implementation;
- (h) assessment of business opportunities of potential benefit to the Company;
- (i) responsibility for proposals for major capital expenditure to ensure their alignment with corporation strategy and justification on economic grounds;
- (j) sustain competitive advantage through maximising available resources, encouraging staff commitment and strategically aligning the corporate culture with the organisation's goals and objectives;
- (k) establish and maintain effective and positive relationships with Board members, shareholders, customers, suppliers and other government and business liaisons;
- (l) undertake the role of key Company spokesperson;
- (m) recommend policies to the Board in relation to a range of organisational issues including delegations of authority, consultancies and performance incentives;
- (n) ensure statutory, legal and regulatory compliance and comply with corporate policies and standards;
- (o) ensure appropriate risk management practices and policies are in place;
- (p) develop and motivate direct reports and their respective teams;
- (q) select and appoint key staff as and when required (direct reports); and
- (r) ensure there is an appropriate staff appraisal system in place in the Company.

Part B - Board processes

7. Board meetings

Board meetings are a fundamental component of governance processes. Each Board meeting is critical, as it is the main opportunity for directors to:

- (a) obtain and exchange information with the senior management team;
- (b) obtain and exchange information with each other; and
- (c) make decisions.

The Board meeting agenda is equally as important because it shapes the information flow and subsequent discussion.

7.2 Meeting frequency

Given the size of the Company and the scale of its activities the Board will meet approximately 10 times per year but not less than six times per year and, unless otherwise agreed, Committees will generally meet once or twice a year. Where Board and Committee meetings are scheduled for the same month, where possible, Committee meetings will precede the Board meeting.

7.3 Meeting time and location

The Board usually meets at the offices of the Company in Australia. The commencement time will vary depending on the agenda of each individual meeting, the availability of key participants and the location in which the meeting is taking place.

7.4 Meeting language

If a Director does not speak the language in which the Board meeting is proposed to be held in and key documents written, processes will be adopted to ensure that the Director understands and can contribute to discussions at those meetings and understand and discharge their obligations in relation to those documents.

7.5 Meeting cycle

When the size of the Company and the scale of its activities warrants it, and to assist the smooth running of Board processes, the Board will adopt an indicative monthly cycle as follows. The indicative cycle gives Board members seven days to review the agenda and Board papers to save valuable time at meetings by being prepared for discussions and allowing them to seek clarification or further information in advance on ambiguous items.

Under normal circumstances and when warranted, Board meetings shall follow the following monthly cycle:

Item	Day
Draft agenda prepared by the Company Secretary	-7
Company Secretary updates actions arising from the previous meeting	-7
Company Secretary reviews the proposed agenda with the Chair	-7
Board papers and agenda are finalised	-3
Board papers are printed or distributed electronically by email	-3
All Board papers are circulated to Board meeting attendees	-3
Board meeting	0
Draft minutes sent to Chair	3-5
Draft minutes sent to Directors	6-10

All days indicated are calculated in relation to the Board meeting day (day zero).

Please note that this is an indicative cycle only. The actual timing of events in the lead up to and follow up from Board meetings will be dependent upon the circumstances surrounding each individual meeting.

7.6 Conduct of meeting

The Chair will determine the degree of formality required at each meeting while maintaining the decorum of such meetings. As such the Chair will:

- (a) ensure that all members are heard;
- (b) retain sufficient control to ensure that the authority of the Chair is recognised. This may require a degree of formality to be introduced if this is necessary to advance the discussion;
- (c) take care that the decisions are properly understood and well recorded; and
- (d) ensure that the decisions and debate are completed with a formal resolution recording the conclusions reached.

7.7 Quorum and voting at meetings

In order for a decision of the Board to be valid a quorum of Directors must be present. A quorum will be two Directors present, at least one of whom must be an independent Director, in person or by instantaneous communication device or as otherwise stipulated in the Constitution. Questions arising at Board meetings are to be decided by a majority vote of Directors who are present and entitled to vote.

7.8 Emergency decision making

A resolution in writing signed by all Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held and otherwise in accordance with the Company's Constitution.

8. Board meeting agenda

8.1 Agenda content

An agenda will be prepared for each Board and Committee meeting.

8.2 Agenda preparation

The Company Secretary, in consultation with the Chair and the MD / CEO is responsible for preparing an agenda for each Board meeting. However, any Director may request items to be added to the agenda for upcoming meetings.

9. Board papers

9.1 Preparation and circulation of Board papers

The Company Secretary together with the MD / CEO is responsible for the preparation and circulation of Board papers should they be required. The Board papers if so required will be circulated to Directors prior to the Board meeting. If a Board paper relates to a matter in which there is a known conflict of interest with a particular Director then the relevant Board paper will be removed by the Company Secretary on the instructions of the Chair, from the set of Board papers sent to that Director. In the case of the Chair having a conflict of interest, the Board will appoint another Director to make final decisions on the forwarding of Board papers to the Chair.

9.2 Retention of Board papers

The Company Secretary maintains a complete set of Board papers at the Company's headquarters. However, individual Directors may retain their own Board papers in a secure location.

10. Board minutes

Minutes are to be a concise summary of the matters discussed at a Board Meeting. Minutes will contain a brief reference to relevant Board papers tabled plus any official resolutions adopted by Directors. All decisions will be recorded in the minutes by means of a formal resolution.

11. Board calendar

In order to provide an even distribution of work over each financial year, the Board will adopt a twelve-month Board Calendar. Included will be all scheduled Board and Committee meetings as well as major corporate and Board activities to be carried out in particular months. Once initiated it will be updated and approved prior to the start of each financial year.

12. Committees

When the size of the Company and the scale of its activities warrant it the Board will institute the following committees:

- (a) Audit and Risk Committee; and
- (b) Remuneration and Nomination Committee.

As at the date of this Board Charter, the Board has not instituted an:

- (c) Audit and Risk Committee; and
- (d) Remuneration and Nomination Committee.

The Committee Charter for each of these Committees is available on the Company's website. The Board as a whole performs these functions at this stage, due to the Company's infancy.

PART C – KEY BOARD FUNCTIONS

13. The Board and strategy

The Board will approve a formal strategic planning process that articulates the respective roles and levels of involvement of the Board, senior management and other employees and will review the strategic plan for the Company on a regular basis.

14. Contacts and advisory role

14.1 MD / CEO Advisory role

It is recognised that a key directorial duty is providing a sounding board for MD / CEO ideas and challenges. Recognising that the MD / CEO-Board relationship is critical to effective corporate governance, Directors should provide frank and honest advice to the MD / CEO. It is expected that the Chair will play a key part of this role and will maintain regular contact with the MD / CEO.

All advice should be constructive in nature and provided in a positive manner. Where appropriate, Directors should recommend possible alternative advisers if they do not feel adequately trained to assist.

14.2 Protocol for interaction with internal and external parties

(a) Media contact and comment

The Board has designated the MD / CEO or the Chair (where appropriate) to speak to the press on matters associated with the Company. In speaking to the press, the MD / CEO or the Chair will not comment on price sensitive information that has not already been disclosed to a relevant authority, however, they may clarify previously released information. To assist in safeguarding against the inadvertent disclosure of price sensitive information the MD / CEO and the Chair will be informed of what the Company has previously disclosed to the market on any issue prior to briefing anyone outside the Company.

Subject to the policies of the Board and any committee that the Board may appoint from time to time, the Chair is authorised to comment on:

- (i) annual and half yearly results at the time of the release of the annual or half yearly report;
- (ii) resolutions to be put to General Meetings of the Company;
- (iii) changes in Directors, any matter related to the composition of the Board or Board processes;
- (iv) any speculation concerning Board meetings or the outcomes of Board meetings; and
- (v) other matters specifically related to shareholders.

Subject to the policies of the Board and any committee that the Board may appoint from time to time, the MD / CEO is authorised to comment on:

- (i) the Company's future outlook;
- (ii) any operational matter;
- (iii) media queries concerning operational issues which reflect either positively or negatively on the Company;
- (iv) proposed or actual legal actions; and
- (v) queries and general discussion concerning the Company's industry.

See the Code of Conduct for further information relating to conduct of Employees and the Continuous Disclosure and Communications Policy for further information relating to communications to external parties.

(b) External communications including analyst briefings and responses to Shareholder questions

The Company discloses its financial and operational results to the market each year/half year/quarter as well as informing the market of other events throughout the year as they occur. Annual, half yearly and quarterly financial reports, media releases and AGM speeches are all lodged with the appropriate authority. As all financial information is disclosed, the Company will only comment on factual errors in information and underlying assumptions when commenting on market analysts' financial projections, rather than commenting on the projections themselves.

In addition to the above disclosures, the Company does conduct briefings and discussions with analysts and institutional investors. However, price sensitive information will not be discussed unless that particular information has been previously formally disclosed to the market via an announcement. Slides and presentations used in briefings will also be released immediately prior to the briefing to the market.

After the conclusion of each briefing or discussion if any price sensitive information was disclosed it will be announced immediately to the market.

14.3 Hospitality and gifts

While the Company recognises the need from time to time to give or accept customary business courtesies in accordance with ethical business practices, Directors and officers will not solicit such courtesies and will not accept gifts, services, benefits or hospitality that might influence, or appear to influence, the Directors' and officers' conduct in representing the Company.

Refer to the Company's Anti-Bribery and Anti-Corruption Policy for further information.

15. Monitoring

Another essential function of the Board is to monitor the performance of the organisation in implementing its strategy and overall operational performance.

16. Risk and compliance management

The Board is charged with overseeing, reviewing and ensuring the integrity and effectiveness of the Company's risk and compliance systems. The Board has an external independent auditor who is responsible for verifying the Company's compliance systems and reporting to the Board on those systems.

Since risk management is a complex and critical component of the Company's governance, the Board has established an Audit and Risk Committee to oversee and guide the detail of this topic. The MD / CEO will be charged with implementing appropriate risk systems within the Company. Aspects of this process may be delegated. Refer to the Audit and Risk Management Committee Charter.

The risk management system will be based on Standard ISO 31000:2018.

Risk management is considered a key governance and management process. It is not an exercise merely to ensure regulatory compliance. Therefore, the primary objectives of the risk management system at the Company will be to ensure:

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

In line with these objectives, the risk management system will cover:

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

The Audit and Risk Committee reviews all major strategies and purchases for their impact on the risk facing the Company, and makes appropriate recommendations to the Board. The

Company reviews annually its operations to update its risk profile. This occurs in conjunction with the strategic planning process.

The Audit and Risk Committee will create a quarterly report on those areas of risk identified. In addition, as specified by Recommendation 4.2 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition), the MD / CEO and CFO provide a written declaration of assurance that their opinion, that the financial records of the Company for any financial period have been properly maintained, comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company, has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Company produces a number of periodic reports, including its Annual Report, half-year financial report and quarterly activity and cash flow reports. The Company has in place processes to review and confirm the accuracy and reasonableness of the disclosures contained in these reports at both management and Board level, including where a corporate report of this type is not subject to audit or review by an external auditor. Management prepares the disclosures in these reports whereby subject matter experts and the relevant executives review and approve the disclosures which are then reviewed by the Company's MD / CEO and reviewed and approved by the Board prior to release to the market. In the event further legal or financial review is required, the proposed disclosure is run past the Company's advisors, lawyers or auditors (as appropriate) for review. The Company has an effective system of internal control including multiple review and approval stages that applies to all public documents that are not reviewed or audited by its external auditors.

17. Delegation of authority

Directors are responsible for any delegations of their responsibilities with regard to corporate operations. As such, they decide as a Board what Company matters are delegated to either specific Directors or management. In addition, they outline what controls are in place to oversee the operation of these delegated powers.

As a consequence, individual Directors have no individual authority to participate in the day-to-day management of the Company including making any representations or agreements with member companies, suppliers, customers, employees or other parties or organisations.

The exception to this principle occurs where the Board explicitly delegates an authority to the Director individually. Additionally, it is recognised that all MD's / CEO's will carry significant delegated authority by virtue of their management position.

Similarly, Committees and their members require specific delegations from the Board as a whole and these will be contained in each Committee's respective Terms of Reference.

17.1 General delegations

In general, the Board delegates all powers and authorities required to effectively and efficiently carry out the Company's business. Listed below are the exceptions to these delegations, whereby the Board or appropriate Committee reserves the powers as indicated.

17.2 Decisions requiring Board approval

In addition to those decisions requiring approval pursuant to the respective Committee Charters (if any), the following decisions must be referred to the Board for approval:

- (a) Directors acquiring or selling shares of the Company;
- (b) issuing shares of the Company;

- (c) acquiring, selling or otherwise disposing of property in excess of the amount set out in the Company's approval matrix;
- (d) founding, acquiring or selling subsidiaries of or any company within the Company, participating in other companies or dissolving or selling the Company's participation in other companies (including project joint ventures);
- (e) acquiring or selling patent rights, rights in registered trademarks, licences or other intellectual property rights of the Company;
- (f) founding, dissolving or relocating branch offices or other offices, plants and facilities;
- (g) starting new business activities, terminating existing business activities or initiating major changes to the field of the Company's business activities;
- (h) approving and/or altering the annual business plan (including financial planning) for the Company or any part of the Company;
- (i) taking or granting loans which exceed the amount set out in the Company's approval matrix (including, without limitation, the placing of credit orders, issuing of promissory notes or loans against IOUs);
- (j) granting securities of any type;
- (k) granting loans to Company officers or employees and taking over guarantees for the Company's officers and employees;
- (l) entering into agreements for recurring, voluntary, or additional social benefits, superannuation agreements or agreements for general wage and salary increases;
- (m) determining the total amount of bonuses and gratuities for Company officers and employees;
- (n) determining the appointment, termination, prolongation of employment or amendment to conditions of employment of members of the Board of Directors; and
- (o) granting or revoking a power of attorney or limited authority to sign and/or act on behalf of the Company.

PART D – CONTINUING IMPROVEMENT

18. Director protection

18.1 Information seeking protocol

Directors will adhere to the following protocol when seeking information:

- (a) approach the MD / CEO to request the required data;
- (b) if the data is not forthcoming, approach the Chair; and
- (c) if the information is still not forthcoming, write a letter to all Board detailing the information that is required, purpose of the information, and who the Director intends to approach in order to obtain the information.

18.2 Access to professional advice

A Director of the Company is expected to exercise considered and independent judgment on the matters before them. To discharge this expectation a Director may, from time to time, need to seek independent, expert opinion on matters before them. All Directors have the individual authority to commit the company to up to \$5,000 per annum in professional advice.

Prior to seeking professional advice a director shall inform the Chair about the nature of the opinion or information sought, the reason for the advice, the terms of reference for the advice and the estimated cost of the advice. Where more than one Director is seeking advice about a single issue, the Chair shall endeavour to coordinate the provision of the advice.

If the cost of professional advice is likely to exceed \$5,000, the Director shall seek authority from the Chair prior to engaging an external expert. The Chair has delegated authority to

authorise expenditures up to \$10,000. If the Chair withholds authorisation, the Director has the right to seek authority from the Board at the next Board meeting. If the cost of professional advice is likely to exceed \$10,000, then the Board's approval for the engagement of an external expert is required.

Advice so received should be received on behalf of the Board as a whole.

18.3 Access to Board papers

The Directors have the right to access board papers as granted by the Corporations Act. Such access shall be provided on a timely basis.

18.4 Insurance

The Company currently holds Directors' and Officers' Insurance Policies. The Company will ensure that all new Directors and Officers are included on the Company's insurance policies. The Company will also review the D&O Insurance Policies on at least an annual basis to ensure that they are sufficient.

19. Board and Senior Executive evaluation

19.1 Evaluation process

The Board considers the evaluation of its own and senior executive performance as fundamental to establishing a culture of performance and accountability.

19.2 Board and Director evaluations

The Board considers the ongoing development and improvement of its own performance as a critical input to effective governance. As a result, the Board will undertake an evaluation of Board and Director performance.

