

BOARD CHARTER

1 PRINCIPLES AND PURPOSE

- 1.1 Chrysos Corporation Ltd ACN 613 131 141 (“Chrysos” or the “Company”) believes that a commitment to good corporate governance for the Company will deliver the best outcomes for its shareholders and other stakeholders.
- 1.2 This charter (“Charter”) sets out the role, responsibilities and structure of the board of directors of Chrysos (“Board”).

2 ROLE OF BOARD

- 2.1 The role of the Board is to:
 - (a) chart the direction, strategies, financial objectives and policies of Chrysos and monitor the implementation of those strategies, financial objectives and policies; and
 - (b) monitor the compliance of Chrysos with applicable regulatory requirements and ethical standards.
- 2.2 In performing its role, the Board should act at all times:
 - (a) in a matter designed to create and continue to grow sustainable value for shareholders and other stakeholders; and
 - (b) in accordance with the duties and obligations imposed upon directors by the Company’s constitution and the law.

3 POWERS OF THE BOARD

- 3.1 Under the Company’s constitution (“Constitution”), the business of the Company is to be managed by the Company’s directors (“Directors”) who may exercise all such powers of the Company, save for those required to be exercised by the Company in a general meeting, as may be prescribed by the Constitution or the *Corporations Act 2001* (Cth) (“Corporations Act”).
- 3.2 The powers required for the day-to-day operation of the Company which are not expressly:
 - (a) reserved to the Board under section 4 of this Charter (Board Responsibilities);
 - (b) delegated to one of the Company’s Board committees under section 8 of this Charter; or
 - (c) reserved to the Board under the matters delegated under the signing authorities approved by the Board from time to time,

are conferred on the Company’s Chief Executive Officer and Managing Director (“CEO”), who is to manage the day-to-day operation and management of the Company and is accountable to the Board for the Company’s performance. The CEO may sub-delegate powers to employees of the Company, subject to the terms of the applicable signing authorities.

4 BOARD RESPONSIBILITIES

The Board’s primary responsibilities are as follows:

- 4.1 Strategy and Planning:
 - (a) **Strategy** – defining the Company’s purpose, principles and setting its strategic direction including overseeing the development and approval of Chrysos’ strategic plan, business

plans as well as measuring the implementation of such plans.

- (b) **Budget** – review and approval of:
 - (i) at least once per annum, Chrysolite’s Annual Budget;
 - (ii) alterations to the approved annual budget of greater than 5% of the total approved expenditure; and
 - (iii) research and development (“R&D”) projects outside of the approved R&D plan and forecast, as well as any material variations to R&D projects.
- (c) **Group Structure** – approval of:
 - (i) the founding, acquiring or disposal of businesses or the changing of any significant aspect of the Company’s operations;
 - (ii) the Company’s participation on an equity basis in other companies or dissolving or disposing of the Company’s shareholding in other companies; and
 - (iii) the acquisition, disposal or cessation of any significant aspect of the Company, any wholly owned subsidiary of the Company or any entity controlled by the Company (together, “Group”);
- (d) **Intellectual Property** – approval of acquiring or selling patent rights, registered trade marks, licences or other intellectual property assets.

4.2 Oversight of financial management and capital management:

- (a) **HY and FY Results** – as required by the Corporations Act, reviewing and the approval of the Company’s annual and half yearly financial reports, including the Directors’ Report.
- (b) **Accounting and Financial Management Systems** – overseeing Chrysolite’s accounting and financial management systems and internal controls.
- (c) **Audit** – overseeing Chrysolite’s external and internal audit processes (including the scope of any internal audit), including selecting and recommending any change to the external auditor, as required, at general meetings and approving the provision of non-audit services.
- (d) **Capital** – approval of all decisions affecting the capital structure of the Company, including the issue of any shares, options, equity instruments or other securities, capital restructures, capital returns, share buy backs, and major financing arrangements, including determining any distribution policy and the approval of any dividends.

