

**FAR NORTHERN RESOURCES LIMITED**

ACN 621 685 701 (“Company”)

and any subsidiaries  
(collectively referred to as the “Group”)

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**CORPORATE GOVERNANCE CHARTER AND  
POLICIES**

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## **TABLE OF CONTENTS**

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SCH 1 – BOARD CHARTER	3
SCH 2 – CORPORATE CODE OF CONDUCT	14
SCH 3 – AUDIT AND RISK COMMITTEE CHARTER	19
SCH 4 – NOMINATIONS AND REMUNERATION COMMITTEE CHARTER	25
SCH 5 – REMUNERATION POLICY	31
SCH 6 – RISK MANAGEMENT POLICY	34
SCH 7 – DIVERSITY POLICY	36
SCH 8 – CONTINUOUS DISCLOSURE POLICY	40
SCH 9 – TRADING POLICY	42
SCH 10 – SHAREHOLDER COMMUNICATIONS STRATEGY	50
SCH 11 – WHISTLBLOWER POLICY	55
SCH12 – ANTI-CORRUPTION AND BRIBERY POLICY	60
ANNEXURE A – DEFINITION OF INDEPENDENCE	64
ANNEXURE B – PERFORMANCE EVALUATION	65
ANNEXURE C – SKILLS MATRIX	66

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## SCHEDULE 1 – BOARD CHARTER

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### 1. OVERVIEW

- (a) Far Northern Resources Limited (ACN 621 685 701) (**Company**) is a company that is seeking approval to list on Australian Securities Exchange (**ASX**).
- (b) The board of directors (**Board**) is responsible for the corporate governance of the Company and its controlled entities and to ensure the creation and protection of shareholder value.
- (c) The purpose of this charter is to:
  - (i) promote high standards of corporate governance;
  - (ii) clarify the role and responsibilities of the Board and management; and
  - (iii) enable the Board to provide strategic guidance for the Company and effective oversight of the management of the company.
- (d) To the extent that there is inconsistency between this charter and the Company's constitution, the constitution will prevail.

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### 2. COMPLIANCE AND GOVERNING MATERIALS

#### 2.1 Constitution

The Company's Constitution is the Company's key governance document. The Board must ensure that it and the Company comply with the provisions of the Constitution at all times.

#### 2.2 Compliance with Laws

- (a) The Company must comply with the *Corporations Act 2001* (Cth) (**Act**) and on listing, the ASX Listing Rules (**Listing Rules**) as well as all other applicable laws and regulations. Examples of applicable areas of regulation include:
  - (i) environmental protection legislation;
  - (ii) occupational health & safety legislation;
  - (iii) employment related laws; and
  - (iv) anti-discrimination legislation.

- (b) As a company operating from time to time in jurisdictions outside Australia, the Company must ensure that it is aware of, and complies with, all applicable laws and regulations in those jurisdictions.

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### 3. COMPOSITION OF THE BOARD

#### 3.1 Number of Directors

In accordance with the Act and the Constitution, the Board must at all times comprise of at least three directors.

#### 3.2 Independence

- (a) The Board should comprise of a majority of independent non-executive directors.
- (b) An "independent non-executive director" is one who:
  - (i) within the last three years, has not been employed in an executive capacity by the Company;
  - (ii) within the last three years, has not been a partner, director or senior employee of a provider of material professional services to the Company, or an employee materially associated with the service provided;
  - (iii) within the last three years, has not been in a material business relationship (eg as a supplier or customer) with the Company, or been an officer of, or otherwise associated with, someone with such a relationship;
  - (iv) is not a substantial security holder of the Company, or an officer of, or otherwise associated with, a substantial security holder of the Company;
  - (v) has no material contractual relationship with the Company other than as a director;
  - (vi) has no close family ties with any person who falls within any of the categories described above;
  - (vii) has not served on the Board for such a period that his or her independence may have been compromised; and
  - (viii) is free from any interest any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interest of the Company.

- (c) The Board will regularly assess the independence of each non-executive director and each non-executive director must provide to the Board all information relevant to his or her assessment in this regard.

### **3.3 Appointment and Removal of Directors**

- (a) Directors will be appointed and removed in accordance with the Act and the Constitution.
- (b) In selecting new directors, the Board must ensure that the candidate has the appropriate range of skills, experience and expertise that will best complement Board effectiveness and the Company's business. Further, checks should be conducted regarding the potential new director's character, experience, education, criminal record and bankruptcy history.
- (c) In addition, any candidate must provide details of any other material directorships currently held and confirm that they have the necessary time to devote to their Company position.
- (d) In the case of a candidate standing for election as a director, the candidate must:
  - (i) disclose the details of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity and its security holders generally; and
  - (ii) if the Board considers that the candidate will, if elected, qualify as an independent director, provide a statement to that effect.

### **3.4 Nomination and Rotation of Directors**

Nomination and rotation of directors will be governed by the Act and the Constitution, and when listed, the Listing Rules.

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## **4. DUTIES AND RESPONSIBILITIES OF THE BOARD**

- (a) The Board acts in the best interests of the Company as a whole and is accountable to shareholders for the overall direction, management and corporate governance of the Company.
- (b) The Board is responsible for:

- (i) defining the Company's purpose, providing leadership and setting the strategic direction of the Company;
- (ii) approving the Company's statement of values and the Code of Conduct;
- (iii) reviewing on an ongoing basis how the Company's strategic environment is changing, what key risks and opportunities are appearing, how they are being managed and what, if any, modifications in strategic direction should be adopted;
- (iv) overseeing management's implementation of the Company's strategic objectives and its performance generally;
- (v) appointing and when necessary removing:
  - (A) the chairperson of the Board (**Chair**);
  - (B) the Chief Executive Officer of the Company (**CEO**) and approving or ratifying the appointment of other senior executives (**Senior Executives**); and
  - (C) the company secretary (**Company Secretary**);
- (vi) evaluating, approving and monitoring the Company's annual budgets and business plans;
- (vii) approving and monitoring the progress of major capital expenditure;
- (viii) determining the Company's dividend policy (if any) and overseeing the financing of dividend payments (if any);
- (ix) monitoring the integrity of the Company's accounting and corporate reporting systems, including the external audit;
- (x) receiving representations and attestations from the CEO and CFO as required by laws or the ASX Listing Rules ; including that the financial records have been properly maintained;
- (xi) ensuring that the Company has in place an appropriate risk management framework;
- (xii) setting the risk appetite within which the Board expects management to operate;
- (xiii) approving the Company's remuneration framework;

- (xiv) monitoring the effectiveness of the Company's governance practices;
- (xv) monitoring and managing the performance of Senior Executives;
- (xvi) ensuring that appropriate resources are available to Senior Executives;
- (xvii) approving and managing succession plans for Board, Senior Executives and other key management positions that may be identified from time to time;
- (xviii) approving and monitoring financial and other reporting to the market, shareholders, employees and other stakeholders;
- (xix) reviewing and monitoring any related party transactions; and
- (xx) monitoring the Company's operations in relation to, and in compliance with, relevant regulatory and legal requirements.

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**5. DIRECTORS' RESPONSIBILITIES**

- (a) Each director of the Company is bound by all the Company's charters, policies and codes of conduct, including:
  - (i) the Code of Conduct;
  - (ii) the Audit and Risk Committee Charter;
  - (iii) the Diversity Policy;
  - (iv) the Securities Trading Policy; and
  - (v) the Nomination and Remuneration Committee Charter.
- (b) Each director of the Company must also:
  - (i) conduct their duties at the highest level of honesty and integrity;
  - (ii) observe the rule and spirit of the laws and regulations with which the Company is bound to comply;
  - (iii) exercise care and diligence in carrying out their duties;
  - (iv) act in good faith in the best interests of the Company;

- (v) avoid misusing their position, or information obtained as a result of their position, to gain a benefit for themselves, someone else or to cause harm to the Company;
- (vi) maintain the confidentiality of all information acquired in the course of conducting their role; and
- (vii) commit the time necessary to discharge effectively their role as a director.

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## 6. **BOARD COMMITTEES**

- (a) The Board has established the following committees to assist it in carrying out its responsibilities and to consider certain issues and functions in detail:
  - (i) Audit and Risk Committee; and
  - (ii) Nomination and Remuneration Committee.
- (b) Although the Board may delegate powers and responsibilities to these committees, the Board retains ultimate accountability for discharging its duties.
- (c) The Board will consider and approve the charters of the various committees. These charters will identify the areas in which the Board will be assisted by each committee, as well as setting out matters relevant to their composition, responsibilities and administration.
- (d) Each committee will report regularly to the Board in accordance with their respective charters.
- (e) The Board will evaluate the performance of each committee annually.