The review will be based on a number of goals for the Board and individual Directors that will be established. The goals are based on corporate requirements and any areas for improvement that may be identified. The Board will consider the outcome of such reviews in a dedicated meeting and develop a series of actions and goals to guide improvement. The Chair will provide each Director with confidential feedback on his or her performance. This feedback is used to develop a development plan for each Director. The Board does not endorse the reappointment of a Director who is not satisfactorily performing the role.

The Remuneration and Nomination Committee will arrange for a performance evaluation of the Board, its Committees and individual Directors to be conducted on an annual basis.

19.3 Board Committee evaluations

The Board will set a number of expectations for its Committees. These expectations are to be derived after considering the results of previous reviews if any, an assessment of the Company's current and future needs, and a review of each Committee's Charter or purpose. As a result of a review, the Board may amend or revoke a Committee's Charter.

The Nomination and Remuneration Committee will review the performance of the Committees against expectations. Based upon the review, individuals and groups will be provided with feedback on their performance. The results of the review will be a key input into the expectations set by the Board.

19.4 Senior Executive evaluations

All senior executives at the Company will be subject to an annual performance evaluation by the Nomination and Remuneration Committee. Each year, senior executives (including the MD

/ CEO) will establish a set of performance targets. These targets are aligned to overall business goals and the Company's requirements of the position. In the case of the MD / CEO, these targets are negotiated between the MD / CEO and the Board and signed off by the whole Board.

An informal assessment of progress is carried out throughout the year. A full evaluation of the executive's performance against the agreed targets takes place annually. This will normally occur in conjunction with goal setting for the coming year. Since the Company is committed to continuous improvement and the development of its people, the results of the evaluation form the basis of the executive's development plan. Performance pay components of executives' packages are dependent on the outcome of the evaluation.

20. Managing Director / Chief Executive Officer remuneration

20.1 Composition

Remuneration packages for Managing Directors / Chief Executive Officers and other senior executives include an appropriate balance of fixed remuneration and performance-based remuneration.

20.2 Fixed remuneration

Fixed remuneration is reasonable and fair, taking into account the Company's obligations at law and labour market conditions, and is relative to the scale of the Company's business. It reflects core performance requirements and expectations.

20.3 Performance-based remuneration

Performance-based remuneration should be linked to clearly specified performance targets. These targets should be aligned to the Company's short, medium and long-term performance objectives and should be appropriate to its circumstances, goals and risk appetite. This target should also be consistent with the Company's Statement of Values. Discretion will be retained where appropriate to prevent performance based remuneration rewarding conduct that is contrary to the entity's value or risk appetite.

20.4 Equity-based remuneration

The Company strives to have a well-designed equity-based remuneration, including options or performance rights, which can be an effective form of remuneration, especially when linked to hurdles that are aligned to the Company's longer-term performance objectives. The Company takes care in the design of equity-based remuneration schemes to ensure that they do not lead to "short-termism" on the part of senior executives or the taking of undue risks.

20.5 Termination and other benefits

Termination payments, if any, for senior executives are agreed in advance and the agreement clearly addresses what will happen in the case of early termination. There is no payment for removal for misconduct.

21. Non-Executive Director remuneration

21.1 Composition

Non-Executive Directors are remunerated by way of cash fees, superannuation contributions and non-cash benefits in lieu of fees (such as salary sacrifice into superannuation or equity).

21.2 Fixed remuneration

Levels of fixed remuneration for Non-Executive Directors reflect the time commitment and responsibilities of the role.

Non-Executive Directors are paid their fees out of the maximum aggregate amount approved by shareholders for the remuneration of Non-Executive Directors. The sum each Non-Executive Director is paid is determined by the Board from time to time. Additional fees can be paid for participation on Board Committees; however, the total fees paid to Non-Executive Directors, including fees paid for participation on Board Committees, are kept within the total amount approved by shareholders.

21.3 Performance-based bonus

Non-Executive Directors do not receive performance-based remuneration as it may lead to bias in their decision-making and compromise their objectivity except where the Board has determined it is reasonable for the Non-Executive Directors to receive such securities taking into account the current size, nature and scale of activities of the Company. Where Non-Executive Directors receive performance-based remuneration they must ensure that it does not lead to bias in their decision-making and compromise their objectivity.

The Company's (Independent) Non-Executive Directors do not receive performance-based bonuses.

21.4 Equity-based remuneration

It is generally acceptable for Non-Executive Directors to receive securities as part of their remuneration to align their interests with the interests of other security holders. However, Non-Executive Directors generally should not receive options with performance hurdles attached or performance rights as part of their remuneration as it may lead to bias in their decision-making and compromise their objectivity except where the Board has determined it is reasonable for the Non-Executive Directors to receive such securities taking into account the current size, nature and scale of activities of the Company. Where Non-Executives receive options with performance hurdles attached or performance rights as part of their remuneration, they must ensure that it does not lead to bias in their decision-making and compromise their objectivity.

The Company's Non-Executive Directors cannot choose to receive shares in the Company as part of their remuneration instead of receiving cash and may not participate in equity schemes of the Company, such as option schemes, that are designed to encourage enhanced performance of the participant, unless the Board determines this is reasonable taking into account the current size, nature and scale of the Company.

21.5 Superannuation benefits

Non-Executive Directors should not be provided with retirement benefits other than superannuation.

The Company's Non-Executive Directors are entitled to statutory superannuation.

21.6 Written Agreement

The Written Agreement with the Non-Executive Director should include:

- (a) the requirement to disclose director's interests and any matters which could affect the director's independence;
- (b) the requirement to comply with the Company's corporate governance policies and charters;

- (c) the requirement to notify the Company of or seek the Company's approval before accepting, any new role that could impact upon the time commitment expected of the Director or give rise to a conflict of interests;
- (d) the company's policy around independent professional advice;
- (e) indemnity and insurance arrangements;
- (f) rights of access to corporate information; and
- (g) ongoing confidentiality obligations.

22. Director development

The Company is committed to continuing development of its Directors and executives. In line with this commitment, there is an expectation that all Directors and the MD / CEO will commit to at least 2 days of professional development each year. The Board allocates an annual budget of \$5000 per Director to encourage Directors to participate in training and development programs. Any Director wishing to undertake either specific directorial training or personal development courses is expected to approach the Chair for approval of the proposed course. Development may be in both governance and governance processes or in the Company's industry.

The Board will also undertake an annual review in relation to whether there is a need for existing Directors to undertake professional development.

23. Director induction

New directors will undergo an induction process in which they will be given a full briefing on the Company. This will include meeting with key executives, tours of the premises, an induction package and presentations. Information conveyed to the new Director will include:

- (a) details of the roles and responsibilities of a Director with an outline of the qualities required to be a successful Director;
- (b) formal policies on Director appointment as well as conduct and contribution expectations;
- (c) details of all relevant legal requirements;
- (d) access to a copy of the Board Charter and all other Company Corporate Governance Policies;
- (e) guidelines on how the Board processes function;
- (f) details of past, recent and likely future developments relating to the Board including anticipated regulatory changes;
- (g) key accounting matters and outlines of the responsibilities of Directors in relation the Company's financial statements;
- (h) background information on and contact information for key people in the organisation including an outline of their roles and capabilities;
- (i) an analysis of the Company including:
 - (i) core competencies of the Company;
 - (ii) an industry background briefing;
 - (iii) a recent competitor analysis;
 - (iv) details of past financial performance;
 - (v) current financial structure; and
 - (vi) any other important operating information;
- (j) a synopsis of the current strategic direction of the Company including a copy of the current strategic plan and annual budget;
- (k) access to a copy of the Constitution of the Company; and

CORPORATE GOVERNANCE PLAN: BOARD CHARTER

- (I) Directors Deed of Indemnity and Right of Access to Documents, if applicable.

Annexure A **Definition of Independence**

The Board considers the interests, positions and relationships which may raise issues about the independence of a director as set out in Box 2.3 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations (4th Edition)* as follows:

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

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

The Board notes that the mere fact that a director has served on a board for a substantial period does not mean that the director has become too close to management or a substantial holder to be considered independent.

1. Purpose

The purpose of this Code of Conduct is to provide a framework for decisions and actions in relation to ethical conduct in employment. It underpins Heavy Minerals Limited's (**Company**) commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders. The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees, directors and management.

The Company's core values and commitments are contained in the Company's Statement of Values.

2. Accountabilities

2.1 Managers and supervisors

Managers and supervisors are responsible and accountable for:

- (a) undertaking their duties and behaving in a manner that is consistent with the provisions of the Code of Conduct;
- (b) the effective implementation, promotion and support of the Code of Conduct in their areas of responsibility; and
- (c) ensuring employees under their control understand and follow the provisions outlined in the Code of Conduct.

2.2 Employees, Directors and Management

All employees, Directors and Management are responsible for:

- (a) undertaking their duties in a manner that is consistent with the provisions of the Code of Conduct;
- (b) reporting suspected corrupt conduct; and
- (c) reporting any departure from the Code of Conduct by themselves or others.

3. Personal and professional behaviour

3.1 When carrying out your duties, you should:

- (a) behave honestly and with integrity and report other employees who are behaving dishonestly;
- (b) act in accordance with the Company's values;
- (c) act ethically and responsibly;
- (d) carry out your work with integrity and to a high standard and in particular, commit to the Company's policy of producing quality goods and services;
- (e) operate within the law at all times;
- (f) follow the policies of the Company; and
- (g) act in an appropriate business-like manner when representing the Company in public forums.

4. Conflict of interest

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

- (a) Some situations that may give rise to a conflict of interest include situations where you have:

CORPORATE GOVERNANCE PLAN: CODE OF CONDUCT

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

5. Public and media comment

Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.

Employees must not make official comment on matters relating to the Company unless they are:

- (a) authorised to do so by the MD / CEO; or
- (b) giving evidence in court; or
- (c) otherwise authorised or required to by law.

Employees must not release unpublished or privileged information unless they have the authority to do so from the MD / CEO.

The above restrictions apply except where prohibited by law, for example in relation to "whistleblowing".

See the Company's Social Media Policy for further information.

6. Use of Company resources

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

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

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

7. Security of information

Employees are to make sure that confidential and sensitive information cannot be accessed by unauthorised persons. Sensitive material should be securely stored overnight or when unattended. Employees must ensure that confidential information is only disclosed or

discussed with people who are authorised to have access to it. It is considered a serious act of misconduct to deliberately release confidential documents or information to unauthorised persons, and may incur disciplinary action.

8. Intellectual property/copyright

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

The Company is the owner of intellectual property created by employees in the course of their employment unless a specific prior agreement has been made. Employees must obtain written permission to use any such intellectual property from the Company Secretary/Group Legal Counsel before making any use of that property for purposes other than as required in their role as employee.

9. Discrimination and harassment

Employees must not harass, discriminate, or support others who harass and discriminate against colleagues or members of the public on the grounds of sex, pregnancy, marital status, age, race (including their colour, nationality, descent, ethnic or religious background), physical or intellectual impairment, homosexuality or transgender.

Such harassment or discrimination may constitute an offence under legislation. Managers should understand and apply the principles of Equal Employment Opportunity.

10. Corrupt conduct

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

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

Corrupt conduct will not be tolerated by the Company. Disciplinary action up to and including dismissal will be taken in the event of any employee participating in corrupt conduct. Refer to the Company's Anti-Bribery and Anti-Corruption Policy for further information.

11. Occupational health and safety

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

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

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

12. Legislation

It is essential that all employees comply with the laws and regulations of the countries in which we operate. Violations of such laws may have serious consequences for the Company and any individuals concerned. Any known violation must be reported immediately to management.

13. Fair dealing

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

14. Insider trading

All employees must observe the Company's "Trading Policy". In conjunction with the legal prohibition on dealing in the Company's securities when in possession of unpublished price sensitive information, the Company has established specific time periods when Directors, management and employees are permitted to buy and sell the Company's securities.

15. Responsibilities to investors

The Company strives for full, fair and accurate disclosure of financial and other information on a timely basis. Refer to the Company's Continuous Disclosure and Communications Policy.

16. Breaches of the code of conduct

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

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

Any material breaches of the Code of Conduct will be reported by the Company Secretary to the Board.

17. Reporting matters of concern

Employees are encouraged to raise any matters of concern in good faith with the head of their business unit or with the Company Secretary, without fear of retribution.

18. Review

This policy shall be reviewed every 3 years by the Board to ensure that it is operating effectively and ascertain whether changes are required to the code.

19. Associated Documents

Statement of Values
Code of Conduct
Anti-Bribery and Anti-Corruption Policy
Continuous Disclosure and Communications Policy
Social Media Policy

CORPORATE GOVERNANCE PLAN: STATEMENT OF VALUES

1. Introduction

- 1.1 Heavy Minerals Limited (**Company**) instils and reinforces a culture across the Company of acting lawfully, ethically and responsibly. It seeks to operate in line with the values set out below and ensure directors, senior executives and employees work to reinforce these values.

The Company's senior executives have the responsibility of instilling these values across the Company including ensuring that all employees receive appropriate training on the values and referencing and reinforcing the values in interactions with employees.

2. Statement of values

2.1 Statement of values

The Company has adopted this Statement of Values to express the standards and behaviours it expects from its directors, senior executives and employees to fulfil its purpose and meet its goals.

As per Principle 3 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, 4th Edition:

- (a) a listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly; and
- (b) a listed entity should articulate and disclose its values.

This Statement of Values applies to the Company, and its subsidiaries.

2.2 Our Business (Mission)

Heavy Minerals is a Western Australian ASX listed exploration company with the aim to explore for, define and develop industrial mineral deposits in Western Australia (Garnet) and Mozambique (Zircon and Titanium Dioxide bearing minerals).

2.3 Our Commitment

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

3. Review

This statement shall be reviewed every 3 years by the Board to ensure that it is operating effectively and ascertain whether changes are required to the statement.

CORPORATE GOVERNANCE PLAN: WHISTLEBLOWER POLICY

1. Background

This policy supports the commitment of Heavy Minerals Limited (**Company**) in creating and maintaining a culture of proper conduct and fair and honest dealing in its business activities. The Company encourages the reporting of any instances of suspected unethical, illegal, fraudulent, or undesirable conduct involving the Company and provides protections and measures so that those persons who make a report may do so confidentially and without fear of intimidation or reprisal.

This policy should be read in conjunction with other Company policies, including the Code of Conduct.

2. Purpose

The purpose of this policy is to:

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

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

3. Definitions

In this Policy:

APRA means the Australian Prudential Regulation Authority.

ASIC means the Australian Securities and Investments Commission.

Company means Heavy Minerals Limited (ACN 647 831 883).

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

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

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

- (a) is against the law or is a failure by the Company to comply with any legal obligation;
- (b) is dishonest, fraudulent or corrupt;
- (c) is potentially damaging to the Company, an Employee or a third party, including unsafe work practices, environmental damage, health risks or substantial wasting of corporate resources;
- (d) is misleading or deceptive conduct of any kind, including questionable accounting or financial reporting practices;
- (e) involves bullying, harassment or discrimination; or
- (f) is unethical or breaches the Company's policies, protocols or codes of conduct.

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

Section means a section of this policy.

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

4. Reporting Procedure

4.1 Who is covered by this Policy?

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

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

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

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

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

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

An eligible recipient is:

- (a) any person authorised by the Company to receive disclosures of Improper Conduct that may qualify for protection. The Company has authorised Whistleblower Protection Officers.
- (b) an external auditor or actuary of the Company; and
- (c) a senior manager or officer of the Company.

4.3 Legal advice and communicating with a lawyer

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

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

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

- (a) Public Interest disclosures

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If:

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

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

(b) Emergency disclosures

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

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

4.5 How to make a report to an eligible recipient

Employees may report Improper Conduct to an eligible recipient by:

- (a) post GPO Box 2517, Perth WA 6831 (marked as private and confidential to the attention of the Employee's immediate manager or the Whistleblower Protection Officer); or
- (b) email; or
- (c) telephone.

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

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

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

- (a) misconduct or an improper state of affairs or circumstances in relation to any entity within the Company; or
- (b) indicates that the Company or any of its officers or employees has engaged in conduct that:
 - (i) breaches the Corporations Act;
 - (ii) breaches other financial sector laws enforced by ASIC or APRA;
 - (iii) constitutes an offence against other law of the Commonwealth that is punishable by imprisonment for a period of 12 months; or

- (iv) represents danger to the public or the financial system.