4.3 Risk Management:

- (a) **Code of Conduct** – approval of the Company’s code of conduct policy (“Code of Conduct Policy”) and the corporate values to underpin the desired culture of the Company as well as continual monitoring of the corporate culture of the Company.
- (b) **Ethics** – ensuring and actively promoting ethical behaviours and general compliance with the Company’s codes of conduct, policies, procedures and approved corporate values.
- (c) **Risk Management** – periodically:
 - (i) reviewing risks that are material to the achievement of the Group’s objectives, including, where appropriate, economic, environmental and social sustainability risks;
 - (ii) assessing the appropriateness of the Company’s risk management framework and

- approving the Company's risk appetite within which management is to operate; and
- (iii) approving the allocation of risk categories to be overseen by the Board and the Board committees.

4.4 Oversight of Management:

- (a) **CEO** – appointment and removal of the CEO and determining the terms and conditions of the CEO's appointment or termination.
- (b) **Executives** – approving the appointment, termination and remuneration arrangements of senior executives who are direct reports to the CEO, including the Chief Financial Officer ("CFO") and Company Secretary and other executives, as determined by the Board from time to time.
- (c) **Performance** – approval of the process, systems and criteria by which to assess, review and monitor the performance of the CEO and any senior executives who are a direct report to the CEO.
- (d) **Remuneration** – approval of the following matters:
 - (i) the remuneration framework, strategies and policies for the Group;
 - (ii) the remuneration (including participation in any incentive plans) and terms and conditions of service for executive directors, CEO, CFO, Company Secretary and all direct reports to the CEO, at least once per annum;
 - (iii) the remuneration of individual non-executive directors or members of the Board and Board committees respectively and any Board shareholding policy; and
 - (iv) any remuneration report which may be required to be prepared under the Corporations Act 2001.
- (e) **Succession** – review and approval on a regular and continuing basis of:
 - (i) executive talent development; and
 - (ii) succession planning, in particular, with respect to the position of CEO and Chairman.

4.5 **Diversity and Inclusion** – promotion of diversity and inclusion at all levels of the Company and approval of policies, practices and objectives for the Company with regards to diversity and inclusion, including with regard to:

- (a) equal opportunity including policies against discrimination; and
- (b) Board and employee diversity.

5 **BOARD MEMBERSHIP**

- 5.1 The Board aims to consist of a majority of non-executive, independent Directors.
- 5.2 The number of Directors and the composition of the Board is to be determined having regard to what is appropriate for Chrysolite to achieve its strategic objectives and to comprise an appropriate balance of skills, expertise, experience and diversity to ensure there is an effective Board to respond to the current and emerging issues and developments in the Company's business.
- 5.3 Each Director will have a written agreement with the Company setting out the terms of their appointment.
- 5.4 A Director must inform the Board or the Chair as soon as the Director is aware of any conflict

or potential conflict of interest which that Director may have in relation to a particular matter. All conflicts of interest will be managed in accordance with the Company's conflicts of interest policy.

- 5.5 Each Director must comply with the Company's Code of Conduct Policy.

6 ROLE AND RESPONSIBILITIES OF THE CHAIR

- 6.1 The Board will seek to appoint an independent, non-executive Director as Chair. However, if the Chair is not independent, a lead independent Director will be appointed. The lead independent Director will be appointed by the independent, non-executive Directors. The lead independent Director will take over the role of the Chair when the Chair is unable to act in that capacity as a result of their lack of independence or in circumstances where a conflict of interest arises.
- 6.2 In the absence of the Chair from a meeting or if the Chair becomes ill or incapacitated and is unable to fulfill their duties, the Board will appoint an independent, non-executive director to act as the Chair for that particular meeting provided that if a lead independent Director has been appointed under section 6.1, the lead independent Director will assume the Chair's responsibilities.
- 6.3 The Chair is responsible for:
- (a) leadership of the Board, the efficient organisation and conduct of the Board's functions and responsibilities, facilitating open and constructive discussion and debate during Board meetings;
 - (b) ensuring there is efficient communication with shareholders and other stakeholders;
 - (c) liaison between the Board and management;
 - (d) setting the agenda for each meeting in consultation with the CEO, CFO and Company Secretary and reviewing corporate governance matters with the Company Secretary and reporting on those matters to the Board; and
 - (e) leading an annual review of the performance of the Board and Board committees (if appropriate with the assistance of an external consultant).

