

# **VRX SILICA LIMITED**

**ACN 142 014 873**

**(Company)**

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## **CORPORATE GOVERNANCE PLAN**

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## 1. CORPORATE GOVERNANCE

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

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

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

### **Charters and Codes**

Board Charter

Corporate Code of Conduct

Audit and Risk Committee Charter

Remuneration Committee Charter

Nomination Committee Charter

Statement of Values

### **Policies**

Performance Evaluation Policy

Continuous Disclosure Policy

Risk Management Policy

Securities Trading Policy

Diversity Policy

Whistleblower Protection Policy

Anti-Bribery and Anti-Corruption Policy

Shareholder Communications Strategy

Social Media Policy

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## SCHEDULE 1 – BOARD CHARTER

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### 1. Role of the Board

The role of the Board is to provide overall strategic guidance and effective oversight of management. The Board derives its authority to act from the Company's Constitution.

In carrying out the responsibilities and powers set out in this Charter, the board of directors of the Company (**the Board**):

- (a) recognises its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of its shareholders; and
- (b) recognises its duties and responsibilities to its employees, customers and the community.

### 2. The Board's Relationship with Management

- (a) The Board shall delegate responsibility for the day-to-day operations and administration of the Company to the Chief Executive Officer/Managing Director.
- (b) Specific limits on the authority delegated to the Chief Executive Officer/Managing Director and the team of executives as appointed by the Company (**Executive Team**) must be set out in the delegated authorities approved by the Board.
- (c) The role of management is to support the Chief Executive Officer/Managing Director and implement the running of the general operations and financial business of the Company including instilling and reinforcing the Company's values, in accordance with the delegated authority of the Board.
- (d) In addition to formal reporting structures, members of the Board are encouraged to have direct communications with management and other employees within the Company and its subsidiaries (if any) (**Group**) to facilitate the effective carrying out of their duties as Directors.

### 3. Specific Responsibilities of the Board

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

- (a) Driving the strategic direction of the Company and defining the Company's purpose, ensuring appropriate resources are available to meet objectives and monitoring management's performance.
- (b) Approving the Company's statement of values and Code of Conduct to ensure the desired culture within the Company is maintained and monitoring the implementation of such values and culture at all times.
- (c) Ensuring that an appropriate framework exists for relevant information to be reported by management to the Board.
- (d) When required, challenging management and holding it to account.

- (e) Appointment and replacement of the Chief Executive Officer/Managing Director, other senior executives and the Company Secretary and the determination of the terms and conditions of their employment including remuneration and termination.
- (f) Approving the Company's remuneration framework and ensuring it is aligned with the Company's purpose, values, strategic objectives and risk appetite.
- (g) Monitoring the timeliness and effectiveness of reporting to shareholders.
- (h) Reviewing and ratifying systems of audit, risk management (for both financial and non-financial risk) and internal compliance and control, codes of conduct and legal compliance to minimise the possibility of the Company operating beyond acceptable risk parameters.
- (i) Approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures.
- (j) Approving and monitoring the budget and the adequacy and integrity of financial and other reporting such that the financial performance of the Company has sufficient clarity to be actively monitored.
- (k) Approving the annual, half yearly and quarterly accounts.
- (l) Approving significant changes to the organisational structure.
- (m) Approving decisions affecting the Company's capital, including determining the Company's dividend policy and declaring dividends.
- (n) Recommending to shareholders the appointment of the external auditor as and when their appointment or re-appointment is required to be approved by them (in accordance with the ASX Listing Rules if applicable).
- (o) Ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making.
- (p) Procuring appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively and to deal with new and emerging business and governance issues.

#### **4. Composition of the Board**

- (a) The Board should comprise Directors with a mix of qualifications, experience and expertise which will assist the Board in fulfilling its responsibilities, as well as assisting the Company in achieving growth and delivering value to shareholders.
- (b) In appointing new members to the Board, consideration must be given to the demonstrated ability and also future potential of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the

requirements of the role effectively and to contribute to the development of the strategic direction of the Company.

- (c) The composition of the Board is to be reviewed regularly against the Company's Board skills matrix prepared and maintained by the nominations committee to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction and to deal with new and emerging business and governance issues.
- (d) Where practical, the majority of the Board should be comprised of non-executive Directors who can challenge management and hold them to account as well as represent the best interests of the Company and its shareholders as a whole rather than those of individual shareholders or interest groups. Where practical, at least 50% of the Board should be independent.
- (e) An independent Director is a director who is free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party.
- (f) In considering whether a Director is independent, the Board should consider the definition of what constitutes independence as detailed in Box 2.3 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations 4<sup>th</sup> Edition* as set out in Annexure A (**Independence Tests**).
- (g) Prior to the Board proposing re-election of non-executive Directors, their performance will be evaluated by the remuneration and nomination committee to ensure that they continue to contribute effectively to the Board.
- (h) The Company must disclose the length of service of each Director in, or in conjunction with, its annual report (**Annual Report**).
- (i) The Company must disclose the relevant qualifications and experience of each member of the Board in, or in conjunction with, its Annual Report.

## 5. Director Responsibilities

- (a) Where a Director has an interest, position or relationship of the type described in the Independence Tests, but the Board is of the opinion that it does not compromise the independence of the Director, the Company must disclose the nature of the interest or relationship in question and an explanation of why the Board is of that opinion.
- (b) Directors must disclose their interests, positions or relationships. The independence of the Directors should be regularly assessed by the Board in light of the interests disclosed by them.
- (c) Directors are expected to bring their independent views and judgement to the Board and must declare immediately to the Board any potential or active conflicts of interest.

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

## **6. The Role of the Chairman**

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

## **7. Board Committees**

- (a) Once the Board is of a sufficient size and structure, reflecting that the Company's operations are of a sufficient magnitude, to assist the Board in fulfilling its duties, the Board must establish the following committees, each with written charters:
  - (i) audit and risk committee;
  - (ii) remuneration committee; and
  - (iii) nomination committee.
- (b) The charter of each committee must be approved by the Board and reviewed following any applicable regulatory changes.
- (c) The Board will ensure that the committees are sufficiently funded to enable them to fulfil their roles and discharge their responsibilities.

- (d) 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.
- (e) The Company must disclose the members and Chairman of each committee in, or in conjunction with, its Annual Report.
- (f) 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.
- (g) The Company must disclose in, or in conjunction with, its Annual Report, in relation to each reporting period relevant to a committee, the number of times each committee met throughout the period and the individual attendances of the members at those committee meetings.
- (h) Where the Board does not consider that the Company will benefit from a particular separate committee:
  - (i) the Board must carry out the duties that would ordinarily be assigned to that committee under the written terms of reference for that committee; and
  - (ii) the Company must disclose in, or in conjunction with, its Annual Report:
    - (A) the fact a committee has not been established; or
    - (B) if an audit and risk committee has not been established, the processes the Board employs that independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner, and the process it employs for overseeing the Company's risk management framework.

## **8. Board Meetings**

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

- (f) The Company Secretary shall co-ordinate the timely completion and distribution of Board and committee papers for each meeting of the Board and any committee.
- (g) Minutes of meetings must be approved at the next Board meeting.
- (h) Further details regarding Board meetings are set out in the Company's Constitution.

## **9. The Company Secretary**

- (a) When requested by the Board, the Company Secretary will facilitate the flow of information of the Board, between the Board and its committees and between senior executives and non-executive Directors.
- (b) The Company Secretary is accountable directly to the Board, through the Chairman of the Board, on all matters to do with the proper functioning of the Board.
- (c) The Company Secretary is to facilitate the induction and professional development of Directors.
- (d) The Company Secretary is to facilitate and monitor the implementation of Board policies and procedures.
- (e) The Company Secretary is to provide advice to the Board on corporate governance matters, the application of the Company's Constitution, the ASX Listing Rules and applicable other laws.
- (f) All Directors have access to the advice and services provided by the Company Secretary.
- (g) The Board has the responsibility for the appointment and removal, by resolution, of the Company Secretary.

## **10. Access to Advice**

- (a) All Directors have unrestricted access to Company records and information except where the Board determines that such access would be adverse to the Company's interests.
- (b) All Directors will receive briefings on material developments in laws, regulations and accounting standards relevant to the Company.
- (c) All Directors may consult management and employees as required to enable them to discharge their duties as Directors.
- (d) All new Directors will be offered induction training, tailored to their existing skills, knowledge and experience, to position them to discharge their responsibilities effectively and to add value. This will include:
  - (i) having interviews with key senior executives to gain an understanding of the Company's structure, business operations, history, culture and key risks, and conducting site visits of key operations;

- (ii) training on legal duties and responsibilities as a Director under the key legislation governing the Company and the ASX Listing Rules (including ASX's continuous and periodic reporting requirements); and
  - (iii) training on accounting matters and on the responsibilities of Directors in relation to the Company's financial statements.
- (e) The Board, committees or individual Directors may seek independent external professional advice as considered necessary at the expense of the Company, subject to prior consultation with the Chairman of the Board. A copy of any such advice received is made available to all members of the Board.

## **11. Foreign Directors**

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

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

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

## **12. Performance Review**

The nomination committee shall conduct an annual performance review of the Board that:

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

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## **SCHEDULE 2 – CORPORATE CODE OF CONDUCT**

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### **1. Purpose**

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

### **2. Values**

#### **2.1 Identity**

VRX Silica Ltd is developing world-class, high-grade silica sand projects in Western Australia.

The Arrowsmith North and Arrowsmith Central Silica Sand Projects, 270km north of Perth, comprise five granted exploration licences and two granted mining leases. Bankable feasibility studies for both projects have demonstrated exceptional financial metrics.

The Muchea Silica Sand Project, 50km north of Perth, comprises two granted and one under-application exploration licences as well as one granted mining lease. Muchea is a world-class project with high-purity silica sand in situ. A bankable feasibility study has demonstrated outstanding financial metrics.

The Boyatup Silica Sand Project, 100km east of Esperance, comprises two adjacent granted exploration licences. Initial indications are that this project can complement the Arrowsmith and Muchea projects and add to the range of silica products VRX Silica may be capable of producing.

#### **2.2 Purpose**

- (a) Our primary objective is to deliver maximum shareholder value through the development of the Company's silica sands projects, profitable growth and the development of stable and sustainable business operations whilst acting lawfully, ethically and responsibly.

VRX Silica's Board and Leadership Team have extensive experience in mineral exploration and mine development-to-production and in the management of publicly listed mining and exploration companies.