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

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

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

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

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

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

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

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

5. Confidentiality and Anonymity

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

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

Unauthorised disclosure of:

- (a) the identity of the Disclosing Person who has made a report of Improper Conduct; or

- (b) information from which the identity of the reporting person could be inferred, may be an offence under Australian law and will be regarded as a disciplinary matter.

6. Protections and Support

The Company is committed to protecting and respecting the rights of any Disclosing Person who reports Improper Conduct in accordance with this policy.

The Company will not tolerate any reprisals against any person suspected of making a report of Improper Conduct, or against that person's colleagues, employer (if a contractor), relatives or any other person where the reason for the detrimental conduct relates to the suspicion that a Disclosing Person has made a report of Improper Conduct.

Any such retaliatory action may be an offence and will be treated as serious misconduct and will be dealt with in accordance with the Company's disciplinary procedures.

In addition to the above, under Australian law, a Disclosing Person who has Reasonable Grounds for suspecting that Improper Conduct has taken place, and who reports the matter to an appropriate person or agency as referred to in Section 4, may be entitled to additional legal protections in certain circumstances, including:

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

7. Internal Investigation Procedure

Whether an internal investigation is required, and the investigation processes undertaken, will vary depending on the precise nature of the alleged Improper Conduct. Any investigation will be conducted in a manner that is fair and objective to all people involved. The time that an investigation takes will depend on the particular facts of each case but the Company will conduct any internal investigation as quickly as practicable.

The Whistleblower Protection Officer is responsible for investigating Improper Conduct reports made under the Whistleblower Policy. The Whistleblower Protection Officer has access to independent financial, legal and operational advisors as required, and for serious matters, will be assisted by the Board of the Company.

An investigation will generally involve making enquiries and collecting evidence for the purpose of assessing whether the Improper Conduct report can be substantiated.

The Company employees about whom reports are made will generally be given an opportunity to respond to the relevant allegations made in the Improper Conduct report. Feedback will be provided to the Disclosing Person, if appropriate, on the progress of the investigation, unless they have remained anonymous.

Generally, the Whistleblower Protection Officer will decide whether to escalate any report and the findings of any investigation, and to whom the report and findings should be escalated for any decision. This will depend on the facts and seriousness of each case. For example, a

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decision on how to respond to the findings of any investigation could be made by a Whistleblower Protection Officer. The Whistleblower Protection Officer has an obligation to report serious incidents under this Policy to the Board.

8. Review of this Policy

This policy will be reviewed every 3 years to ensure it remains effective and meets best practice standards and the needs of the Company. This policy can only be amended by resolution of the Board.

The Whistleblower Policy can be accessed via the Company website at <https://heavyminerals.com/corporateresponsibility/>

1. Introduction

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:

- (a) gifts and excessive or inappropriate entertainment, hospitality, travel and accommodation expenses;
- (b) payments, whether by employees or business partners such as agents or consultants;
- (c) other 'favours' provided to public officials or customers, such as engaging a company owned by a public official or customer's family; and
- (d) the uncompensated use of company services, facilities or property.

Bribery is a serious criminal offence and can damage Heavy Minerals Limited's **(Company)** reputation and standing in the community.

2. Scope

This Policy applies to all Directors, employees, executive management, suppliers, consultants, customers, joint venture partners (where they agree to be bound by the Policy) 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.

3. Objective

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:

- (a) set out the responsibilities in observing and upholding the Company's position on bribery and corruption;
- (b) further reinforce the Company's values as set out in its Statement of Values; and
- (c) provide information and guidance to those working for the Company on how to recognise and deal with bribery and corruption issues.

4. Anti-bribery and anti-corruption policy

4.1 Policy details

Representatives of the Company are not permitted to pay, offer, accept or receive a bribe in any form. Representatives must never:

- (a) 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;
- (b) attempt to induce a public official, whether local or foreign, to do something illegal or unethical;

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- (c) 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;
- (d) 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;
- (e) establish an unrecorded (slush) fund for any purpose;
- (f) 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;
- (g) make a false or misleading entry in the company books or financial records;
- (h) act as an intermediary for a third party in the solicitation, acceptance, payment or offer of a bribe or kickback;
- (i) 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;
- (j) do anything to induce, assist or permit someone else to violate these rules; and
- (k) ignore, or fail to report, any suggestion of a bribe.

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.

4.2 Agents and Intermediaries

- (a) 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.
- (b) 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.
- (c) 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:
 - (i) to solicit new business;
 - (ii) to interact with public officials; or
 - (iii) In other high risk situations.
- (d) 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.

4.3 Gifts, entertainment and hospitality

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 MD / CEO of any gifts and/or benefits, either offered or

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accepted and valued at AUD\$**500.00** or more, to safeguard and make transparent their relationships and dealings with third parties.

4.4 Charitable and political donations

- (a) The Company does not make political donations or payments.
- (b) 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.

4.5 Mergers and acquisitions

An anti-corruption due diligence on companies which the Company is considering acquiring should be performed during the overall due diligence process. The following risk areas should be considered during the due diligence process:

- (a) an entity's control environment: policies, procedures, employee training, audit environment and whistleblower issues;
- (b) any ongoing or past investigations (government or internal), adverse audit findings (external or internal), or employee discipline for breaches of anti-corruption law or policies;
- (c) the nature and scope of an entity's government sales and the history of significant government contracts or tenders. Risks include improper commissions, side agreements, cash payments and kickbacks;
- (d) an entity's important regulatory relationships, such as key licenses, permits, and other approvals. Due diligence in that context would focus on employees who interact with these regulators, and whether there are any fees, expediting payments, gifts or other benefits to public officials;
- (e) travel, gifts, entertainment, educational or other expenses incurred in connection with marketing of products or services, or in connection with developing and maintaining relationships with government regulators. Diligence in this area would include examining expense records, inspection or training trips, and conference attendee lists and expenses;
- (f) an entity's relationships with distributors, sales agents, consultants, and other third parties and intermediaries, particularly those who interact with government customers or regulators; and
- (g) an entity's participation in joint ventures or other teaming arrangements that have significant government customers or are subject to significant government regulation.

4.6 Reporting bribery and suspicious activity

- (a) 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 Authorised Officer. 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.
- (b) Whistleblowing reports should be made in accordance with the Company's Whistleblower Protection Policy. Matters which may be reported to the Authorised Officers include (but are not limited to):

CORPORATE GOVERNANCE PLAN: ANTI-BRIBERY & ANTI-CORRUPTION POLICY

- (i) conduct which is inconsistent with the Company stated vision, its Code of Conduct, policies and procedures;
 - (ii) violation of law;
 - (iii) abuse of company resources and assets;
 - (iv) danger to health and safety of any individual;
 - (v) deliberate concealment of information;
 - (vi) fraud, corruption, bribery, extortion and theft;
 - (vii) financial misconduct;
 - (viii) unfair discrimination; and
 - (ix) attempt to suppress or conceal information relating to any of the above.
- (c) The Company expects all Representatives whether full-time, part-time or temporary acting in good faith to report unethical or fraudulent conduct without fear or favour.
- (d) Customers and suppliers are also encouraged to report unethical and fraudulent activities and (in the case of customers) activities that could constitute, or could be perceived to be, collusion or price fixing.
- (e) Representatives have an obligation to report suspected or potential breaches of this Policy to the Authorised Officer. All information and reports to an Authorised Officer will be dealt with in a responsible and sensitive manner. The Authorised Officer has an obligation to report material breaches of this Policy to the Board.

5. Roles and Responsibilities

It is the responsibility of all Representatives to know and adhere to this Policy.

The Board have direct responsibility for the Policy, for maintaining it and for providing advice and guidance on its implementation.

All business unit managers are directly responsible for implementing the Policy within their business areas, and for adherence by their staff.

The Board must ensure that managers and employees likely to be exposed to bribery and corruption are trained to recognise and deal with such conduct in accordance with this Policy.

6. Compliance

Representatives are required to familiarise and fully comply with this Policy.

Any Representative who fails to comply with the provisions as set out above or any amendment thereto, may be subject to appropriate disciplinary or legal action.

The Board is responsible for reviewing this Policy to determine its appropriateness to the needs of the Company from time to time and that the Company's policies, standards, procedures and guidelines comply with legal, regulatory and statutory requirements.

This Policy may be amended from time to time in the sole discretion of the Company and will be reviewed every 3 years.

7. Enquires

Enquiries about this Policy should be directed to the Company Secretary or the MD / CEO. The Authorised Officer is the Company Secretary.

8. Related Documents

Code of Conduct.

Statement of Values.

Whistleblower Policy.

CORPORATE GOVERNANCE PLAN: AUDIT & RISK COMMITTEE CHARTER

1. Constitution

As and when it is required, an Audit and Risk Committee of Heavy Minerals Limited (**Company**) will be established by resolution of the Board.

2. Membership

The Audit and Risk Committee will consist of not less than three members. Members will be appointed by the Board from amongst the Directors. The Committee shall, when required by ASX Listing Rule 12.7, consist of a majority of independent directors. In addition, the Audit and Risk Committee will comprise:

- (a) members who can read and understand financial statements and are otherwise financially literate;
- (b) at least one member with financial expertise either as a qualified accountant or other financial professional with experience in financial and accounting matters; and
- (c) at least one member who has an understanding of the industry in which the Company operates.

3. Chair

The Audit and Risk Committee will appoint an independent Director, other than the Chair of the Board, to be the Chair of the Committee.

4. Secretary

The Company Secretary will be the Secretary of the Audit and Risk Committee at the request of the Chair of the Committee.

The Company Secretary or their nominee shall be the Secretary of the Committee and shall attend meetings of the Committee as required.

The Secretary will be responsible for keeping the minutes of meetings of the Committee and circulating them to Committee members and to the other members of the Board.

The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

5. Other attendees

The MD / CEO as well as other members of senior management may be invited to be present for all or part of the meetings of the Audit and Risk Committee, but will not be members of the Committee.

Representatives of the external auditor are expected to attend at least one meeting of the Audit and Risk Committee per year without any management staff or executives present.

6. Quorum

A quorum will be two members.

7. Meetings

Audit and Risk Committee meetings will be held not less than twice a year so as to enable the Committee to undertake its role effectively.

In addition, the Chair is required to call a meeting of the Audit and Risk Committee if requested to do so by any member of the Audit and Risk Committee, the MD / CEO or the external auditor.

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Where deemed appropriate by the Chair of the Committee, meetings and subsequent approvals and recommendations can be implemented by a circular written resolution or conference call.

Decisions will be based on a majority of votes with the Chair having a casting vote.

The Committee Chair, through the Secretary, will prepare a report of the actions of the Committee to be included in the Board papers for the next Board meeting.

Minutes of each meeting are included in the papers for the next full Board meeting after each Committee meeting.

8. Authority

The Audit and Risk Committee is authorised by the Board to investigate any activity within its charter. The Audit and Risk Committee will have access to management and auditors (external) with or without management present and has rights to seek explanations and additional information. It is authorised to seek any information it requires from any employees and all employees are directed to cooperate with any request made by the Audit and Risk Committee.

9. Reporting procedures

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

10. Financial statements

To review the audited annual and half yearly financial statements and any reports which accompany published financial statements before submission to the Board, recommending their approval, focusing particularly on:

- (a) any changes in accounting policies and practices;
- (b) major judgmental areas;
- (c) significant adjustments, accounting and financial reporting issues resulting from the external audit;
- (d) compliance with accounting policies and standards; and
- (e) compliance with legal requirements.

If the Company has a public accountant, to review the evaluation by management of factors related to the independence of the Company's public accountant and to assist them in the preservation of such independence.

To oversee management's appointment of the company's public accountant if one is required.

11. Related party transactions

To monitor and review the propriety of any related party transactions.

12. External audit function

To recommend to the Board the appointment of the external auditor.

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Each year, to review the appointment of the external auditor, their independence, the audit fee, and any questions of resignation or dismissal.

Review the adequacy of accounting and financial controls together with the implementation of any recommendations of the external auditor in relation thereto.

Meet with the external auditors at least twice in each financial period without management being present and at any other time the Committee considers appropriate.

To discuss with the external auditor before the audit commences the nature and scope of the audit, and to ensure coordination between the external auditor and the company's accounting staff.

To determine that no management restrictions are being placed upon external auditor.

To discuss problems and reservations arising from the interim and final audits, and any matters the auditors may wish to discuss (in the absence of management where necessary).

To review the external auditor's management letter and management's response.

To review and make recommendations on fees payable to the auditor for audit and non-audit work.

Ensure adequate disclosure as may be required by law of the Committee's approval of all non-audit services provided by the external auditor.

Ensure that the external auditor prepares and delivers an annual statement as to their independence which includes details of all relationships with the Company.

Receive from the external auditor, or any other regulatory body, their report on, among other things, critical accounting policies and alternative accounting treatment, prior to the filing of their audit report in compliance with the Corporations Act.

13. Internal audit function

To recommend to the Board the appointment of an internal auditor if and when one is required.

If and when one is required, to consider the appointment of an internal auditor, the audit fee (if externally contracted) and any questions of resignation or dismissal.

If and when one is required, to review the appointment, remuneration, evaluation, retention and dismissal of the chief audit executive.

Each year, to review and approve the internal auditor's charter.

To review the reporting lines of the internal audit function to ensure that the internal auditor is allowed adequate independence.

To determine that no management restrictions are being placed upon the internal audit function.

To ensure that the internal audit function is adequately resourced (including qualified personnel, funding and equipment) so as not to impede its ability to execute its responsibilities.

To consider the major findings of the internal audit investigations and management's response.

To ensure coordination between the internal and external auditor.

To meet privately with the internal auditor on at least an annual basis.

14. Risk management

Assessing the internal processes for determining and managing key risk areas, particularly:

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- (a) non-compliance with laws, regulations, standards and best practice guidelines, including environmental and industrial relations laws;
- (b) litigation and claims; and
- (c) relevant business risks other than those that are dealt with by other specific Board Committees.

Monitoring management's performance against the Company's risk management framework including whether it is operating within the risk appetite set by the Board;

Developing and maintaining a risk register that identifies the risks to the Company and its operation and assesses the likelihood of their occurrence.

Updating the risk register periodically and presenting it to the Audit and Risk Committee for its consideration at least twice a year.

Ensuring that the Company has an effective risk management system and that major risks to the Company are reported quarterly to the Board.

Receiving from management reports on all suspected and actual frauds, thefts and breaches of laws.

Receive reports from internal audit on its reviews of the adequacy of the entity's processes for managing risks;

Receive reports from management on new and emerging sources of risk and the risk controls and mitigation measures that management has put in place to deal with those risks;

Reviewing any material incident involving fraud or a break down of the Company's risk controls and determining the lessons learned;

Make recommendations to the Board in relation to changes that should be made to the Company's risk management framework or the risk appetite set by the Board

Evaluating the process the Company has in place for assessing and continuously improving internal controls, particularly those related to areas of significant risk.

Assessing whether management has controls in place for unusual types of transactions and/or any potential transactions that may carry more than an acceptable degree of risk.

Meeting periodically with key management, internal and external auditors and compliance staff to understand and discuss the Company's control environment.

15. Communication

If and when required, providing, through regular meetings, a forum for communication between the Boards, senior financial management, and staff involved in internal control procedures and the external auditors.

Enhancing the credibility and objectivity of financial reports with other interested parties, including creditors, key stakeholders and the general public.

If and when required, establishing procedures for complaints and reports regarding accounting, internal accounting controls and auditing matters and ensuring a mechanism for the confidential treatment of such complaints and reports including the ability to submit them anonymously.

16. Assessment of effectiveness

To evaluate the adequacy and effectiveness of the Company's administrative, operating and accounting policies through active communication with operating management, internal auditors (should they exist) and the external auditors.

Oversight of the Risk Management System.

To oversee the establishment and implementation by management of a system for identifying, assessing, monitoring and managing material risk throughout the company. This system will include the Company's internal compliance and control systems.

