

## Board Charter

Approved by the Board with effect from 20 April 2023

### 1. Purpose

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- 1.1 This Charter sets out the principal role, responsibilities, structure, and processes of the Board of OreCorp Limited (**Company**).
- 1.2 The Board is constituted and empowered pursuant to the Company's Constitution (**Constitution**) and the *Corporations Act 2001* (Cth) (**Corporations Act**).

### 2. Role of the Board

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- 2.1 The role of the Board is to approve the overall strategy of the Company and its subsidiaries, including Sotta Mining Corporation Limited (collectively, the **Group**) and to provide guidance and leadership to, and monitoring of the officers and key management personnel engaged in executive roles (**Executive Management**) in achieving that strategy for the benefit of the Company's shareholders, always within a framework of good corporate governance. The Board recognises the interests of, and its responsibilities to, the employees of the Group, the environment, the communities in which the Group operates and other stakeholders.
- 2.2 The Board shall act in the best interests of the Group, its employees, shareholders, and other stakeholders. The Board's role is to govern the Group rather than to manage it. In governing the Group, the Directors must act in the best interests of the Group as a whole.
- 2.3 The Board has responsibility for, and has the authority to determine, all matters relating to policies, practices, management, and operations of the Group. It is required to do all things necessary to determine the objectives and the strategy, and to ensure that the strategy is carried out in order to achieve the objectives of the Group.
- 2.4 Without limiting the generality of the Board's role, the matters reserved specifically for the Board include the following:
  - (a) Determining the vision, mission and values of the Group (as set out in the Statement of Vision, Mission and Values from time to time);
  - (b) Formulating short-term and long-term strategies to enable the Group to achieve its objectives, and ensuring adequate resources are available to meet those objectives;
  - (c) Appointing and approving the terms and conditions of employment (including remuneration and participation in equity and other incentive plans) of the Chief Executive Officer & Managing Director (**CEO & MD**), and approving the terms and conditions of employment (including

remuneration and participation in equity and other incentive plans) of other members of Executive Management;

- (d) Establishing and determining the powers and functions of the committees of the Board (**Committees**), including the Audit Committee, the Remuneration and Nomination Committee and the Risk Committee;
- (e) Reviewing and providing feedback on the performance of the CEO & MD and reviewing the performance of other members of Executive Management;
- (f) Reviewing the performance of the Board, individual Directors and Committees;
- (g) Ratifying the terms and conditions of employment of those employees reporting to Executive Management;
- (h) Fostering an appropriate culture for the Group that is directly aligned to its vision, mission, values, strategies and objectives;
- (i) Satisfying itself that the Group has in place an appropriate risk management framework and setting the risk appetite within which Executive Management is expected to operate;
- (j) Approving the annual budget of the Group and variations thereto;
- (k) Approving major operating and capital budgets of the Group, and material variations to these budgets;
- (l) Authorising expenditure approval limits for the CEO & MD and authorising expenditure in excess of these discretionary limits;
- (m) Approving all debt, commodity based and equity financings by the Group;
- (n) Approving all mergers, acquisitions and disposals of projects and businesses;
- (o) Considering the reports from Committees and the recommendations made;
- (p) Reviewing annually the progress and performance of the Group towards meeting its objectives;
- (q) Reviewing periodically the process, outcomes and effectiveness of the Company's decisions and strategies, and ensuring that valuable lessons are identified and absorbed into the process and framework for making future decisions;
- (r) Authorising the issue of securities and any other equity or debt instruments of the Company;
- (s) Approving processes, procedures and internal control systems to ensure that the Group's financial results are reported on a timely and accurate basis;
- (t) Approving annual and interim financial reports, Annual Reports, notices of general meetings, and when relevant, profit and dividend announcements;

- (u) Monitoring procedures to ensure that ASX is promptly and adequately informed of all matters considered to be material, in accordance with the Company's continuous disclosure obligations;
- (v) Overseeing the Group's approach to corporate governance issues;
- (w) Ensuring an appropriate framework exists for relevant information to be reported by Executive Management to the Board and whenever required, challenging Executive Management and holding it to account;
- (x) Monitoring developments in the Group's industry and general operating environment; and
- (y) Encouraging effective communication between the Company and its shareholders, employees and the general public.