- (b) The Company will pursue operational and commercial excellence by using best practice approaches in our decision-making process focusing on continuous development, accountability and teamwork in all aspects of our business. A key attribute to this approach is maintaining responsible long-term management.

- (c) In order to achieve these goals, we will ensure our employees and business partners have the appropriate skills and resources to perform their work effectively and efficiently and that all stakeholders (including investors, customers, suppliers and regulators) are aware of the Company's values and our intention to uphold them. We will foster an

open and supportive environment in all activities and relationships, and make sure that our senior executives demonstrate and reinforce our values in all aspects of our business and in all interactions with staff.

- (d) We believe that our pursuit of these goals will cement a positive reputation for VRX Silica Limited in the community as a reliable, responsible and ethical organisation.

## **2.3 Commitment to Values**

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

## **3. Accountabilities**

### **3.1 Managers and Supervisors**

Managers and supervisors are responsible and accountable for:

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

### **3.2 Employees**

All employees are responsible for:

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

#### **4. Personal and Professional Behaviour**

When carrying out your duties, you should:

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

#### **5. Conflict of Interest**

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

- (a) Some situations that may give rise to a conflict of interest include situations where you have:
  - (i) financial interests in a matter the Company deals with or you are aware that your friends or relatives have a financial interest in the matter;
  - (ii) directorships/management of outside organisations;
  - (iii) membership of boards of outside organisations;
  - (iv) personal relationships with people the Company is dealing with which go beyond the level of a professional working relationship;

- (v) secondary employment, business, commercial, or other activities outside of the workplace which impacts on your duty and obligations to the Company;
  - (vi) access to information that can be used for personal gain; and
  - (vii) offer of an inducement.
- (b) You may often be the only person aware of the potential for conflict. It is your responsibility to avoid any conflict from arising that could compromise your ability to perform your duties impartially. You must report any potential or actual conflicts of interest to your manager.
- (c) If you are uncertain whether a conflict exists, you should discuss that matter with your manager and attempt to resolve any conflicts that may exist.
- (d) You must comply with the Company's Anti-Bribery and Anti-Corruption Policy at all times. You must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported to your manager.

## **6. Information Systems, Devices and Social Media**

### **6.1 Information Systems**

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

### **6.2 Bring Your Own Devices**

Employees linking personal devices to the Company's information systems must ensure they first obtain appropriate authorisation and use such devices in accordance with all relevant divisional/business unit policies.

### **6.3 Social Media/Networking**

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

## **7. Public and Media Comment**

- (a) Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.
- (b) Employees must not make official comment on matters relating to the Company unless they are:
  - (i) authorised to do so by the Chief Executive Officer/Managing Director; or
  - (ii) giving evidence in court; or

- (iii) otherwise authorised or required to by law.
- (c) Employees must not release unpublished or privileged information unless they have the authority to do so from the Chief Executive Officer/Managing Director.
- (d) The above restrictions apply except where prohibited by law, for example in relation to “whistleblowing”. Employees should refer to the Company's Whistleblower Protection Policy for further information.

## **8. Use of Company Resources**

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

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

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

## **9. 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.

## **10. 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/Chairman of the Board before making any use of that property for purposes other than as required in their role as employee.

## **11. 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 gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, cultural background, socio-economic background, perspective or experience.

Such harassment or discrimination may constitute an offence under legislation. The Company's executives should understand and apply the principles of equal employment opportunity.

## **12. Corrupt Conduct**

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

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

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

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

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

## **13. Occupational Health and Safety**

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

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

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

## **14. 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.

## **15. 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.

## **16. 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 only permitted to buy and sell the Company's securities.

## **17. Responsibilities to Investors**

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

## **18. Breaches of the Code of Conduct**

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

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

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

## **19. 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/Group Legal Counsel, without fear of retribution and in compliance with the Company's Whistleblower Protection Policy.

## **20. Monitoring and Review**

- (a) The Board will monitor the content, effectiveness and implementation of this Code of Conduct on a regular basis. Any updates or improvements identified will be addressed as soon as possible.
- (b) Employees are invited to comment on the Code of Conduct and suggest ways in which it might be improved. Suggestions and queries should be addressed to the Board.

## **21. Associated Documents**

Statement of Values

Anti-Bribery and Anti-Corruption Policy

Continuous Disclosure Policy

Shareholder Communication Strategy

Whistleblower Policy

Social Media Policy

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## **SCHEDULE 3 – AUDIT AND RISK COMMITTEE CHARTER**

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### **1. Role**

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

### **2. Composition**

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

- (a) The committee must comprise at least three members.
- (b) All members of the committee must be non-executive Directors.
- (c) A majority of the members of the committee must be independent non-executive Directors in accordance with the criteria set out in Annexure A.
- (d) The Board will appoint members of the committee. The Board may remove and replace members of the committee by resolution.
- (e) All members of the committee must be able to read and understand financial statements.
- (f) The Chairman of the committee must not be the Chairman of the Board and must be independent.
- (g) The Chairman of the committee shall have leadership experience and a strong finance, accounting or business background.
- (h) The external auditors, the other Directors, the Managing Director, Chief Financial Officer, Company Secretary and senior executives, may be invited to committee meetings at the discretion of the committee.

### **3. Purpose**

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

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

- (e) the independence of the external auditor and the rotation of the lead engagement partner;
- (f) the identification and management of business, economic, environmental and social sustainability risks; and
- (g) the review of the Company's risk management framework at least annually to satisfy itself that it continues to be sound and to determine whether there have been any changes in the material business risks the Company faces and to ensure that they remain within the risk appetite set by the Board.

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

#### **4. Duties and Responsibilities of the Committee**

##### **4.1 Review of Financial Reports**

- (a) Review the appropriateness of the accounting principles adopted by management in the financial reports and the integrity of the Company's financial reporting.
- (b) Oversee the financial reports and the results of the external audits of those reports.
- (c) Assess whether external reporting is adequate for shareholder needs.
- (d) Assess management processes supporting external reporting.
- (e) Establish procedures for treatment of accounting complaints.
- (f) Review the impact of any proposed changes in accounting policies on the financial statements.
- (g) Review the quarterly, half yearly and annual results.
- (h) Establish procedures for verifying the integrity of the Company's periodic reports which are not audited or reviewed by an external auditor, to satisfy the Board that each periodic report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions.
- (i) Ensure that, before the Board approves the Company's financial statements for a financial period, the Chief Executive Officer and Chief Financial Officer (or, if none, the person(s) fulfilling those functions) have declared that, in their opinion, the financial records of the Company have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

## 4.2 Relationship with External Auditors

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

## 4.3 Internal Audit Function

- (a) Monitor and periodically review the need for a formal internal audit function and its scope.
- (b) Assess the performance and objectivity of any internal audit procedures that may be in place.
- (c) Ensure any formal internal audit function is headed by a suitably qualified person who shall have a direct reporting line to the Board or the committee, and bring the requisite degree of skill, independence and objectivity to the role.
- (d) If the Company does any formal internal audit function, assess the performance and objectivity of the Company's processes for evaluating

and continually improving the effectiveness of its governance, risk management and internal control processes.

- (e) Review risk management and internal compliance procedures.
- (f) Monitor the quality of the accounting function.
- (g) Review the internal controls of the Company via consideration of any comments from the Company's internal and/or external auditors and/or commissioning an independent report on the Company's internal controls.

#### **4.4 Risk Management.**

- (a) Oversee the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements.
- (b) Assess whether the Company has any potential or apparent exposure to environmental or social risks and if it does, put in place management systems, practices and procedures to manage those risks.
- (c) Where the Company does not have material exposure to environmental or social risks, report the basis for that determination to the Board and where appropriate, benchmark the Company's environmental or social risk profile against its peers.
- (d) Assess whether the Company is required to publish an integrated report or a sustainability report in accordance with a recognised international standard.
- (e) Consider whether the Company has a material exposure to climate change risk.
- (f) Review the Company's risk management framework at least annually to satisfy itself that the framework:
  - (i) continues to be sound;
  - (ii) ensures that the Company is operating with due regard to the risk appetite set by the Board; and
  - (iii) deals adequately with contemporary and emerging risks such as conduct risk, digital disruption, cyber-security, privacy and data breaches, sustainability and climate change.
- (g) Review reports by management on the efficiency and effectiveness of the Company's risk management framework and associated internal compliance and control procedures.

#### **4.5 Other**

- (a) The committee will oversee the Company's environmental risk management and occupational health and safety processes.

- (b) As contemplated by the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations – 4<sup>th</sup> Edition*, and to the extent that such deviation or waiver does not result in any breach of the law, the committee may approve any deviation or waiver from the “*Corporate code of conduct*”. Any such waiver or deviation will be promptly disclosed where required by applicable law.
- (c) Monitor related party transactions.

## **5. Meetings**

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

## **6. Secretary**

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

## **7. Reliance on Information or Professional or Expert Advice**

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

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

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

#### **8. Access to Advice**

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

#### **9. Review of Charter**

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

#### **10. Report to the Board**

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

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## **SCHEDULE 4 – REMUNERATION COMMITTEE CHARTER**

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### **1. Role**

The role of the remuneration committee is to assist the Board in monitoring and reviewing any matters of significance affecting the remuneration of the Board and employees of the Company. This charter defines the remuneration committee's function, composition, mode of operation, authority and responsibilities.

### **2. Composition**

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

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

### **3. Purpose**

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

- (a) reviewing and approving the executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;
- (b) ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration;
- (c) recommending to the Board the remuneration of executive Directors;
- (d) fairly and responsibly rewarding executives having regard to the performance of the Company and its subsidiaries (if any) (**Group**), the performance of the executive and the prevailing remuneration expectations in the market without rewarding conduct that is contrary to the Company's values or risk appetite and having regard to the Company's commercial interest in controlling expenses;
- (e) ensuring incentives for non-executive directors do not conflict with their obligation to bring an independent judgement to matters before the Board;
- (f) reviewing the Company's recruitment, retention and termination policies and procedures for senior management;

- (g) reviewing and approving the remuneration of direct reports to the Chief Executive Officer/Managing Director, and as appropriate other senior executives; and
- (h) reviewing and approving any equity based plans and other incentive schemes.

#### **4. Duties and Responsibilities**

##### **4.1 Executive Remuneration Policy**

- (a) 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.
- (b) Review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs.
- (c) 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 without rewarding conduct that is contrary to the Company's values or risk appetite and having regard to the Company's commercial interest in controlling expenses.