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## 7. **THE CHAIR**

- (a) The Chair will be selected on the basis of relevant experience, skill, judgement and leadership abilities to contribute to the effective direction of the Company.
- (b) The role of the Chair and the CEO will be exercised by two separate individuals.
- (c) The Chair may not also hold the position of the Chair of the Audit and Risk Committee.
- (d) The Chair is responsible for:



- (i) leadership of the Board;
- (ii) overseeing the Board in the effective discharge of its supervisory role;
- (iii) the efficient organisation and conduct of the Board's function and meetings;
- (iv) promoting constructive and respectful relations between directors and between the Board and the Company's managers;
- (v) communicating the Board's position to shareholders and the public;
- (vi) facilitating the effective contribution and ongoing development of all directors;
- (vii) briefing all directors in relation to issues arising at meetings;
- (viii) chairing general meetings;
- (ix) monitoring and facilitating annual reviews of the performance of the Board and Committees, including through external reviews each alternate year;
- (x) ensuring the Board regularly meets to consider the Company performance and key issues facing it; and
- (xi) committing the time necessary to discharge effectively his/her role as Chair.

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## **8. CEO AND SENIOR EXECUTIVES**

- (a) Responsibility for day to day management and administration of the Company is delegated by the Board to the CEO and the Company's other Senior Executives.
- (b) The CEO manages the Company in accordance with the strategy, plans and policies approved by the Board.
- (c) The responsibilities of the CEO include:
  - (i) developing and recommending to the Board strategies, business plans and annual budgets for the Company;
  - (ii) implementing the strategies, business plans and budgets adopted by the Board;

- (iii) providing effective leadership, direction and supervision of the Senior Executive team to achieve the strategies, business plans and budgets adopted by the Board;
  - (iv) managing resources within budgets approved by the Board;
  - (v) ensuring compliance with applicable laws and regulations; and
  - (vi) ensuring the Board is given sufficient information to enable it to perform its functions, set strategies and monitor performance.
- (d) The Board has in place procedures to assess the performance of the CEO and Senior Executives.

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9. **COMPANY SECRETARY**

- (a) The role of the Company Secretary includes:
- (i) advising the board and its committees on governance matters;
  - (ii) monitoring that board and committee policy and procedures are followed;
  - (iii) coordinating the timely completion and despatch of board and committee papers;
  - (iv) ensuring that the business at board and committee meetings is accurately captured in the minutes;
  - (v) ensuring that any conflicts are recorded and managed in accordance with this Charter and any directives of the Board; and
  - (vi) helping to organise and facilitate the induction and professional development of directors and annual board and committee reviews.
- (b) Each director should be able to communicate directly with the company secretary and vice versa.

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10. **MEETINGS**

- (a) The Board will meet not less than six times per annum and as frequently as may otherwise be required to deal with urgent matters.

- (b) A meeting of the directors may be called in accordance with the requirements of the Company's constitution.
- (c) In advance of each Board meeting, the Company Secretary will prepare an agenda, which is to be approved by the Chair and circulated to the directors.
- (d) Directors are expected to diligently prepare for, attend and participate in all Board meetings.
- (e) As necessary or desirable, the Committee may invite any Senior Executives, management, auditors, external advisors, or other persons to attend and contribute to meetings.

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## **11. ACCESS TO INFORMATION AND INDEPENDENT ADVICE**

### **11.1 Written Agreement**

Upon appointment, each director and Senior Executive will be provided with a written agreement setting out the key terms of his or her employment.

### **11.2 Induction Program**

Upon appointment, each director will undertake the induction program, if any, developed by the Nomination and Remuneration Committee from time to time.

### **11.3 Ongoing Information**

The Chair, CEO, Company Secretary and any other Senior Executives must ensure that accurate and clear information is provided to the Board in a timely fashion to enable the directors to effectively discharge their duties.

### **11.4 Requested Information**

- (a) Directors are entitled to request and receive such additional information as they consider necessary to discharge their duties properly as directors and to support informed decision-making. The Board shall agree on the process for receipt of additional information.
- (b) In discharging its role, the Board shall have unrestricted access to:
  - (i) all books and records of the Company; and
  - (ii) all staff, including the Company's managers to seek information and explanations from them; and

- (iii) the Company's auditors, both internal and external, to seek explanations and information from them without management being present.

## 11.5 Independent Advice

- (a) Subject to obtaining the Chair's consent, a director of the Company is entitled to seek independent professional advice (including but not limited to legal, financial or accounting advice) at the Company's expense on any matter connected with the discharge of his or her responsibilities as a director of the Company. Where the Chair seeks independent professional advice the Chair shall obtain the consent another independent director. If there is no other independent director the Chair shall notify the external auditor.
- (b) The Chair must not unreasonably withhold or delay consent.
- (c) The Chair may determine that any advice received by an individual director be circulated to the remainder of the Board subject to the protection of legal professional privilege.
- (d) The right to advice does not extend to advice concerning matters of a personal or private nature, including for example, matters relating to the director's contract of employment with the Company (in the case of an executive director) or any proceedings between the director and the Company.
- (e) All directors are entitled to the benefit of the Company's Deed of Access, Indemnity and Insurance, which provides ongoing access to Board papers and, at the Company's expense, directors and officers insurance.

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## 12. CORPORATE GOVERNANCE

- (a) The Company's Annual Report will include a Corporate Governance Statement, which will contain all necessary content required by the ASX Corporate Governance Principles and Recommendations (as well as explanations of any departures from the ASX Corporate Governance Principles and Recommendations).
- (b) As part of an effective communications strategy, the Company will establish and keep current a dedicated section of its website where all relevant corporate governance information can be accessed by the public.

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### 13. CONFLICTS

- (a) Directors are required to act in a manner which is consistent with the best interests of the Company as a whole, free of any actual or possible conflicts of interest.
- (b) Directors must:
  - (i) disclose to the Board any actual or potential conflict of interest or duty, or matter that might reasonably be thought to exist as soon as the situation arises;
  - (ii) take all necessary and reasonable action to resolve or avoid any actual or potential conflict of interest or duty; and
  - (iii) comply with all applicable law, Company charters or codes of conduct and the Constitution in relation to disclosing material personal interests and restrictions on voting.
- (c) If one or more director considers that one of the directors has an actual or possible conflict the Board including the conflicted director will discuss the matter. After that discussion any director to whom the conflict relates will leave the room and the Board will vote on the conflict including any manner in which the conflict is to be managed.
- (d) If a conflict exists, it is expected that any director to whom the conflict relates will leave the room when the Board is discussing any matter to which the conflict relates and will not vote on that matter. If the conflict is an ongoing one the Company Secretary shall ensure that any material on the matter received by the board is not received by the conflicted director.
- (e) Directors are expected to inform the Chair prior to any proposed appointment to the board or executive of another company as soon as practicable.

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### 14. ANNUAL REVIEW

- (a) At the end of each annual reporting period, the Board will:
  - (i) conduct a self-evaluation alternately with any external facilitated review of its performance including any Committees' performance against this Charter and Committee Charters;
  - (ii) review this Charter and recommend any changes or improvements if necessary; and

- (b) This Charter may be amended from time to time by resolution of the Board.

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

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### **1. PURPOSE**

The purpose of this Corporate Code of Conduct is to provide a framework for decisions and actions in relation to ethical conduct in employment. It underpins the Group'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. The Code of Conduct will be reviewed periodically to ensure that it is operating effectively and to determine if any changes are required to the Code of Conduct.

**“Employees”** for the purposes of this Code of Conduct includes all directors, employees and contractors who are employed, engaged by, and/or act on behalf of the Group.

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### **2. ACCOUNTABILITIES**

#### **2.1 Managers and Supervisors**

Managers and supervisors are responsible and accountable for:

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

#### **2.2 Employees**

All employees are responsible for:

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

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### **3. 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. carry out your work with integrity and to a high standard and in particular, commit to the Group's policy of producing quality goods and services;
- c. operate within the law at all times;
- d. act in the best interests of the Group;
- e. follow the policies of the Group; and
- f. act in an appropriate business-like manner when representing the Group in public forums.

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#### **4. 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 Group 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 Group 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 Group;
  - vi. access to information that can be used for personal gain; and
  - vii. offer of an inducement.
- b. You may often be the only person aware of the potential for conflict. It is your responsibility to avoid any conflict from arising that could compromise your ability to perform your duties impartially. You must report any potential or actual conflicts of interest to your manager.
- c. If you are uncertain whether a conflict exists, you should discuss that matter with your manager and attempt to resolve any conflicts that may exist.
- d. You must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported to your manager.



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## **5. PUBLIC AND MEDIA COMMENTS**

It is the Group's policy that all public statements, including responses to public and media enquiries, be made by authorised spokespersons only.

The Company's Authorised Spokespersons are its Chairman and Chief Executive Officer.

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

- a. authorised to do so by an Authorised Spokesperson; or
- b. giving evidence in court; or
- c. otherwise authorised or required to by law.

Employees must not release unpublished or privileged information unless they have the authority to do so from an Authorised Spokesperson.

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

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## **6. USE OF COMPANY RESOURCES**

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

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

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

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## **7. SECURITY OF INFORMATION**

Employees are to make sure that confidential and sensitive information cannot be accessed by unauthorised persons. Sensitive material should be securely stored overnight or when unattended. Employees must ensure that confidential information is only disclosed or discussed with people who are authorised to have access to it. It is considered a serious act of misconduct to deliberately release confidential documents or information to unauthorised persons, and may incur disciplinary action.