### 3. Role of the Chair

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- 3.1 The Board must appoint a Chair in accordance with the Constitution. Where practicable, given the size and composition of the Board, it is preferable for the Chair to be a non-executive director and to also satisfy the criteria for independence referenced in section 7.5 of this Charter.
- 3.2 The role of Chair must not be performed by someone who is performing the role of CEO & MD. The Chair is considered the "lead" Director and utilises his/her experience, skills, and leadership abilities to facilitate the governance processes.
- 3.3 The Board may designate an independent Director to serve as "Lead Independent Director" to assist the Board in reviewing the performance of the non-independent Chair (if one has been appointed) and to provide a separate channel of communication for security holders (especially where those communications concern the Chair). The Lead Independent Director will also act as a liaison between management and the Board where and when required.
- 3.4 The Chair's main responsibilities are to:
  - (a) Maintain effective communication and relations between the Board and Executive Management;
  - (b) Lead the Board;
  - (c) Ensure effective contribution by all Directors;
  - (d) Chair the meetings of the Board in an impartial manner, ensuring that meetings are properly constituted, a quorum is present, minutes of previous meetings are considered as required, all Directors have a fair opportunity to participate and adequate time is provided for discussion of agenda items;
  - (e) Ensure that issues relating to conflicts of interest between the Company and its Directors and employees are properly dealt with in accordance with the Constitution, this Charter and applicable law; and

- (f) Ensure Directors continually update their skills, experience and knowledge necessary to fulfil their role on the Board and Committees.

## 4. Role of the CEO & MD and Executive Management

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- 4.1 Subject to the powers reserved to the Board set out in section 2 of this Charter, the CEO & MD, supported by other members of Executive Management, is responsible for the day- to-day management of the Group. The Board may approve specific delegations of authority to the CEO & MD.
- 4.2 The CEO & MD's main responsibilities are:
  - (a) Manage and administer the day-to-day operations of the Group in accordance with the strategy, business plans and policies approved by the Board;
  - (b) Developing the vision, strategies, business plans and budgets for the Group, and, to the extent approved by the Board, implementing this vision and these plans, budgets and strategies;
  - (c) Operating the Group's businesses within the parameters and having regard to the policies set by the Board from time to time, and keeping the Board informed of material developments in relation to those businesses;
  - (d) Identifying material business risks, formulating strategies in conjunction with the Board or the Audit and/or Risk Committees to manage the risks, and monitoring effectiveness of the management process and reporting to the Board and Audit and/or Risk Committees;
  - (e) Developing and managing the Group annual budget and conducting the Group activities in accordance with that budget;
  - (f) Developing and maintaining the Group risk management systems, including, without limitation, internal compliance, and control mechanisms;
  - (g) Ensuring compliance with the Company's continuous disclosure obligations in accordance with the Company's Continuous Disclosure Policy;
  - (h) Assigning responsibilities to Executive Management and supervising and reporting on their performance to the Board;
  - (i) Negotiating the terms and conditions of employment of Executive Management for Board approval, appointing such members of Executive Management, and endorsing the terms and conditions of appointment for all other staff members;
  - (j) Recommending to the Board significant operational changes, major capital and operational expenditures, and investments and divestments which are beyond delegated authority; and
  - (k) Reporting regularly to the Board so as to keep the Board fully informed and allow it to discharge its duties effectively.