To review at least annually the Company's risk management systems to ensure the exposure to the various categories of risk are minimised prior to endorsement by the board.

To evaluate the Company's exposure to fraud.

To take an active interest in ethical considerations regarding the Company's policies and practices.

To monitor the standard of corporate conduct in areas such as arms-length dealings and likely conflicts of interest.

To identify and direct any special projects or investigations deemed necessary.

To ensure the appropriate engagement, employment and deployment of all employees under statutory obligations.

To ensure a safe working culture is sustained in the workforce.

To determine the Company's risk profile describing the material risks, including both financial and non-financial matters, facing the company.

To regularly review and update the risk profile.

17. Reliance on information or professional or expert advice

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

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

18. Access to advice

Members of the Committee have rights of access to management and to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests. Such access shall be provided on a timely basis.

Members of the Committee may meet with the auditors, both internal and external, without management being present.

Members of the Committee may consult independent legal counsel or other advisers they consider necessary to assist them in carrying out their duties and responsibilities, subject to prior consultation with the Chair. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

CORPORATE GOVERNANCE PLAN: AUDIT & RISK COMMITTEE CHARTER

19. Review of Charter

The Board will conduct an annual review of the membership to ensure that the Committee has carried out its functions in an effective manner and that the Company is operating with due regard for the risk appetite set by the Board.

The Board will update the Charter every 3 years or as required or as a result of new laws or regulations.

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

20. Report to the Board

The Committee must report to the Board formally at the next Board meeting following from the last Committee meeting on matters relevant to the Committee's role and responsibilities.

The Committee must brief the Board promptly on all urgent and significant matters.

1. Selection of external auditors

- 1.1 Should there be a vacancy for the position of external auditor, Heavy Minerals Limited (**Company**), through the Board, will conduct a formal process, either general or selective, to select which audit firm will fill the vacancy.

Audit firms are evaluated in accordance with criteria, as appropriate from time to time, and are not assessed solely on the basis of who is cheapest, but on a number of issues such as:

- (a) skills and knowledge of the team proposed to do the work;
- (b) quality of work;
- (c) independence of the audit firm;
- (d) lead signing partner and independent review partner rotation and succession planning policy;
- (e) value for money; and
- (f) ethical behaviour and fair dealing.

2. Appointment of external auditors

The Board identifies and recommends an appropriate external audit partner for appointment by the Board and/or the Company in general meeting. The appointment is made in writing.

3. Rotation of external audit partners

The external auditor is required to rotate its audit partners so that no partner of the external auditor is in a position of responsibility in relation to the Company's accounts for a period of more than 5 consecutive years (subject to ASIC being given the power to extend the period to 7 years). Further, once rotated off the Company's accounts no partner of the external auditor may assume any responsibility in relation to the Company's accounts for a period of 7 consecutive years. This requires succession planning on the part of the external auditor, a process in which the Company is involved.

4. Review of this Policy

This policy will be reviewed every 3 years to ensure it remains effective and meets best practice standards and the needs of the Company. This policy can only be amended by resolution of the Board.

CORPORATE GOVERNANCE PLAN: REMUNERATION & NOMINATION COMMITTEE CHARTER

1. Introduction

Heavy Minerals Limited (**Company**) has decided not to establish a separate Remuneration and Nomination Committee (**Committee**) due to the current size of the Company, it is more efficient and effective for the functions be undertaken by the Board.

All directors are therefore responsible for determining and reviewing compensation arrangements for key management personnel, including periodically assessing the appropriateness of the nature and amount of remuneration by reference to relevant market conditions and prevailing practices. To assist in this process an independent advisor may be used.

The Board has approved this charter which prescribes the role and responsibilities, composition, structure and membership requirements of the Committee.

2. General scope and authority

- 2.1 The Remuneration and Nomination Committee is a Committee of the Board of the Company. The Charter may be subject to review by the Board at any time.

The primary purpose of the Committee is to support and advise the Board in fulfilling its responsibilities to shareholders by:

- (a) in respect of its remuneration role:
 - (i) reviewing and approving the executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;
 - (ii) ensuring that the executive remuneration policy demonstrates a clear relationship between key director performance and remuneration;
 - (iii) recommending to the Board the remuneration of executive and non-executive Directors;
 - (iv) fairly and responsibly rewarding executives having regard to the performance of the Group, the performance of the executive and the prevailing remuneration expectations in the market;
 - (v) reviewing the Company's recruitment, retention and termination policies and procedures for senior management;
 - (vi) reviewing and approving the remuneration of Director reports to the MD / CEO, and as appropriate other senior executives; and
 - (vii) reviewing and approving any equity based plans and other incentive schemes.
- (b) in respect of its nomination role:
 - (i) maintaining a Board that has an appropriate mix of skills and experience to be an effective decision-making body; and
 - (ii) ensuring that the Board is comprised of Directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance.

The Committee shall have the right to seek any information it considers necessary to fulfil its duties, which includes the right to obtain appropriate external advice at the Company's expense.

No individual director or senior executive is to be involved in deciding his or her own remuneration.

1. Constitution

As and when it is required a Remuneration and Nomination Committee will be established by resolution of the Board.

CORPORATE GOVERNANCE PLAN: REMUNERATION & NOMINATION COMMITTEE CHARTER

2. Membership

The Remuneration and Nomination Committee shall be appointed by the Board from among the Directors of the Company and shall consist of not less than three members all of whom shall be non-executive directors and with the majority being independent Directors.

Directors will be appointed to the Remuneration and Nomination Committee for a term of three years or such shorter time as they remain in the office of Director. Directors may serve consecutive terms on the Remuneration and Nomination Committee.

3. Chair

The Remuneration and Nomination Committee shall appoint a Chair of the Committee. The Chair shall be an independent director.

4. Secretary

The Company Secretary shall be the Secretary of the Remuneration and Nomination Committee.

The Secretary will be responsible for keeping the minutes of meeting of the Committee and circulating them to Committee members and to the other members of the Board.

The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

5. Quorum

A quorum shall be two members. In the absence of the Committee Chair or appointed delegate, the members shall elect one of their number as Chair.

6. Meeting frequency

Remuneration and Nomination Committee meetings will be held not less than once a year to enable the Committee to undertake its role effectively.

Meetings are called by the Secretary as directed by the Board or at the request of the Chair of the Committee.

Where deemed appropriate by the Chair of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or a conference call.

Decisions will be based on a majority of votes with the Chair having the casting vote.

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

7. Authority

The Remuneration and Nomination Committee is authorised by the Board to investigate any activity within its charter. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Remuneration and Nomination Committee.

The Remuneration and Nomination Committee is required to make recommendations to the Board on all matters within the Remuneration and Nomination Committee's charter.

CORPORATE GOVERNANCE PLAN: REMUNERATION & NOMINATION COMMITTEE CHARTER

8. Access

Members of the Committee have rights of access to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests. Such access shall be provided on a timely basis.

The Committee may consult independent experts to assist it in carrying out its duties and responsibilities. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

9. Reporting procedures

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

10. Duties and responsibilities

In order to fulfil its responsibilities to the Board the Committee shall:

- (a) Executive Remuneration Policy
 - (i) Review and approve the Group's recruitment, retention and termination policies and procedures for senior executives to enable the Company to attract and retain executives and Directors who can create value for shareholders.
 - (ii) Review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs.
 - (iii) Ensure that remuneration policies fairly and responsibly reward executives having regard to the performance of the Company, the performance of the executive and prevailing remuneration expectations in the market.
- (b) Executive Directors and Senior Management
 - (i) Consider and make recommendations to the Board on the remuneration for each executive Director (including base pay, incentive payments, equity awards, retirement rights, service contracts) having regard to the executive remuneration policy.
 - (ii) Review and approve the proposed remuneration (including incentive awards, equity awards and service contracts) for the direct reports of the MD / CEO. As part of this review the Committee will oversee an annual performance evaluation of the executive team. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.
- (c) Executive Incentive Plan
 - (i) Review and approve the design of any executive incentive plans.
- (d) Equity Based Plans
 - (i) Review and approve any equity-based plans that may be introduced (**Plans**) in the light of legislative, regulatory and market developments.
 - (ii) For each Plan, determine each year whether awards will be made under that Plan.
 - (iii) Review and approve total proposed awards under each Plan.

CORPORATE GOVERNANCE PLAN: REMUNERATION & NOMINATION COMMITTEE CHARTER

- (iv) In addition to considering awards to executive Directors and direct reports to the MD / CEO, review and approve proposed awards under each Plan on an individual basis for executives as required under the rules governing each Plan or as determined by the Committee.
- (v) Review, approve and keep under review performance hurdles for each equity-based Plan.
- (e) **Nomination**
The Committee shall periodically review and consider the structure and balance of the Board and make recommendations regarding appointments, retirements and terms of office of Directors. In particular, the Committee is to:
 - (i) regularly evaluate the mix of skills, experience, expertise and diversity of the existing Board. In particular, the Board is to identify the particular skills and diversity that will best increase the Board's effectiveness and prepare a description of the role and capabilities required for the particular appointment. Consideration is also given to the balance of independent Directors on the Board;
 - (ii) identify and recommend to the Board candidates for the Board after:
 - (A) considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience;
 - (B) assessing how the candidates can contribute to the strategic direction of the Company; and
 - (C) undertaking appropriate background checks, including checks as to the candidate's character, experience, education, criminal record and bankruptcy history;
 - (iii) approve and review induction procedures for new appointees of the Board to ensure that they can effectively discharge their responsibilities;
 - (iv) assess and consider the time required to be committed by a non-executive Director to properly fulfil their duty to the Company and advise the Board;
 - (v) consider and recommend to the Board candidates for election or re-election to the Board at each annual shareholders' meeting;
 - (vi) review Directorships in other public companies held by or offered to Directors and senior executives of the Company;
 - (vii) review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board;
 - (viii) arrange an annual performance evaluation of the Board, its Committee and individual Directors;
 - (ix) ensure new directors enter into a written agreement with the Company, setting out the terms of their appointment. The new directors must also submit a consent to act and undergo induction by the Board;
 - (x) make recommendations to the Board on the appropriate size and composition of the Board; and
 - (xi) make recommendations to the Board on the terms and conditions of appointment to, and removal and retirement from, the Board.
- (f) **Other**
The Committee shall perform other duties and activities that it or the Board considers appropriate.

11. Non-Executive Remuneration

In considering the levels of remuneration for Non-Executive Directors, the Committee is to consider the guidelines set out in Box 8.2 of the Corporate Governance Principles:

CORPORATE GOVERNANCE PLAN: REMUNERATION & NOMINATION COMMITTEE CHARTER

- (a) **Composition:** Non-Executive Directors should be remunerated by way of cash fees, superannuation contributions and non-cash benefits in lieu of fees (such as salary sacrifice into superannuation or equity);
- (b) **Fixed Remuneration:** levels of fixed remuneration for non-executive directors should reflect the time commitment and responsibilities of the role;
- (c) **Performance Based Remuneration:** Non-Executive Directors should not receive performance-based remuneration as it may lead to bias in their decision-making and compromise their objectivity;
- (d) **Equity Based Remuneration:** it is generally acceptable for non-executive directors to receive securities as part of their remuneration to align their interests with the interests of other holders. However, non-executive directors generally should not receive options with performance hurdles attached or performance rights as part of their remuneration as it may lead to bias in their decision-making and compromise their objectivity; and
- (e) **Termination Payments:** Non-Executive Directors should not be provided with retirement benefits other than superannuation.

To the extent that the Company adopts a different remuneration structure for its Non-Executive Directors, the Committee shall document its reasons for the purpose of disclosure to stakeholders.

There are no minimum shareholding requirements for Non-Executive Directors.

12. Executive Remuneration

In setting the remuneration for Executives pursuant to clause 10(b), the Committee is to consider the guidelines set out in Box 8.2 of the Corporate Governance Principles:

- (a) **Composition:** remuneration packages for Executives should include an appropriate balance of fixed remuneration and performance-based remuneration;
- (b) **Fixed Remuneration:** should be reasonable and fair, taking into account the entity's obligations at law and labour market conditions and should be relative to the scale of the Company's business. It should reflect core performance requirements and expectations;
- (c) **Performance Based Remuneration:** should be clearly linked to clearly specified performance targets. These targets should be aligned to the Company's short, medium- and longer-term performance objectives and should be consistent with the Company's purpose, strategic goals and Statement of Values. Discretion should be retained where appropriate to prevent performance-based remuneration rewarding conduct that is contrary to the Company's values or risk appetite;
- (d) **Equity Based Remuneration:** well-designed equity-based remuneration, including options or performance rights, can be an effective form of remuneration, especially when linked to hurdles that are aligned to the Company's short, medium and longer-term performance objectives. Care needs to be taken not to lead to short termism or the taking of undue risks; and
- (e) **Termination Payments:** termination payments if any, should be agreed in advance and the agreement should clearly address what will happen in the case of early termination. There should be no payment for removal for misconduct.

To the extent that the Company adopts a different remuneration structure for its MD / CEOs, the Committee shall document its reasons for the purpose of disclosure to stakeholders.

13. Nomination of a Director

Where a Director is put forth for election, the Committee must ensure the following information is provided to Shareholders:

CORPORATE GOVERNANCE PLAN: REMUNERATION & NOMINATION COMMITTEE CHARTER

- (a) biographical details;
- (b) details of material directorships;
- (c) if the director is standing for the first time:
 - (i) confirmation appropriate checks have been undertaken by the Company;
 - (ii) if any information of concern has been revealed by such checks;
 - (iii) details of any potential conflicts of interest; and
 - (iv) whether the Board will consider the Director as independent.

Where the Committee appoints a Director prior to completion of appropriate background checks, it must ensure that the Director gives an unequivocal undertaking to resign should the Company receive an unsatisfactory check.

14. Approvals

The Committee must approve the following prior to implementation:

- (a) changes to the remuneration or contract terms of executive Directors and direct reports to the MD / CEO;
- (b) the Plans or amendments to current equity plans or executive cash-based incentive plans;
- (c) total level of awards proposed from equity plans or executive cash-based incentive plans; and
- (d) termination payments to executive Directors or direct reports to the MD / CEO. Termination payments to other departing executives should be reported to the Committee at its next meeting.

15. Review of this Policy

This policy will be reviewed every 3 years to ensure it remains effective and meets best practice standards and the needs of the Company. This policy can only be amended by resolution of the Board.

CORPORATE GOVERNANCE PLAN: PERFORMANCE EVALUATION POLICY

Heavy Minerals Limited (**Company**) Performance Evaluation will be undertaken by the Board rather than Remuneration and Nomination Committee due to the current size of the Company (refer to Remuneration and Nomination Committee Charter).

The Remuneration and Nomination Committee will arrange a performance evaluation of the Board, its Committees and its individual Directors on an annual basis.

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

The review will include:

- (a) comparing the performance of the Board with the requirements of its Charter;
- (b) examination of the Board's interaction with management;
- (c) the nature of information provided to the Board by management;
- (d) management's performance in assisting the Board to meet its objectives; and
- (e) the Board's performance in achieving the Company's objectives and strategies.

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

The Remuneration and Nomination Committee will oversee the performance evaluation of the executive team on an annual basis. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel. Other factors that will be considered include:

- (a) currency of a director's knowledge and skills; and
- (b) if a director's performance has been impacted by other commitments.

The Company will disclose whether a performance evaluation was undertaken in each reporting period in accordance with the process outlined above.

This policy will be reviewed every 3 years to ensure it remains effective and meets best practice standards and the needs of the Company. This policy can only be amended by resolution of the Board.

CORPORATE GOVERNANCE PLAN: CONTINUOUS DISCLOSURE POLICY

1. Purpose and scope

- 1.1 Heavy Minerals Limited (**Company**) is a listed public company and must meet the requirements of the ASX Listing Rules regarding Continuous Disclosure to keep the market informed of material events as they occur. This document describes the policy for Directors and Executive Management who become aware of material information which may require disclosure under ASX Listing Rules.