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## **8. INTELLECTUAL PROPERTY/COPYRIGHT**

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

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

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## **9. DISCRIMINATION BULLYING AND HARASSMENT**

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

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

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## **10. CORRUPT CONDUCT**

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

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

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

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## **11. OCCUPATIONAL HEALTH AND SAFETY**

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

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

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

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## **12. LEGISLATION**

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

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## **13. FAIR DEALING**

The Group 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 Group's suppliers, customers and other employees.

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## **14. INSIDER TRADING**

All employees must observe the Group'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 Group has established specific time periods when Directors, management and employees are permitted to buy and sell the Company's securities.

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## **15. RESPONSIBILITIES TO INVESTORS**

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

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## **16. BREACHES OF THE CODE OF CONDUCT**

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

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

Managers and Senior Executives must ensure that the Board is informed of material breaches of the Code of Conduct.

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## **17. REPORTING MATTERS OF CONCERN**

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

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

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### **1. OVERVIEW**

- 1.1 In all its activities Far Northern Resources Limited (ACN 621 685 701) (**Company**) will adopt a structured and consistent approach to corporate governance and overseeing the Company's internal control structure, which will assist in the alignment of strategy, procedures, people, behaviour and technology for the purpose of evaluating and managing the risks the Company faces in protecting and creating shareholder value.
- 1.2 Given the size of the Board, the board of directors (**Board**) of the Company will initially act as the Audit and Risk Committee (**Committee**). At the appropriate time, the Board will establish a separate Audit and Risk Committee.
- 1.3 This charter (**Charter**) outlines the scope of the Committee's responsibilities in relation to the Company and provides a framework within which the Committee will operate.

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### **2. COMMITTEE OBJECTIVES**

- 2.1 The primary function of the Committee is to assist the Board in fulfilling its corporate governance and oversight responsibilities in relation to:
- (a) the adequacy and integrity of corporate reporting;
  - (b) the application of appropriate accounting policies;
  - (c) legal and regulatory compliance;
  - (d) internal control and risk management systems;
  - (e) monitoring the effectiveness of audit functions;
  - (f) the oversight of the risk management and control framework of the Company including the development of risk profiles as a part of the overall business and strategic planning process; and
  - (g) implementation of a policy framework to ensure that the risks of the Company and its related bodies corporate are identified, analysed, evaluated, monitored and communicated within the organisation on an on-going basis, and that adequate controls are in place and functioning effectively.

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### **3. CORPORATE REPORTING AND AUDIT RESPONSIBILITIES**

3.1 The Committee's responsibilities with respect to corporate reporting are:

- i. to proactively oversee the Company's corporate reporting and disclosure processes and make recommendations to the Board in relation to the outputs of those processes;
- ii. to assess the appropriateness of accounting policies and principles adopted by the Company's managers, in relation to financial reporting and make relevant recommendations to the Board, ensuring that they are in accordance with the stated financial reporting framework;
- iii. to review the Company's financial reports and make recommendations to the Board as to whether they present a true and fair view of the Company's financial position and performance;
- iv. to make recommendations to the Board regarding the appointment or removal of an external auditor, as well as in relation to the auditor's independence and performance;
- v. to make recommendations to the Board as to the scope and adequacy of the external audit;
- vi. to review information received from the external auditor and bring to the Board's attention any relevant matters that may affect the quality of the Company's financial reports;
- vii. to maintain a free and open communication forum between the Committee, external auditors and management; and
- viii. any other responsibilities as determined by the Committee or the Board from time to time.

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### **4. RISK MANAGEMENT RESPONSIBILITIES**

4.1 The Committee's responsibilities with respect to risk management and internal control are:

- i. to ensure that the Company has implemented a sound risk management framework and appropriate internal control systems;
- ii. to review at least annually the effectiveness of the Company's risk management and internal control systems and make relevant recommendations to the Board;

- iii. to monitor compliance with regulatory requirements under the ASX Listing Rules (if listed), the *Corporations Act 2001* (Cth) (**Act**) and any other relevant guidelines;
- iv. to monitor the Company's exposure to economic, environmental and social sustainability risks, and make recommendations to the Board as to how those risks should be managed;
- v. to make recommendations to the Board in relation to the Company's insurance program, having regard to the Company's business and the insurable risks associated with it;
- vi. to review and monitor the propriety of related-party transactions; and
- vii. any other responsibilities as determined by the Committee or the Board from time to time.

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## **5. AUTHORITY AND ACCESS**

- 5.1 The Committee has authority to investigate any activity within this Charter and any other matters specifically brought to its attention by the Board.
- 5.2 The Committee has authority to engage appropriate independent advisers as necessary to assist in carrying out its duties.
- 5.3 In discharging its role, the Committee shall have unrestricted access to:
  - i. all books and records of the Company;
  - ii. all staff, including the management to seek information and explanations from them; and
  - iii. the Company's auditors, both internal and external, including the right to seek explanations and information from them without management being present.

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## **6. COMPOSITION**

- 6.1 The Board will determine all appointments to the Committee, rotations, resignations and eligibility for re-election in accordance with the ASX Listing Rules (if listed), the Act and any other applicable general law.
- 6.2 The Committee, where possible, will be comprised of at least 2 members (or if the Board is of sufficient size at least 3 member), all of whom should

be non-executive Directors and a majority of whom must be independent Directors.

- 6.3 The Committee will appoint a secretary (**Secretary**).
- 6.4 The Committee must be of a sufficient size and possess the requisite skill and independence to effectively discharge its obligations.
- 6.5 In considering overall Board balance, the Committee will give due consideration to the value of a diversity of skills, backgrounds and experiences among the members.
- 6.6 All members of the Committee must be able to comprehend financial reports and possess a working knowledge of general finance and accounting practices, as well as an understanding of the industry in which the Company operates.
- 6.7 To the extent practicable, at least one non-executive, independent member of the Committee should be a qualified accountant or financial professional with appropriate expertise in financial and accounting matters.
- 6.8 The Chair of the Board may not also hold the position of Chair of the Audit and Risk Committee.

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## **7. COMMITTEE MEETINGS**

### **7.1 Frequency and attendance at meetings**

- i. The Committee will meet as required to perform its functions. It is expected that the Committee will meet at least twice per year.
- ii. The Chair must call a meeting if requested to do so by any member of the Committee, the external auditor or the chairman of the Board.
- iii. If the Chair is absent from a meeting, the members present shall have authority to choose one of their number to chair that particular meeting.
- iv. Committee meetings may be held by technological means which allow members to participate without being physically present in the same place.
- v. As necessary or desirable, the Committee may invite management, auditors, external advisors, or any other persons to attend and contribute to meetings.

### **7.2 Voting at meetings**

- i. Each member of the Committee will have one vote.
- ii. In the case of an equality of votes, the Chair does not have a casting vote in addition to his or her deliberative vote.

### **7.3 Conflicts**

- i. The Committee shall participate in the annual Board performance review.
- ii. No Committee member will determine their own performance.
- iii. No Committee member will be present for discussions at a Committee meeting on, or vote on a matter regarding, his or her election, re-election, or removal.

### **7.4 Quorum**

- i. A quorum shall be any two Committee members.

### **7.5 Minutes**

- i. The Secretary must keep minutes of all Committee meetings.
- ii. The minutes of each Committee meeting must be approved by the Chair and distributed to all Committee members.

### **7.6 Agenda and documents**

The agenda and supporting papers are to be delivered to Committee members by the Secretary in advance of each meeting.

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## **8. REPORTING TO THE BOARD**

Following each Committee meeting the Chair will report to the Board on any matter that should be brought to the Board's attention and on any recommendation of the Committee that requires Board approval or action, and provide the Board with sufficient information upon which to make a decision in that regard.

The minutes of each Committee meeting are to be tabled at the next Board meeting.

At the end of each reporting period, the Committee must disclose to the Board:

- i. the number of times that it met during the period and the individual attendances of its members at those meetings; and
- ii. the matters of importance and sufficient information to facilitate informed decision making.



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## **9. REVIEW TO THIS POLICY**

The Committee will review this Charter at least annually to ensure that it accords with best practice and remains consistent with the Committee's authority, objectives and responsibilities.

The Committee will review this Charter at least annually and make recommendations to the Board in relation to any proposed change to this Charter.

This Charter may be amended from time to time by resolution of the Board.

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

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### **1. OVERVIEW**

Given the size of the board of directors (**Board**), the Board will initially act as the Nomination and Remuneration Committee (**Committee**). At the appropriate time, the Board will establish a separate Committee.

This charter (**Charter**) outlines the scope of the Committee's responsibilities in relation to the Company and provides a framework within which the Committee will operate.

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### **2. COMMITTEE OBJECTIVES**

The primary function of the Committee is to assist the Board in fulfilling its responsibilities to shareholders and other stakeholders of the Company by:

- (a) ensuring that the Company has a Board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively;
- (b) having remuneration policies that are appropriate to attract, retain and motivate high quality directors and executives who will generate value for shareholders and ensuring they are consistent with the Company's strategic goals and human resources objectives;
- (c) assisting the Board to meet its oversight responsibilities in relation to corporate governance practices; and
- (d) recommending remuneration strategies that are fair and reasonable having regard to the performance of the Company and the relevant director or executive.