##### **4.2 Executive Directors and Senior Management**

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

##### **4.3 Executive Incentive Plans (including Equity Based Plans)**

- (a) Review and approve the design of any executive incentive plans (**Plans**).

- (b) Ensuring incentives for non-executive directors do not conflict with their obligation to bring an independent judgement to matters before the Board.
- (c) Review and approve any Plans that may be introduced in light of legislative, regulatory and market developments.
- (d) For each Plan, determine each year whether awards will be made under that Plan.
- (e) Review and approve total proposed awards under each Plan.
- (f) In addition to considering awards to executive Directors and direct reports to the Chief Executive Officer/Managing Director, 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.
- (g) Review, approve and keep under review performance hurdles for each Plan.
- (h) Review, manage and disclose the policy (if any) under which participants to a Plan may be permitted (at the discretion of the Company) to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Plan.

#### **4.4 Other**

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

#### **5. Meetings**

- (a) The committee will meet at least once per year and additionally as circumstances may require.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the committee.
- (c) A quorum shall comprise any two members of the committee. In the absence of the Chairman of the committee or appointed delegate, the members shall elect one of their members as Chairman.
- (d) Where deemed appropriate by the Chairman of the committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or a conference call.
- (e) Decisions will be based on a majority of votes with the Chairman of the committee having the casting vote.
- (f) The committee may invite any executive management team members or other individuals, including external third parties, to attend meetings of the committee, as they consider appropriate.

## **6. Secretary**

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

## **7. Reliance on Information or Professional or Expert Advice**

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

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

## **8. Access to Advice**

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

## **9. Review of Charter**

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

## **10. Reporting**

- (a) The committee must report to the Board formally at the next Board meeting following from the last committee meeting on matters relevant to the committee's role and responsibilities.

- (b) The committee must brief the Board promptly on all urgent and significant matters.
- (c) The Company must disclose the policies and practices regarding the remuneration of non-executive directors, executive directors and other senior executives in the Annual Report and as otherwise required by law.

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## **SCHEDULE 5 – NOMINATION COMMITTEE CHARTER**

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### **1. Role**

The role of the nomination committee is to assist the Board in monitoring and reviewing any matters of significance affecting the composition of the Board and the team of executives as appointed by the Company, being the Executive Team. This charter defines the nomination committee's function, composition, mode of operation, authority and responsibilities.

### **2. Composition**

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

- (a) The committee shall comprise at least three non-executive Directors, the majority of whom must be independent, one of whom will be appointed the Chairman of the committee.
- (b) The Board may appoint additional non-executive Directors to the committee or remove and replace members of the committee by resolution.

### **3. Purpose**

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

- (a) maintaining a Board that has an appropriate mix of skills, knowledge of the Company and the industry in which it operates and experience to be an effective decision-making body; and
- (b) ensuring that the Board is comprised of Directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance.

### **4. Duties and Responsibilities of the Committee**

- (a) Periodically review and consider the structure and balance of the Board and make recommendations regarding appointments, retirements and terms of office of Directors.
- (b) Make recommendations to the Board on the appropriate size and composition of the Board.
- (c) Identify and recommend to the Board candidates for the Board after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience and after an assessment of how the candidates can contribute to the strategic direction of the Company.
- (d) Undertake appropriate checks before appointing a Director or senior executive or putting forward to security holders a candidate for election,

as a Director, including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate).

- (e) Ensure that all material information relevant to a decision on whether or not to elect or re-elect a Director will be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director, including:
  - (i) biographical details (including relevant qualifications and experience and skills);
  - (ii) details of any other material directorships currently held by the candidate;
  - (iii) where standing as a Director for the first time, confirmation that the entity has conducted appropriate checks into the candidate's background and experience and any material adverse information revealed by those checks, details of any interest, position or relationship that might materially influence their capacity to be independent and act in the best interests of the Company as a whole rather than in the interests of an individual shareholders or other party, and a statement whether the Board considers the candidate is considered to be independent;
  - (iv) where standing for re-election as a Director, the term of office served by the Director and a statement whether the Board considers the candidate is considered to be independent; and
  - (v) a statement by the Board whether it supports the election or re-election of the candidate and a summary of the reasons why.
- (f) Ensure that each Director and senior executive is personally a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment. For these purposes, a senior executive is a member of key management personnel (as defined in the *Corporations Act 2001* (Cth)), other than a Director. Where the Company engages a bona fide professional services firm to provide a chief financial officer, Company Secretary or other senior executive on an outsourced basis, the agreement may be between the entity and the professional services firm.
- (g) Ensure that Directors or senior executives who are provisionally appointed give an unequivocal undertaking to resign should the Company receive an outstanding check that it considers unsatisfactory.
- (h) Prepare and maintain a Board skills matrix setting out the measurable mix of skills and diversity that the Board currently has (or is looking to achieve) to ensure the Board has the skills to discharge its obligations effectively and to add value and to ensure the Board has the ability to deal with new and emerging business and governance issues. The Company must disclose this matrix in, or in conjunction with, its Annual Report.
- (i) Approve and review induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities.

- (j) Assess and consider the time required to be committed by a non-executive Director to properly fulfil their duty to the Company and advise the Board.
- (k) Consider and recommend to the Board candidates for election or re-election to the Board at each annual shareholders' meeting.
- (l) Review directorships in other public companies held by or offered to Directors and senior executives of the Company.
- (m) Review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board.
- (n) Arrange an annual performance evaluation of the Board, its committee, individual Directors and senior executives as appropriate. Such review will include a consideration of the currency of each Director's knowledge and skills and whether Director's performance has been impacted by any other commitments.

## 5. Meetings

- (a) The committee will meet at least once a year and additionally as circumstances may require.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the committee.
- (c) Where deemed appropriate by the Chairman of the committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or conference call.
- (d) A quorum shall comprise any two members of the committee. In the absence of the Chairman of the committee or appointed delegate, the members shall elect one of their number as Chairman of the committee.
- (e) Decisions will be based on a majority of votes with the Chairman of the committee having a casting vote.
- (f) The committee may invite executive management team members or other individuals, including external third parties to attend meetings of the committee, as they consider appropriate.

## 6. Secretary

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

## **7. Reliance on Information or Professional or Expert Advice**

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

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

## **8. Access to Advice**

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

## **9. Review of Charter**

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

## **10. Reporting**

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

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## **SCHEDULE 6 - STATEMENT OF VALUES**

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### **1. Introduction**

- 1.1 VRX Silica 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.
- 1.2 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.
- 1.3 This document should also be read in conjunction with the Company's Corporate Code of Conduct.

### **2. Statement of Values**

The Company's Statement of Values is set out in the Schedule.

The overarching values expected of all directors, senior executives and employees is to:

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

# Schedule

## Core Values

### Collaboration

Culture of trust  
Voices are heard and valued  
Be open to constructive criticism  
No silos  
Inclusive leadership

### Honesty

Tell the truth  
Be transparent and real  
Consistent behaviour  
“Walk the talk”  
Confront issues early and directly

### Respect

Treat others as you would like to be treated  
Fairness, equality and inclusiveness  
Non-discriminatory behaviour  
Environmental and social focus

### Excellence

High quality work and outcomes  
Excellent assets and people  
Excellent decision making

### Safety

Take personal responsibility “see something, say something”  
Responsive and open culture, report without fear  
Provide tools for a safe workplace

### Integrity

Always do the right thing  
Follow through on commitments  
Moral-based principles  
Engage in ethical decision making

## Purpose Statement

### What is our Core Purpose?

VRX Silica Limited exists to create superior and sustainable returns for all stakeholders through development of the company's silica sands projects in Western Australia.

**What is our Vision?**

VRX Silica Limited's vision is the development of world-class, high-grade silica sand projects in Western Australia, moving to commercial sustainable profitable operations.

**What is our Promise?**

To operate with honesty and integrity and grow VRX Silica Limited into a world-leading silica sands processing company.

**Who are our Beneficiaries?**

- Shareholders
- Employees
- Consultants
- Government
- Community
- Suppliers
- Traditional Owners

**Measures of Performance**

- Performance to budget
- Enterprise value (market cap –cash)
- Ontime payment to all creditors
- Positive media feedback, communications with stakeholders
- Ontime delivery of stated timelines and objectives
- Improvement of Project economics
- Maintenance and quality of Company data
- Safety statistics
- Peer comparison

**What our Beneficiaries Want**

<b>Beneficiary</b>	<b>What they Want</b>	<b>Measure of Success</b>
Shareholders	Solvency and liquidity Sustainable business growth On time project delivery Operate ethically Provide information in a timely manner	Cash in bank, regulatory compliance Share price and market value Business equity managed responsibly
Employees	Employment and engagement Operate ethically and timely	Positive workplace culture (expand)
Traditional Owners	Employment and engagement Operate ethically and timely Provide information in a timely manner	Jobs and contracts Timely and transparent engagement Create an environment of reciprocal respect
Government	Operate ethically and timely Provide information in a timely manner	Community feedback
Community	Employment and engagement Operate ethically and timely Provide information in a timely manner	Jobs and contracts Timely and transparent engagement
Suppliers	Work and engagement	Contracts

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## **SCHEDULE 7 – PERFORMANCE EVALUATION POLICY**

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

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

The review will include:

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

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

The remuneration committee will oversee the evaluation of the remuneration of the Company's senior executives. This evaluation must be based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.

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

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## **SCHEDULE 8 – CONTINUOUS DISCLOSURE POLICY**

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### **Disclosure Requirements**

- 1 The Company recognises its duties pursuant to the continuous disclosure rules of the ASX Listing Rules and Corporations Act to keep the market fully informed of information which may have a material effect on the price or value of the Company's securities.
- 2 Subject to certain exceptions (in ASX Listing Rule 3.1A), the Company is required to immediately release to the market information that a reasonable person would expect to have a material effect on the price or value of the Company's securities.

### **Responsibilities of directors officers and employees**

- 3 The Board as a whole is primary responsibility for ensuring that the Company complies with its disclosure obligations and for deciding what information will be disclosed. Subject to delegation, the Board is also responsible for authorising all ASX announcements and responses of the Company to ASX queries.
- 4 Every director, officer and employee of the Company is to be informed of the requirements of this policy and must advise the Managing Director, Chief Executive Officer (or equivalent), Chairperson or Company Secretary as soon as possible (and prior to disclosure to anyone else) of matters which they believe may be required to be disclosed.