The Company is committed to:

- (a) complying with its disclosure obligations under the Corporations Act and ASX Listing Rules;
- (b) the promotion or investor confidence by ensuring that all investors have equal and timely access to material information concerning the Company, including material information about its financial position, performance, ownership and governance; and
- (c) providing announcements that are accurate, balanced and expressed in a clear and objective manner.

The purpose of this policy is to:

- (d) raise awareness of the Company's obligations under the continuous disclosure regime;
- (e) establish a process to ensure that information about the Company which may be market sensitive and which may require disclosure is brought to the attention of the relevant person in a timely manner and is kept confidential; and
- (f) sets out obligations of Directors, officers, employees and contractors of the Company to ensure that the Company complies with its continuous disclosure obligations.

Compliance with this policy does not obviate the need for the Company to comply with 'Annual Report Disclosure'.

2. Responsibilities

2.1 Executive Management

- (a) Understand the continuous disclosure regulations; and
- (b) Report potentially material information immediately to either the Company Secretary, the MD / CEO or the Chair.

2.2 Company Secretary

- (a) Liaise with the MD / CEO and/or Chair on information supplied to determine if it needs to be disclosed under continuous disclosure regulations; and
- (b) Report the material information to the market.

3. Policy

Executive Management will make themselves aware of the continuous disclosure regulations in the ASX Listing Rules.

In the event that any member of management becomes aware of any fact or circumstance which may give rise to a requirement to disclose such information under the ASX Listing Rules, they will immediately inform either the Company Secretary, the MD / CEO or the Chair.

Prior to disclosure, the Company Secretary, in conjunction with the MD / CEO and/or the Chair, will review the information to enable a judgement as to the appropriate disclosure to be made.

CORPORATE GOVERNANCE PLAN: CONTINUOUS DISCLOSURE POLICY

If there is uncertainty over the requirement to comply with the continual disclosure requirements then the Company will seek external legal advice.

The Company, through the Company Secretary, will notify the market of any information it is determined is required to be disclosed.

In accordance with ASX Listing Rules, the Company will immediately notify the market of information:

- (a) concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities;
- (b) that would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities; and
- (c) The only exception to this is where the ASX Listing Rules do not require such information to be disclosed.

The Board must receive a copy of all material ASX announcements promptly after they have been made.

3.2 Internal notification and decision-making concerning the disclosure obligation

- (a) The Board has designated the Company Secretary as the person responsible for overseeing and coordinating disclosure of information to the market as well as communicating with the relevant authorities. The Company Secretary will be responsible for ensuring that Company announcements are made in a timely manner, and will establish a vetting procedure to ensure that the announcements are factual and do not omit any material information.
- (b) The Company Secretary will also ensure that Company announcements are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.
- (c) To assist the Company Secretary fulfil the Company's disclosure requirements, executive staff are responsible for immediately communicating to the Company Secretary any possible continuous disclosure matter concerning the operations of the Company. Executive staff are responsible for ensuring that the information is provided to the Company Secretary as soon as they become aware of it and that it is factual and does not omit any material information. Executive staff will promptly respond to requests from the Company Secretary for further information concerning the possible continuous disclosure matter.
- (d) The Company Secretary, after consultation with the Chair and MD / CEO, determines whether information should be disclosed to the market.
- (e) Before a material announcement is released to ASX, the Company must ensure:
 - (i) the Company Secretary has completed its review process; and
 - (ii) the announcement has been circulated to the Board for review; and
 - (iii) the Board has authorised the release of the announcement in writing.

3.3 Promoting and monitoring compliance

- (a) The Company has an informal Continuous Disclosure Committee, comprising the following:
 - (i) Company Secretary;
 - (ii) Chair or if unavailable, the Chair of the Audit and Risk Committee; and
 - (iii) MD / CEO.
- (b) The purpose of the Continuous Disclosure Committee is to promote and monitor compliance with the Company's continuous disclosure obligations and to ensure that all employees are aware of this policy. In addition, the Continuous Disclosure Committee is responsible for ensuring that all staff are aware of the type of information

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that needs to be communicated and their obligation to communicate to the Company Secretary any possible continuous disclosure matter.

- (c) A meeting of the Committee may be convened from time to time to consider particular continuous disclosure issues.
- (d) On a daily basis, the Company Secretary is charged with monitoring compliance with this policy. As part of that monitoring, all major announcements to the market will be reviewed for compliance with this policy. All public announcements will also be audited for compliance. These compliance reviews will be reported to the Continuous Disclosure Committee as part of their regular review of compliance. Any possible non-compliance will be reported to the Board at its next meeting. The Company Secretary must notify both the Chair and the MD / CEO at the earliest opportunity if they believe that a false market in the Company's securities either exists or has the possibility to exist.

3.4 Measures for seeking to avoid the emergence of a false market in the Company's securities

- (a) The Company recognises that a false market in the Company's securities may result if the Company provides incomplete information to the market or if the Company fails to respond to market and media speculation that may, or may be likely to, have an impact on the price of the Company's securities.
- (b) While the Company does not, in general, respond to market speculation or rumours unless required to do so by law or other relevant bodies, the Company is committed to disclosing as much information as possible, without harming the Company, to a wide audience of investors through media releases of important milestones, including information that may not strictly be required under continuous disclosure requirements. Information given to the market will also be provided to investors through media releases.
- (c) Where appropriate, the Company will request a trading halt to prevent trading in the Company's securities by an inefficient and uninformed market until the Company can make an announcement to the market.

3.5 Safeguarding confidentiality of corporate information to avoid premature disclosure

All employees are advised of the confidentiality of Company information. In addition, the Company imposes communication blackout periods for financial information between the end of financial reporting periods and the announcement of results to the market. To protect against inadvertent disclosure of price sensitive information, the Company does not hold meetings or briefings to discuss financial information with individual investors, institutional investors, analysts or media representatives during the communication blackout periods, unless such meetings or briefings are the subject of a specific announcement to the market.

3.6 Media contact and comment

- (a) The Board has designated MD / CEO or the Chair (where appropriate) to speak to the press on matters associated with the Company. In speaking to the press, the MD / CEO or the Chair will not comment on price sensitive information that has not already been disclosed to the market, however, they may clarify previously released information. To assist in safeguarding against the inadvertent disclosure of price sensitive information, the MD / CEO or the Chair will be informed of what the Company has previously disclosed to the market on any issue prior to briefing anyone outside the Company.
- (b) Subject to the policies of the Board and any committee that the Board may appoint from time to time, the Chair is authorised to comment on:
 - (i) annual and half yearly results at the time of the release of the annual or half yearly report;
 - (ii) resolutions to be put to General Meetings of the Company;

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- (iii) changes in Directors, any matter related to the composition of the Board or Board processes;
 - (iv) any speculation concerning Board meetings or the outcomes of Board meetings; and
 - (v) other matters specifically related to shareholders.
- (c) Subject to the policies of the Board and any committee that the Board may appoint from time to time, the MD / CEO is authorised to comment on:
 - (i) the Company's future outlook;
 - (ii) any operational matter;
 - (iii) media queries concerning operational issues which reflect either positively or negatively on the Company;
 - (iv) proposed or actual legal actions; and
 - (v) queries and general discussion concerning the Company's industry.
- (d) There will be times when Directors and employees will be approached by the media for public comment. On such occasions, the Director(s) or employee(s) should comply with the following:
 - (i) refer the person to the MD / CEO or the Chair of the Board as appropriate for comment;
 - (ii) refrain from disclosing any information, documents or other forms of data to the person without the prior consent of the MD / CEO or the Chair of the Board; and
 - (iii) report the person who contacted the Director/employee, the reason (explicit or inferred) for the contact and a summary of any other relevant information as soon as possible to the MD / CEO or the Chair.
- (e) Refer also to the Company's Social Media Policy.

3.7 External communications including analyst briefings and responses to shareholder questions

- (a) The Company discloses its financial and operational results to the market each year/half year/quarter as well as informing the market of other events throughout the year as they occur. Quarterly financial reports, media releases and AGM speeches are all lodged with the relevant authority. As all financial information is disclosed, the Company will only comment on factual errors in information and underlying assumptions when commenting on market analysts' financial projections, rather than commenting on the projections themselves.
- (b) In addition to the above disclosures, the Company does conduct briefings and discussions with analysts and institutional investors. However, price sensitive information will not be discussed unless that particular information has been formally disclosed to the market via an announcement. Slides and investor presentations used in briefings will also be released immediately prior to the briefing to the market.
- (c) After the conclusion of each briefing or discussion, it will be reviewed to determine whether any price sensitive information has been inadvertently disclosed. If any price sensitive information was disclosed, it will be announced immediately to the market.
- (d) Similarly, when answering shareholder questions, price sensitive information will not be discussed unless that particular information has been formally disclosed to the market via an announcement.
- (e) Where a question can only be answered by disclosing price sensitive information, the Company will decline to answer it or take it on notice and announce the information to the market prior to responding.
- (f) If any new price sensitive information is to be used in briefing media, institutional investors and analysts or in answering shareholder queries, written materials containing

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such information will be lodged with the relevant authority prior to the briefing commencing. These briefing materials may also include information that may not strictly be required under continuous disclosure requirements.

- (g) This policy will form a component of the induction process for all new employees (managers).
- (h) The Company is committed to the full and accurate reporting of its financial results. Consequently, when complying with its periodic disclosure requirements, the Company will provide commentary on its financial results. The purpose of the commentary will be to clarify and balance the information in the financial results.
- (i) This commentary will be delivered in a manner that is neutral, free from any bias and easy to understand. This may involve the provision of both positive and negative information about the Company that the Company believes is necessary to keep investors fully informed.
- (j) The Company respects the rights of its shareholders and to facilitate the effective exercise of those rights the Company is committed to:
 - (i) communicating effectively with shareholders;
 - (ii) giving shareholders ready access to balanced and understandable information about the Company and corporate proposals; and
 - (iii) making it easy for shareholders to participate in general meetings of the Company.

3.8 Provision of information

- (a) The Company will communicate with shareholders in three main ways:
 - (i) through releases to the market;
 - (ii) through information provided directly to shareholders at general meetings of the Company; and
 - (iii) market releases.
- (b) It is the Company's policy to comply with its continuous and periodic disclosure obligations. In accordance with the Company's continuous disclosure policy, unless exempted by the ASX Listing Rules, the Company will immediately notify the market of information:
 - (i) concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities; and
 - (ii) that would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities.
- (c) Where practicable the Company will also make available the opportunity for shareholders to participate in new and substantive investor presentations by dial-in or live-stream or by uploaded a transcript or recording of the presentation to ASX subsequently. The Company is not required to make available presentations that do not contain new market sensitive information.
- (d) "Substantive" presentations include results presentations and the types of presentations given at annual general meetings, investor days or broker conferences.

3.9 Provision of Information to the Board

The Company Secretary is to ensure that a copy of all material market announcements is to be circulated to the Board as soon as is practicable after its release.

3.10 Company website

- (a) The Company provides general information about the Company and its operations, details of the Company's corporate governance policies and procedures and

information specifically targeted at keeping the Company's shareholders informed about the Company on its website.

- (b) In particular, where appropriate, after confirmation of receipt by the relevant authority, the following will be posted to the website:
 - (i) relevant announcements made to the market;
 - (ii) media releases;
 - (iii) information provided to analysts or the media during briefings;
 - (iv) the full text of notices of meeting and explanatory material;
 - (v) information related to general meetings, including the Chair's address, speeches and voting results;
 - (vi) copies of press releases and announcements for the preceding year; and
 - (vii) copies of annual and half-yearly reports including financial statements for the preceding year.
- (c) Where possible, the website will also be used for web-casting or teleconferencing analyst and media briefings as well as general meetings of the Company. Where the Company does web-cast the preceding events, and even where it is not possible to do so, a transcript or summary of the information discussed will be posted to the website.

3.11 Direct communications with shareholders

- (a) The MD / CEO and Company Secretary have primary responsibility for communicating with shareholders.
- (b) Throughout the year it may be appropriate for the Company to directly communicate with shareholders. For example, to give shareholders notice of general meetings or to update shareholders by way of a Chair's letter.
- (c) In relation to information that is directly communicated to shareholders, all shareholders have the right to elect to receive all such information by post, facsimile or electronic mail.

3.12 Meetings of the Company

- (a) In preparing for general meetings of the Company, the Company will draft the notice of meeting and related explanatory information so that they provide all of the information that is relevant to shareholders in making decisions on matters to be voted on by them at the meeting. This information will be presented clearly and concisely so that it is easy to understand and not ambiguous.
- (b) The Company will use general meetings as a tool to effectively communicate with shareholders and allow shareholders a reasonable opportunity to ask questions of the Board of Directors and to otherwise participate in the meeting. Shareholders who are not able to attend the meeting will be afforded the opportunity to exercise their right to ask questions about or make comment on the management of the Company by providing questions or comments ahead of the meeting.
- (c) The Company will consider using technology to facilitate the participation of shareholders in meetings, including by live webcasting the meeting, holding meetings across multiple venues linked by live telecommunications and/or hybrid meetings that allow shareholders to attend and vote in person, by proxy or online.
- (d) The external auditor of the Company will be asked to attend each annual general meeting and to be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.
- (e) All substantive resolutions at meetings of shareholders will be decided on a poll rather than a show of hands.

CORPORATE GOVERNANCE PLAN: CONTINUOUS DISCLOSURE POLICY

3.13 Other information

While the Company aims to provide sufficient information to shareholders about the Company and its activities, it understands that shareholders may have specific questions and require additional information. To ensure that shareholders can obtain all relevant information to assist them in exercising their rights as shareholders, the Company will make available a telephone number and email address for shareholders to make their enquiries.

3.14 Investor Presentations

Where a new and substantive investor or analyst presentation is to be given, the Company will release a copy of the presentation materials on the ASX market announcements platform ahead of the presentation.

4. Review

This policy will be reviewed every 3 years by the Board to ensure it is operating effectively and determine whether any amendments are required.

5. Associated documents

Annual Report Disclosure
ASX Listing Rules
Social Media Policy

1. Identification of Risk & Risk Management & Responsibilities

Risk management is a complex and critical component of Heavy Minerals Limited's (**Company**) governance, the Board will oversee and guide the detail of risk management. The MD / CEO is charged with implementing appropriate risk systems within the Company. Aspects of this process may be delegated. The Board must satisfy itself that systems or procedures are established in order to manage those risks. Risk management is considered a key governance and management process. It is not an exercise merely to ensure regulatory compliance. Therefore, the primary objectives of the risk management system at the Company are to ensure:

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

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

- (a) operations risk;
- (b) financial reporting;
- (c) reputation;
- (d) external and
- (e) compliance.

The Board, with assistance from the Audit and Risk Committee reviews all major strategies and purchases for their impact on the risk facing the Company and makes appropriate recommendations. The Company also undertakes an annual review of operations to update its risk profile. This normally occurs in conjunction with the strategic planning process. The Company discloses in each reporting period that such a review has taken place. The Board undertakes an annually review of those areas of risk identified.

In addition, as specified by Recommendation 4.2 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, the MD / CEO and CFO or Company Secretary provide a written declaration of assurance that their opinion, that the financial records of the Company for any financial period have been properly maintained, comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company, has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Board of the Company has identified a range of specific risks that have the potential to have an adverse impact on its business.

These include:

- (a) Market risk;
- (b) Intellectual property risk;
- (c) Key Personnel risks;
- (d) Health risks
- (e) Commodity risks
- (f) Operational risk;
- (g) Environmental risks;
- (h) Community risks
- (i) Tenure risks
- (j) Insurance risk;

CORPORATE GOVERNANCE PLAN: RISK MANAGEMENT POLICY

- (k) Litigation risks;
- (l) Financial risk;
- (m) Privacy and data breaches risks;
- (n) Conduct risks;
- (o) Digital disruption risks;
- (p) Cyber-security risks;
- (q) Sustainability and climate change risks;
- (r) Treasury and finance risks; and
- (s) compliance risk.