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### **3. NOMINATION RESPONSIBILITIES**

In relation to its nomination function, the Committee is required to:

- (a) assess the competencies required to discharge competently the Board's duties having regard to the Company's performance, financial position and strategic direction;
- (b) develop a Board skills matrix setting out the mix of competencies, experience and diversity that the Board currently has or is looking to achieve in its membership;
- (h) establish a process for identifying suitable candidates for appointment to the Board, including the Chief Executive Officer (**CEO**), having regard to

the competencies required and the competencies already represented on the Board;

- (i) undertake appropriate checks before a candidate is appointed or put forward to shareholders for election as a director;
- (j) ensure that all information necessary to make an informed decision is provided to shareholders in relation to a proposed candidate for election as a director;
- (k) develop and implement an induction program for all new directors and committee members as well as continuing professional development opportunities for non-executive directors, which contains all such information and advice that may be considered necessary or desirable, including information regarding:
  - (i) the Company's operations and the industry sectors in which it operates;
  - (ii) the Company's financial, strategic, operational and risk management position;
  - (iii) governance matters, policies and procedures; and
  - (iv) the director or committee member's rights, duties and responsibilities;
- (l) ensure that the Company provides each director and senior executive with a written agreement setting out the terms of his or her appointment or employment;
- (m) regularly assess the independence of directors and report its findings to the Board;
- (n) review the time commitments required from non-executive directors and whether the existing non-executive directors are meeting that requirement;
- (o) plan for Board succession generally; and
- (p) implement plans regarding the succession of the CEO, executive directors and other senior management of the Company, including in regard to maintaining the required mix of competencies, experience and diversity.

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#### **4. REMUNERATION RESPONSIBILITIES**

The Committee is responsible for reviewing and making recommendations to the Board in relation to:

- (a) the Company's remuneration framework for directors, including the process by which any pool of directors' fees approved by shareholders is allocated to directors;
- (b) the remuneration packages to be awarded to senior executives;
- (c) incentive compensation, including any equity-based remuneration plans;
- (d) superannuation arrangements for directors and senior executives; and
- (e) whether there is any gender or inappropriate bias in remuneration for directors and senior executives and the company as a whole.

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## **5. BOARD AND COMMITTEE PERFORMANCE**

The Committee is required to develop and implement a process for periodically evaluating the skills, performance, and effectiveness of the CEO and other senior executives, the Board, its Committees and its individual members in accordance with the terms specified in the Board Charter.

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## **6. AUTHORITY AND ACCESS**

- 6.1 The Committee has authority to investigate any activity within this Charter and any other matters specifically brought to its attention by the Board.
- 6.2 The Committee has authority to engage appropriate independent advisers as necessary to assist in carrying out its duties.
- 6.3 In discharging its role, the Committee shall have unrestricted access to:
  - (a) all books and records of the Company;
  - (b) all staff, including the Company's managers to seek information and explanations from them; and
  - (c) the Company's auditors, both internal and external, including the right to seek explanations and information from them without management being present.

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## **7. COMPOSITION**

- 7.1 The Board will determine all appointments to the Committee, rotations, resignations and eligibility for re-election in accordance with the ASX Listing Rules (if listed), the *Corporations Act 2001* (Cth) and any other applicable general law.
- 7.2 The Committee, where possible, will be comprised of at least 2 members (or if the board is of sufficient size at least 3 members), a majority of whom

must be independent, non-executive directors. The Chair of the Board may not chair the Committee.

- 7.3 The Committee will appoint a secretary (**Secretary**).
- 7.4 The Committee must be of a sufficient size and possess the requisite skill and independence to effectively discharge its obligations.
- 7.5 In considering overall Board balance, the Committee will give due consideration to the value of a diversity of skills, backgrounds and experiences among the members.

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## **8. COMMITTEE MEETINGS**

### **8.1 Frequency and attendance at meetings**

- (a) The Committee will meet as required to perform its functions. It is expected that the Committee will meet at least twice a year.
- (b) The Chair must call a meeting if requested to do so by any member of the Committee, the external auditor or the chairman of the Board.
- (c) If the Chair is absent from a meeting, the members present shall have authority to choose one of their number to chair that particular meeting.
- (d) Committee meetings may be held by technological means which allow members to participate without being physically present in the same place.
- (e) As necessary or desirable, the Committee may invite management, auditors, external advisors, or any other persons to attend and contribute to meetings.

### **8.2 Voting at meetings**

- (a) Each member of the Committee will have one vote.
- (b) In the case of an equality of votes, the Chair does not have a casting vote in addition to his or her deliberative vote.

### **8.3 Conflicts**

No Committee member will determine their own performance.

No Committee member will be present for discussions at a Committee meeting on, or vote on a matter regarding, his or her election, re-election, or removal.

### **8.4 Quorum**

A quorum shall be any two Committee members.

## **8.5 Minutes**

The Secretary must keep minutes of all Committee meetings.

The minutes of each Committee meeting must be approved by the Chair and distributed to all Committee members.

## **8.6 Agenda and documents**

The agenda and supporting papers are to be delivered to Committee members by the Secretary in advance of each meeting.

## **8.7 Reporting to the Board**

Following each Committee meeting the Chair will report to the Board on any matter that should be brought to the Board's attention and on any recommendation of the Committee that requires Board approval or action, and provide the Board with sufficient information upon which to make a decision in that regard.

The minutes of each Committee meeting are to be tabled at the next Board meeting.

At the end of each reporting period, the Committee must disclose to the Board:

- (a) the number of times that it met during the period and the individual attendances of its members at those meetings;
- (b) the details and results of any performance evaluations that were undertaken during the period in accordance with the requirements of clause 5.1 of this Charter;
- (c) the names of the directors considered by the Committee to be independent directors; and
  - 1. if a director has an interest, position, association or relationship of a type which might be perceived as impacting upon their independence, but the Committee is of the opinion that it does not compromise the independence of the director;
  - 2. the nature of the interest position association or relationship in question; and
  - 3. an explanation of why the Committee is of that opinion; and
- (d) the length of service of each director.

## **8.8 REVIEW OF THIS POLICY**

The Committee will review this Policy at least annually to ensure that it accords with best practise and remains consistent with the Committee's authority, objectives and responsibilities.

The Committee will review this Charter at least annually and make recommendations to the Board in relation to any proposed change to this Charter.

This Policy may be amended from time to time by resolution of the Board.

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## **SCHEDULE 5 – REMUNERATION POLICY**

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### **1. INTRODUCTION**

This policy sets out the general remuneration strategies of the Group.

The Remuneration Committee (or the full board where there is no Remuneration Committee) shall perform its duties and activities in line with these strategies and shall review and reassess the policy at least annually.

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### **2. GENERAL DIRECTOR REMUNERATION**

- a. In accordance with the terms of the Company's Constitution, the maximum aggregate remuneration that may be paid to non-executive Directors of the Company has initially been set at A\$200,000, as determined by the Board of the Company prior to the first Annual General Meeting of the Company.
- b. The Board shall set individual non-executive director fees within this defined limit approved by shareholders.
- c. Shareholder approval must be obtained in relation to any change to the overall limit set for non-executive directors' fees. The directors shall set individual Board fees within the limit approved by shareholders.
- d. Shareholders must also approve the framework for any equity based compensation schemes and if a recommendation is made for a director to participate in an equity scheme, that participation must be approved by the shareholders.
- e. All directors are entitled to have their indemnity insurance paid by the Company.

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### **3. EXECUTIVE AND SENIOR MANAGEMENT**

The Group's remuneration policy for executive directors, the Chief Executive Officer and senior management is designed to promote superior performance and long term commitment to the Group. Executives receive a base remuneration which is market related, and may also be entitled to performance-based remuneration at the ultimate discretion of the Board.

Overall remuneration policies are subject to the discretion of the Board and can be changed to reflect competitive market and business conditions where it is in the interests of the Group and the Company's shareholders to do so.

Executive remuneration and other terms of employment are reviewed annually by the Remuneration Committee (or the full board where there is no Remuneration Committee) having regard to performance, relevant comparative



information and, where necessary, expert advice and in line with the processes outlined in Annexure B – Performance Evaluation Procedures.

The Group’s reward policy reflects the benefits of aligning executive remuneration with shareholders’ interests and to retain appropriately qualified executive talent for the benefit of the Group. The main principles of the policy are:

- a. remuneration is reasonable and fair, taking into account the Group’s obligations at law, the competitive market in which the Group operates and the relative size and scale of the Group’s business;
- b. individual reward should be linked to clearly specified performance targets which should be aligned to the Group’s short term and long term performance objectives; and
- c. executives should be rewarded for both financial and non-financial performance.

The total remuneration of executive directors, the Chief Executive Officer and other senior managers may consist of the following:

- a. salary - executive directors, the Chief Executive Officer and senior managers may receive a fixed sum payable monthly in cash;
- b. bonus - executive directors, the Chief Executive Officer and nominated senior managers are eligible to participate in a profit participation plan if deemed appropriate;
- c. long term incentives - executive directors, the Chief Executive Officer and nominated senior managers may participate in share option schemes with the prior approval of shareholders. Executives may also participate in employee share option schemes, with any option issues generally being made in accordance with thresholds set in plans approved by shareholders. The Board however, considers it appropriate to retain the flexibility to issue options to executives outside of approved employee option plans in exceptional circumstances; and
- d. other benefits - executive directors, the Chief Executive Officer and senior managers are eligible to participate in superannuation schemes.