## 5. Role of the Non-Executive Directors

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- 5.1 The role of a non-executive Director is that of an independent Director who is not part of the Company's executive team. A non-executive Director does not engage in the day-to-day management of the organisation but is involved in policy-making and planning exercises. Responsibilities of a non-executive Director include the monitoring of executive Directors and acting in the interests of Group stakeholders.
- 5.2 Non-executive Directors collectively may meet (without Executive Management present) as, and when considered necessary or beneficial, with minutes being kept of such meetings when considered appropriate.
- 5.3 Non-executive Directors collectively should:
- (a) Constructively challenge Executive Management and contribute to the development of strategy;
  - (b) Scrutinise the performance of Executive Management against agreed objectives and strategies;
  - (c) Monitor the quality, quantity and efficiency of internal and external reporting of the Group's financial and non-financial performance;
  - (d) Independently review and challenge the proposals presented by Executive Management, including requesting additional information where they consider the information provided is not sufficiently detailed to support informed decision making; and
  - (e) Take reasonable and proper steps to satisfy themselves that:
    - (i) Financial and non-financial information released to the markets and shareholders is accurate;
    - (ii) There are adequate and proper controls and systems of risk management in place; and
    - (iii) Such controls are maintained and such systems are robust.
- 5.4 Non-executive Directors individually should:
- (a) Take the time to ensure they are properly informed about the subject matter of all decisions they are called upon to make as Directors;
  - (b) Monitor their own performance, taking into account their other time commitments, state of health, potential conflicts of interest, and personal circumstances, to determine whether they can properly discharge their duties and responsibilities as a Director, and provide quality assistance to enable the Group to achieve its objectives; and
  - (c) Undertake ongoing education to maintain appropriate skill levels and attend site visits to the Group's projects to remain familiar with the Group's business activities.

## 6. Delegation of Authority

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- 6.1 In order to ensure the efficient management of the Group, the Board recognises the need to delegate certain of its powers to others. These powers may be delegated to a Committee of the Board, an individual Director, Executive Management or to another employee of the Group.
- 6.2 In delegating any such power, the Board must be satisfied that the delegate will exercise it reliably and competently, and in accordance with the requirements of the Board. The Board must be satisfied on reasonable grounds at all times that the delegate would exercise the power in conformity with the duties imposed on Directors by the Corporations Act and the Constitution. The Board must also be satisfied, on reasonable grounds, in good faith and after making proper inquiry if the circumstances indicated the need for inquiry, that the delegate was reliable and competent in relation to the power delegated.
- 6.3 The Board accepts responsibility for the manner in which the delegated powers are exercised and must monitor the efficiency and effectiveness of the exercise of these powers by the delegate. The Board delegates responsibility for the day-to-day management of the Company and its operations to its CEO & MD and Executive Management as per section 4 of this Charter.

## 7. Board Composition

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### 7.1 Criteria for Appointment

The Board must be comprised of at least three members, and where practicable given the size and composition of the Board, a majority of whom should be non-executive, independent Directors. The Constitution provides that the number of Directors shall not be less than three and not more than nine. Where practicable, it is preferable for the Board to be chaired by an independent Director. The Company may, by ordinary resolution, increase or decrease the number of Directors and may also determine their rotation through office, which must otherwise be in accordance with the Constitution and the ASX Listing Rules.

The Company will undertake appropriate checks before appointing a Director and provide shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director. Appointments to the Board are to be based upon merit and against criteria that serves to maintain an appropriate balance of skills, knowledge, experience, independence and diversity. The Company will disclose the length of service of each Director in, or in conjunction with, its Annual Report and must disclose the relevant qualifications and experience of each member of the Board in, or in conjunction with, its Annual Report.

If the Group's activities increase in size, nature and scope, the size of the Board will be reviewed periodically, and the optimum number of Directors required for the Board to properly perform its responsibilities and functions will be appointed.

### 7.2 Formality of Appointment

The Company shall have a written agreement with each Director and member of Executive Management setting out the terms of their appointment. The agreement should be with the Director or member of

Executive Management personally unless the Company is engaging a bona fide professional services firm.

### 7.3 Skills Required by the Board

The Board will review capabilities, technical skills and personal attributes of its members and maintain a Board Skills Matrix as part of its performance review processes. It will normally review the Board's composition against required capabilities, skills and attributes and recommend any changes in Board composition that may be appropriate. The categories of capabilities and skills considered necessary for this purpose are a blend of accounting and finance, business, technical, environmental, social and governance (ESG) and administration skills as well as industry experience.

### 7.4 Expectations of Directors

Prospective candidates for election as Directors are to be acquainted with the role of the Board and its Committees and the contribution that Directors are expected to make, including, in particular, the time commitment that the Company expects of Directors. Directors are expected to prepare in advance of each Board and Committee meeting in order to fulfill their responsibilities as Directors.