2. Purpose

The purpose of the Company's Risk Management Strategy will be to ensure:

- (a) new risks are reported and evaluated;
- (b) risk aspects of operating in new countries and territories are considered as part of the operational appraisal;
- (c) any failures of control systems are identified, reported and actioned;
- (d) the Company representatives are informed about, and understand, the implementation and monitoring or risk management control systems; and
- (e) further actions are identified and documented for consideration by the Board.

The Company must also consider and assess risks that are specific to the overseas zone in which it will operate. As part of its due diligence, the Board of the Company must undertake a risk assessment of the particular country or region in which the Company will operate. The Company will assess (among other things):

- (a) the legal and political environment, including the effectiveness of local authorities and government agencies;
- (b) local laws, regulations and rules;
- (c) cultural issues and local practices;
- (d) the structure of local delivery organisations, including NGOs;
- (e) the nature and activities of NGO operations and partners;
- (f) whether NGOs deliver work themselves or through delegation to local agents;
- (g) the country's economic structure and environment;
- (h) whether there is an established banking and financial services sector and what safeguards are implemented by those services;
- (i) criminal activity, particularly bribery and corruption; and
- (j) money laundering.

As part of its risk assessment, the Company will check for sanctions and the relevant country's list of proscribed organisations and designated individuals and entities.

3. Monitoring

The Company will implement steps to ensure:

- (a) any organisations with whom the Company partners have in fact delivered on their commitments and their project deliverables;
- (b) issues and concerns are identified and dealt with;
- (c) partner organisations remain appropriate in their activities;
- (d) there is a full audit trail for the movement of plant and equipment overseas; and

(e) there is some independent evidence to corroborate the paper trail.

4. Transparency & Accountability

The Board will report to its shareholders the steps the Company has taken to manage risk at each Annual General Meeting.

5. Review

This policy will be reviewed every 3 years by the Board to ensure it is operating effectively and determine whether any amendments are required.

CORPORATE GOVERNANCE PLAN: FRAUD RISK MANAGEMENT POLICY

1. Purpose

The Board is committed to preventing fraudulent activity, accordingly, the Company will implement effective prevention strategies to minimise legal and financial exposure.

The purpose of this Policy is to:

- (a) ensure all representatives are aware of their responsibilities regarding the identification and prevention of fraudulent activity;
- (b) ensure that representatives understand to whom they are to report in the event they suspect fraudulent activity;
- (c) provide a step-by-step guide to respond to an allegation regarding fraudulent activity; and
- (d) express a clear statement to representatives forbidding fraudulent activity for the benefit of the Company.

2. Policy

The Company will not tolerate fraud in any aspect of its operations.

The Company will investigate any suspected acts of fraud, misappropriation or other similar irregularity. An objective and impartial investigation will be conducted, regardless of the position, title, length of service or relationship with the Company of any party who may be the subject of such investigation. Any actual fraud will constitute grounds for dismissal. Any serious case of fraud, whether suspected or proven, must be reported to the relevant and appropriate authorities, such as the police and the ombudsman. Any person who suspects the commission of a fraud relating to the Company's operations is required to immediately report it to the MD / CEO or an appropriate person in authority within the Company. Any person reporting a fraud, or a suspected fraud, will not be penalised for raising a concern of this nature.

3. Fraud Risk Management Procedure

Responsibilities

The Board has ultimate responsibility for the prevention and detection of fraud and is responsible for ensuring that appropriate and effective internal control systems are in place. The MD / CEO is responsible for dealing with, and investigating instances of, fraud reported to them.

All Directors and managers must ensure they:

- (a) assess the risk of fraud within their area of control;
- (b) educate representatives about fraud prevention and detection; and
- (c) facilitate the reporting of suspected fraudulent activities.

Management must be familiar with the types of improprieties that might occur within their area of responsibility and be alert to any indications of such conduct. All representatives share in the responsibility for the prevention and detection of fraud.

Reporting

All representatives have the responsibility to report suspected fraud. Any representatives who suspects fraudulent activity must immediately notify their supervisor, management or the MD / CEO about the concern. In situations where representatives notifies their supervisor, the supervisor must then notify the MD / CEO (or the Chair of the Board in circumstances where the suspected fraud involves the supervisor or MD / CEO).

CORPORATE GOVERNANCE PLAN: FRAUD RISK MANAGEMENT POLICY

Reporting & Investigation Procedure

- (a) Upon notification of an allegation pertaining to fraud, MD / CEO or the Chair of the Board will promptly arrange to carry out an initial review into the allegation.
- (b) After an initial review and a determination that the suspected fraud warrants additional investigation, the MD / CEO or Chair of the Board will coordinate an investigation with the appropriate law enforcement officials or external investigator (as is appropriate in the circumstances). Where necessary, internal and external legal representatives are to be involved in the process.
- (c) Once a suspected fraud is reported, immediate action will be taken to prevent the theft, alteration or destruction of relevant records. Such actions include (but are not limited to):
 - (i) removing relevant records / information and placing them in a secure location;
 - (ii) limiting access to the location where the records / information currently exists; and
 - (iii) preventing the individual suspected of committing the fraud from having access to the records / information.
- (d) If an allegation of fraud is substantiated by the investigation, disciplinary action (including dismissal (or termination of an individual's right to work as a contractor or volunteer)) will be taken by the appropriate level of management.
- (e) The Company will also pursue every reasonable effort, including Court ordered restitution, to obtain recovery of any losses from the offender.
- (f) Where a prima facie case of fraud has been established, the matter will be referred to the relevant authorities. If an allegation is made in good faith, but it is not substantiated by the investigation, no action will be taken against the complainant.
- (g) The Company will make every effort to keep an investigation confidential; however, members of the management team may need to be consulted to assist with a review or investigation.

4. Review

This policy will be reviewed every 3 years by the Board to ensure it is operating effectively and determine whether any amendments are required.

5. Policy

The Company is committed to providing and maintaining a safe and healthy workplace for all workers (including contractors and volunteers) as well as clients, visitors and members of the public. Hazards and risks to health and safety will be eliminated or minimised, as far as is reasonably practicable.

The responsibility for managing health and safety ultimately rests with the person in control of the business or undertaking (PCBU), Directors and management. Workers also have important responsibilities for health and safety in the workplace.

The Company is committed to complying with the *Work Health and Safety Act 2011*, the Work Health and Safety Regulation 2011, codes of practice and other safety guidance material.

When operating in locations other than Australia the Company will comply with local standards where they exceed the above Australian requirements.

Management will:

- (a) Ensure the business complies with all legislation relating to health and safety
- (b) Eliminate or minimise all workplace hazards and risks as far as is reasonably practicable
- (c) Provide information, instruction and training to enable all workers to work safely
- (d) Supervise workers to ensure work activities are performed safely
- (e) Consult with and involve workers on matters relating to health, safety and wellbeing
- (f) Provide appropriate safety equipment and personal protective equipment
- (g) Provide a suitable injury management and return to work program
- (h) Ensure machinery has risk analysis, operating procedures in relevant languages, and electrical and mechanical isolation where required
- (i) Ensure built structures are built to comply with the best local and international standards, and fully certified to resist local conditions of earthquake, cyclone, and fire ratings.

Workers will:

- (a) Take reasonable care for their own health and safety
- (b) Follow safe work procedures, instructions and rules
- (c) Participate in safety training
- (d) Report health and safety hazards
- (e) Report all injuries and incidents
- (f) Use safety equipment and personal protective equipment as instructed

The Company's 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.

6. Review

This policy will be reviewed every 3 years by the Board to ensure it is operating effectively and determine whether any amendments are required.

1. Introduction

The Company is committed to the safety and wellbeing of all children and young people with whom representatives come into contact overseas and in Australia.

Representatives include:

- employees;
- volunteers, interns and work experience students;
- Directors of the Board; and
- contractors and consultants.

2. Code of Conduct

Representatives must abide by this Child Safety Code of Conduct by:

- (a) treating children with respect, regardless of race, colour, sex, language, religion, political or other opinion, national, ethnic or social origin, property, disability, birth or other status;
- (b) not using language or behaviour towards children that is inappropriate, harassing, abusive, sexually provocative, demeaning or culturally inappropriate;
- (c) not engaging children under the age of 18 in any form of sexual intercourse or sexual activity;
- (d) ensuring that, wherever possible, another adult is present when a representative is in contact with children;
- (e) encouraging other representatives, children, parents, community members, implementing partner organisation representatives to raise concerns of child exploitation and abuse;
- (f) using computers, mobile phones, video and digital cameras appropriately;
- (g) never exploiting or harassing children, or access child exploitation material through any medium;
- (h) not using physical punishment or disciplining children;
- (i) complying with all relevant Australian and local legislation, including labour law in relation to child labour;
- (j) immediately reporting concerns or allegations of child exploitation or abuse and policy non-compliance in accordance with the Company's Child Safe Reporting Process;
- (k) immediately informing a manager or Board member of any concerns that words, actions or behaviour in any situation may be considered to breach the Child Safety Code of Conduct;
- (l) immediately disclosing any charges, convictions and other outcomes of an offence, which occurred before, or occurs during, the representative's association with the Company that relate to child exploitation and abuse;
- (m) not knowingly linking any child with a third party who is known to intend harm to a child;
- (n) not knowingly providing any identifying information about a child to a third party;
- (o) not developing inappropriate relationships with any child with whom representatives may come into contact, including by not contacting any child through personal telephone, email or social media accounts;
- (p) ensuring children with whom representatives come into contact are well informed of the process, and have provided consent, for any photos, film or stories gathered; and
- (q) ensuring any photos, film or stories gathered which involve children:
 - (i) are decent and respectful and do not present people as victims;
 - (ii) do not depict people in a vulnerable or submissive manner;
 - (iii) only show children that are adequately clothed in photographs and not in poses that could be interpreted as sexually suggestive;
- (iv) do not portray MCC as the 'providers'; and
- (v) show a true representation of events.

3. Use of Images of Children

When photographing or filming a child for work related to the Company's purposes, representatives must:

- (a) comply with local traditions before photographing or filming a child;
- (b) obtain informed consent from the child and a parent or guardian before photographing or filming a child. Obtaining consent requires the representative to explain how the photographs or video will be used;
- (c) ensure children are presented in a dignified and respectful manner; not in a vulnerable or submissive manner;
- (d) ensure children are adequately clothed and not in poses that could be seen as sexually suggestive;
- (e) ensure images are an honest representation of the context and the facts;
- (f) only use images that are relevant to the Company's or activities and services; and
- (g) not produce photographs, film or video that contain identifying information about children.

4. What Happens if a Representative Breaches this Code of Conduct

If this Code of Conduct is breached, the representative will face disciplinary action, including termination of employment or cessation of engagement with the Company.

5. Review

This policy will be reviewed every 3 years by the Board to ensure it is operating effectively and determine whether any amendments are required.

1. Introduction

1.1 Background and purpose

Heavy Minerals Limited (**Company**) is committed to complying with the Corporations Act and the ASX Listing Rules to create a transparent market in the trading of its securities on the ASX.

ASX Listing Rule 12.9 requires the Company, as a listed entity, to have a trading policy that restricts its key management personnel from trading in its securities during certain closed periods. The Company has determined that its key management personnel are its Directors, MD / CEO and Company Secretary, and any employee (whether full-time, part-time or casual) having authority and responsibility for planning, directing and controlling, directly or indirectly, the activities of the Company (**Key Management Personnel**).

Directors and employees are encouraged to hold shares in the Company. It is important, however, that care is taken in the timing of any dealing in the Company's securities to avoid "insider trading".

The purpose of this Policy is to ensure that Key Management Personnel and all other employees of the Company (together, **Employees**), are aware of the legal restrictions on trading securities, while such an Employee is in possession of unpublished price sensitive information concerning the Company. If an Employee is uncertain of the status of unpublished information, he or she should discuss it with the Chair before engaging in any trade in the Company's securities.

Additionally, the objectives of this Policy are to:

- (a) minimise the risk of Employees contravening the laws against insider trading;
- (b) minimise the risk of the appearance of insider trading and the significant reputational damage that may cause;
- (c) ensure the Company is able to meet its reporting obligations under the ASX Listing Rules; and
- (d) increase transparency with respect to trading in the Company's securities by Employees.

To achieve these objectives, Employees should consider this Policy to be binding on them in the absence of a specific exemption by the Board.

1.2 Who does this Policy apply to?

This Policy applies to all Employees.

It is important to remember that although this Policy only applies to Employees, the insider trading prohibitions set out in the Corporations Act apply to all persons (including family members of Employees and consultants and advisors to the Company).

If you are in any doubt as to how this Policy may affect you, you should seek assistance from the Secretary before trading.

2. Definitions and interpretation

2.1 Definitions

General terms and abbreviations used in this Policy have the meanings set out below:

ASX	means ASX Limited ACN 008 624 691 (ASX Limited) or the securities market operated by ASX Limited, as the case may be.
ASX Listing Rules	means the listing rules of the ASX, as amended from time to time.

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Audit and Risk Committee	means the audit and risk committee established by the Board.
Board	means the board of Directors of the Company.
Chair	means the chair of the Board.
Company	means Heavy Minerals Limited (ACN 647 831 883).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended or modified from time to time.
Corporations Regulations	means the Corporations Regulations 2001 (Cth).
Director	means a director of the Company.
Employees	has the meaning given to that term in paragraph 1.1 of this Policy.
Key Management Personnel	has the meaning given to that term in paragraph 1.1 of this Policy.
Managing Director	means the managing director, or equivalent chief executive officer, of the Company.
Policy	means this securities trading policy.
Related Bodies Corporate	has the meaning given to it in clause 9 of the Corporations Act.
Secretary	means the company secretary of the Company.

3. What securities are covered by this Policy?

This Policy applies to the issue of new securities of the Company and its Related Bodies Corporate; and the sale and purchase of any securities issued in the Company and its Related Bodies Corporate from time to time.

The definition of “securities” in the Corporations Act is very broad. Securities are defined to include:

- (a) debentures, stocks or bonds issued, or proposed to be issued, by a government;
- (b) shares in, or debentures of, a body; and
- (c) units of such shares.

For the purposes of this Policy, the term “**securities**” also extends to financial products issued or created over or in respect of securities issued by the Company (for example, warrants and other derivative products), whether the financial products are created by the Company or by third parties.

4. Standards

All Employees should ensure that all transactions in the Company's securities comply with:

- (a) the Corporations Act and Corporations Regulations (including, without limitation, the insider trading provisions); and
- (b) the ASX Listing Rules (including, without limitation, the continuous disclosure requirements in ASX Listing Rule 3.1 and the disclosure of Directors' interests in accordance with ASX Listing Rule 3.19A).

5. Prohibition on insider trading

5.1 Insider trading prohibition

- (a) The Company's shares are listed on the ASX. Section 1043A (of Part 7.10, Division 3) of the Corporations Act makes it an offence for a person in possession of information

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that is not generally available but which, if generally available, a reasonable person would expect it to have a material effect on the price or value of the Company's securities to:

- (i) trade in (i.e. apply for, acquire or dispose of, or enter into an agreement to do any of these things) the Company's securities; or
- (ii) procure another person to trade in the Company's securities, (each a 'dealing in the Company's securities').
- (b) The insider trading prohibition in section 1043A of the Corporations Act is **MANDATORY** and not a matter of guidance.
- (c) It does not matter how the person comes to have the inside information – for example, whether the person learns it in the course of carrying out that person's responsibilities, in passing in the corridor, in the lift or at a social occasion.
- (d) It is an offence to communicate the information to another person with the knowledge that the person could deal in the Company's securities. Accordingly, the prohibition on insider trading cannot be avoided by a person procuring or arranging for another person to deal on his or her behalf.