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#### **4. NON-EXECUTIVE REMUNERATION**

Shareholders approve the maximum aggregate remuneration for non-executive directors. The Remuneration Committee (or the full board where there is no Remuneration Committee) recommends the actual payments to directors and the Board is responsible for ratifying any recommendations, if appropriate. The maximum aggregate remuneration for non-executive directors is currently A\$200,000.

The total remuneration of non-executive directors may consist of the following:

- a. fixed cash fees, the level of which reflect the time commitment and responsibilities of the role of a non-executive director;
- b. superannuation contributions in line with the relevant statutory requirements;
- c. non-cash benefits in lieu of fees such as equity or salary sacrifice into superannuation; and
- d. equity-based remuneration where the Committee and Board deem that the issue of securities will align the interests of the Company's non-executive directors with those of other security holders. It is recognised that non-executive directors' remuneration is ideally structured to exclude equity based remuneration with performance hurdles attached as it may lead to bias in decision making and compromise objectivity.

However, whilst the Company and the Group remains small and the full Board, including the non-executive directors, are included in the day-to-day operations of the Company more than what may be the case with larger companies, the non-executive directors are entitled to participate in equity based remuneration schemes.

Non-executive directors of the Company are not entitled to any retirement benefits other than superannuation.

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## **5. PROFIT PARTICIPATION PLAN**

Performance incentives may be offered to executive directors and senior management of the Group through the operation of a profit participation plan at the ultimate discretion of the Board of the Company.

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## **SCHEDULE 6 – RISK MANAGEMENT POLICY**

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### **1. RISK MANAGEMENT REVIEW PROCEDURE AND INTERNAL COMPLIANCE AND CONTROL**

The Board determines the Group’s “risk profile” and is responsible for overseeing and approving risk management 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 the Group’s risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements;
- b. assist management to determine whether it has any material exposure to economic, environmental and/or social sustainability risks (as those terms are defined in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations) and, if it does, how it manages, or intends to manage, those risks;
- c. assist management to determine the key risks to the businesses and prioritise work to manage those risks; and
- d. review reports by management on the efficiency and effectiveness of risk management and associated internal compliance and control procedures.

The Group’s process of risk management and internal compliance and control includes:

- a. identifying and measuring risks that might impact upon the achievement of the Group’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 practices are in place that are directed towards achieving the following objectives:

- a. compliance with applicable laws and regulations:
- b. preparation of reliable published corporate information; and
- c. 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 back at each Audit and Risk Committee at least annually.

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

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## **2. DISCLOSURE**

The Company must disclose at least annually:

- a. whether the Board (or a committee of the Board) has completed a review of the Group's risk management framework to satisfy itself that it continues to be sound.
- b. if it has any material exposure to economic, environmental and/or social sustainability risks (as those terms are defined in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations) and, if it does, how it manages, or intends to manage, those risks.

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## **SCHEDULE 7 – DIVERSITY POLICY**

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### **1. INTRODUCTION**

The Group is committed to workplace diversity.

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

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

The Board also acknowledges the benefits of the recommendations and guidance provided in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations that relate to diversity, however, it is also cognisant of the fact that the Group is in its development phase and its workforce is not of a size where the benefits of such initiatives are proportionate to the costs involved in the implementation of such strategies.

To this end, the Board has adopted a tiered approach to the implementation of its Diversity Policy, which is relative to the size of the Company Group and its workforce.

Where the Group employs 50 or more employees, the Board of the Company undertakes to adopt practices in line with the recommendations and guidance provided in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

Whilst the Group's workforce remains below this threshold, the Board of the Company will continue to drive the Group's diversity strategies on an informal basis and will apply the initiatives contained in this Diversity Policy to the extent that the Board considers relevant and necessary.

The Diversity Policy does not form part of an employee's contract of employment with the Company or any of its subsidiaries, nor does it give 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.

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### **2. OBJECTIVES**

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

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

(collectively, the **Objectives**).

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

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### 3. RESPONSIBILITIES

#### 3.1 The Board's commitment

The Board is committed to workplace diversity and supports representation of a diverse range of candidates at the senior level of the Group and on the Board of the Company where appropriate.

The Board acknowledges its responsibility for the development of measurable objectives and strategies to meet the objectives of the Diversity Policy (**Measurable Objectives**) and the importance of monitoring the progress of the Measurable Objectives through the monitoring, evaluation and reporting mechanisms listed below.

Where the Group employs 50 or more employees, the Board shall;

- a. define its Measurable Objectives;
- b. undertake an annual assessment of those Measurable Objectives; and
- c. report on the Group's progress (if any) towards achieving them.

Where the Group employs less than 50 employees, the Board of the Company will monitor the Group's diversity strategies on an informal basis only.

In any event, the Board will endeavour to conduct 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 Group's diversity strategies may include:

- a. recruiting from a diverse pool of candidates for all positions, including senior management and the Board of the Company;
- 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.

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## **4. MONITORING AND EVALUATION**

The Board of the Company is responsible for monitoring the scope and currency of this policy.

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

At a time when the Group's workforce grows to a size of 50 or more employees, the Company will undertake a review of the annual key performance indicators for the Chief Executive Officer and senior executives of the Group and will determine the extent to which the Measurable Objectives shall be linked to performance-based incentives offered to those executives.

Where appropriate, the Board will review progress against the Measurable Objectives (if any) as a key performance indicator in its annual performance assessment.

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## **5. DISCLOSURE**

Where the Group employs 50 or more employees, the Company Group 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 of the Company, in senior executive positions (including how the Company has defined “senior executive” for these purposes) and across the whole Group; or
  - (ii) if the Group becomes a “relevant employer” under the Workplace Gender Equality Act, the Group will disclose its most recent “Gender Equality Indicators”, as defined in the Workplace Gender Equality Act.

Where the Group employs less than 50 employees, the Group will comply with (c) above, and will disclose information under sections (a) and (b) to the extent that they are relevant.



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

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The Company must comply with continuous disclosure requirements arising from legislation and the ASX Listing Rules.

The general rule, in accordance with ASX Listing Rule 3.1, is that once the Company becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price of value of the Company's securities, the Company must immediately disclose that information to the ASX.

The Company has in place a written policy on information disclosure and relevant procedures. The focus of these procedures is on continuous disclosure compliance and improving access to information for investors.

The Company Secretary is responsible for:

- a. overseeing and co-ordinating disclosure of information to the relevant stock exchanges and shareholders; and
- b. providing guidance to Directors and employees on disclosure requirements and procedures.

Price sensitive information is publicly released through ASX before it is disclosed to shareholders and market participants. Distribution of other information to shareholders and market participants is also managed through disclosure to the ASX.

All announcements (and media releases) must be:

- a. prepared in compliance with ASX Listing Rules continuous disclosure requirements;
- b. factual and not omit material information; and
- c. expressed in a clear and objective manner to allow investors to assess the impact of the information when making investment decisions.

The Company's protocol in relation to the review and release of ASX announcements (and media releases) is as follows:

- a. All key announcements at the discretion of the Chief Executive Officer are to be circulated to and reviewed by all members of the Board.
- b. All members of the Board are required to seek to provide to the Chief Executive Officer (or in his/her absence, the Company Secretary) with verbal or written contribution of each key announcement, prior to its release.

- c. Any relevant parties named in the announcement should also be given the opportunity to review the announcement prior to its release, to confirm all information is factually correct.
- d. The Chief Executive Officer (and in his/her absence, the Chairman) is to be given the final signoff before release to the ASX of the announcement.

Information is posted on the Group's website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

The Company Secretary is to maintain a copy of all announcements released.

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## **SCHEDULE 9 – TRADING POLICY**

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### **1. INTRODUCTION**

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 an entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.

The Company has determined that the Key Management Personnel of the Group are Directors of the Company and those employees of the Group directly reporting to the Chief Executive Officer.

Key Management Personnel are encouraged to be long-term holders of the Company's securities. However, it is important that care is taken in the timing of any purchase or sale of such securities.

The purpose of these guidelines is to assist Key Management Personnel to avoid conduct known as 'insider trading'. In some respects, the Company's policy extends beyond the strict requirements of the Corporations Act 2001 (Cth).

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### **2. WHAT TYPES OF TRANSACTIONS ARE COVERED BY THIS POLICY?**

This policy applies to both the sale and purchase of any securities of the Company and its subsidiaries on issue from time to time.

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### **3. WHAT IS INSIDER TRADING?**

#### **3.1 Prohibition**

Insider trading is a criminal offence. It may also result in 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, if it 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
- b. that person:
  - ii. buys or sells securities in the Company; or
  - iii. procures someone else to buy or sell securities in the Company; or

- iv. passes on that information to a third party where that person knows, or ought reasonably to know, 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.

### **3.2 Examples**

To illustrate the prohibition described above, the following are possible examples of price sensitive information which, if made available to the market, may be likely to materially affect the price of the Company's securities:

- a. the Group considering a major acquisition or divestment;
- b. the threat of major litigation against the Company and/or any of its subsidiaries;
- c. the Group's revenue and profit or loss results materially exceeding (or falling short of) the market's expectations;
- d. a material change in debt, liquidity or cash flow;
- e. a significant new development proposal (e.g. new product or technology);
- f. the grant or loss of a major contract;
- g. a management or business restructuring proposal;
- h. a share issue proposal.

