

BARTON GOLD HOLDINGS LIMITED

BOARD CHARTER

INTRODUCTION

The Board Charter sets out the commitment of Barton Gold Limited (the **Company**) to effective corporate governance.

The Board Charter will be reviewed regularly to ensure it remains consistent with the Board's objectives and developments in current law and practice.

THE COMPOSITION, ROLE AND RESPONSIBILITIES OF THE BOARD

Composition of the Board

The minimum and maximum number of Directors is set out in the Company's Constitution.

The Board will periodically review, with the assistance of the Nomination and Remuneration Committee, the mix of skills and diversity represented by Directors and determine whether that mix remains appropriate.

Non-executive Directors will be engaged through a letter of appointment and subject to election and re-election in accordance with the Company's Constitution.

Induction and training

New directors will be provided with an induction programme to assist them in becoming familiar with the Company, its managers and its business following their appointment. Directors may, with the approval of the Chairman, undertake appropriate professional development opportunities (at the expense of the Company) to maintain their skills and knowledge needed to perform their role.

Independent Directors

A majority of the Board will, where practicable, be independent Directors.

The Board considers an independent Director to be a non-executive Director who is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect, his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company.

The materiality of the interest, position, association or relationship will be assessed to determine whether it might interfere, or might reasonably be seen to interfere, with the Director's characterisation as an independent Director.

In assessing independence, the Board will have regard to the factors set out in the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

The independence of Directors will be assessed annually or as soon as practicable after there is a change in circumstances in respect of a Director which may affect their independence.

Role of the Board

The Board is responsible for the overall performance of the Company and accordingly takes accountability for monitoring the Company's business and affairs and setting its strategic direction, establishing policies and overseeing the Company's financial position and performance.

The Board is responsible for:

- a) approving and monitoring the Company's strategy, business performance objectives and financial performance objectives;
- b) overseeing and monitoring the establishment of systems of risk management by approving risk management policies, operational risk policies and procedures (including policies relating to health, safety and injury management) and systems of internal controls; and
- c) monitoring compliance with legal and regulatory requirements, ethical standards and external commitments and, generally, safeguarding the reputation of the Company.

Specific responsibilities of the Board

The Board has reserved some matters to itself for decision and, save for those matters, has delegated authority for all other matters to Managing Director.

In addition to matters expressly required by law to be approved by the Board, the following powers are reserved for the Board:

- a) the appointment and removal of the Chair of the Board;
- b) the appointment and removal of the CEO and Managing Director (as applicable), the determination of the CEO and Managing Director's terms and conditions (including remuneration) and review of the CEO and Managing Director's performance;
- c) the appointment and removal of the Chief Financial Officer and the Company Secretary;
- d) any matters in excess of any discretions that the Board may have delegated to the CEO and Managing Director or senior executives;
- e) approval of:
 - (i) the Company's strategy, annual budget and major capital expenditure;
 - (ii) the Company's remuneration policy, including:
 - a) the remuneration and conditions of service (including incentives) for executive Directors, senior executives, the Chief Financial Officer and the Company Secretary;
 - b) industrial instruments or agreements of general application to some or all of the Company's employees; and
 - c) incentive plans;
 - (iii) significant changes to the organisational structure of the Company;
 - (iv) the appointment, and, with assistance from the Nomination and Remuneration Committee, performance evaluation of senior executives and any other officers as the Board may determine;
 - (v) the acquisition, establishment, disposal or cessation of any significant assets of the Company;
 - (vi) the amount, nature and term of the Company's debt facilities;

- (vii) the issue of any shares, options, equity instruments or other equity securities in the Company;
 - (viii) any public statements which reflect significant issues of the Company performance, policy or strategy;
 - (ix) any changes to the discretions delegated by the Board; and
 - (x) the Company's dividend policy and the payment of dividends;
- (f) reviewing, with the assistance of reports from the Nomination and Remuneration Committee, succession planning for senior executives (including the CEO and Managing Director) on a regular and continuing basis; and
- (g) the appointment, reappointment, or replacement of the external auditor, upon the advice of the Audit and Risk Committee.

Subject to the limitations imposed by the Company's Constitution, statute and other external regulation, the Board remains free to alter the matters reserved for its decision.

CONDUCT OF DIRECTORS

Duties

In acting as a director, each Director must have regard to their general law and statutory duties, which require, among other things, that each Director:

- a) exercises due care and diligence;
- b) exercises their power and discharges their duties in good faith in the best interests of the Company;
- c) not improperly uses his or her position or misuses information of the Company; and
- d) commits the time necessary to discharge effectively his or her role as a Director.

Directors commit to the collective, group decision-making processes of the Board. Directors will debate issues openly, constructively and respectfully, and will be free to question or challenge the opinions presented at meetings where their own judgement differs from that of other Directors.