### 7.5 Independence

- (a) The Board assesses whether each of the non-executive directors of the Company is independent on a regular basis (and at least annually at or around the time that the Annual Report and Corporate Governance Statement are prepared). The Board recognises the importance of the appropriate balance between independent and non-independent representation on the Board.
- (b) Directors are considered independent if they are free from any interest, position, or relationship that might influence – or could reasonably be perceived to influence, in a material respect – their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Group as a whole (rather than in the interests of an individual securityholder or other party). In considering whether a Director is independent, the Board will have regard to the factors relevant to assessing the independence of a director set out in Box 2.3 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. The Company will disclose the names of the Directors considered by the Board to be independent in the Annual Report.
- (c) Any change in the nature of the independence status of a Director must be promptly notified to the Chair and Company Secretary and the Board will review that Director's independence status. If the Board determines that there has been a change to the independence status of a Director, the Board will take steps to ensure that this change is disclosed and explained in a timely manner to the market.

### 7.6 Vacancies

If a vacancy occurs or it is considered that the Board would benefit from a new Director with particular skills, the Board will select appropriate candidates with relevant qualifications, skills, and experience. External advisors may be used to assist in such a process. Appropriate checks as to a candidate's character, experience, education, criminal record, and bankruptcy history will be conducted as part of

the selection process. The Board will then appoint the most suitable candidate who must stand for election at the next general meeting of the Company. New Directors are provided with a letter of appointment which sets out the key terms and conditions of their appointment.

#### 7.7 Induction and continuing education

The Board must provide appropriate induction materials for new Directors. Directors will be given access to continuing education to update and enhance their skills and knowledge. The Company Secretary will keep the Board informed of developments in corporate governance requirements and best practices.

## 8. Board Committees

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- 8.1 The Board may from time to time establish and delegate certain powers to a Board Committee in accordance with the Constitution. The Board is responsible for the approval and review of the charters and membership of Board Committees.
- 8.2 The Board has established the following Board Committees:
- (a) Risk Committee;
  - (b) Audit Committee; and
  - (c) Remuneration and Nomination Committee.
- 8.3 Directors may attend meetings of Board Committees where there is no conflict of interest. A separate Charter has been adopted for each of these Committees, setting out the composition, duties and responsibilities of the Committee members.

## 9. Board Performance and Annual Review Process

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- 9.1 The Board has a process for reviewing its performance and composition and that of its individual Directors and Committees. The Board meets annually to review the outcome of this process.
- 9.2 The annual procedure for Board performance evaluation will be to:
- (a) Review its performance against the terms of this Charter;
  - (b) Review the performance of Committees against the terms of their charters;
  - (c) Review the contribution and individual performance of each Director;
  - (d) Review the changes that may be required to this Charter or any Committee Charter, taking into consideration the developments in the Group and its businesses over the preceding year, and in corporate governance practices;



- (e) Ensure that the non-executive Directors between them bring the range of skills, knowledge and experience necessary to direct the Group in the future, taking into account its current operations and expectations for changes in the nature and scope of its activities; and
  - (f) Provide opportunities for Directors to give private feedback to the Chair on Board effectiveness.
- 9.3 The Chair has implemented a review system whereby each Director will complete a board evaluation assessment on an annual basis which reflects their individual performance for the relevant financial year ended 30 June. The Board will monitor the scope and detailed procedures involved in this performance evaluation to ensure it is relevant in relation to industry and market expectations and to its peers.
- 9.4 The Chair may choose to delegate these responsibilities to a Board Committee (such as the Audit Committee or Remuneration and Nomination Committee) to co-ordinate the Board performance evaluation and collate the data.

