Board Charter

Mithril Silver and Gold Limited

ACN 099 883 922

1. Purpose

This Board Charter (Charter) sets out the following matters:

- **the roles and responsibilities of the Board of the Company;**
- **the roles and responsibilities of the Senior Management of the Company; and**
- **the manner of the operation of the Board.**

In the compilation of this Charter, the Company has, where possible and appropriate, followed the recommendations of the ASX Corporate Governance Principles and Recommendations.

The Board is responsible for the corporate governance of the Group. This Charter sets out the roles and responsibilities of the Board, which responsibilities are delegated to committees of the Board or to management, as well as the membership and operation of the Board.

The Board derives its authority to act from the Company's Constitution.

2. Composition of the Board

It is the objective of the Company to establish and maintain a Board with a broad representation of skills, experience and expertise.

To assist in achieving the objective state above, the Board will consist of:

- **typically a mix of executive and non-executive directors; and**
- **a minimum of three directors.**

The members of the Board and their length of service as Directors will be listed in the Annual Report of the Company for each Reporting Period.

Where practical, the Chair shall be an independent director who is not the CEO.

The Board has adopted a skills matrix. The skills matrix is to be included in the annual corporate governance statement of the Company and is to be reported against each Reporting Period.

The skills matrix shall be reviewed annually in accordance with the Remuneration and Nomination Committee Charter and updated as appropriate.

In accordance with the ASX Corporate Governance Principles and Recommendations, the Board considers a director to be independent if the director is free of any interest, position or relationship that might influence, or may reasonably be perceived to influence, in a material respect of the director's capacity to bring an independent judgment to bear on issues before the Board, and to act in the best interests of the entity as a whole rather than the interests of an individual security hold or other party.

The below factors are considered in determining if a non-executive director is an independent director. Typically non-executive directors will be considered to be independent if they are a director who is not a member of Senior Management of the Company and:

- **are not or has not been employed in an executive capacity by the Company or a child entity of the Company within the last three years and did not become a Director within three years of being so employed;**
- **does not receive performance based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of the Company;**

- **within the last three years has not been in a material business relationship with the Company or any child entity of the Company or is an officer of, or otherwise associated with, someone with such a relationship;**
- **is, represents, or has been within the last three years an officer or employee of, or professional adviser to, a substantial shareholder;**
- **has no close personal ties with any person who falls within any of the categories described above; and**
- **has not been a director of the Company for such a period that their independence from management and substantial holders may be compromised.**

The Board shall review the independence of each non-executive director on an annual basis, having regard to the indicia set out above. If a Director ceases to be independent, the Director shall advise the Chair of the Board immediately, and, if the Board finds that a Director is no longer independent, the Board shall immediately announce this to the market.

The Board shall state whether a non-executive Director is independent or not, and the reasons for such opinion, in the Company's annual report for each Reporting Period.

3. Appointment of Directors

Directors are appointed in accordance with the Constitution. The Board will review and assess the suitability of new Directors against fixed criteria, which include overall skills, experience and background, professional skills, potential conflicts of interest, ability to exercise independent judgement and whether such director can be independent.

Senior Executives (who may be Directors) are appointed to fill specific roles in the management of the Company. The Board will review and assess the suitability of new Senior Executives against criteria which include overall skills, experience and background, professional skills, potential conflicts of interest and the ability to exercise independent judgement.

Director and Senior Executives will be requested to provide the Company with information to make a review and assessment as set out above and also a consent to the Company undertaking background and other appropriate checks on the Director or Senior Executive.

The Board will set out the terms and conditions of the appointment of a Director or Senior Executive in a formal letter of appointment or a Service Agreement (including an Executive Service Agreement where applicable). Where that Director or Senior Executive proposes providing services via a corporate entity then the Company and that Director or Senior Executive will execute a letter under which that Director or Senior Executive personally acknowledges their personal obligations.