All Directors are expected to utilise their range of relevant skills, knowledge and experience for all matters discussed at Board meetings.

Directors will use all reasonable endeavours to attend Board meetings in person. Members unable to attend a meeting must advise the Chairman and Company Secretary.

Conflict of interest and conflict of duty

If a Director has a material personal interest in a matter that relates to the affairs of the Company, or a situation has arisen where the director's duty to the Company conflicts with a duty to another person, the Director will act in accordance with the Company's Constitution, any applicable policy of the Company and any applicable law.

Where necessary, the Company Secretary will implement appropriate procedures designed to ensure that the interests of the Company are protected and the Director acts in accordance with his or her legal obligations.

Code of Conduct

Each Director will comply with the Company's Code of Conduct (having regard to the Director's role as either an executive or non-executive Director).

BOARD MEETINGS

All Board meetings must be conducted in accordance with the Company's Constitution.

The Company Secretary must distribute the agenda and any Board papers to the Directors prior to each Board meeting to enable them to read the papers and properly prepare for the Board meeting.

Any Director may request that an item be added to the agenda for a Board meeting.

The Company Secretary must prepare draft minutes of each Board meeting and promptly provide them to the Chairman for review after each Board meeting.

Once the draft minutes have been reviewed by the Chairman, the draft minutes must be tabled at the next Board meeting for final review and approval.

Non-executive Directors will periodically meet without executive Directors or executive management present.

INDEPENDENT ADVICE

Directors may, with the consent of the Chairman and with the assistance of the Company Secretary, seek independent professional advice at the expense of the Company on any matter connected with the discharge of their responsibilities. A copy of any advice so received will be made available to all Directors.

PERIODIC EVALUATION

The Board will annually evaluate the performance of:

- a) the Board;
- b) each Director; and
- c) each Board Committee.

Evaluations will be undertaken against a set criteria and will have regard to the collective nature of Board work and the operation of the governance processes established in this document, and where appropriate seek to identify areas where performance could be improved. Where the Board considers it appropriate, third party advisers may be engaged to provide assistance.

The Board will disclose in the Company's Annual Report whether a performance evaluation has been undertaken during the relevant reporting period.

The Board will consider the outcome of the evaluation of those Directors who are seeking election or re-election at an annual general meeting in considering whether to recommend those Directors for election or re-election.

BOARD COMMITTEES

The Board will establish committees to assist the Board in the exercise of its authority.

The permanent committees of the Board are the Audit and Risk Committee and the Nomination and Remuneration Committee.

Each Committee will be composed of individuals the Board considers best suited to fulfil the role of each Committee. Where practicable, all of the Committees will:

- a) have at least three members; and
- b) consist of a majority of independent Directors.

The Audit and Risk Committee will comprise only non-executive Directors.

The Committees will have access to sufficient resources to carry out their activities effectively.

The charters of those Committees set out the role and responsibilities of the Committees and the authority delegated by the Board to those Committees.

DIVISION OF AUTHORITY AND DUTIES

Division of authority

The Company recognises the important but separate roles and functions of the office of Chairman of the Board and the office of Managing Director of the Company. Accordingly, the roles of the Chairman and the Managing Director must not be exercised by the same individual.

Office of Chairman

The Board will elect one of the non-executive Directors to the office of Chairman.

The Board will develop a succession plan for the office of Chairman and will periodically review and update the plan.

The Board will identify a non-executive Director to act as an alternate Chairman if the Chairman is unable to perform their role for any reason.

The role of the Chairman is to:

- a) ensure the efficient organisation and conduct of the Board's functions;
- b) facilitate the effective contribution of all Directors;
- c) promote constructive and respectful relations between Board members and between the Board and management;
- d) be responsible for ensuring that the principles and processes of the Board are maintained;
- e) review the agenda for each meeting prepared by the Company Secretary in consultation with the Managing Director (any Director may request that an item be added to the agenda);
- f) report to the Board and committees of the Board as appropriate on decisions and actions taken between meetings of the Board; and
- g) chair general meetings of the Company.

The Chairman has authority to act and speak for the Board between its meetings, including engaging with the Managing Director.

Responsibilities of Managing Director and management

The Managing Director, with management, is responsible for implementing the Company's strategy and achieving the Company's business performance objectives and financial objectives, and for carrying out the day-to-day management and control of the Company's affairs.

The Managing Director and senior executives must operate in accordance with the Board's approved policies and delegated limits of authority, as described in the Company's delegations framework.

Company Secretary

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

The appointment and removal of the Company Secretary is a matter for the Board as a whole.

The Company Secretary's advice and services shall be available to all Directors and committees of the Board.

The Company Secretary will retain independent advisory services at the request of the Board or committees of the Board.

The Company Secretary will develop and maintain the information systems and processes that are appropriate for the Board to fulfil its role.

Charter adopted by the Board on 12 February 2021