### **Authorised Disclosure Officer**

- 5 The Board has delegated its primary responsibilities to communicate with ASX to the following Authorised Officer:
  - 5.1 the Company Secretary; or
  - 5.2 in the absence of the Company Secretary, the Managing Director, Chief Executive Officer or a designated Executive Director who is authorised to act in that capacity by the Board.

### **Responsibilities of Authorised Disclosure Officer**

- 6 Subject to Board intervention on a particular matter, the Authorised Officer is responsible for the following:
  - 6.1 monitoring information required to be disclosed to ASX and coordinating the Company's compliance with its disclosure obligations;
  - 6.2 ASX communication on behalf of the Company, authorising Company announcements and lodging documents with ASX;
  - 6.3 requesting a trading halt in order to prevent or correct a false market;
  - 6.4 providing education on these disclosure policies to the Company's directors, officers and employees; and
  - 6.5 ensuring there are vetting and authorisation processes designed to ensure that Company announcements:
    - 6.5.1 are made in a timely manner;
    - 6.5.2 are factual;
    - 6.5.3 do not omit material information;

- 6.5.4 are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.
- 7 An authorised Disclosure Officer must be available to communicate with the ASX at all reasonable times, and are responsible for providing contact details and other information to ASX to ensure such availability.

### **Measures to avoid a false market**

- 8 In the event that ASX requests information from the Company in order to correct or prevent a false market in the Company's securities, the Company will comply with that request. The extent of information to be provided by the Company will depend on the circumstances of the ASX request.
- 9 If the Company is unable to give sufficient information to the ASX to correct or prevent a false market, the Company will request a trading halt.
- 10 If the full Board is available to consider the decision of whether to call a trading halt, only they may authorise it, but otherwise, the Authorised Disclosure Officer may do so.

### **ASX Announcements**

- 11 Company announcements of price sensitive information are subjected to the following vetting and authorisation process to ensure their clarity, timely release, factual accuracy and inclusion of all material information:
- 11.1 The Authorised Officer must prepare ASX announcements when required to fulfil the Company's disclosure obligations.
- 11.2 Proposed announcements must be approved by the Chairperson or in his or her absence, urgent announcements may be approved by the Managing Director or Chief Executive Officer (or equivalent) or other person expressly authorised by the Board.
- 11.3 Announcements must first be released to the ASX Announcements Platform before being disclosed to any other private or public party (such as the media). After release of the announcement, it must be displayed on the Company's website, following which the Company can then release such information to media and other information outlets.
- 11.4 Wherever practical, all announcements must be provided to the directors, Chief Executive Officer (or equivalent) and Company Secretary prior to release to the market for approval and comment. Where the urgency of the subject matter precludes reference to the full Board, an announcement of price sensitive information may be approved by the Directors who are available. It is specifically acknowledged that where a continuous disclosure obligation arises, disclosure cannot be delayed to accommodate the availability of Board members.

### **Confidentiality and unauthorised disclosure**

- 12 The Company must safeguard the confidentiality of information which a reasonable person would expect to have a material effect on the price or value of the Company's securities. If such information is inadvertently disclosed, the Authorised Disclosure Officer must be informed of the same and must refer it to the Chairperson and Managing Director or Chief Executive Officer (or equivalent) as soon as possible.

## **External communications and Media Relations**

- 13 The Chairperson and Managing Director or Chief Executive Officer (or equivalent) are authorised to communicate on behalf of the Company with the media, government and regulatory authorities, stock brokers, analysts and other interested parties or the public at large. No other person may do so unless specifically authorised by the Chairperson, Managing Director or Chief Executive Officer (or equivalent). All employees must ensure that they comply with the Company's Code of Conduct and any other policies in respect of media contact and comment.
- 14 All requests for information from the Company must be referred to the Authorised Disclosure Officer for provision to the Chairperson and Managing Director or Chief Executive Officer (or equivalent).

## **Breach of Disclosure Policy**

- 15 Serious breaches of this disclosure policy may be treated with disciplinary action, including dismissal, at the discretion of the Board.
- 16 Where the breach is alleged against a member of the Board, that director will be excluded from the Board's consideration of the breach and any disciplinary action for the Company to take.

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

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## SCHEDULE 9 – RISK MANAGEMENT POLICY

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

The Board has delegated to the audit and risk committee responsibility for implementing the risk management system.

The audit and risk committee will submit particular matters to the Board for its approval or review. Among other things it will:

- (a) oversee and periodically review the Company's risk management framework, systems, practices and procedures to ensure effective risk identification and management and compliance with the risk appetite set by the Board, internal guidelines and external requirements;
- (b) assist management to determine whether it has any material exposure to environmental or social risks (as those terms are defined in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations – 4<sup>th</sup> Edition (Recommendations)*):
  - (i) if it does, how it manages, or intends to manage, those risks; and
  - (ii) if it does not, report the basis for that determination to the Board, and where appropriate benchmark the Company's environmental or social risk profile against its peers;
- (c) consider whether the Company has a material exposure to climate change risk;
- (d) assist management to determine the key risks to the businesses and prioritise work to manage those risks;
- (e) assess whether the Company is required to publish an integrated report or a sustainability report (as those terms are defined in the Recommendations in accordance with a recognised international standard); and
- (f) review reports by management on the efficiency and effectiveness of risk management and associated internal compliance and control procedures.

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

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

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

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

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

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

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

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

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

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## SCHEDULE 10 – SECURITIES TRADING POLICY

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### 1. INTRODUCTION

- 1.1 These guidelines set out the policy on the sale and purchase of securities in the Company by its Key Management Personnel. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.
- 1.2 Key Management Personnel of the Company are encouraged to be long-term holders of the Company's securities. It is important, however, that care is taken in the timing of any dealing in securities of the Company.
- 1.3 This policy imposes constraints on Key Management Personnel of the Company dealing in securities of the Company.
- 1.4 The primary purpose of this policy is to assist Key Management Personnel to avoid conduct known as "insider trading" which is prohibited under the *Corporations Act 2001* (**Corporations Act**). In some respects the Company's policy extends beyond the requirements of the Corporations Act.
- 1.5 This policy has been adopted by the Board of the Company.

### 2. APPLICATION

- 2.1 This policy applies to all Key Management Personnel of the Company as set out in Schedule 1, as may be amended from time to time.
- 2.2 This policy applies not only to the sale and purchase of any securities of the Company and its subsidiaries, but also to any "dealing in securities" which includes transactions or arrangements which operate to limit the economic risk of a security holding.
- 2.3 This policy is subject, at all times, to the law against insider trading.

### 3. OBJECTIVES

- 3.1 The objectives of this policy are to:
- (a) minimise the risk of Key Management Personnel of the Company contravening the law against insider trading;
  - (b) ensure the Company is able to meet its reporting obligations under the ASX Listing Rules; and
  - (c) increase transparency with respect to trading in securities of the Company by Key Management Personnel.
- 3.2 To achieve these objectives, Key Management Personnel should treat this policy as binding on them in the absence of a specific exemption by the Board.

#### 4. DEALING IN SECURITIES – LEGAL AND OTHER CONSIDERATIONS

##### *Insider Trading*

- 4.1 Sections 1042A to 1043O of the Corporations Act prohibits conduct known as "insider trading".
- 4.2 Insider trading is a criminal offence. It may also attract civil liability. In broad terms, a person will be guilty of insider trading if:
- (a) that person possesses information which is not generally available to the market; and
  - (b) if the information were generally available to the market, would be likely to have a material effect on the price or value of the Company's securities (ie, information that is "price-sensitive"); and
  - (c) that person:
    - (i) buys or sells securities in the Company; or
    - (ii) procures someone else to buy or sell securities in the Company; or
    - (iii) passes on that information to a third party where that person knows, or ought reasonably to have known, that the third party would be likely to buy or sell the securities or procure someone else to buy or sell the securities of the Company.

The following are examples of information which could potentially be regarded as price-sensitive and which, if made available to the market, could materially affect the price of the Company's securities:

- (1) the Company is considering or negotiating a major acquisition or disposal of assets
- (2) a threat of major litigation against the Company
- (3) the Company's sales and profit results materially exceeding (or falling short of) the market's expectations
- (4) a material change in debt, liquidity or cash flow
- (5) a significant new development proposal, for example, a new product or technology
- (6) the granting (or loss) of a major contract
- (7) management or business restructuring proposal; and
- (8) a share issue proposal.

- 4.3 The above examples illustrate that Key Management Personnel of the Company will from time to time be in a situation where they are in possession of price-sensitive information that is not generally available to the public.

A person does not need to be a member of the Key Management Personnel of the Company to be guilty of insider trading in relation to securities of the Company. The prohibition extends to dealings by Key Management Personnel through nominees, agents or other associates, such as family members, family trusts and family

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

### **ASX continuous disclosure rules**

- 4.4 The risk of contravention of insider trading laws in relation to information concerning public companies was substantially reduced in 1994 with the introduction of the continuous disclosure regime. Under that regime, public companies listed on an exchange operated by ASX Limited (ASX) are required to disclose all price-sensitive information immediately to ASX, except in limited circumstances. The tests of what constitute price-sensitive information under the insider trading laws and under the continuous disclosure requirements are effectively identical. As a consequence, at least in theory, there is little risk of Key Management Personnel contravening insider trading laws as all relevant information will already have been disclosed to the market.
- 4.5 However, there are a number of limitations and qualifications to the above, including:
- (a) where the ASX Listing Rules and the Corporations Act permit companies to not disclose certain information, for example in the situation where an acquisition is being negotiated and remains confidential;
  - (b) where information may be known to a particular member of the Key Management Personnel but not yet by the Company as a whole (ie the Board);
  - (c) where the Company may not have yet complied with its continuous disclosure obligations in relation to a particular event or circumstance – there will always be some element of delay in doing so; and
  - (d) where Key Management Personnel will generally have a better feel for the performance of the Company than the public.

In these situations, there is still potential for contravention of the insider trading laws. There is also the potential for an appearance of contravention even if there has not been actual contravention. This could reflect badly on the Company as well as on the Key Management Personnel concerned and lead to reputational harm.

- 4.6 Another circumstance that must be guarded against is where one or more Key Management Personnel are aware of an event or circumstance and the remaining Key Management Personnel are not yet aware. In such a circumstance, it is important that no member of the Key Management Personnel deals in securities because:
- (a) there is a risk that they will be found to have been guilty of insider trading even if they had no intention of committing a contravention; and
  - (b) of the potential for such circumstances to reflect badly on the Company.
- 4.7 For these reasons, the advice of the Chairperson should be sought prior to any dealings in securities taking place, and steps should be taken to ensure that the

Chairperson is appraised of all relevant considerations by the Disclosure Officer (Company Secretary) appointed under ASX Listing Rule 1.1, condition 12.