5.2 What is "price-sensitive information"

Price-sensitive information means information relating to the Company or the Company's subsidiaries that would, if the information were publicly known, be likely to:

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

5.3 Examples of "price-sensitive information"

Examples of possible price-sensitive information include, but are not limited to, the following:

- (a) information relating to Company drilling exploration results or reserve statements;
- (b) Information on the outcome of any economic studies, such as pre-feasibility studies or definitive feasibility studies;
- (c) information on changes in production or production forecasts;
- (d) information relating to the Company's financial results or forecast results;
- (e) a material acquisition, joint venture, realisation or disposal of assets;
- (f) a threat of material litigation against the Company;
- (g) the Company's sales and profit results materially exceeding or falling short of the market's expectations or the previously announced guidance by the Company;
- (h) a material change in debt, liquidity or cash flow;
- (i) a significant new development proposal (i.e., a new product or technology);
- (j) the granting or loss of a major contract;
- (k) a management or business restructuring proposal;
- (l) a change in the capital structure, such as a capital return or the buy back of a financial product;
- (m) a payment of dividends or a share issue;
- (n) a change to the Board or significant changes in senior management;
- (o) the entering into of an agreement or option to acquire an interest in an asset or business, or to enter into a joint venture or other arrangement in relation to an asset or business; and
- (p) any information required to be announced to the market pursuant to ASX Listing Rule 3.1 (the **Continuous Disclosure Rule**) which is yet to be released to the market.

5.4 When is the information “generally available”?

Information is generally available if:

- (a) it consists of a readily observable matter;
- (b) it has been made known in a manner likely to bring the information to the attention of people who commonly invest in securities of a kind whose price or value might be affected by the information, and, since it was made known, a reasonable period for it to be disseminated among such persons has elapsed;
- (c) it is derived from information which has been made public; or
- (d) it consists of observations, deductions, conclusions or inferences made or drawn from other generally available information.

5.5 Dealing through third parties

The insider trading prohibition extends to dealings by individuals through nominees, agents or other associates, such as family members, family trusts and family companies.

5.6 Consequences for breach of the insider trading prohibition

- (a) Breach of the insider trading prohibition by an Employee or an Employee's family member could expose the Employee to criminal and civil liability including fines and imprisonment.
- (b) Significantly, a breach of the insider trading prohibition could result in an Employee or an Employee's family member being sued by another party or the Company for any loss suffered as a result of insider trading.
- (c) Breach of insider trading laws or this Policy will also be regarded by the Company as serious misconduct which may lead to disciplinary action and/or dismissal.

5.7 Source of information is irrelevant

- (a) Trading is prohibited at any time if the person possesses inside information.
- (b) It does not matter how or where the person obtains the information and it does not have to be obtained from the Company to constitute inside information. This means that section 1043A of the Corporations Act will apply to any Employee who acquires inside information in relation to the Company's securities, regardless of capacity. In such circumstances, the Employee is prohibited from dealing in the Company's securities.

5.8 Employee incentive scheme

- (a) The prohibition on trading in the Company's securities does not apply to acquisitions of shares or options by employees of the Company made under an employee share or option scheme or performance rights plan, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme.
- (b) The prohibition does, however, apply to the sale of shares acquired under an employee share scheme or performance rights plan and also to the sale of shares acquired following the exercise of an option or performance right granted under an employee option scheme or performance rights plan.

5.9 Director fees

The prohibition on trading in the Company's securities does apply to a Director's election to receive his or her fees in shares or in cash. Accordingly, a Director is prohibited from making such an election during a Closed Period or any other restricted period.

5.10 Dealing in shares of other companies

- (a) If an Employee has “price-sensitive information” relating to a company other than the Company which is not “generally available”, the same insider trading rules outlined above apply to buying and selling securities in that company.
- (b) In the course of performing duties as an employee of the Company, Employees may obtain price-sensitive information relating to another company in a variety of circumstances. Examples include, but are not limited to the following:
 - (i) another company may provide price sensitive information about itself to the Company in the course of a proposed transaction;
 - (ii) another company with whom the Company is dealing may provide price sensitive information about a third company; or
 - (iii) information concerning the Company or actions which may be taken by the Company (i.e. a planned transaction or strategic change) could reasonably have an effect on a third party company.
- (c) Apart from the application of the insider trading rules to securities in other companies, Employees are also bound by a duty of confidentiality in relation to information in respect of third parties obtained in the course of their employment with the Company.

6. Guidelines for trading in securities

6.1 General rule

There are certain periods during the year when Employees should not deal in the Company's securities given the heightened risk of actual or perceived insider trading. These periods are set out in paragraph 6.2 and called **Closed Periods**.

Employees are prohibited from dealing in the Company's securities:

- (a) when in possession of price sensitive information relating to the Company which is generally not available; and
- (b) during a Closed Period.

The Closed Period trading prohibition does not limit any other obligations of Employees prescribed by this Policy.

6.2 Closed Periods

The following are designated Closed Periods:

- (a) during the period commencing one month prior to the release of the Company's full year financial results or annual report and ending one trading day after the release of those results or reports to the ASX; and
- (b) during the period commencing two weeks prior to the release of half yearly results announcements and ending one trading day after the release of those results to the ASX.

6.3 Other restricted periods

- (a) Key Management Personnel
 - (i) The Company reserves the right to impose ad hoc restrictions on its Key Management Personnel from trading in its securities in addition to the fixed Closed Periods set out in paragraph 6.2.
 - (ii) In determining when ad hoc restrictions should be imposed on its Key Management Personnel, the Company may have regard to any imminent announcements of market sensitive information it is proposing to make under ASX Listing Rule 3.1.

- (b) Other individuals
 - (i) In addition to the Key Management Personnel, the Company may also impose ad hoc trading restrictions on:
 - (A) staff who work closely with, or in close proximity to, Key Management Personnel;
 - (B) staff who work in the finance area or in a strategic planning group;
 - (C) the next layer of management below Key Management Personnel;
 - (D) staff (such as IT staff) who may have access to email or document folders belonging to Key Management Personnel; and
 - (E) family members and entities closely connected to Key Management Personnel.

6.4 Further restrictions on trading to Employees

- (a) The Company has determined that Employees are more likely to be in possession of price-sensitive information regarding the Company. As a result, further restrictions on dealing in the Company's securities apply to Employees.
- (b) Prior to dealing in the Company's securities, Employees must first notify the Chair of the proposed type of dealing and the number of securities to be traded and seek the Chair's written consent to the proposed dealing in the Company's securities.

6.5 Trading in derivatives

Employees must not trade in any derivative products issued by the Company. Derivative products issued by the Company over its securities include warrants, options and contracts for difference.

6.6 Short term trading

Despite anything to the contrary in this Policy, Employees must not engage in short term trading of any of the Company's securities. An example of this would be to purchase the Company's shares with an intention to sell them within a 12 month period.

6.7 Short selling

Employees must not engage in short selling of the Company's securities.

6.8 Hedging transactions

Employees must not enter into an arrangement that would have the effect of limiting their exposure to risk relating to either unvested remuneration, or vested remuneration which remains subject to a holding lock.

6.9 Margin lending and other secured financing arrangements

Employees must not enter into any margin lending or other secured financing arrangements in respect of the Company's securities.

6.10 Exceptions

- (a) An Employee may trade in the Company's securities during a Closed Period if that trading falls within one of the following categories:
 - (i) an acquisition of ordinary shares in the Company which results from conversion of securities which carry a right of conversion to ordinary shares;
 - (ii) an acquisition of the Company's securities under a bonus issue made to all holders of securities of the same class;
 - (iii) an acquisition of the Company's securities under a dividend reinvestment or top-up plan that is available to all holders or securities of the same class;

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- (iv) a transfer of the Company's securities between a member of Key Management Personnel and someone closely related to that member of Key Management Personnel (such as a spouse, child, family company or family trust) or by a member of Key Management Personnel to his or her superannuation fund, in respect of which prior written clearance has been provided in accordance with the procedures set out in this Policy;
- (v) a disposal of securities arising from the acceptance of a takeover offer, scheme of arrangement or equal access buy-back;
- (vi) a disposal of rights acquired under a pro rata issue;
- (vii) an acquisition of securities under a pro rata issue;
- (viii) an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in the Company's securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (ix) where the Employee is a trustee, trading in the Company's securities by that trust provided that the Employee is not a beneficiary of the trust and any decision to trade during a Closed Period is taken by the other trustees or by the investment managers independently of the Employee;
- (x) an undertaking to accept, or the acceptance of, a takeover offer;
- (xi) trading under an offer or invitation made to all or most of the Company's members, such as a rights issue, a security purchase plan, a dividend or distribution reinvestment plan or an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements, the take-up by any underwriter under a renounceable or non-renounceable pro rata issue and the sale of entitlements required to provide for the take up of the balance of entitlement under a renounceable pro rata issue;
- (xii) a disposal of the Company's securities that is the result of a secured lender or financier exercising their rights under a margin lending or other secured financing arrangement permitted by this Policy;
- (xiii) an acquisition of securities under an employee incentive scheme;
- (xiv) where the Company has an employee incentive scheme with a member of Key Management Personnel as a trustee of the scheme, an acquisition of securities by that Key Management Personnel in his or her capacity as a trustee of the scheme;
- (xv) an exercise (but not the sale of the Company's securities following exercise) of an option or a right granted under a Company employee incentive plan, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a Closed Period and the Company has been in an exceptionally long prohibited period or the Company has had a number of consecutive Closed Periods and the Employee could not reasonably have been expected to exercise it at the time when free to do so;
- (xvi) trading under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy and where:
 - (A) the Employee did not enter into the plan or amend the plan during a Closed Period;
 - (B) the plan does not permit the Employee to exercise any influence or discretion over how, when, or whether to trade; and

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- (C) this Policy does not allow an Employee to cancel any such trading plan, or to cancel or otherwise vary the terms of his or her participation in the trading plan during a Closed Period other than in exceptional circumstances; or
 - (xvii) the obtaining by a Director of a share qualification.
 - (b) In respect of any share or option plans adopted by the Company, it should be noted that it is not permissible to provide the exercise price of options by selling the shares acquired on the exercise of the options unless the sale of those shares occurs outside the Closed Period. Were this to occur at a time when the person possessed inside information, the sale of the Company's securities would be a breach of insider trading laws, even though the person's decision to sell was not influenced by the inside information that the person possessed and the person may not have made a profit on the sale.
 - (c) Where the Company's securities are provided to a lender as security by way of mortgage or charge, a sale that occurs under that mortgage or charge as a consequence of default would not breach insider trading laws.
 - (d) Notwithstanding the above, under insider trading laws, an Employee who possesses inside information may be prohibited from trading even where the trading falls within any of the exceptions in paragraph 1.1(a) of this Policy.
- 6.11 Notification of periods when Employees can trade
- The Secretary will endeavour to notify Employees of the times when they are permitted to buy or sell the Company's securities as set out in paragraph 6.1.
- 6.12 Trading with permission
- An Employee may trade in the Company's securities during a Closed Period if that person obtains written consent to do so in accordance with paragraph 6.13 of this Policy.
- 6.13 Procedure for obtaining written consent to trade
- (a) An Employee who wishes to trade in the Company's securities at any time (**Applicant**) must obtain the prior written consent (which may be provided by way of an email) of:
 - (i) the Chair; or
 - (ii) where the Chair is the Applicant, the chair of the Audit and Risk Committee, (collectively, the **Decision Maker(s)**).
 - (b) As part of such application, an Applicant must give the Decision Maker(s) a written undertaking that the Applicant complies with paragraph 6.3 of this Policy.
 - (c) The Decision Maker(s) may only provide written permission to trade in the Company's securities where:
 - (i) the Employee is in severe financial hardship (or where other exceptional circumstances exist); and
 - (ii) the Decision Maker(s) is satisfied that there is no inside information which has not been disclosed to the ASX.
 - (d) An Employee may be in severe financial hardship if he or she has a pressing financial commitment that cannot be satisfied other than by selling some or all of his or her securities in the Company.
 - (e) In the interests of an expedient and informed determination by the Decision Maker(s), any application for an exemption allowing the sale of the Company's securities during a Closed Period based on financial hardship must be made in writing and be accompanied by copies of relevant supporting documentation, including contact details of the person's accountant, bank and other such independent institutions. Any

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

- (f) Exceptional circumstances may apply to the disposal of the Company's securities by an Employee if the person is required by a court order, a court enforceable undertaking (for example in a bona fide family settlement, to transfer or sell securities of the Company) or there is some other overriding legal or regulatory requirement to do so. Any application for an exemption allowing the sale of the Company's securities during a Closed Period based on exceptional circumstances must be made in writing and be accompanied by relevant court and/or supporting legal documentation. Any exemption, if issued, will be in writing and will contain a specified time period during which the sale of securities can be made.
- (g) An Applicant seeking clearance to trade must satisfy the Decision Maker(s) that he or she is in severe financial hardship or that their circumstances are otherwise exceptional and that the proposed sale or disposal of the relevant Company securities is the only reasonable course of action available.
- (h) Determination as to whether the Applicant is in severe financial hardship or whether a particular set of circumstances exist may only be made by the Decision Maker(s).
- (i) Any permission provided under this paragraph 6.13 must be obtained by the Applicant not less than two trading days before the proposed trading.
- (j) Copies of written approvals must be forwarded to the Secretary prior to the approved purchase or sale transaction.
- (k) A clearance to trade can be given or refused by the Company in its absolute discretion. The Company's decision to refuse clearance is final and binding on the person seeking clearance.
- (l) A clearance to trade can be withdrawn if new information comes to light or there is a change in circumstances.
- (m) If clearance to trade is refused, the person seeking the clearance must keep the information relating to the refusal (including the refusal itself) confidential and not disclose it to anyone.

6.14 Sales of securities

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

7. ASX notification by Directors

- (a) Directors are required to notify the Chair and the ASX of any dealing in the Company's securities (either personally or through a third party) which results in a change in the relevant interests of the Director in securities in the Company.
- (b) While the Corporations Act requires Directors to notify the ASX of any changes to their holdings within 14 days (or if also a substantial shareholder as early as by 9.30am on the next trading day), the Company is required under the ASX Listing Rules to notify the ASX:

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- (i) of the initial holding of each Director upon appointment and such subsequent dealings within five business days of the change; and
- (ii) whether the dealing occurred during a Closed Period and if so, whether written clearance was obtained and on what date it was obtained.
- (c) To enable the Company to comply with these requirements, each Director must enter into a letter agreement with the Company in a form consistent with the pro forma agreement set out in Attachment 1 to Guidance Note 22 of the ASX Listing Rules. Directors must furnish the relevant information as soon as reasonably possible and in any event no later than three business days after the date of appointment or change, to the Secretary who will facilitate the transmission of these notifications to the ASX. Notifications will also be tabled before the Board.

8. Employment and monitoring

- (a) To promote understanding of the insider trading prohibition and related Corporations Act provisions and this Policy, a copy of this Policy will be distributed to all Employees (present and future) and will be available on the Company's website.
- (b) The induction procedures for new Employees must require that a copy of this document be provided to each new Employee.

9. Compliance

- (a) Compliance with the rules set out in this Policy is mandatory and is a condition of the employment of each Employee by the Company. Infringement of the insider trading provisions can attract a substantial monetary penalty, imprisonment or both in addition to loss of employment or other disciplinary action.
- (b) Any Employee who does not comply with this Policy will be considered to have engaged in serious misconduct which may result in the termination of their engagement by the Company.
- (c) Ultimate discretion rests with the Chair in respect of granting a waiver to the requirements of this Policy to allow Employees to trade in the shares of the Company, provided that to do so would not be illegal.
- (d) A waiver can be given or refused by the Chair in his or her absolute discretion. The Chair's decision to refuse a waiver is final and binding on the person seeking the waiver.

10. Review

The Board will review this Policy every 3 years and this Policy may be amended by resolution of the Board.

11. Policy responsibility

Each Employee is responsible for adhering to this Policy. The Secretary has responsibility for enforcing this Policy.

12. Disclosure of Policy

This Policy will be made available, and updated as required, on the Company's website <https://heavyminerals.com/corporateresponsibility/> in a clearly marked "Corporate Governance" section.

1. Introduction

Heavy Minerals Limited (**Company**) and all its related bodies corporate are committed to workplace diversity and inclusion at all levels of the Company regardless of gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, cultural background, socio-economic background, perspective and experience. This policy reflects the Company's Statement of Values.

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

In order to have an inclusive workplace the Company does not tolerate discrimination, harassment, vilification and victimisation.

Diversity includes, but is not limited to, matters of gender, age, ethnicity and cultural background.

