



Technical Committee Charter

1. Purpose and Objectives

The Technical Committee (**Committee**) has been established by the Board. Its primary function is to provide an independent peer review of the integrity, as required, of technical information emanating from the Company for release into the public arena and the technical content of business proposals, programs and budgets to be submitted to the Board for approval.

In performing its duties, the Committee shall have direct access to the technical resources of the Company as it may reasonably require and shall seek to maintain effective working relationships with management.

2. Membership and Meetings

The following are the membership and meeting requirements of the Committee:

- (a) The membership of the Committee should consist of a technically disciplined Non-executive Director designated by the full Board who shall act as Chairperson, other Directors, senior technical managers and other members that are technically disciplined as appropriate.
- (b) All Directors shall have the right to attend all meetings of the Committee at their own election.
- (c) Members of the Committee shall be appointed for an initial two year term after which their appointment may be subject to annual rotation at the Board's discretion.
- (d) Election and removal of members by the Board shall be by majority vote.
- (e) The duties and responsibilities of the Chairperson of the Committee are in addition to those as a member of the Board of Directors.
- (f) The Committee shall meet at least twice per year or more frequently if circumstances require.
- (g) If the Chief Executive Officer/Managing Director (or equivalent) (**CEO/MD**) is not a member of the Committee, the Committee may invite the CEO/MD to attend each meeting (though not necessarily for all agenda items). The Committee may also invite other technical staff members to attend each meeting (though not necessarily for all agenda items).
- (h) An executive shall be appointed as Secretary to the Committee. The Secretary, in conjunction with the Chairperson, is responsible for setting the meeting schedule for the year, circulating the meeting agenda and supporting material to all committee members and management representatives prior to each meeting. Normal committee distribution requirements for minutes, agendas and supporting material will apply.

3. Technical Committee Responsibilities

In meeting its responsibilities, the Committee is expected to:

- (a) Review and make recommendations on the:
 - technical aspects of business proposals submitted to the Board for approval;
 - scope of work included in feasibility studies for mine development; and
 - technical aspects of annual exploration, appraisal and development programs and budgets.
- (b) Provide the Board with minutes of Committee meetings and report the Committee's actions to the Board with appropriate recommendations.
- (c) Provide a statement for inclusion in the annual report that describes the Committee's composition and how its responsibilities were discharged.
- (d) Have the authority to conduct or authorise investigations into any matters within the Committee's scope of responsibility. The Committee has the ability to retain independent counsel, professional advisors, or others to assist it in the conduct of any investigation.
- (e) Review and update the Committee's Charter for approval by the Board.
- (f) Perform such other functions as assigned by the Board.

4. Committee Performance

The Board will from time to time evaluate the performance of the Committee to determine whether it is functioning effectively by reference to its Charter and to current best practice.

Updated by the Board as at 24 January 2018.



Denis Waddell
Chairman