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## BOARD AND MANAGEMENT CHARTER

### BOARD OF DIRECTORS

Bardoc Gold Limited (the Company) directors are accountable to shareholders for the proper management of the company's business and affairs. In carrying out its responsibilities and exercising its powers, the board at all times recognises its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of the shareholders, as well as its employees, customers, and the community. It works to promote and maintain an environment within the company that establishes these principles as basic guidelines for all its employees and representatives at all times.

#### THE BOARD IS RESPONSIBLE FOR:

- charting the direction, strategies and financial objectives of the company and ensuring appropriate resources are available;
- adoption of the Company's purpose and approving the company's values and code of conduct to underpin the desired culture with the company
- reporting to shareholders and the investment community on the performance and state of the company;
- monitoring the implementation of those policies and strategies and the achievement of those financial objectives;
- monitoring compliance with control, risk and accountability systems, regulatory requirements and ethical standards;
- ensuring the preparation of accurate financial reports and statements and ensuring relevant information is reported by management to the board;
- reviewing on a regular and continuing basis executive succession planning (in particular for the Managing Directors/Chief Executive Officer)
- ensure that a written agreement is in place with each director and senior executive setting out the terms of their appointment,
- ensure best practice corporate governance;
- overseeing management in the implementation of the company's objectives and entity's values and monitoring the performance of the Company's management;
- ensure that appropriate risk management systems (for both financial and non-financial risks), internal control and reporting systems and compliance frameworks are in place and are operating effectively;
- approve decisions concerning the Company's capital, including issue of shares, capital restructures, and dividend policy;
- when required, challenging management and holding it to account;
- satisfying itself that the entity's remuneration policies are aligned with the company's purpose, values, strategic objectives and risk appetite;
- comply with the reporting and other requirements of the Corporations Act;
- undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election; and provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.

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## **CHAIRMAN**

The Chairman's duties include:

- ensuring the Board performs its roles and functions;
- managing the relationship between the Chief Executive Officer/ Managing Director and the Board;
- managing the business of the Board and presiding over its meetings, resolving differences between directors and seeing that decisions are reached promptly;
- ensuring that all relevant issues are on the agenda and that all directors receive timely, relevant information to enable them to be effective members;
- promoting the interests of the Company as a whole in relations with the Company's shareholders,

## **MANAGING DIRECTOR / CHIEF EXECUTIVE OFFICER:**

The board delegates responsibility for day-to-day management of the Company to the Managing Director or Chief Executive Officer. However, the Managing Director or Chief Executive officer must consult the board on matters that are sensitive, extraordinary or of a strategic nature.

The Managing Director or Chief Executive Officer's duties include

- exercising executive stewardship of the Group's resources;
- instilling and reinforcing the entity's values
- operating within the values, code of conduct, budget and risk appetite set by the board
- overseeing all exploration activities and allocating capital;
- identify and recommend new mineral investment opportunities for board consideration;
- ensuring the board is provided with sufficient and accurate information on a timely basis;
- build key stakeholder relationships including major shareholders/brokers and investors;
- lead and motivate all staff to advance employee engagement;
- ensuring appropriate checks are undertaken before the appointment of senior executives (including checks as to the person's character, experience, education, criminal record and bankruptcy history);
- prepare corporate and investor presentations;
- endeavoring to minimize the Company's exposure to risk;
- advising the Board in relation to all relevant issues affecting the Company and its performance, including compliance issues with material legal and regulatory requirements;
- ensuring that such action is taken as is necessary to secure the timely and effective implementation of the objectives, policies, strategies and plans set by the Board and of other decisions taken by or on behalf of the Board;
- ensuring that safety, health and environmental performance of the Group is implemented in line with the policies agreed by the Board and reporting to the board any other conduct that is materially inconsistent with the values or code of conduct of the company
- regularly keeping the Chairman and the Board informed as appropriate on all matters that may be of importance to the Group, including its current performance and progress.

The Company Secretary is accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board. Each Director has the right of access to all relevant Company Information and to the Company's Executives and, subject to prior consultation with the Chairman, may seek independent professional advice in the furtherance of their duties as Directors at the Company's expense.