## **5. DEALING IN SECURITIES – PROCEDURE AND PROHIBITED PERIODS**

### ***Procedure for obtaining prior written clearance***

- 5.1 Key Management Personnel must not deal in securities of the Company unless:
- (a) they have satisfied themselves that they are not in possession of any price-sensitive information that is not generally available to the public;
  - (b) they have contacted the Chairperson, or in their absence, the Company Secretary and notified them of their intention to do so (in advance of dealing in the securities) and the Chairperson indicates in writing (copied to the Company Secretary) that there is no impediment to them doing so; and
  - (c) where the Chairperson wishes to deal in securities, he or she has contacted the Board or, in their absence, the Company Secretary, and notified them of their intention to do so (in advance of dealing in the securities) and Company Secretary indicates in writing that there is no impediment to him or her doing so.

**Schedule 2** contains a flowchart of the procedure for obtaining prior written clearance.

### 5.2 Approvals to buy or sell securities

- (a) All requests to buy or sell securities as referred to in paragraph 5.1 must include the intended volume of securities to be purchased or sold and an estimated time frame for the sale or purchase.
- (b) Copies of written approvals must be forwarded to the Company Secretary prior to the approved purchase or sale transaction.
- (c) Key Management Personnel need to be mindful of the market perception associated with any sale of Company securities and possibly the ability of the market to absorb the volume of shares being sold. With this in mind, the management of the sale of any significant volume of Company securities (ie a volume that would represent a volume in excess of 10% of the total securities held by the seller prior to the sale, or a volume to be sold that would be in excess of 10% of the average daily traded volume of the shares of the Company on the ASX for the preceding 20 trading days) by a Key Management Personnel needs to be discussed with the Board and the Company's legal advisers prior to the execution of any sale. These discussions need to be documented in the form of a file note, to be retained by the Company Secretary.

### ***Prohibited Periods***

- 5.3 Subject to the exceptions discussed in paragraph 6 below, Key Management Personnel are prohibited from dealing in securities of the Company, and the

Chairperson will not give written clearance to Key Management Personnel to deal in securities of the Company, in the following closed periods:

- (a) two weeks prior to, and 48 hours after the release of the Company's Annual Financial Report;
- (b) two weeks prior to, and 48 hours after the release of the Half Year Financial Report of the Company;
- (c) two weeks prior to, and 48 hours after the release of the Company's quarterly reports (if applicable); and
- (d) within the period of 1 month prior to the release of a disclosure document offering securities in the Company,

(together the **Closed Periods**).

The Company may at its discretion vary this rule in relation to a particular Closed Periods by general announcement to all Key Management Personnel either before or during the Closed Periods. However, if a Key Management Personnel is in possession of price sensitive information which is not generally available to the market, then he or she must not deal in the Company's securities at any time.

- 5.4 The Company may also impose additional periods from time to time during which Key Management Personnel are prohibited from dealing in securities of the Company, including while it considers matters which are exempt from immediate disclosure to ASX under ASX Listing Rule 3.1A.

If a member of the Key Management Personnel of the Company is in possession of price-sensitive information which is not generally available to the market, then he or she must not deal in securities of the Company at any time, even if such trading might otherwise be permitted by this policy.

- 5.5 Key Management Personnel must not:

- (a) at any time engage in short-term trading in securities of the Company;
- (b) communicate price-sensitive information to a person who may deal in securities of the Company; or
- (c) recommend or otherwise suggest to any person (including a spouse, relative, friend, trustee of a family trust or directors of a family company) the buying or selling of securities in the Company; or
- (d) communicate price-sensitive information to external advisers unless they are bound by confidentiality agreements or other enforceable confidentiality obligations.

The above principles also apply to any "dealing in securities" of the Company, including the following:

- (1) trading in financial products issued or created over the Company's securities and associated products; and
- (2) entering into transactions in associated products which operate to limit the economic risk of security holdings in the Company.

## 6. EXCEPTIONS

### ***Trading not subject to this Policy***

6.1 Notwithstanding the above prohibited periods, Key Management Personnel may at any time (without the consent of the Chairperson, but subject at all times to the law against insider trading and to the notification requirements discussed below):

- (1) acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;
- (2) acquire Company securities under a bonus issue made to all holders of securities of the same class;
- (3) acquire Company securities under a dividend reinvestment, or top up plan that is available to all holders of securities of the same class;
- (4) acquire, or agree to acquire or exercise options under an employee incentive scheme (as that term is defined in the ASX Listing Rules);
- (5) withdraw ordinary shares in the Company held on behalf of the Key Management Personnel in an employee incentive scheme (as that term is defined in the ASX Listing Rules) where the withdrawal is permitted by the rules of that scheme;
- (6) acquire ordinary shares in the Company as a result of the exercise of options held under an employee option scheme;
- (7) transfer Company securities already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary;
- (8) invest in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (9) where a restricted person is a trustee of a trust, trade in Company securities by that trust provided the restricted person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person;
- (10) undertake to accept, or accept, under a takeover offer;
- (11) trade under an offer or invitation made to all or most of the Company's security holders, such as, a rights issue, a security purchase plan, a dividend

or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;

- (12) dispose of securities of the Company resulting from a secured lender exercising their rights, for example, under a margin lending arrangement;
- (13) exercise (but not sell securities following the exercise of) an option or a right under an employee incentive scheme, or convert a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a prohibited period and the entity has been in an exceptionally long prohibited period or the entity has had a number of consecutive prohibited periods and the restricted person could not reasonably have been expected to exercise it at a time when free to do so; and
- (14) trade 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 restricted person did not enter into the plan or amend the plan during a prohibited period;
  - b) the trading plan does not permit the restricted person to exercise any influence or discretion over how, when, or whether to trade; and
  - c) the policy does not allow the restricted person to cancel the trading plan or cancel or otherwise vary the terms of his or her participation in the trading plan during a prohibited period other than in exceptional circumstances.

### **Exceptional Circumstances**

6.2 Exceptional Circumstances in which Key Management Personnel may deal in securities during a prohibited period:

- (1) Key Management Personnel who are not in possession of inside information in relation to the Company, may be given prior written clearance by the Chairperson to sell or otherwise dispose of the securities of the Company in a Closed Period where such person is in severe financial hardship or where there are other exceptional circumstances as set out in this policy.  
A financial hardship or exceptional circumstances determination can only be made by examining all of the facts and if necessary obtaining independent verification of the facts from banks, accountants or other like institution.

Key Management Personnel may be in severe financial hardship if he or she has a pressing financial commitment that cannot be satisfied otherwise than by selling the relevant securities of the Company. For example, a tax liability of such a person would not normally constitute severe financial hardship unless the person has no other means of satisfying the liability.

Other examples include if the Key Management Personnel is required by a court order, or there are court enforceable undertakings, for example, in a bona fide family settlement, to transfer or sell the securities of the Company or there is some other overriding legal or regulatory requirement for him or her to do so.

- (2) In recognition of the case that exceptional circumstances, by their nature, cannot always be specified in advance, it is envisaged that there may be other circumstances, which have not been identified in this policy, that may be deemed exceptional by the Chairperson (or the Board or the Company Secretary where the Chairperson is involved) and whereby prior written clearance is granted to permit dealing.

***Procedure for obtaining prior written clearance***

- (a) The person seeking clearance to deal in securities must seek prior written clearance to do so and satisfy the Chairperson that they are in severe financial hardship or that their circumstances are otherwise exceptional and that the proposed sale or disposal of the relevant securities is the only reasonable course of action available.
- (b) If the Chairperson is in any doubt in making such determinations on behalf of the Company, consideration should be given to the purpose of the ASX Listing Rules and their discretion should be exercised with caution.
- (c) Any written clearance to deal in the Company's securities during the exceptional circumstances must specify the duration for which of such approval applies.
- (d) Only a written clearance signed by the Chairperson and the Company Secretary, as the case may be, will constitute valid written clearance for the purpose of this policy.

**Schedule 2** contains a flowchart of the procedure for obtaining prior written clearance for severe financial hardship/exceptional circumstances.

## **7. NOTIFICATION OF DEALING IN SECURITIES**

- 7.1 Key Management Personnel must notify the Chairperson (who will notify the Company Secretary) immediately on acquiring or disposing of a relevant interest in any securities in the Company.
- 7.2 Directors have entered into an agreement with the Company under which they are obliged to notify changes in interests in shares and other relevant matters.

## **8. NOTIFICATION OF DEALINGS IN SECURITIES – DIRECTORS – LEGAL AND OTHER CONSIDERATIONS**

- 8.1 ASX Listing Rules 3.19A and 3.19B require the Company to notify dealing in securities by Directors within 5 business days. Three appendices are included in the ASX Listing Rules for the purpose of this notification, being 3X Initial Director's Interest Notice, 3Y Change of Director's Interest Notice and 3Z Final Director's Interest Notice.
- 8.2 Section 205G of the *Corporations Act 2001* requires a Director of a listed company to notify ASX within 14 days of acquiring or disposing of a relevant interest in any securities of the Company. This is an obligation of the Director, not the Company. There is no prescribed form for such notifications. ASIC has granted relief from the requirements of section 205G where notifications are made by the Company under Listing Rules 3.19A and 3.19B.
- 8.3 Key Management Personnel are required to notify the Chairperson (who will notify the Company Secretary) of any dealing in securities within two (2) business days to allow the Company to comply with ASX Listing Rules 3.19A and 3.19B.

## **9. PENALTIES**

- 9.1 A trade in any securities by a person who is in possession of price-sensitive information not publicly available could contravene the Corporations Act and expose the person to civil and criminal penalties.
- 9.2 A contravention of this policy by a member of the Key Management Personnel may result in summary dismissal.

## **10. MATERIAL CHANGES TO THE SECURITIES TRADING POLICY**

- 10.1 Under ASX Listing Rule 12.10, if the Company makes a "material change" to this trading policy, the amended policy must be announced to the market within 5 business days of the material change taking effect.

For purposes of the ASX Listing Rules, amendments to the Company's trading policy that would constitute a material change and which would require that the amended policy be given to ASX for release to the market include:

- (a) changes to the periods specified in the trading policy when the Company's Key Management Personnel are prohibited from dealing in securities of the Company (ie the prohibited periods);
- (b) changes with respect to the trading that is excluded from the operation of the Company's trading policy; and

- (c) changes with respect to the exceptional circumstances in which the Company's Key Management Personnel may be permitted to trade during a prohibited period.