### **3.3 Dealing through third parties**

The insider trading prohibition extends to dealings by individuals through nominees, agents or other associates, such as family members, family trusts and family companies (referred to as "**Associates**" in these guidelines).

### **3.4 Information however obtained**

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

### **3.5 Employee share schemes**

The prohibition does not apply to acquisitions of shares or options by employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme. However, the prohibition does apply to the sale of shares acquired under an employee share scheme and also to the sale of shares

acquired following the exercise of an option granted under an employee option scheme.

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## **4. GUIDELINES FOR TRADING IN THE COMPANY'S SECURITIES**

### **4.1 General rule**

Key Management Personnel must not, except in exceptional circumstances deal in securities of the Company during the following periods:

- a. one month prior to the release of the Company's Annual Financial Report;
- b. one month prior to the release of the Half Year Financial Report of the Company; and
- c. two weeks prior to the release of the Company's quarterly reports (if applicable),

(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.

### **4.2 No short-term trading in the Company's securities**

Key Management Personnel should never engage in short-term trading of the Company's securities except for the exercise of options where the shares will be sold shortly thereafter.

### **4.3 Securities in other companies**

Buying and selling securities of other companies with which the Company may be dealing is prohibited where an individual possesses information which is not generally available to the market and is 'price sensitive'. For example, where an individual is aware that the Company and/or any of its subsidiaries is about to sign a major agreement with another company, they should not buy securities in either the Company or the other company.

### **4.4 Exceptions**

- a. Key Management Personnel may at any time:
  - i. acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;

- ii. acquire Company securities under a bonus issue made to all holders of securities of the same class;
- iii. acquire Company securities under a dividend reinvestment, or top-up plan that is available to all holders or securities of the same class;
- iv. acquire, or agree to acquire or exercise options under an employee incentive scheme (as that term is defined in the ASX Listing Rules);
- v. 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;
- vi. acquire ordinary shares in the Company as a result of the exercise of options held under an employee option scheme;
- vii. transfer securities of the Company already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary;
- viii. make an investment 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;
- ix. where a restricted person is a trustee, trade in the securities of the Company 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;
- x. undertake to accept, or accept, a takeover offer;
- xi. trade under an offer or invitation made to all or most of the 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;
- xii. dispose of securities of the Company resulting from a secured lender exercising their rights, for example, under a margin lending arrangement;

- xiii. exercise (but not sell securities following exercise) 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 or the Company 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; or
  - xiv. trade under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy.
- b. In respect of any share or option plans adopted by the Company, it should be noted that it is not permissible to provide the exercise price of options by selling the shares acquired on the exercise of these options unless the sale of those shares occurs outside the periods specified in paragraph 4.1.

Were this to occur at a time when the person possessed inside information, then the sale of Company securities would be a breach of insider trading laws, even though the person's decision to sell was not influenced by the inside information that the person possessed and the person may not have made a profit on the sale. Where Company securities are provided to a lender as security by way of mortgage or charge, a sale that occurs under that mortgage or charge as a consequence of default would not breach insider trading laws.

#### **4.5 Notification of periods when Key Management Personnel are not permitted to trade**

The Company Secretary will endeavour to notify all Key Management Personnel of the times when they are not permitted to buy or sell the Company's securities as set out in paragraph 4.1.

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## **5. APPROVAL AND NOTIFICATION REQUIREMENTS**

### **5.1 Approval requirements**

- a. Any Director (other than the Chairman) wishing to buy, sell or exercise rights in relation to the Company's securities must obtain the prior written approval of the Chairman or the Board before doing so.
- b. Any other Key Management Personnel (excluding Directors) wishing to buy, sell or exercise rights in relation to the Company's securities must obtain the prior written approval of the Chief Executive Officer before doing so.
- c. If the Chairman wishes to buy, sell or exercise rights in relation to the Company's securities, the Chairman must obtain the prior approval of the Chief Executive Officer or the Board before doing so.

- d. Approvals sought in respect of (a) to (c) above shall not be unreasonably withheld.

## **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.

## **5.3 Notification**

Subsequent to approval obtained in accordance with paragraphs 5.1 and 5.2, any Key Management Personnel who (or through his or her Associates) buys, sells, or exercises rights in relation to Company securities must notify the Company Secretary in writing of the details of the transaction within two (2) business days of the transaction occurring. This notification obligation operates at all times and includes applications for acquisitions of shares or options by employees made under employee share or option schemes and also applies to the acquisition of shares as a result of the exercise of options under an employee option scheme.

## **5.4 Key Management Personnel sales of securities**

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.

## **5.5 Exemption from Closed Periods restrictions due to exceptional circumstance**

Key Management Personnel who are not in possession of inside information in relation to the Company, may be given prior written clearance by the Chief Executive Officer (or in the case of the Chief Executive Officer by all other members of the Board) to sell or otherwise dispose of Company securities in a Closed Period where the person is in severe financial hardship or where there are exceptional circumstances as set out in this policy.

## **5.6 Severe financial hardship or exceptional circumstances**



The determination of whether a Key Management Personnel is in severe financial hardship will be made by the Chief Executive Officer (or in the case of the Chief Executive Officer by all other members of the Board).

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 institutions.

### **5.7 Financial hardship**

Key Management Personnel may be in severe financial hardship if they have a pressing financial commitment that cannot be satisfied other than by selling the securities of the Company.

In the interests of an expedient and informed determination by the Chief Executive Officer (or all other members of the Board as the context requires), any application for an exemption allowing the sale of Company securities in a Closed Period based on financial hardship must be made in writing stating all of the facts and be accompanied by copies of relevant supporting documentation, including contact details of the person's accountant, bank and other such independent institutions (where applicable).

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

### **5.8 Exceptional circumstances**

Exceptional circumstances may apply to the disposal of Company securities by a Key Management Personnel if the person is required by a court order, a court enforceable undertaking for example in a bona fide family settlement, to transfer or sell securities of the Company, or there is some other overriding legal or regulatory requirement to do so.

Any application for an exemption allowing the sale of Company securities in a Closed Period based on exceptional circumstances must be made in writing and be accompanied by relevant court and/or supporting legal documentation (where applicable).

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

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## **6. ASX NOTIFICATION FOR DIRECTORS**

The ASX Listing Rules require the Company to notify the ASX within 5 business days after any dealing in securities of the Company (either personally or through an Associate) which results in a change in the relevant interests of a Director in the securities of the Company. The Company has made arrangements with each

Director of the Company to ensure that the Director promptly discloses to the Company Secretary all the information required by the ASX.

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## **7. EFFECT OF COMPLIANCE WITH THIS POLICY**

Compliance with these guidelines for trading in the Company's securities does not absolve that individual from complying with the law, which must be the overriding consideration when trading in the Company's securities.

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## **SCHEDULE 10 – SHAREHOLDER COMMUNICATIONS STRATEGY**

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### **1. INTRODUCTION**

The Board of the Company aims to ensure that shareholders are informed of all major developments affecting the Company's state of affairs. Information is communicated to shareholders across several platforms including the ASX, the Group's website, general meetings, email and the Company's registrar.

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### **2. ASX**

In line with the Company's Continuous Disclosure Policy, the Company's primary method of communication with its shareholders is via a monthly email from the CEO.

On completion of an IPO via the ASX's company announcements platform where shareholders can access:

- a. material, price sensitive announcements regarding the business operations and affairs of the Group;
- b. the annual, half yearly and quarterly reports of the Group;
- c. notices and explanatory memoranda of Annual General Meetings (AGM) and General Meetings (GM); and
- d. all other disclosures and announcements made to the ASX.

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### **3. COMPANY WEBSITE**

In addition to the above, the Company makes use of the Group's website to communicate with its shareholders and continually reviews its website to identify ways in which it can promote its greater use by shareholders and make it more informative.

The Group's website includes at least the following information for the benefit of its shareholders:

- a. an overview of the Group's current business and activities;
- b. the names and brief biographical information for each of the Company's directors and senior executives;
- c. the Company's constitution;

- d. the Company's corporate governance policies and practices, including its board charter and the charter of each of its board committee;
- e. copies of the Group's annual, half yearly and quarterly reports;
- f. once listed, copies of the Company's ASX announcements and press releases;
- g. copies of notices of meetings of security holders, explanatory statements and accompanying documents; and
- h. presentations made to investors and other stakeholders.

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

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#### **4. OPTING IN TO RECEIVE ELECTRONIC COMMUNICATION**

As part of the Company's investor relations program, Shareholders can register with the Company Secretary at [info@farnorthernresources.com](mailto:info@farnorthernresources.com), to receive email notifications when an announcement is made by the Company.

The default option for receiving a copy of the annual report is via the Company's website, however all shareholders have the option of receiving, free of charge, a printed copy of the annual report or alternatively may elect to receive the annual report via email by notifying the Company's Registrar of this election.

