

## 1 OBJECTIVE

The Board of BCI Minerals Limited (the Company) has approved this Charter which sets out the composition, role and responsibilities of the Board.

## 2 SCOPE

All Company offices, operations and sites.

## 3 RESPONSIBILITY

The Chair of the Board has responsibility for implementation of this Charter.

## 4 CONTENT

### 4.1 Role of the Board

The Board determines the strategic direction and risk profile of the Company and regularly measures the progression by senior management towards achieving the agreed strategic objectives.

The Board is accountable to the Company's shareholders and must ensure that the Company is properly managed to protect and enhance its shareholders' wealth and other appropriate interests.

The conduct of the Board is governed by the Company's constitution, the Corporations Act, the Listing Rules of ASX Limited (ASX) and common law.

### 4.2 Composition of the Board

The Constitution of the Company provides for a minimum of 3 directors on the Board.

The directors will endeavour, where practicable, to ensure that independent directors constitute a majority of the Board.

Membership of the Board shall be disclosed in the annual report including whether a director is considered by the Board to be independent or not independent. The Remuneration and Nomination Committee will assist the Board to assess, review and determine whether directors are independent in accordance with the criteria outlined in the Remuneration and Nomination Committee Charter. Loss or gain of independence shall be disclosed to the ASX.

### 4.3 Responsibilities of the Board

The Board is collectively responsible for promoting the success of the Company and the following are regarded as the key responsibilities and functions of the Board:

- (a) to develop, review and monitor the Company's long-term business strategies and provide strategic direction to management, including the Company's vision and values statement;
- (b) to ensure policies and procedures are in place to safeguard the Company's people, assets and business interests to enable the Company to act ethically and prudently;
- (c) to develop and promote a system of corporate governance which ensures the Company is properly managed and controlled;

- (d) to identify the Company's principal risks and ensure that it has in place appropriate systems of risk management, internal control, reporting and compliance and that management is taking appropriate action to manage those risks;
- (e) to ensure that the Company has in place an appropriate risk management framework and set the risk appetite within which the Board expects senior management to operate;
- (f) to review and approve the Company's financial statements and budgets, business plans or strategic plans;
- (g) to monitor management's execution of the Company's business plan and the Company's financial results on a regular basis;
- (h) to oversee and monitor organisational performance and the achievement of strategic goals and objectives, the progress of major capital expenditures and other corporate projects including acquisitions, mergers and divestments;
- (i) to appoint, ratify, appraise and determine the remuneration and benefits of, and when necessary replace, the Managing Director;
- (j) to delegate powers to the Managing Director as necessary to enable the day-to-day operations and management of the Company to be carried on, and to regularly review those delegations;
- (k) to ensure that the Company has in place appropriate systems to comply with relevant legal and regulatory requirements that impact on its business and operations;
- (l) to determine the appropriate capital management structure for the Company including share and loan capital and dividend payments;
- (m) to determine and regularly review an appropriate remuneration framework for employees of the Company;
- (n) to appoint and, when necessary, to replace the Chairman and the Lead Independent Director;
- (o) to annually evaluate the performance of the Board;
- (p) to ensure that conflicts of interest of the Board (whether actual or perceived) are identified and managed appropriately; and
- (q) to oversee the Company's process for making timely and balanced disclosure of all material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's shares.

## 4.4 Board Meetings

The Board must convene regular meetings with such frequency as is sufficient to appropriately discharge its responsibilities. It is usual practice for the Board to meet formally at least six times a year. Directors will use reasonable endeavours to attend Board meetings in person. Periodically, non-executive directors may meet without the executive directors or management present.

## 4.5 Responsibilities of the Chair

The Chair is responsible for leadership of the Board, for the efficient organisation and conduct of the Board's function, for the briefing of all directors in relation to issues arising at Board meetings and arranging annual Board performance evaluation.

The Chair, together with the Managing Director, is also responsible for shareholder communication.

The Chair should facilitate the effective contribution of all directors and promote constructive dialogue between directors and between board and senior management.

Any other position which the Chair may hold either inside or outside the Company should not hinder the effective performance of the Chair in carrying out their role as Chair of the Company.

If the Chairman is not an independent director or ceases to be an independent director then the Board will consider appointing another director who is independent as the Lead Independent Director.

## 4.6 Responsibilities of the Lead Independent Director

The role of the Lead Independent Director is to take over the role of the Chair when the Chair is unable to act in that capacity as a result of their lack of independence (as a result of a conflict of interest, whether actual or perceived).

The Lead Independent Director may, in discharging his or her role, convene a meeting of independent directors for the purpose of discussing any issues of particular interest to the independent directors.