New Directors of the Company will be provided with a copy of the Constitution and all relevant policies (including this Board Charter) of the Board.

New Directors will be fully briefed with respect to the strategic direction of the Company.

Directors will be offered regular opportunities for professional development.

The Company shall undertake appropriate checks before appointing a Director or Senior Executive or putting forward to security holders a candidate for election as a Director of the Company. The appointment of Directors and Senior Executives are conditional upon the results of such checks being satisfactory to the Company and the Board.

The Company will provide security holders of the Company with all material information in the Company's possession which is relevant to a decision on whether to elect or re-elect a Director.

4. Responsibilities of the Board

The Board is responsible for management and corporate governance of the Company. The Board has the authority to make decisions and give directions in relation to:

- **the development, implementation and alteration of the strategic direction of the Company, including future expansion of business activities;**

- **risk management, assessment and monitoring. The risk management framework of the Company is reviewed at least once during each Reporting Period (whether by the Board of the Audit and Risk Committee of the Board) and it is to be disclosed if such review has taken place as part of the periodic reporting obligations of the Company;**
- **ensuring appropriate external reporting to shareholders, the ASX, ASIC and other stakeholders;**
- **encouraging ethical behaviour, including compliance with the Company's governing laws and procedures and compliance with corporate governance standards; and**
- **establishing targets and goals for Senior Management to achieve and monitoring the performance of Senior Management.**

The Board is responsible for monitoring organisational capability in the context of agreed plans and budgets, accountability and diversity.

The Board has responsibility for the following specific matters:

- **the appointment and removal of the Chair of the Company;**
- **the appointment of new Directors to fill a vacancy or as additional Directors;**
- **the appointment, and where appropriate, the removal of the:**
  - **CEO;**
  - **CFO;**
  - **Executive Directors (to the extent of their capacity as an executive);**
  - **Company Secretary; and**
  - **Ratifying the appointment or removal of Senior Management;**
- **oversight of all matters delegated to Senior Management;**
- **reviewing the performance of the CEO and monitoring the performance of his or her director reports;**
- **managing succession planning for the position of CEO and overseeing succession planning for his or her direct reports;**
- **approving overall Company, Director and specific senior executive remuneration and related performance standards and their evaluation;**
- **where possible, challenging management and holding it accountable;**
- **approving the statement of values of the Company;**
- **satisfying itself that an appropriate framework exists for relevant information to be reported by management to the Board;**
- **ensuring the Code of Conduct, Communication and Disclosure Policy, Securities Trading Policy, Diversity Policy, Risk Management Policy and Remuneration Policy (as the case may be) and all other policies of the Board are operative and being complied with;**
- **regular reviews of and powers to amend the Code of Conduct, Communication and Disclosure Policy, Securities Trading Policy, Diversity Policy, Risk Management Policy and Remuneration Policy (as the case may be) and all other policies of the Board to ensure the policies meet the standards of corporate governance the Board is committed to;**
- **review and oversight compliance with ASX Listing Rules, financial reporting obligations, including periodic and continuous disclosure, legal compliance and related corporate governance matters;**
- **satisfying itself that the Company has in place an appropriate risk management framework (for both financial and non-financial risks) and setting the risk appetite within which the board expects management to operate;**

- approving and monitoring major capital expenditure, capital management, acquisitions and divestitures and material contracts;
- approving and monitoring major Company financing matters including incurring material debt obligations; and
- overseeing the integrity of the Company's accounting and corporate reporting systems, including external audit;
- monitoring and reviewing the financial performance of the Company;
- approving operating budgets and major capital expenditure;
- overseeing the Company's process for making timely and balanced disclosure of all material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities;
- satisfying itself that the Company's remuneration policies are aligned with the Company's purpose, values, strategic objectives and risk appetite;
- monitoring and reviewing the operational performance of the Company including the viability of current and prospective operations and exploration opportunities; and
- proposing and recommending to shareholders any changes in the capital structure of the Company.