## 11. EFFECT OF COMPLIANCE WITH THIS POLICY

- 11.1 Compliance with this policy does not absolve Key Management Personnel from complying with the law, which must be the overriding consideration when trading in the Company's securities.

## 12. DEFINITIONS

- 12.1 For the purposes of this policy:

- (a) **"Board"** means the board of directors of the Company as appointed from time to time;
- (b) **"closed period"** means the fixed periods specified in paragraph 5.2 when the Company's Key Management Personnel are prohibited from dealing in securities of the Company;
- (c) **"deal in securities"** or **"dealing in securities"** means to buy or sell shares, options or other securities in the Company, or enter into transactions in relation to shares, options or other securities in the Company which operate to limit the economic risk of a security holding. It includes procuring another person to do any of these things;
- (d) **"price-sensitive information"** means information concerning the company that is not generally available to the market and, if available to the market, that a reasonable person would expect to have a material affect on the price or value of securities in the Company;
- (e) **"prohibited period"** means any closed period or additional periods when the Company's Key Management Personnel are prohibited from dealing in securities of the Company, which are imposed by the Company from time to time when the Company is considering matters which hare subject to ASX Listing Rule 3.1A.

- 12.2 For the purposes of paragraph 4, a Director's "dealing in securities" includes associates of Directors dealing in securities, and it is incumbent on each Director to ensure that an associate does not deal in circumstances where the dealing could be attributed to the Director concerned. Associate has the meaning given to it Division 2 of Part 1.2 of the Corporations Act.

## **SCHEDULE 1**

Directors to whom this policy applies:

- Mr Paul Boyatzis
- Mr Bruce Maluish
- Mr Peter Pawlowitsch
- Mr David Welch
- All members of the board of subsidiaries of the Company
- Any other director appointed to the Board of the Company or a board of a subsidiary of the Company

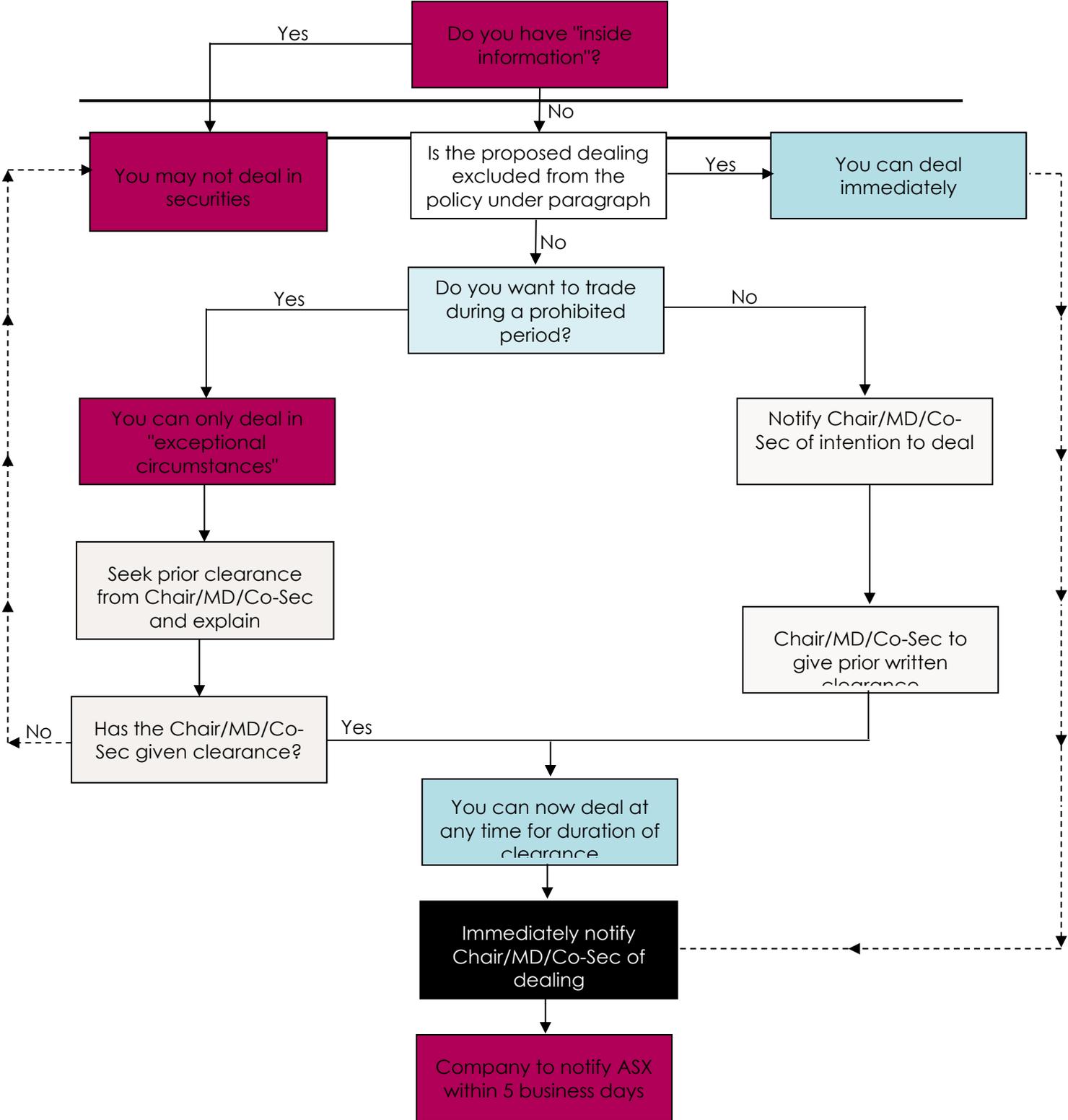
Executives to whom this policy applies:

- All executives who directly report to the Chairman or Managing Director, as the case may be.
- Other executives as determined by the Board from time to time

# SCHEDULE 2

## Dealing in Securities of the Company

### Clearance Flowchart



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## SCHEDULE 11 – DIVERSITY POLICY

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### 1. Introduction

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

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

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

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

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

### 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) an inclusive workplace where discrimination, harassment, vilification and victimisation cannot and will not be tolerated;
- (d) improved employment, talent management and career development opportunities for women;
- (e) enhanced recruitment practices whereby the best person for the job is employed, which requires the consideration of a broad and diverse pool of talent;
- (f) a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity; and
- (g) awareness in all staff of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity,

(collectively, the **Objectives**).

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

### **3. Responsibilities**

#### **3.1 The Board's commitment**

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

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

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

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

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

#### **3.2 Strategies**

The Company's diversity strategies may include:

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

#### **4. Monitoring and Evaluation**

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

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

Measurable Objectives as set by the Board, may be included in the annual key performance indicators for the Chief Executive Officer/Managing Director and senior executives.

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

#### **5. Reporting**

The Company will disclose, for each financial year:

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

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## SCHEDULE 12 – WHISTLEBLOWER PROTECTION POLICY

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### 1. Background and Purpose

VRX Silica Limited (ACN 142 014 873) (**Company**) is committed to conducting all of its business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations. Its board of directors (**Board**), management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards.

The Company has adopted this Whistleblower Policy to:

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

This Whistleblower Policy is in compliance with the ASX Corporate Governance Principles and Recommendations – 4<sup>th</sup> Edition as well as industry standards and the Company's legal and regulatory obligations.

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

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

### 2. Definitions

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

**AFP** means the Australian Federal Police.

**APRA** means the Australian Prudential Regulation Authority.

**ASIC** means the Australian Securities and Investments Commission.

**Commissioner** means the Commissioner of Taxation.

**Corporations Act** means the *Corporations Act 2001* (Cth).

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

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

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

**Recipient** has the meaning set out in clause 6.2(a).

**Reportable Matter** has the meaning set out in clause 6.1.

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

### 3. Who the whistleblower policy applies to

- (a) The Company requires all Personnel to comply with this Whistleblower Policy and any applicable whistleblower laws and regulations, including the provisions under the Corporations Act and Taxation Act.
- (b) The Whistleblower Policy applies to all Disclosers of Reportable Matters. However, additional disclosures may be protected under other legislation.

### 4. Responsibility for compliance and training

- (a) The Company's Board is responsible for the overall administration of this Whistleblower Policy. The Board will monitor the implementation of this Whistleblower Policy and will review on an ongoing basis its suitability and effectiveness. Internal control systems and procedures will be audited regularly to ensure that they are effective in minimising the risk of non-compliance with this Whistleblower Policy.
- (b) The Board may appoint a Whistleblower Protection Officer who will be responsible for:
  - (i) protecting Disclosers and applying this Whistleblower Policy; and
  - (ii) monitoring the effectiveness of relevant policies and reporting to the Board accordingly;
- (c) The Board may appoint a Whistleblower Investigating Officer who will be responsible for:
  - (iii) investigating reports made under this Whistleblower Policy; and

- (iv) reporting to the Board or a Committee of the Board.
- (d) A copy of this Whistleblower Policy will be made available on the Company's website and in such other ways as will ensure the Whistleblower Policy is available to those wishing to use it.
- (e) All Personnel are required to understand and comply with this Whistleblower Policy and to follow the reporting requirements set out in this Whistleblower Policy. To this end, regular and appropriate training on how to comply with this Whistleblower Policy will be provided to all Personnel (including recipients and potential investigators and those with specific responsibility under this Whistleblower Policy) to ensure everyone is aware of their rights and obligations under this Whistleblower Policy and under applicable whistleblower laws. However, it is the responsibility of all Personnel to ensure that they read, understand and comply with this Whistleblower Policy.

## 5. Consequences of breaching this Whistleblower Policy

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

## 6. Whistleblower Policy

### 6.1 Reportable Matters

Personnel are encouraged to speak up and report Reportable Matters under this Whistleblower Policy to a Recipient listed in clause 6.2(a).