## 4.7 Responsibilities of the Non-Executive and/or Independent Directors

The Board determines whether each of the non-executive directors of the Company is independent on a regular basis. The Board recognises the importance of the appropriate balance between independent and non-independent representation on the Board. In making this determination, the Board takes into account the skills and experience required, in the context of the Company's operations and activities.

Individual directors should devote the necessary time to the tasks entrusted to them. All directors should consider the number and nature of their directorships and calls on their time from other commitments.

## 4.8 Delegation to Committees

To assist the Board in fulfilling its duties, the Board has established the following Committees, each with its own charter or terms of reference:

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

The charters of the Committees are approved by the Board and are to be reviewed annually to ensure that they remain consistent with the Board's objectives and responsibilities and are updated as required. The Board will ensure that the Committees are sufficiently funded to enable them to fulfil their roles and discharge their responsibilities.

Members of Committees are appointed by the Board. The Board may appoint additional directors to Committees or remove and replace members of Committees by resolution. The minutes of each Committee meeting shall be provided to the Board at the next occasion the Board meets following approval of the minutes of such Committee meeting.

The Board may also delegate specific functions to ad hoc committees on an “as needs” basis. The powers delegated to these ad hoc committees will be set out in Board resolutions.

## 4.9 Company Secretary

The Company Secretary will facilitate the flow of information to the Board, between the Board and its Committees and between senior management and non-executive directors.

The Company Secretary is to support the effectiveness of the Board by ensuring Board policies and procedures are followed, and coordinating the timely completion and dispatch of Board agenda and briefing material.

The Company Secretary will also:

- (a) facilitate the induction and professional development of directors;
- (b) facilitate the implementation of Board policies and procedures; and
- (c) provide advice to the Board and its Committees on corporate governance matters.

The Company Secretary will attend all Board and Committee meetings and ensure that the business at Board and Committee meetings is accurately captured in minutes of these meetings. All minutes of the Board and Committees will be stored in a minute book maintained for that purpose and will be open at all times for inspection by any director.

The Company Secretary is accountable to the Board, through the Chairman, on all governance matters. All directors have access to the advice and services provided by the Company Secretary. The Board has the responsibility for the appointment and removal of the Company Secretary.

## 4.10 Responsibilities of the Managing Director

The Board will delegate responsibility for the day-to-day operations and administration of the Company to the Managing Director.

The Managing Director is responsible for:

- (a) the effective leadership of the Company;
- (b) the preparation and implementation of business and operational plans and budgets to achieve the strategic, operational and financial objectives of the Company as approved by the Board;
- (c) the management of the day to day affairs of the Company including its people, processes, policies and systems;
- (d) preparation and release of all Company announcements to the Market, and for all communications with the Market;
- (e) the conduct of commercial negotiations with other entities;
- (f) the development and maintenance of effective relationships with the Company’s employees, shareholders, joint venture partners, governments at all levels and government agencies, suppliers and customers, and local landowners;

- (g) ensuring that the Company complies with all applicable laws and regulations, including applicable listing rule disclosure requirements;
- (h) reporting to the Board, or as directed by the Board, and providing prompt and full information regarding the conduct of the business of the Company; and

ensuring all material matters that affect the Company are brought to the Board's attention.

In addition to formal reporting structures, members of the Board are encouraged to have direct communications with management and other employees within the Company to facilitate the carrying out of their duties as directors.

## 4.11 Role of Key Management Personnel

Those senior management team members who have the opportunity to materially influence the integrity, strategy and operation of the Company and its financial performance are considered to be Key Management Personnel (KMPs).

The roles generally considered to be KMPs will include the Managing Director, Chief Financial Officer, General Counsel and Chief Operating/Development Officer. The KMPs should have a formal job description and employment contracts or letters of appointment describing their term of office, duties, rights and responsibilities, and entitlements on termination.

The role of KMPs is to participate in the Board's formulation of the strategic direction, and to implement the strategy in order to achieve agreed objectives.

## 4.12 Performance Review

Once a year, the Board shall hold a meeting to review critically and discuss the performance of:

- (a) the Board as a whole;
- (b) its Committees; and
- (c) individual directors.

If it is apparent that there are problems which cannot be satisfactorily considered by the Board itself, the Board may decide to engage an independent adviser to undertake this review. The Remuneration and Nomination Committee will assist in this process in accordance with its charter.

The Board, in conjunction with the Remuneration and Nomination Committee, will regularly review whether the directors as a group have the skills, knowledge and familiarity with the Company and its operating environment required to fulfil their role on the Board and on Committees effectively and, where any gaps are identified, consider what training or development could be undertaken to fill those gaps.

## 4.13 Directors share trading

Directors shall only trade or deal with the Company's securities strictly in accordance with the Company's Share Trading Policy.

## 4.14 Review of charter

The Board will, at least on an annual basis, review the Board Charter to ensure it remains consistent with the Company's objectives and the Board's responsibilities.