The Board may, in its absolute discretion and without abrogating its responsibilities, delegate other matters from time to time.

5. Allocation of Responsibilities

The Chair has the following responsibilities:

- the organisation and efficient conduct of the business of the Board at Board meetings and on all other occasions;
- ensuring all Directors are adequately informed about Board matters in a timely fashion to facilitate rigorous, effective and accurate decision making in all business of the Board.
- setting the agenda for meetings of the Board, guiding the meetings to facilitate open discussion and managing the conduct of, and frequency and length of such meetings, to provide the Board with an opportunity to arrive at a detailed understanding of the Company's performance, financial position, operations and challenges;
- promoting constructive and respectful relations between Directors and between the Board and management;
- liaising with the Secretary concerning matters of corporate governance and conveying all information to the Board;
- encouraging engagement and compliance by Board members with their duties as Directors;
- ensuring each Director is empowered to fully participate in meetings and is properly informed of Director performance expectations; and
- engaging with major shareholders of the Company to ensure that their views are known to the Board.

The CEO/Managing Director has the following responsibilities:

- recommend to the Board for review and approval the Company Strategy and strategic framework;
- recommend to the Board for review and approval a two year plan and annual budget for the first year of the plan including the setting of key objectives and deliverables consistent with the agreed strategy;
- recruit and develop appropriately skilled Senior Management to execute the plans of the Company;
- manage the Company in accordance with the directions and delegations of the Board;

- **report to the Board in a timely fashion all matters concerning the operations of the Company and the Company's employees;**
- **coordinate the roles and responsibilities of the management and employees of the Company to achieve the goals set by the Board;**
- **carry out the day-to-day management of the Company;**
- **in consultation with the Company's management and employees, establish and implement management policies and procedures to:**
  - **achieve the financial and operational goals set by the Board;**
  - **build and maintain employee satisfaction and well-being;**
  - **build and maintain a staff identity and loyalty to the Company; and**
  - **ensure a safe workplace for all employees.**

The CEO/Managing Director shall seek to operate within the values, code of conduct, budget and risk appetite as set by the Board. Where there is no CEO/Managing Director the Board shall collectively perform the above functions where appropriate.

The Company Secretary has the following responsibilities:

- **the adoption and implementation of corporate governance practices;**
- **coordination of the Board and its Committees (if any);**
- **monitoring of the policies and procedures of the Board;**
- **advising the Board, through the Chair, of the corporate governance policies of the Company;**
- **ensuring each director has access to the Company Secretary;**
- **the accurate reporting of the Business of the Board, including the timely dispatch of Board agendas and briefing papers and the accurate recording and timely dispatch of the minutes of the Board;**
- **ensuring compliance with ASX Listing Rules, the Corporations Act and Corporations Regulations where applicable to the Board and the Company;**
- **circulating all market announcements to the Board immediately prior to, or shortly after, release to the ASX (as applicable);**
- **in conjunction with the Chair, determine whether information conveyed to the Company Secretary should be disclosed to the ASX; and**
- **liaising with the ASX in respect of Company announcements.**

The Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

6. Board Meetings

Subject to the Act, a quorum for meetings of Directors may be fixed by the Directors and, unless so fixed, is two (2).

The Board will seek to hold formal Board meetings six (6) times each financial year and may meet as often as required to fulfil their duties. The Board may hold a greater or less number of Board meetings as considered necessary by the Board.

A meeting of the Board may be held in 2 or more places linked together by any technology.

Minutes of each Board meeting shall be prepared by the Secretary, approved by the Chair and circulated to Directors after each meeting.

Minutes of meetings must be approved at the next Board meeting.

Each Director has an obligation at Board meetings and concerning the Company generally, to reach decisions which he or she believes to be in the best interests of the Company, free of any actual or possible personal or other business related conflict of interest.

At the commencement of each meeting, each Director must disclose any actual or potential conflicts of interest. Ongoing conflicts of interest need not be disclosed at each meeting once acknowledged.