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#### **5. ANNUAL GENERAL MEETING / GENERAL MEETINGS**

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

- a. notices of meetings are distributed to shareholders in accordance with the provisions of the Corporations Act;
- b. notices of meetings and other meeting material are drafted in concise and clear language;
- c. shareholders are encouraged to use their attendance at meetings to ask questions on any relevant matter, with time being specifically set aside for shareholder questions;
- d. notices of meetings encourage participation in voting on proposed resolutions by lodgement of proxies, if shareholders are unable to attend the meeting;
- e. ensuring that substantive resolutions at a meeting of shareholders are decided by a poll rather than a show of hands;

- f. it is general practice for a presentation on the Company's activities to be made to shareholders at each annual general meeting; and
- g. it is both the Company's policy and the policy of the Company's auditor for the lead engagement partner or a representative of the audit firm to be present at each annual general meeting and to answer any questions regarding the conduct of the audit and the preparation and content of the auditors' report.

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## **6. SHAREHOLDER ENQUIRIES**

Shareholders and the investing public may at any time make a request for company information to the extent such information is publicly available.

Shareholders should direct any enquiries through our website at [www.farnorthernresources.com](http://www.farnorthernresources.com) or alternatively, shareholders may contact the Company Secretary.

For enquiries regarding their shareholdings, shareholders may contact the Company's Registrar on the details below:

**FAR NORTHERN RESOURCES LIMITED**

Address:

Unit D

107 Alfred Street

Fortitude Valley

QUEENSLAND 4000

Email: [farnorthernresources.com](mailto:farnorthernresources.com)

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## **SCHEDULE 11 – Whistleblower Policy**

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### **1. Purpose**

The Company is committed to a culture of corporate compliance and high ethical behaviour.

This policy deals with certain issues relating to misconduct, malpractice, internal controls and conflicts of interest to ensure compliance with the laws and regulations applicable to the Company and its employees, and to deal with concerns that are likely to arise in the work environment.

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### **2. Application**

This policy applies to all employees of the Company.

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### **3. Objectives**

The objectives of this policy are to:

- encourage employees to disclose any malpractice, misconduct or conflicts of interest of which they become aware;
- provide protection for employees who report allegations of such malpractice, misconduct or conflicts of interest; and
- ensure that all allegations are thoroughly investigated with suitable action taken, where necessary.

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### **4. Policy**

This policy is designed to ensure that honesty and integrity is maintained.

A whistleblower is protected against adverse employment actions (dismissal, demotion, suspension, harassment, or other forms of discrimination) for raising allegations of malpractice, misconduct or conflicts of interest. Subject to this policy, a whistleblower is protected even if the allegations prove to be incorrect or unsubstantiated.

Employees who participate or assist in an investigation will also be protected. Every effort shall be made to protect the anonymity of the whistleblower, however there may be situations where anonymity cannot be guaranteed. In such situations, the whistleblower shall be fully briefed.

This policy is not designed to deal with general employment grievances and complaints.

All employees should be aware that if an employee makes a false report deliberately, maliciously, or for personal gain, that employee may face disciplinary action.

Below are some examples of reportable malpractice, misconduct or conflicts of interest:

- dishonesty;
- fraud;
- corruption;
- illegal activities (including theft, drug sale/use, violence, threatened violence, or criminal damage against Company assets/property);
- discrimination, vilification, sexual harassment, harassment, bullying and victimisation;
- acts or omissions in breach of Commonwealth or state legislation or local authority by- laws;
- unethical behaviour;
- other serious improper conduct (including gross mismanagement, serious and substantial waste of Company resources, or repeated breaches of administrative procedures);
- unsafe work-practices;
- any other conduct which may cause financial or non-financial loss to the Company or be otherwise detrimental to the interests or reputation of the Company, or any of its employees; and
- the deliberate concealment of information tending to show any of the matters listed above.

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## **5. Protection of whistleblower**

This policy protects the whistleblower against any reprisals, provided that the whistleblower identifies himself/herself, and the claim is:

- submitted in good faith and without any malice or intentionally false allegations;
- based on the whistleblower's reasonable belief that the malpractice or misconduct, or issue related to the malpractice or misconduct constitutes, or may constitute, a material violation; and
- does not result in a personal gain or advantage for the whistleblower.

No alleged malpractice or misconduct that meets the above-mentioned conditions will give rise to any reprisals or threat of reprisals against the whistleblower, unless the whistleblower is a participant in the prohibited activities about which the complaint is made. In those circumstances, the decision to file the complaint is only likely to affect the extent of the disciplinary measures (if any) that may eventually be taken against the whistleblower. This effectively means that the Company and its directors, officers, employees and

agents will not penalise, dismiss, demote, suspend, threaten or harass a whistleblower, or transfer the whistleblower to an undesirable job or location, or discriminate in any manner against the whistleblower, to take reprisals or retaliate as a result of the whistleblower having reported an act that is illegal or unethical, or deemed illegal or unethical, unless the whistleblower is a participant in the illegal or unethical act(s).

The Company considers any reprisals against a whistleblower to be a serious breach of this policy and one likely to result in disciplinary measures, including dismissal. This protection applies to anyone providing information related to an investigation pursuant to this policy.

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## **6. Confidentiality**

The Company recognises that maintaining appropriate confidentiality is crucial in ensuring a potential whistleblower comes forward and discloses their knowledge or suspicions about malpractice or misconduct in an open and timely manner and without fear of reprisals being made against them.

The Company will take all reasonable steps to protect the identity of the whistleblower and will adhere to any statutory requirements in respect of the confidentiality of disclosures made. In appropriate cases, disclosure of the identity of the whistleblower or the allegation made by them may be unavoidable, such as if court proceedings result from a disclosure pursuant to this policy.

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## **7. Reporting procedures**

Any person who has reasonable grounds to suspect that malpractice or misconduct has occurred is encouraged to report that suspicion to the person's manager, or if this is considered inappropriate, is encouraged to raise any concerns with Company Secretary in writing. Any items of concern may also be raised with the Chairman.

All claims of malpractice or misconduct should provide specific, adequate and pertinent information with respect to, among other things, dates, places, persons/witnesses, amounts, and other relevant information, in order to allow for a reasonable investigation to be conducted. If the whistleblower discloses his/her name, the person receiving the claim will acknowledge having received the complaint and may initiate a follow-up meeting. However, if the claim is submitted on an anonymous basis there will be no follow-up meeting regarding the claim of malpractice or misconduct and the Company will be unable to communicate with the whistleblower if more information is required or if the matter is to be referred to external parties for further investigation.

Please remember that all claims of malpractice or misconduct received are treated on a confidential basis and whistleblowers are encouraged to disclose their identity to obtain the protection afforded to them at law.



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## **8. Procedures following disclosure**

Once a report of a suspected malpractice or misconduct has been received from a whistleblower who has provided reasonable grounds for their belief that malpractice or misconduct has occurred, an investigation of those allegations shall commence.

All material violations and any actions that may be required as a result of the investigations will be reported to the Management Team.

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## **9. Investigations**

Investigations will be conducted promptly and fairly with due regard for the nature of the allegation and the rights of the persons involved in the investigation. Evidence, including any materials, documents or records shall be held securely by the investigator. The person receiving the disclosure must report it as soon as possible to the Management Team. The CEO shall then determine if the allegation is, in fact, pertinent to any of the issues mentioned in this policy.

The CEO will determine the appropriate method for the investigation. In appropriate cases, the CEO may ask for the assistance of an internal or an external accounting or legal specialist, as the CEO deems necessary.

During the investigation, the investigator will have access to all of the relevant materials, documents, and records. The directors, officers, employees and agents of the Company must cooperate fully with the investigator. During the investigation, the CEO will use all reasonable means to protect the confidentiality of the information regarding the whistleblower.

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## **10. Reporting**

At the conclusion of the investigation, the investigator will prepare a report of the findings for the CEO. Where the final report indicates that the malpractice or misconduct has occurred, the final report will include recommendations for steps to be taken to prevent the malpractice or misconduct from occurring in the future, as well as any action that should be taken to remedy any harm or loss arising from the malpractice or misconduct, including disciplinary proceedings against the person responsible for the conduct, and the referral of the matter to appropriate authorities, as is deemed necessary by the Management Team.

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## **11. Communications to the whistleblower**

The Company shall ensure that, provided the claim was not submitted anonymously, the whistleblower is kept informed of the outcomes of the investigation of the relevant allegations, subject to the considerations of privacy of those against whom allegations are made.

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## **12. Further information and advice**

For further information, refer to any other related policies or contact Company Secretary in writing for further advice.

## **Schedule 12**

### **Anti-Bribery and Corruption Policy**

#### **Introduction**

The purpose of this Policy is to establish controls to ensure compliance by Far Northern Resources Limited (Far Northern Resources) and its related bodies corporate (Partner Firms) with all applicable anti-bribery and corruption laws and to ensure that Far Northern Resources and the Partner Firms conduct its business with honesty and integrity and in a socially responsible manner.

Far Northern Global Charges Resources and the Partner Firms have a 'zero tolerance' approach to acts of bribery and corruption by any of our officers, employees, contractors and consultants. As well as being morally wrong and harmful to the reputations of Far Northern Resources and the Partner Firms (as applicable), bribery and corruption are criminal offences that expose Far Northern Resources and the Partner Firms and individuals to the risk of prosecution, fines and imprisonment.