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

	<p>other breaches of law or regulatory requirements;</p> <p>(c) is unethical or breaches any of the Company's policies, charters or Code of Conduct;</p> <p>(d) is potentially harmful or damaging to the Company, an employee or person, such as unsafe work practices, environmental damage or substantial wasting of Company resources;</p> <p>(e) may cause financial loss or damage in any way to the Company's reputation or be otherwise detrimental to the Company's interest;</p> <p>(f) involves actual or threatened harassment, discrimination, victimisation or bullying, or any other type of detrimental action (other than disclosures that solely relate to personal work-related grievances as defined in the Corporations Act); or</p> <p>(g) amounts to an abuse of authority.</p>
<p>Reportable Matters do <b>not</b> generally include <b>personal work-related grievances</b>.</p> <p>Personal work-related grievances are those that relate to current or former employment and have, or tend to have, implications for the Discloser personally but do not have any other significant implications for the Company (or any other entity) or do not relate to conduct or alleged conduct, about a Reportable Matter.</p> <p>Personnel can discuss personal work-related grievances with their manager, or if not appropriate any other manager/CEO/Managing Director. Alternatively, Personnel may wish to seek legal advice about their rights and protections under employment law and ways to resolve personal work-related grievances.</p> <p>However, in some cases, these grievances may qualify for legal protection (See Annexure 1).</p>	<p><b>Examples</b> of personal work-related grievances include:</p> <p>(a) an interpersonal conflict between the Discloser and another employee; and</p> <p>(b) a decision that does not involve a breach of workplace laws;</p> <p>(c) a decision concerning the engagement, transfer or promotion of the Discloser;</p> <p>(d) a decision concerning the terms and conditions of engagement of the Discloser; or</p> <p>(e) a decision to suspend or terminate the engagement of the Discloser, or otherwise to discipline the Discloser.</p>

## 6.2 Making a Report

### (a) Who to report to?

The Company encourages reports of Reportable Matters to be made to any of the following recipients (as appropriate in the circumstances) (**Recipients**):

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

The contact details of the Recipients can be found on the Company's website/from an appropriate employee. Reports can be made by email, telephone, in person.

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

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

### (b) Anonymous reports

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

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

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

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

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

(c) **Questions**

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

### **6.3 Investigating a Report**

(a) **Who will investigate?**

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

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

Where a Reportable Matter relates to the managing director, Chief Executive Officer, Whistleblower Protection Officer, Whistleblower Investigating Officer or a director of the Company, the matter will be referred directly to the Chair of the Audit and Risk Committee, Company Secretary or other appropriate person.

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

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

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

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

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

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

## **6.4 Support and Protections**

(a) **Identity Protection (Confidentiality) for Disclosers**

The identity of and information likely to lead to the identification of a Discloser will be kept confidential, however a disclosure can be made:

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

During the course of an investigation, the Company will take reasonable steps to reduce the risk of disclosing information that could identify the Discloser (including redacting all personal information or references to the Discloser, restricting the number of people involved in handling and investigating the disclosure and ensuring secure and confidential email

communication in relation to the investigation). Note however, that in practice, people may be able to guess the Discloser's identity if the Discloser has mentioned their intention to make a disclosure; the Discloser is one of a very small number of people with access to the information; or the disclosure relates to information that a Discloser has previously been told privately and in confidence.

Unauthorised disclosure of:

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

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

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

(b) **Protection from detriment for Disclosers**

A Discloser who makes a report under this Whistleblower Policy shall not suffer detriment (either actual or threatened). Examples of actual or threatened detriment include:

- (i) harassment, intimidation, victimisation, bias or discrimination;
- (ii) dismissal of an employee or varying an employee's position or duties;
- (iii) causing physical or psychological harm or injury; or
- (iv) damage to a person's property, reputation, business or financial position or any other damage.

Certain actions will not constitute detrimental conduct such as:

- (i) administrative action that is reasonable for the purpose of protecting a Discloser from detriment (eg moving a Discloser who has made a disclosure about their immediate work area to another area to prevent them from detriment); and
- (ii) managing a Discloser's unsatisfactory work performance, if the action is in line with the Company's performance management framework.

The Company will take all steps to protect Disclosers from any form of detrimental treatment and may ensure that a risk assessment is carried out to determine the risk of detriment.

Anyone who retaliates against someone who has reported a possible violation may be subject to discipline by the Company or penalties under the Corporations Act, Taxation Act or other Australian law.

Anyone who is subjected to detriment as a result of making a report under this Whistleblower Policy should report it in accordance with clause 6.2.

A Discloser (or any other employee or person) can seek compensation or other remedies through the courts if:

- (i) they suffer loss, damage or injury because of a disclosure; and
- (ii) the Company failed to prevent a person from causing the detriment.

A Discloser may seek independent legal advice or contact a regulatory body if they believe they have suffered detriment.

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

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

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

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

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

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

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

(e) **Files and Records**

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

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

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

**7. Monitoring and Review**

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

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## ANNEXURE 1 – SUMMARY OF PROTECTIONS UNDER THE CORPORATIONS ACT

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The Corporations Act sets out disclosures that are protected under the Corporations Act if certain conditions are met as well as the protections available to protected disclosures. **A summary of such protections (as at the date of this policy) is set out below but you should refer to the Corporations Act itself for a full understanding of the conditions and protections available and the relevant definitions. You can also visit the ASIC website for more information.**

### 1. PROTECTED DISCLOSURES

Disclosures will be protected if:

- (b) the discloser is an **Eligible Whistleblower**, being an individual who is, or has been, any of the following:
  - (i) an officer or employee of the Company (eg current and former employees who are permanent, part-time, fixed-term or temporary, interns, secondees, managers and directors);
  - (ii) an individual who supplies services or goods to the Company (whether paid or unpaid) or an employee of a person that supplies goods or services to the Company (eg current and former contractors, consultants, service providers and business partners);
  - (iii) an associate of the Company;
  - (iv) a relative, dependant or dependant of the spouse of any individual referred to at (i) to (iii) above; or
  - (v) any prescribed individual under the Corporations Act;
- (b) **and** the disclosure is made to:
  - (i) the ASIC, APRA or a prescribed Commonwealth authority; or
  - (ii) an **Eligible Recipient**, being:
    - (A) an officer or senior manager of the Company or a related body corporate of the Company;
    - (B) an auditor (or a member of the audit team) of the Company or a related body corporate of the Company;
    - (C) an actuary of the Company or a related body corporate of the Company;
    - (D) a person authorised by the Company to receive disclosures that qualify for protection under the Corporations Act;
    - (E) anyone prescribed under the regulations as being an eligible recipient; or
  - (iii) a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the whistleblower provisions in the Corporations Act (even in the event such legal practitioner concludes that a disclosure does not relate to a disclosable matter under the Corporations Act);
- (c) **and** the disclosure relates to a **Disclosable Matter** in that the discloser has reasonable grounds to suspect that the information concerns misconduct, or an improper state of affairs or circumstances in relation to the Company or a related body corporate of the Company. This includes any suspicion that the Company or its body corporate, or an officer or employee of the Company or its body corporate has engaged in conduct that:
  - (i) constitutes an offence against, or a contravention of, a provision of the Corporations Act, the *Australian Securities Investments Commission Act 2001*, the *Banking Act 1959*, the *Financial Sector (Collection of Data) Act 2001*, the *Insurance Act 1973*, the *Life Insurance Act 1995*, the *National Consumer Credit Protection Act 2009*, the *Superannuation Industry (Supervision) Act 1993*, or an instrument made under any such Act; or

- (ii) constitutes an offence against any other law of the Commonwealth of Australia that is punishable by imprisonment for a period of 12 months or more; or
- (iii) represents a danger to the public or the financial system; or
- (iv) is prescribed by regulation.

(Note that the term "misconduct" is defined in the Corporations Act to include fraud, negligence, default, breach of trust and breach of duty.)

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

Emergency or public interest disclosures (as defined under the Corporations Act) will also be protected if made to Journalists or Parliamentarians (each as defined in the Corporations Act) in extreme cases (excluding tax matters) in circumstances where at least 90 days have passed since an earlier protected disclosure has been made to ASIC, APRA or another Commonwealth body without reasonable steps having been taken to address the misconduct, or there will be substantial and imminent danger to someone's health or safety. Note that before such public interest disclosure is made, the discloser must have given written notice to the relevant regulatory body. Such notice must include sufficient information to identify the previous disclosure and must state that the discloser intends to make the public disclosure if appropriate steps are not taken.

Disclosers are advised to contact an independent legal adviser to ensure they understand the criteria for making an emergency or public interest disclosure that qualifies for protection.

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

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

However, a personal work-related grievance will still qualify for protection if:

- (i) it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);
- (ii) the Company has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the Discloser's personal circumstances;
- (iii) the Discloser suffers from or is threatened with detriment for making the disclosure; or
- (iv) the Discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

## 2. **PROTECTIONS AVAILABLE**

(a) **Protected disclosures will be given the following protections under the Corporations Act**

**Protected disclosures not actionable**

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

imposition of a penalty, other than proceedings in respect of the falsity of the information;

### **Victimisation Prohibited**

Anyone who causes or threatens to cause detriment (as defined in the Corporations Act) to a discloser or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages or subject to a court order. Examples of possible court orders include, but are not limited to:

- (i) requiring compensation for loss or damage;
- (ii) an injunction to prevent, stop or remedy the effects of detrimental conduct;
- (iii) an order requiring an apology for engaging in detrimental conduct;
- (iv) if the detrimental conduct wholly or partly resulted in the termination of an employee's employment, reinstatement of their position; and
- (v) any other order the court thinks appropriate.

### **Identifying information not to be disclosed**

Subject to applicable laws:

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

### **Costs of proceedings**

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

## **(b) Confidentiality**

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

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

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

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

## **(c) Timing**

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

(d) **No immunity from misconduct**

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

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## ANNEXURE 2 – SUMMARY OF PROTECTIONS UNDER THE TAXATION ADMINISTRATION ACT

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The Taxation Act sets out disclosures that are protected under the Taxation Administration Act if certain conditions are met as well as protections available to protected disclosures. **A summary of such protections (as at the date of this policy) is set out below but you should refer to the Taxation Administration Act itself for a full understanding of the conditions and protections available and the relevant definitions. You can also visit the ATO website for more information.**

### 1. PROTECTED DISCLOSURES

Disclosures will be protected if:

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

**and** the discloser has reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Company or an associate of the Company ("tax affairs" means affairs relating to any tax imposed by or under, or assessed or collected under, a law administered by the Commissioner);

**and** the discloser considers that the information may assist the Eligible Recipient to perform functions or duties in relation to the tax affairs of the Company or an associate of the Company; or
- (iii) a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the whistleblower provisions in the Taxation Act.