Where members are deemed to have a real or perceived conflict of interest, they will be excluded from any discussion on the issue where a conflict may, or does, exist.

7. Shareholder meetings

The Company is committed to upholding shareholder rights and participation in General Meetings. Shareholders are to be invited to attend and ask questions at each General Meeting.

The auditor of the Company will be invited to attend and answer questions from the shareholders of the Company at each annual General Meeting.

If a resolution is proposed to be put at a General Meeting for the election or re-election of Directors(s) of the Company, the notice of meeting convening such General Meetings will contain all material information for shareholders to determine whether to elect or re-elect the Directors(s).

All substantive resolutions at a General Meeting are to be determined by poll.

8. Board Committees and Corporate Governance

To assist in execution of its duties, the Board will establish an Audit and Risk Committee and a Remuneration and Nomination Committee or, if the size and intended operations of the Company is such that establishment of one or both of these committees is not practicable, the Board shall undertake the functions of these committees. The Board may also delegate certain aspects (for example, audit) to specific committees established to address that particular aspect.

The Board has adopted a charter for each of the Audit and Risk Committee and the Remuneration and Nomination Committee setting out matters concerning their respective composition and responsibilities. Committee charters are approved by the Board and reviewed when necessary.

Members of Committees (when applicable) are appointed by the Board. The Board may also appoint additional Directors to Committees or remove and replace members of Committees by resolution.

At the date of this Charter the Board undertakes the functions of those Committees, in accordance with the Charters of the Audit and Risk Committee and Remuneration and Nomination Committee.

In addition to this Charter, the Board has also adopted the following policy documents in the interest of best practice in corporate governance and to guide and assist the Company in the pursuit of its values and the achievement of its goals:

- **Audit and Risk Committee Charter**
- **Remuneration and Nomination Committee Charter (including a remuneration policy)**
- **Risk Management Policy**
- **Securities Trading Policy**
- **Diversity Policy**
- **Communication and Disclosure Policy**

- **Code of Conduct**
- **Whistleblower Policy**
- **Bribery and Corruption Policy**

The Board will review the policies and the Committee structure annually to ensure the most cost-effective and beneficial corporate structure for the Company is in place which reflect the values of the Company and guide the conduct of the Board consistently with those goals.

The Board may also establish ad-hoc special purpose committees from time to time, with terms of reference approved by the Board.

The Board shall be informed of any actual and potential breach of any of the adopted policies and shall be provided with all available details of such actual or potential breach.

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9. Performance Evaluation

The Remuneration and Nomination Committee (or, in its absence, the Board) shall evaluate the performance of the Board, its committees, individual Directors, the CEO and Senior Executives in accordance with the process set out in the Remuneration and Nomination Committee Charter.

The performance of the Board, committees, individual Directors and Senior Executives shall be evaluated at least once every Reporting Period. The Company shall disclose whether performance evaluations have been conducted as part of its reporting obligations for each Reporting Period.

The Board shall also monitor and evaluate the performance of the CEO and Senior Executives in achieving the strategies and budgets set by the Board, and, where appropriate, may seek advice from the Remuneration and Nomination Committee.

The Board shall approve non-executive director remuneration (subject to such remuneration not exceeding the maximum non-executive director remuneration pool approved by shareholders), Senior Executive and the CEO/Managing Director remuneration and any incentive or employee equity plans.

The Board must separately disclose its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and senior executives, which is disclosed in its annual report.

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10. Corporate Governance

The Board shall encourage ethical behaviour and compliance with the Company's policies and procedures. The Board shall periodically review the Company's compliance with corporate governance standards including the ASX Corporate Governance Principles and Recommendations.

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11. Diversity

The Board shall approve the Company's Diversity Policy and annual measurable objectives to encourage diversity (including, but not limited to, gender diversity) across the Company.