This Policy sets out the requirements of Far Northern Resources and the Partner Firms regarding the management of gifts and benefits. Officers, employees, contractors and consultants of Far Northern Resources and Partner Firms must not give or accept gifts and benefits that will compromise, or appear to compromise, their integrity and objectivity in performing their duties, or cause, or appear to cause a conflict of interest.

This Policy applies globally. Officers, employees, contractors and consultants of Far Northern Resources and the Partner Firms are advised that the Australian Criminal Code, the US Foreign Corrupt Practices Act and the UK Bribery Act have extra-territorial reach. As such, for example, an Australian citizen may be prosecuted under the Australian Criminal Code for a violation of the Code that occurs outside of Australia.

- 1.1.4 Any breach of this Policy may result in disciplinary action, including termination of employment or contract. If the matter involves a breach of law or other regulation, the matter may also be referred to an appropriate law enforcement authority.
- 1.1.5 This Policy should be read together with the Whistleblower Policy.

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## **2. What is Bribery and Corruption?**

### **2.1 Bribery**

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised or

provided in order to gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, donations, loans, fees, rewards or other advantages.

## 2.2 **Corruption**

Corruption is the abuse of entrusted power for private gain.

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## 3. **Policy**

### **Bribery and Corruption**

3.1 Officers, employees, contractors and consultants of Far Northern Resources and the Partner Firms are not permitted to give, offer, promise, accept, request or authorise a bribe or engage in any form of corruption, whether directly or indirectly. By way of example, an employee will be in breach of this policy if their family member or business associate accepts a benefit that is offered with the intention of influencing the employee.

### 3.2 **Gifts and Hospitality**

3.2.1 Gifts and genuine hospitality and entertainment expenditure that is reasonable and proportionate is allowable provided it does not place the recipient under any obligation or create any expectation that the giver will receive any special benefit or favour.

3.2. Officers, employees, contractors and consultants of Far Northern Resources and the Partner Firms must declare and report gifts and/or benefits, either offered or accepted and valued at \$300 or more, in the **Gift and Entertainment Register** (Appendix A) within five (5) working days of receiving or being offered the gift or benefit to safeguard and make transparent their relationships and dealings with individuals, organisations and client groups. Gifts should not be accepted on a reoccurring basis or broken down into parts of less than \$300.

3.2.3 If it is known in advance, the receipt of the gift or benefit should be discussed with the Chief Executive Officer (CEO) or the Company Secretary of Far Northern Resources prior to acceptance.

3.2.4 The CEO and the Company Secretary of Far Northern Resources (as applicable) must within five (5) business days of being notified of an offer or receipt of a gift or benefit in accordance with this Policy, provide the recipient of the offer, gift or benefit of any action that should be taken by that person in relation to the gift or benefit. Such actions may include declining, donating or returning the gift or benefit.

### 3.3 **Secret Commissions**

Secret commissions or payments occur where a commission from a third party (acting in a fiduciary capacity) is taken or solicited without disclosing that commission to that third party's principal. The secret commission is given as an inducement to that third person to use their position to influence the conduct of their principal's business. Secret commissions are a form of bribery and are prohibited under this Policy.

### 3.4 **Facilitation Payments**

Facilitation payments are minor unofficial payments made to public officials to expedite or secure the performance of routine government action (for example issuing permits or licences). Facilitation payments are a form of bribery and are prohibited under this Policy.

## 3.5 **Political Contributions**

3.5.1 Far Northern Resources and the Partner Firms prohibit their respective officers, employees, contractors and consultants from making political contributions on behalf of Far Northern Resources and the Partner Firms, other than with the prior written approval of the Chairman and CEO of Far Northern Resources.

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

## 3.6 **Charitable Contributions**

3.6.1 Far Northern Resources and the Partner Firms are committed to the communities in which they do business and encourage and support officers, employees, contractors and consultants participating in local community development initiatives, making donations and undertaking volunteer work.

3.6.2 In addition, Far Northern Resources and the Partner Firms support a number of nominated charitable organisations as determined by the local business. Apart from donations made pursuant to charities or funding programs approved in writing by the Chairman and CEO of Far Northern Resources or a Managing Principal of a Partner Firm, officers, employees, contractors and consultants of Far Northern Resources and the Partner Firms are prohibited from making donations on behalf of Far Northern Resources and the Partner Firms.

3.6. This Policy does not seek to curtail an individual's freedom to make donations or undertake volunteer work in their personal capacity.

## 3.7 **Compliance with Local Laws**

If an officer, employee, contractor or consultant of Far Northern Resources or a Partner Firm travels outside of Australia, that person must comply with local laws, codes of conduct, or other regulations in that jurisdiction relevant to bribery and corruption, even if those local laws are more restrictive than this Policy.

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#### **4. Your Responsibilities**

All officers, employees, contractors and consultants of Far Northern Resources and the Partner Firms must:

- (a) ensure that they read, understand and comply with this Policy;
- (b) avoid any activity that might lead to, or suggest a breach of this Policy; and
- (c) notify CEO or the Company Secretary of Far Northern Resources as soon as possible if they believe or suspect that a conflict with, or breach of, this Policy has occurred, or may occur in the future. Notifications may also be made pursuant to the Far Northern Resources Whistleblower Policy.

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#### **5. Responsibility for Policy Compliance, Training and Review**

- 5.1 The Company Secretary of Far Northern Resources is responsible for the overall administration of this Policy and must periodically monitor the implementation of this Policy and review on an ongoing basis the Policy's suitability and effectiveness. Internal control systems and procedures are to be audited regularly to ensure that they are effective in minimising the risk of non-compliance with this Policy.
- 5.2 The Company Secretary of Far Northern Resources must notify the Board of Far Northern Resources and the Board of any relevant Partner Firm of any material breach of this Policy.
- 5.3 All officers, employees, contractors and consultants of Far Northern Resources and the Partner Firms are required to understand and comply with this Policy and to follow the reporting requirements set out in this Policy. To this end, training on how to comply with this Policy will be provided.
- 5.4 The prevention, detection and reporting of bribery and other improper conduct addressed by this Policy are the responsibility of those working for or engaged by Far Northern Resources and the Partner Firms. All officers, employees, contractors and consultants of Far Northern Resources and the Partner Firms should be vigilant and immediately report any breaches or suspicious activity in accordance with this Policy.

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

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An independent Director is one who is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to:

- a. bring independent judgement to bear on issues before the board; and
- b. act in the best interest of the Company and its security holders generally.

Examples of interests, positions, associations and relationships that might cause doubts 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. is, or has within the last three years been, a partner, director or senior employee of a provider of material professional services or a material consultant to the Company or any of its child entities;
- c. is, or has been within the last three years, in a material business relationship (eg as a supplier or customer) with the Company or any of its child entities, or an officer of, or otherwise associated with, someone with such a relationship;
- d. is a substantial security holder of the Company or an officer of, or otherwise associated with, a substantial security holder of the Company;
- e. has a material contractual relationship with the Company or its child entities other than as a director;
- f. has close family ties with any person who falls within any of the categories described above; or
- g. has been a director of the Company for such a period that his or her independence may have been compromised.

The materiality thresholds are assessed by the Board on a case-by-case basis, taking into account the relevant Director's specific circumstances, rather than referring to a general materiality threshold.

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## **ANNEXURE B – PERFORMANCE EVALUATION**

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### **Board, Committees and Individual Directors**

The Nomination Committee (or, where there is no Nomination Committee, the full board) 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. To assist in this process an independent advisor may be used.

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; and
- d. management's performance in assisting the Board to meet its objectives.
- e. a critical review of the mix of skills, experience and diversity of the Board;
- f. consideration of any opportunities for professional development and training which may improve the performance of the Board and its individual members.

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.

### **Executive Team**

The Remuneration Committee (or, where there is no Remuneration Committee, the non-executive directors of the Board) will oversee the evaluation of the remuneration of the Company's senior executives, including the Chief Executive Officer. To assist in this process an independent advisor may be used.

Performance Evaluations of senior executives are 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.

### **Disclosure**

The Company must disclose, in relation to each financial year, whether or not the relevant annual performance evaluations of the Board, committees, individual directors and senior management have been conducted in accordance with the above processes.



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## **ANNEXURE C – SKILLS MATRIX**

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The Board of the Company is comprised of directors with a broad range of technical, commercial, financial and other skills, experience and knowledge relevant to overseeing the business of a technology company.

The composition of the Board will be reviewed on an annual basis with reference to the Company's skills matrix, which is used as a tool to assess the appropriate balance of skills, experience, independence and diversity necessary for the Board to discharge its duties and responsibilities effectively.

The Company seeks to achieve a collectively "high" level of skill, professional experience or expertise across all of the categories identified in its matrix. Where there are gaps in the skills of the Board, these are filled through the employment of suitably experienced senior executives and/or the engagement of professional experts and consultants.

### Skills Ratings:

- 3 High level of skill, professional experience or expertise
- 2 Competent level of skill, professional experience or expertise
- 1 Developing level of skill, professional experience or expertise
- 0 No skill, professional experience or expertise