7 BOARD PROCESS

- 7.1 Meetings:

- (a) The Board is to meet at regular intervals as deemed necessary to appropriately discharge its duties and fulfill its responsibilities.
- (b) While Directors are committed to collective decision making, they have a duty to question and raise any issues of concern to them. Matters are to be discussed and debated openly and constructively among the Directors.
- (c) While the Chair sets the agenda for each meeting, any Director may request an item to be included on a Board agenda.
- (d) Directors must keep Board papers, discussions and resolutions confidential, except where they are required to be disclosed.
- (e) Directors are required to adequately prepare for, attend and participate at each Board

meeting.

- (f) Non-executive Directors may periodically meet without executive Directors present.
- (g) The Board may request or invite management or external consultants to attend Board meetings where appropriate or necessary.
- (h) Board meetings may be conducted face to face, virtually through video conference or by telephone.
- (i) Proceedings of all meetings will be recorded by way of minutes, taken by the Company Secretary and will be first circulated for approval by the Chair of the meeting, and then to all other directors present at the meeting. These approved minutes will be placed in the minute register within one month of the meeting and confirmed at the next meeting of the Board.

7.2 Independent Professional Advice:

- (a) A Director may engage, at the Company's expense, independent professional advisers to advise the director on matters pertinent to the Company's affairs, including the performance of the Director's duties.
- (b) However, before such engagement is made and expenses incurred, the approval of the Chair must be obtained and a copy of any advice made available to the Board.

7.3 Following consultation with the Chair and the CEO, the Directors may have complete and open access to management.

7.4 The Company Secretary is responsible for assisting the Board with its processes and functions in accordance with this Charter and Chrysos' constitution and is accountable to the Board, through the Chair on matters concerning the proper and effective functioning of the Board.

8 DELEGATIONS TO COMMITTEES

The Board has established the following Committees, each of which has a charter:

- (a) **Audit, Finance and Risk Committee:** the purpose of which is to assist the Board to fulfill its responsibilities with regard to financial governance, audit and risk management;
- (b) **Remuneration and Nominations Committee:** the purpose of which is to assist the Board to fulfill its responsibilities with regard to remuneration strategies and policies, Board and senior management appointments, performance and succession planning; and
- (c) **Environmental, Safety, Social and Corporate Governance Committee:** the purpose of which is to assist the Board to fulfill its responsibilities with regard to its oversight on environmental, safety, social and corporate governance matters.

9 ANNUAL PERFORMANCE ASSESSMENT

- 9.1 The Board is to undertake an annual performance assessment of itself, its members and each committee that:
 - (a) assesses the performance of the Board or committee against the requirements of the relevant Charter;
 - (b) exams the effectiveness and composition of the Board and its committees, including the required mix of skills, experience, independence and diversity appropriate for the needs of the Company, as well as assessing the balance of responsibilities between the Board

- and its committees; and
- (c) sets goals and objectives of the Board or committee for the following year, including with regard to any improvement to the relevant Charter.
- 9.2 As part of this annual review, the Chair will meet with each non-executive Director to discuss their performance.
- 10 REVIEW, AMENDMENT AND PUBLICATION**
- 10.1 This Charter shall be reviewed by the Board from time to time, and at least one per annum, to ensure it remains appropriate to the Company's needs from time to time, consistent with the Board's objectives and responsibilities to meet appropriate corporate governance principles.
- 10.2 The Charter may only be amended with the approval of the Board.
- 10.3 The Charter will be published on Chrysos website.

Approved by the Board on 25 February 2022