To the extent practicable, the Company will address the recommendations and guidance provided in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

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

2. Objectives

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

- (a) a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals;
- (b) a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff;
- (c) improved employment and career development opportunities for women;
- (d) a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity; and
- (e) awareness in all staff of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity,
(collectively, the **Objectives**).

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

3. Responsibilities

3.1 The Board's commitment

- (a) The Board is committed to workplace diversity, with a particular focus on supporting the representation of women at the senior level of the Company and on the Board.
- (b) The Board, with assistance from the Nomination, Remuneration and Culture Committee, is responsible for developing measurable objectives and strategies to meet the Objectives of the Diversity Policy (**Measurable Objectives**) and monitoring the

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progress of the Measurable Objectives through the monitoring, evaluation and reporting mechanisms listed below.

- (c) The Board will also set Measurable Objectives for achieving gender diversity and monitor their achievement. In line with the Corporate Governance Principles and Recommendations (4th Edition) published by the ASX Corporate Governance Council, if the Company is in the ASX 300 Index at the commencement of the reporting period, the Measurable Objective for achieving gender diversity in the composition of the Company's Board, is to have not less than 30% of its Directors of each gender within a specified period.
- (d) The Board will conduct all Board appointment processes in a manner that promotes gender diversity, including establishing a structured approach for identifying a pool of candidates, and using external experts where necessary.

3.2 Strategies

Whilst always committed to ensuring that the Company recruits, employs and develops the best possible people, the Company's diversity strategies include:

- (a) recruiting from a diverse pool of candidates for all positions, including senior management and the Board;
- (b) the requirement of at least **one** female candidate to be shortlisted for all appointments including executive and Board positions if a suitably qualified candidate exists in the applications;
- (c) The Company to set a measurable objective (whilst the is not in the ASX 300) to still consider where possible to achieve not less than 30% of directors from each gender;
- (d) reviewing succession plans to ensure an appropriate focus on diversity;
- (e) identifying specific factors to take account of in recruitment and selection processes to encourage diversity;
- (f) developing programs to develop a broader pool of skilled and experienced senior management and Board candidates, including, workplace development programs, mentoring programs and targeted training and development;
- (g) provide opportunities for employees on extended parental leave to maintain their connection to the entity;
- (h) promote workplace structures that assist employees balance their work, family and other responsibilities effectively and assist in the development of a more diverse pool of skilled and experienced employees whilst improving performance;
- (i) developing a culture which takes account of domestic responsibilities of employees; and
- (j) any other strategies the Board develops from time to time.

4. Monitoring and evaluation

The Nomination, Remuneration and Culture Committee will monitor the progress and report to the Board on the effectiveness of diversity related initiatives.

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

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

Measurable Objectives must be reviewed and set annually.

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Measurable Objectives as set by the Board will be included in the annual key performance indicators for the MD / CEO and senior executives. In addition, the Board will review progress against the Objectives as a key performance indicator in its annual performance assessment.

5. Reporting

The Board will include in the Annual Report each year:

- (a) the Measurable Objectives set by the Board for that year;
- (b) progress against the Measurable Objectives; and
- (c) either:
 - (i) the proportion of women employees in the whole organisation, at senior management level and at Board level; or
 - (ii) if the Company is a 'relevant employer' under the Workplace Gender Equality Act, the Company's most recent 'Gender Equality Indicators', as defined in and published under that Act.

6. Review

The Board will review this Policy every 3 years and this Policy may be amended by resolution of the Board.

CORPORATE GOVERNANCE PLAN: SHAREHOLDER COMMUNICATIONS POLICY

1. Overview

Heavy Minerals Limited (**Company**) recognises the value of providing current and relevant information to its shareholders. This Shareholder Communications Policy (**Policy**) sets out how the Company communicates relevant information to its shareholders.

This Policy is subject to the terms of the Company's Constitution (**Constitution**). This Policy should be read in conjunction with other relevant policies and procedures of the Company including the Company's Social Media Policy.

2. How information is communicated

The MD / CEO and Company Secretary have the primary responsibility for communicating with shareholders.

Information is communicated to shareholders through:

- (a) periodic disclosure through the annual report on the financial and operational performance of the Company;
- (b) notices of general meetings and explanatory material;
- (c) general meetings;
- (d) periodic newsletters or letters from the Chairman;
- (e) the Company's website at <https://heavyminerals.com/> ; and
- (f) the Company's social media platforms.

Through the Company's share registry, all shareholders are given the option to receive communications from the Company electronically.

3. Electronic communication and website

The Company believes that communicating with shareholders by electronic means, particularly through its website, is an efficient way of distributing information in a timely and convenient manner.

The Company's website includes the following pages, which contain relevant information for shareholders:

- (a) section on the Company's corporate governance policies and practices which includes:
 - (i) a statement of the Company's values;
 - (ii) the Company's constitution, Board Charter and Charters of all other committees established; and
 - (iii) names, photographs and relevant information of each director and senior executive;
- (b) reports section, which contains copies of annual directors reports, financial statements and other corporate reports;
- (c) announcements released to ASX;
- (d) media releases section, that may contain press releases, newsletters and media clippings; and
- (e) presentations section which contains power point presentations.

All website information will be regularly reviewed and updated to ensure that information is current, or appropriately dated and archived.

CORPORATE GOVERNANCE PLAN: SHAREHOLDER COMMUNICATIONS POLICY

4. Written communication and annual report

Shareholders have been given the opportunity to elect to receive a printed copy of the annual report on the financial and operational performance from the Company.

In addition, the Company publishes its annual report on the Company's website and notifies all shareholders of the web address where they can access the annual report.

The Company will also make available via ASX any new and substantive investor or analyst presentation prior to the presentation being given.

5. General meetings

The Company recognises the rights of shareholders and encourages the effective exercise of those rights through the following means:

- (a) notices of general meetings are distributed to shareholders in accordance with the provisions of the Corporations Act;
- (b) notices of general meeting and other meeting material are drafted in concise and clear language;
- (c) shareholders are encouraged to use their attendance at general meetings to ask questions on any relevant matter, with time being specifically set aside for shareholder questions;
- (d) notices of general meetings encourage participation in voting on proposed resolutions by lodgement of proxies, if shareholders are unable to attend the meeting; and
- (e) any documents tabled or made available at a shareholder meeting are uploaded to the Company's website;
- (f) it is general practice for a presentation on the Company's activities to be made to shareholders at each general meeting, unless the Board considers otherwise.

6. Review

This Policy is reviewed regularly and at least every 3 years.

1. Background

Heavy Minerals Limited (**Company**) has the following Social Media Policy (**Policy**) to regulate the use of social media by people associated with the Company or its subsidiaries. The Policy covers the use of electronic media for engagement within and between the Company and the market by directors and employees, the Company's contractors (including subcontractors) and employees of the Company's contractors, joint venture partners (who have agreed to be bound by the Policy) and suppliers (**Restricted Persons**).

To preserve the reputation and integrity of the Company, this Policy will apply to the wide range of technologies commonly referred to as 'social media' which fundamentally are no different to other forms of communication, but do represent a risk as well as an opportunity because they can connect large numbers of people with relative ease. The rationale for the Policy is to manage the risks associated with the use of technology platforms and tools of this nature.

2. Social Media Definition

Social media means online social networking or Web 2.0 technologies services and tools used for publishing, sharing and discussing information, including without limitation blogs or web logs, electronic forums or message boards, micro-blogs (e.g. Twitter™), photo sharing sites (e.g. Flickr®), social bookmarking sites (e.g. Delicious™, Digg™, Reddit™) social networking websites (e.g. Facebook®, Instagram®, Snapchat®, Whatsapp®, LinkedIn®, Google+™) video sharing sites (e.g. YouTube™), virtual worlds (e.g. Second Life®) and wikis (e.g. Wikipedia®) and any other electronic media that allow individual users to upload and share content regardless of format.

3. Scope of Policy

The Policy outlines requirements for compliance with confidentiality, governance, legal, privacy and regulatory parameters when using social media to conduct Company business.

This Policy aims to:

- (a) inform appropriate use of social media tools for the Company;
- (b) promote useful market engagement through the use of social media;
- (c) minimise problematic communications; and
- (d) manage the inherent challenges of speed and immediacy.

This Policy should be read in conjunction with other relevant policies and procedures of the Company and is not intended to cover personal use of social media where the author publishes information in their personal capacity and not on behalf of, or in association with the Company and no reference is made to the Company, its directors, employees, policies and products, suppliers, shareholders, other stakeholders or Company related issues.

4. Legislative & Policy Framework

The Restricted Persons are expected to demonstrate standards of conduct and behaviour that are consistent with relevant legislation, regulations and policies, including the following non-exhaustive list:

- (a) *Corporations Act 2001* (Cth) (**Corporations Act**);
- (b) ASX Listing and Operating Rules;
- (c) the Company's employment contracts; and
- (d) the Company's Trading Policy.

5. Policy Requirements

When using social media in relation to the Company, Restricted Persons are expected to:

- (a) seek prior authorisation from the Company Secretary or MD / CEO;
- (b) adhere to Company policies and procedures;
- (c) behave with caution, courtesy, honesty and respect;
- (d) comply with relevant laws and regulations;
- (e) only disclose information that has already been released to the market; and
- (f) reinforce the integrity, reputation and values the Company seeks to foster.

Restricted Persons may enter into a separate standing arrangement with the Company to enable the Restricted Person to use social media in certain circumstances without obtaining the consent on every occasion from the Company Secretary. Such a standing arrangement, could include, for example, the posting of announcements that the Company has released on the platform of the ASX.

The following content is not permitted under any circumstances:

- (g) content that has not been released to the market;
- (h) abusive, profane or language of a sexual nature;
- (i) content not relating to the subject matter of that blog, board, forum or site;
- (j) content which is false or misleading;
- (k) confidential information about the Company or third parties;
- (l) copyright or trademark protected materials;
- (m) discriminatory material in relation to a person or group based on age, colour, creed, disability, family status, gender, nationality, marital status, parental status, political opinion or affiliation, pregnancy or potential pregnancy, race or social origin, religious beliefs or activity, responsibilities, sex or sexual orientation;
- (n) illegal material or materials designed to encourage law breaking;
- (o) materials that could compromise the safety of any employee;
- (p) materials which would breach applicable laws (Corporations Act and regulations, ASX Listing and Operating Rules, defamation, privacy, consumer and competition law, fair use, copyright, trade marks);
- (q) material that would offend contemporary standards of taste and decency;
- (r) material which would bring the Company into disrepute;
- (s) personal details of Company directors, employees or third parties;
- (t) spam, meaning the distribution of unsolicited bulk electronic messages; and
- (u) statements which may be considered to be bullying or harassment.

If you have any doubt about applying the provisions of this policy, the Company Secretary is the correct person to check with prior to using social media to communicate on behalf of the Company. Depending upon the nature of the issue and potential risk, it may also be appropriate to consider seeking legal advice prior to publication.

6. Prior Authorisation

Authorisation from the Company Secretary or MD / CEO must be obtained before a Restricted Person can use social media including but not limited to uploading content or speaking on behalf of the Company.

7. Media Statements

Statements or announcements cannot be made through social media channels unless authorised by the Company. No Restricted Person may respond directly if approached by

CORPORATE GOVERNANCE PLAN: SOCIAL MEDIA POLICY

media for comment through social media and must refer the inquiry to the Company Secretary or MD / CEO.

8. Expertise

No Restricted Person may comment outside his or her area of expertise.

9. Confidential Information

Restricted Persons may only discuss publicly available information. Restricted Persons must not disclose confidential information, internal discussions or decisions of the board, employees, consultants or other third parties.

10. Accuracy

Information published should be accurate, constructive, helpful and informative. Restricted Persons must correct any errors as soon as practicable and not publish information or make statements which are known to be false or may reasonably be taken to be misleading or deceptive.

11. Identity

Restricted Persons must be clear about their professional identity, or any vested interests and must not use fictitious names or identities that deliberately intend to deceive, mislead or lie or participate in social media anonymously or covertly or via a third party or agency.

12. Personal Opinions

Restricted Persons should not express or publish a personal opinion on the Company generally or about Company business via social media and should be mindful of market disclosure rules when discussing or commenting on Company matters. Generally, Restricted Persons should not express personal opinions on Company decisions or business nor be critical of the Company and its personnel. If it is not possible to separate official Company positions from personal opinions, Restricted Persons should consider using a formal disclaimer to separate interests.

13. Privacy

Restricted Persons should be sensitive to the privacy of others. However, the Company is not required to seek permission from anyone who appears in any photographs, video or other footage before sharing these via any form of social media if it is the copyright owner of the relevant image or footage.

14. Intellectual Property

Restricted Persons, with written permission from the Board, will use the Company's own intellectual property where possible and shall obtain prior consent where the Company is not the creator or copyright owner, to use or reproduce copyright material including applications, sound recordings (speeches, music), footage (cinematographic vision), graphics (graphs, charts, logos, clip-art), images, artwork, photographs, publications or musical notation. Restricted Persons will also typically seek permission before publishing or uploading the intellectual property of a third party or before linking to another site or social media application.

15. Content of Social Media Statements

- (a) Restricted Persons will not comment, contribute, create, forward, post, upload or share content that is scurrilous, malicious or defamatory. Restricted Persons will endeavour to be courteous, patient and respectful of the opinions of others, including detractors and the discourteous.
- (b) Restricted Persons will be conscious of anti-discrimination laws and must not publish statements or information which may be discriminatory in a human rights sense.
- (c) Restricted Persons will remain mindful of language and expression and not lapse into excessive use of colloquialisms, having regard to an international audience.
- (d) Restricted Persons must not use social media when irritated, upset or tired.

16. Personal Privacy

Restricted Persons should protect their personal privacy and guard against identity theft.

17. Modification and moderation

Restricted Persons should ensure that any social media sites created or contributed to can be readily edited, improved or removed and appropriately moderated.

18. Responsiveness

The Company will endeavour to specify the type of comments and feedback that will receive a response and clearly communicate a target response time. Restricted Persons are required to make it easy for audiences to reach the Company and/or its subsidiaries by publishing appropriate company telephone numbers, generic emails, LinkedIn, and Facebook accounts.

19. Monitoring

The Company reserves the right, for legal compliance purposes, to monitor social media usage on its systems without advance notice and consistent with any applicable state, federal or international laws. The Company may be legally required to produce logs, diaries and archives of social media use to judicial, law enforcement and regulatory agencies and will comply with any relevant requests. Restricted Persons and other users should govern themselves accordingly.

20. General Responsibilities

Restricted Persons should seek advice or authorisation from the Company on using social media or, if unsure about applying the provisions of this Policy, should register social media accounts with the Company, understand and comply with the provisions in this Policy and any End User Licence Agreements, seek training and development for using social media and maintain records of email addresses, comments, 'friends', followers and printed copies or electronic 'screen grabs' when using externally hosted sites to the extent practicable. Each Restricted Person is responsible for adhering to the Company's Social Media Policy.

21. Enforcement

All content published or communicated by or on behalf of the Company using social media must be recorded (including the author's name, date, time and media site location) and kept on record. The Company will actively monitor social media for relevant contributions that impact on the Company or its subsidiaries, and their officers, operations or reputation.

CORPORATE GOVERNANCE PLAN: SOCIAL MEDIA POLICY

Company employees breaching this policy may be the subject of disciplinary action, performance management or review. Serious breaches may result in suspension or termination of employment or association. The Company reserves the right to remove, where possible, content that violates this Policy or any associated policies. Failure to comply with this Policy may be considered cause for termination of employment.

22. Corporations Act

The requirements imposed by this Policy are separate from, and additional to, the legal prohibitions in the Corporations Act. Directors, officers, consultants and employees should be aware that they can be charged with criminal offences under the rules and regulations associated with the prevention of market manipulation, false trading, market rigging and misleading and deceptive conduct, all of which apply at law regardless of this Policy.

23. Review and Publication

This policy will be published and promoted to personnel of the Company through <https://heavyminerals.com/corporateresponsibility/> and the appropriate Policy Manuals for the Company.

24. Review

This Policy is reviewed regularly and at least every 3 years.