## 2. **PROTECTIONS AVAILABLE**

### (a) **Protected Disclosures will be given the following protections under the Taxation Act**

#### **Protected disclosures not actionable**

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

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

#### **Victimisation prohibited**

Anyone who causes or threatens to cause detriment (as defined in the Taxation Act) to a discloser or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages or subject to a court order. Examples of possible court orders include, but are not limited to:

- (i) requiring compensation for loss or damage;
- (ii) an injunction to prevent, stop or remedy the effects of detrimental conduct;
- (iii) an order requiring an apology for engaging in detrimental conduct;
- (iv) if the detrimental conduct wholly or partly resulted in the termination of an employee's employment, reinstatement of their position; and
- (v) any other order the court thinks appropriate

#### **Identifying information not to be disclosed**

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

#### **Costs of proceedings**

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

### (b) **Confidentiality**

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

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

- (i) to the Commissioner or a member of the AFP;
- (ii) to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the whistleblower provisions in the Taxation Act;

- (iii) to a person prescribed by the regulations of the Taxation Act for this purpose; or
- (iv) with the express written consent of the discloser.

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

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## SCHEDULE 13 – ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

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### 1. Background

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

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

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

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

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

### 2. Definitions

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

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

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

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

**Corruption** is the abuse of entrusted power for private gain.

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

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

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

**Government Official** means:

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

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

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

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

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

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

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

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

### **3. Purpose**

The purpose of this ABC Policy is to:

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

### **4. Scope and authority**

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

This ABC Policy applies to all Personnel, including directors, temporary staff and contractors, and Business Associates of the Company. This Policy supplements, and does replace, the code of Conduct applicable to the Company and any of its subsidiaries.

### **5. Responsibility for policy compliance and training**

- (a) The Company's Board is responsible for the overall administration of this ABC Policy. The Board will monitor the implementation of this ABC Policy and will review on an ongoing basis the ABC Policy's suitability and effectiveness. Internal control systems and procedures will be audited regularly to ensure that they are effective in minimising the risk of non-compliance with this ABC Policy.
- (b) A copy of this ABC Policy will be made available to all Personnel via the Company's website and in such other ways as will ensure the ABC Policy is available to Personnel wishing to use it.
- (c) All Personnel are required to understand and comply with this ABC Policy and to follow the reporting requirements set out in this ABC Policy. To this end, regular and appropriate training on how to comply with this ABC Policy will be provided to all senior managers and other relevant Personnel by the Board for each business. However, it is the responsibility of all Personnel to ensure that they read, understand and comply with this ABC Policy.

- (d) All Business Associates are required to be made aware of this ABC Policy and to undertake to comply with this ABC Policy in relation to any of their dealings with, for or on behalf of the Company.
- (e) The prevention, detection and reporting of Bribery and other improper conduct addressed by this ABC Policy are the responsibility of all those working for or engaged by the Company. All Personnel should be vigilant and immediately report any breaches or suspicious activity to the officer responsible for compliance.

## **6. Consequences of breaching this ABC policy**

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

## **7. Policy**

### **7.1 General**

- (a) Personnel must:
  - (i) understand and comply with this ABC Policy and attend all relevant training;
  - (ii) not engage in Bribery or any other form of Corruption or improper conduct;
  - (iii) not make Facilitation Payments;
  - (iv) not offer, pay, solicit or accept Secret Commissions;
  - (v) not engage in Money-laundering;
  - (vi) not give or accept Items of Value where to do so might influence, or be perceived to influence, objective business judgement or otherwise be perceived as improper in the circumstances.
  - (vii) obtain required approvals for political contributions and charitable donations;
  - (viii) maintain accurate records of dealings with Third Parties; and
  - (ix) be vigilant and report any breaches of, or suspicious behavior related to, this ABC Policy.

- (b) This ABC Policy does not prohibit the giving of normal and appropriate hospitality to, or receiving it from, Third Parties.

## **7.2 Prohibition against Bribery and Corruption**

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

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

- (a) The Company does not condone the making of Facilitation Payments, Secret Commissions and Money Laundering.
- (b) Personnel are prohibited from:

- (i) making Facilitation Payments;
- (ii) offering, paying, soliciting or receiving Secret Commissions; and
- (iii) engaging in Money-laundering.

#### **7.4 Political Contributions and Charitable Donations**

##### **(a) Political Contributions**

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

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

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

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

##### **(b) Charitable Donations**

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

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

#### **7.5 Interactions with Officials and Third Parties must be Compliant**

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

#### **7.6 Documentation and Recordkeeping**

- (a) As part of the Company's commitment to open and honest business practice the Company requires all of its businesses to maintain accurate books of account and records.

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

### **7.7 Compliance with Local Laws Required**

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

### **7.8 Reporting Violations and Suspected Misconduct**

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

### **7.9 Protection**

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

## **8. Monitoring and Review**

- (a) Material breaches of this ABC Policy will be reported to the Board or a committee of the Board.

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

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## SCHEDULE 14 – SHAREHOLDER COMMUNICATIONS STRATEGY

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The Board of the Company aims to ensure that the shareholders are informed of all major developments affecting the Company's state of affairs.

Information is communicated to shareholders through:

1. the Annual Report delivered by post or via email (if requested by the shareholder) and which is also released to ASX and placed on the Company's website;
2. the half yearly report which is released to ASX and also placed on the Company's website;
3. the quarterly reports which are released to ASX and also placed on the Company's website;
4. disclosures and announcements made to the ASX, copies of which are placed on the Company's website;
5. notices and explanatory statements of Annual General Meetings (**AGM**) and General Meetings (**GM**), copies of which are released to ASX and placed on the Company's website;
6. the Chairman of the Board's address and the Managing Director's address made at the AGMs and the GMs, copies of which are released to ASX and placed on the Company's website;
7. the Company's website on which the Company posts all announcements which it makes to the ASX as well as materials distributed at investor or analyst presentations; and
8. the auditor's lead engagement partner being present at the AGM to answer questions from shareholders about the conduct of the audit and the preparation and content of the auditor's report.

As part of the Company's developing investor relations program, shareholders can register with the Company to receive email notifications of when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.

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

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

Historical Annual Reports of the Company are provided on the Company's website.

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

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## **SCHEDULE 15 – SOCIAL MEDIA POLICY**

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### **1. BACKGROUND**

- 1.1 VRX Silica 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).
- 1.2 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 (eg: Twitter™), photo sharing sites (eg: Flickr®), social bookmarking sites (eg: Delicious™, Digg™, Reddit™) social networking websites (eg: Facebook®, Instagram®, Snapchat®, Whatsapp®, LinkedIn®, Google+™) video sharing sites (eg: YouTube™), virtual worlds (eg: Second Life®) and wikis (eg: Wikipedia®) and any other electronic media that allow individual users to upload and share content regardless of format.

### **3. SCOPE OF POLICY**

- 3.1 The Policy outlines requirements for compliance with confidentiality, governance, legal, privacy and regulatory parameters when using social media to conduct Company business.
- 3.2 This Policy is intended to apply to both the Company and its subsidiaries. References to the Company in this Policy should be read as referring to both the Company and its subsidiaries, as appropriate.
- 3.3 This Policy aims to:
- 3.3.1 inform appropriate use of social media tools for the Company;
  - 3.3.2 promote useful market engagement through the use of social media;
  - 3.3.3 minimise problematic communications; and
  - 3.3.4 manage the inherent challenges of speed and immediacy.
- 3.4 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**

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

- a) seek prior authorisation from the Company Secretary;
- 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.

5.2 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.

5.3 The following content is not permitted under any circumstances:

- a) content that has not been released to the market;
- b) abusive, profane or language of a sexual nature;
- c) content not relating to the subject matter of that blog, board, forum or site;
- d) content which is false or misleading;
- e) confidential information about the Company or third parties;
- f) copyright or trade mark protected materials;

- g) 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;
- h) illegal material or materials designed to encourage law breaking;
- i) materials that could compromise the safety of any employee;
- j) 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);
- k) material that would offend contemporary standards of taste and decency;
- l) material which would bring the Company into disrepute;
- m) personal details of Company directors, employees or third parties;
- n) spam, meaning the distribution of unsolicited bulk electronic messages; and
- o) statements which may be considered to be bullying or harassment.

5.4 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 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 media for comment through social media and must refer the inquiry to the Company Secretary.

## **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.

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 the Company website and the appropriate Policy Manuals for the Company.

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## **SCHEDULE 16 – INDIGENOUS COMMUNITY POLICY**

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### **Policy**

VRX Silica Limited acknowledges that the Indigenous community as well as the entire community of Western Australia are important stakeholders in the land area subject to the Mining Leases and the maintenance of its cultural heritage.

The West Australian Aboriginal Heritage Act 1972 sets out definitions of cultural sites and procedures for the administration of the act and sites of cultural significance. The grantee party affirms that it will adhere to all legal requirements related to indigenous heritage matters, and will act responsibly at all times. Heritage surveys have been carried out at great cost and are proposed to be carried out again prior to any activity which may impact on culturally sensitive places.

VRX Silica further affirms that open communication channels are an important element of managing stakeholder relationships, and will endeavour to ensure that all interested parties are made aware of proposed activities and have the opportunity to comment on those activities before implementation. This may involve written correspondence and face to face briefings where appropriate.

The wishes and aspirations of indigenous communities, and the preservation of their significant sites is an important element of responsible development and the values of sustainability to which the grantee party subscribe.

### **Objectives**

- Recognition of the Indigenous community as stakeholders in VRX land holdings
- Recognise Indigenous cultural values on VRX Mining Leases
- Comply with West Australian Aboriginal Heritage Act 1972 and amendments
- Train and educate all employees and contractors in Indigenous cultural values

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## **SCHEDULE 17 – ENVIRONMENTAL POLICY**

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### **Policy**

The prime objective of VRX Silica Limited is to develop the culture, protocols and procedures to ensure the integrity of the environment for all employees, contractors and external stakeholders associated with our operations.

### **Objectives**

- To be committed to maintain and improve environmental management of all facets of the operations
- To identify, mitigate and act upon potential environmental impacts upon their recognition
- To act with cognisance to regulatory and ethical standards as would be expected with economically and ecologically sustainable development
- To encourage workforce awareness of environmental management and promote positive personal environmental attitude in the workplace
- To be responsive and responsible with regard to establishing environmental credibility with external stakeholders and regulatory bodies
- To encourage and propose internal and external research to reduce environmental impacts and improve long term rehabilitation and reclamation success within the realms of economically and ecologically sustainable development.

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## **ANNEXURE A – DEFINITION OF INDEPENDENCE**

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

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

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