The Board shall annually review the Company's progress in achieving the measurable objectives set out in the Company's Diversity Policy. The Board may, depending on the size and scope of the Company, determine not to set a measurable diversity objection in any given Reporting Period.

12. Directors' Conduct

In undertaking the responsibilities described in this Charter, the Board shall endeavour to create further value for shareholders, and in accordance with the obligations imposed upon it by law and the Constitution and in accordance with the corporate governance policies and procedures of the Company as adopted by the Board from time to time.

13. Director Development

The Company is committed to continuing professional development of its Directors and Senior Executives. In line with this commitment, the need for the professional development of each of the Directors and Senior Executives will be reviewed by the Remuneration and Nomination Committee (or, in its absence, the Board) each year on the basis the professional development is of value, both financially and in terms of the content being delivered.

The review of the need for professional development shall be conducted in accordance with the program set out in accordance with the Remuneration and Nomination Committee Charter.

The Board will allocate an appropriate budget to encourage Directors to participate in training and development programs. Any Director wishing to undertake either specific directorial training or personal development courses is expected to approach the Chair for approval of the proposed course. Developmental may be in both governance processes or in the Company's industry.

14. Director Induction

New Directors will undergo an induction process in which they will be given a full briefing on the Company, including meeting with key Executives, tours of the premises (where applicable), an induction package and presentations. Information conveyed to the new Director will include:

- **details of the roles and responsibilities of a Director with an outlined of the qualities required to be a successful Director;**
- **formal policies on Director appointment as well as conduct and contribution expectations;**
- **details of key relevant legal requirements including:**
  - **Corporations Act;**
  - **Tax Office requirements; and**
  - **Other relevant major statutory bodies;**
- **a copy of this Board Charter;**
- **guidelines on how the Board processes function;**
- **details of past, recent and likely future developments relating to the Board including anticipated regulatory changes;**
- **background information on and contact information for key people in the organisation including an outline of their roles and capabilities;**
- **a current industry, business, financial and risk overview of the Company;**
- **a synopsis of the current strategic direction of the Company including a copy of the current strategic plan and annual budget;**
- **a copy of the Constitution; and**
- **Directors' Deed of Indemnity and Right of Access to Documents.**

15. Independent Advice

The Board, collectively and independently, are entitled to seek independent professional advice at the Company's expense to assist in their carrying out the functions and responsibilities as set out in this Charter or as regulated by applicable legislation, regulation or common law.

The Chair must approve the engagement of professional advisor acting in the best interests of the Company. If the Chair refuses approval of the engagement of professional advisors, the matter may be referred to the Board.

Any Director is entitled to seek independent professional advice at the Company's expense on any matter connected with the discharge of his or her responsibilities, provided the Director:

- **first provides the Chair with details of the nature of and reasons for the professional advice sought, the likely cost of seeking such independent professional advice and the details of the independent adviser he or she proposes to instruct;**
- **the Chair must approve the independent adviser nominated by the Director;**
- **the Chair may prescribe a reasonable limit on the amount that the Company shall contribute towards the cost of obtaining the advice;**
- **all documentation containing or seeking independent professional advice must clearly state the advice is sought in relation to the Company and/or the Director in his or her capacity as a Director of the Company.**

The Chair shall decide if any advice received by an individual Director will be circulated to the remainder of the Board.

16. Continuous Disclosure

The Board has adopted a policy related to the continuous disclosure obligations of the Company under the ASX Listing Rules. The Company Secretary will oversee the implementation of that policy and the Board will consider continuous disclosure as a standing item at Board meetings.

17. Communication of Information

The Board will:

a) communicate effectively with shareholders;
b) give shareholders ready access to relevant and timely information about the Company; and
c) make it feasible for shareholders to participate in general meetings.

18. Charter Review

Any changes to the Charter require approval of the Board. The Board will review the effectiveness of the Charter at least once every two years of such other period determined by the Board.

19. Approved and Adopted

This Charter was approved and adopted by the Board on 22 February 2023.