## 10. Board Meetings and Resolutions

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- 10.1 The Board will meet as often as the Directors consider necessary to fulfil their duties and responsibilities and to meet the demands of the business. In normal circumstances, the Board is expected to meet at least six (6) times in a calendar year. From time to time the Directors may meet without executive Directors present.
- 10.2 Written resolutions made outside a Board meeting (**Circular Resolutions**) are acceptable in circumstances where there is no real division of opinion, where no discussion of the matter is required or where the matter has been discussed at a previous Board meeting, and otherwise in accordance with the Constitution. A proposed Circular Resolution must be accompanied by an explanatory note and all relevant materials. The Company Secretary must convene a Board meeting if:
- (a) Any Director is against the Circular Resolution; and/or
  - (b) Any Director requests (further) discussion on the matter; and
  - (c) Executive Management wishes to continue to seek Board approval of the matter.
- 10.3 In order for a decision of the Board to be valid, a quorum of Directors must be present. A quorum will be three (3) Directors present, of which at least two Directors must be non- executive directors, in person or by instantaneous communication device or as otherwise stipulated in the Constitution. Questions arising at Board meetings are to be decided by a majority vote of Directors who are present and entitled to vote.

## 11. Company Secretary

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- 11.1 The Board will appoint at least one company secretary in accordance with the Constitution. The Company Secretary is appointed and, when necessary, removed by Board resolution.

- 11.2 The Company Secretary is directly accountable to the Board, through the Chair, on all governance matters. All Directors have access to the advice and services provided by the Company Secretary at all times.
- 11.3 The Company Secretary will attend all Board and Board Committee meetings and is responsible for accurately capturing the business of those meetings in minutes.
- 11.4 The role of the Company Secretary includes:
- (a) Advising the Board and its Committees on governance matters; and
  - (b) Ensuring that Board and Committee policy and procedures are followed.
- 11.5 The responsibilities of the Company Secretary include:
- (a) Notifying the Directors in advance of a meeting of the Board (or Board Committee);
  - (b) Ensuring that the agenda and Board papers as and when they are required, are prepared, and forwarded to Directors prior to Board meetings, ensuring sufficient time for the Directors to consider the Board papers;
  - (c) Recording, maintaining, and distributing the minutes of all Board and Board Committee meetings as required;
  - (d) Maintaining a complete set of Board papers at the Company's main office;
  - (e) Preparing for, and attending all annual and extraordinary general meetings of the Company; and
  - (f) Recording, maintaining, and distributing the minutes of all general meetings of the Company.

## 12. Access to Information and Independent Advice

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- 12.1 Members of the Board and Board Committees may consult independent legal counsel or other advisers they consider necessary to assist them in carrying out their duties and responsibilities, subject to prior consent from the Chair. Any costs incurred as a result of a member of the Board or a Board Committee consulting an independent expert will be borne by the Company.
- 12.2 Each Director has a right of access to all relevant Group information and to Executive Management. Such access shall be provided on a timely basis.

## 13. Directors' Dealing in Company Securities

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- 13.1 Directors must ensure that any dealings in Company securities are in strict compliance with the Company's Securities Trading Policy. A register of interests and related party transactions will be included as a standing item on the agenda of each Board meeting.

## 14. Conflicts of Interest (and Potential Conflicts of Interest)

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- 14.1 Directors must keep the Board advised, on an ongoing basis, of any interest that could potentially conflict with those of the Group. All Directors must disclose to the Board details of transactions which may create a conflict of interest for them in the decisions placed before the Board in accordance with the Corporations Act. The Company Secretary will keep conflicts of interest register which will be a standing item on the agenda of each Board meeting (other than Board meetings that are convened at short notice for a specific purpose).
- 14.2 Directors must abstain from voting and, unless the Board specifically determines otherwise, may not participate in discussions on any decisions in which they have or may be perceived to have a material personal interest.

## 15. Indemnity and Insurance

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- 15.1 The Company maintains a Directors' and Officers' Liability Insurance Policy (Policy) to indemnify Directors against liability (subject to certain exclusions) arising out of the discharge of their duties as Directors. All such insurance cover is to be obtained at reasonable rates and on reasonable terms. The Company will ensure that all new Directors and officers are covered by the Policy. The Company will also review the Policy on at least an annual basis to ensure coverage is sufficient.

## 16. Confidentiality

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- 16.1 The Directors acknowledge that all proceedings of the Board and the Board Committees are confidential and will not be disclosed to any person except as agreed by the Board or as required by law.

## 17. Review of Board Charter

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- 17.1 This Charter shall be reviewed regularly and at least annually by the Board to ensure that it is operating effectively and to ascertain whether any changes are required.