

## 1. THE BOARD AND OVERVIEW OF ITS ROLE

- (a) Corporate governance describes the way Arafura Rare Earths Limited (**Arafura or Company**) is directed and controlled. The Company's shareholders appoint directors and hold them accountable for the performance of the company. A key part of directors' responsibility is to ensure that an effective corporate governance structure operates in the Company.
- (b) The governance structure should ensure that reasonable profit and growth targets are set and achieved, and risk is properly managed, while considering the interests of the Company's stakeholders. As well, the Company's corporate governance culture and its way of doing business, including leadership by the board of directors (Board) and senior executives, is critical to the Company's continuing success.
- (c) The Board is responsible for and oversees the governance of the Company.
- (d) This Board Charter sets out the functions of the Board by describing the structure of the Board and its committees, the need for independence and other obligations of directors.
- (e) The Board will meet regularly on such number of occasions each year as the Board deems appropriate.

## 2. FUNCTIONS OF THE BOARD

- (a) The Board strives to build sustainable value for shareholders whilst protecting the assets and reputation of the Company. Its functions include but are not limited to:
  - (i) demonstrating leadership;
  - (ii) defining the Company's purpose and setting its strategies, budgets and business plans;
  - (iii) approving the Company's statement of values and code of conduct to underpin a culture of acting lawfully, ethically and responsibly;
  - (iv) 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;
  - (v) satisfying itself that the Company's remuneration policies are aligned with its purpose, values, strategic objectives and risk appetite;
  - (vi) overseeing management in its implementation of the Company's strategic objectives, its role in instilling the Company's values and performance generally;
  - (vii) assessing performance against strategies to monitor both the performance of senior management of the Company group (being the Managing Director and other individuals as determined from time to time by the Remuneration and Nomination Committee) as well as the continuing suitability of strategies;

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- (viii) on an annual basis consider the scale and nature of the Company's operations and determine if it's appropriate to set measurable objectives for achieving gender diversity in the composition of the Company's Board, Senior Management and workforce generally;
  - (ix) approving the Company's annual report including the financial statements, directors' report, remuneration report, corporate governance statement and sustainability report, with advice from the Remuneration and Nomination Committee, Audit Committee, Risk Management Committee and Sustainability Committee as appropriate;
  - (x) approving major borrowing and debt arrangements, the acquisition, establishment, disposal or cessation of any significant business of the company, any significant transaction or capital expenditure and the issue of any shares, options, equity instruments or other securities in the Company;
  - (xi) 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;
  - (xii) satisfying itself that an appropriate framework exists for relevant information to be reported to the Board by management;
  - (xiii) whenever required, challenging management and holding it to account;
  - (xiv) reviewing operating information to understand at all times the state of health of the Company;
  - (xv) considering the economic, occupational health and safety, environmental and social sustainability risks of the Company's activities;
  - (xvi) ensuring that the Company acts legally and responsibly on all matters and that the highest ethical standards are maintained;
  - (xvii) maintaining a constructive and ongoing relationship with the Australian Securities Exchange (ASX) and regulators, and approving policies regarding disclosure and communications with the market and the Company's shareholders; and
  - (xviii) monitoring the effectiveness of, and approving changes to, internal governance including delegated authorities, and monitoring resources available to Senior Management.
- (b) With the guidance of the Board's Remuneration and Nomination Committee, the Board is responsible for:
- (i) evaluating and approving the remuneration packages of the Managing Director, other directors and other members of Senior Management;
  - (ii) evaluating and approving the remuneration arrangements for non-executive directors;
  - (iii) monitoring compliance with the non-executive director remuneration pool as established by the Constitution, or as subsequently amended by shareholders, and recommending any changes to the pool;

- (iv) administering short and long-term incentive plans (including any equity plans) and engaging external remuneration consultants;
  - (v) appointing and replacing the Managing Director, and approving the appointment and replacement of other members of Senior Management and the directors;
  - (vi) appointing, reviewing the performance of, remunerating and replacing the chair of the Board (Board Chair);
  - (vii) the Company's induction program for new directors and periodic review and facilitation of ongoing professional development for directors;
  - (viii) regularly assessing the independence of all directors;
  - (ix) reviewing and implementing succession planning for directors and Senior Management; and
  - (x) monitoring the organisational capability and mix of skills, experience, expertise and diversity on the Board and, when necessary, appointing new directors, for approval by shareholders.
- (c) With the guidance of the Audit Committee, the Board is responsible for:
- (i) overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit and the Company's processes for verifying the integrity of any periodic corporate report the Company releases to the market that is not audited or reviewed by an external auditor;
  - (ii) reviewing and approving the Company's financial statements and reports;
  - (iii) overseeing the Company's financial reporting, which, without limitation, includes:
    - (A) reviewing the suitability of the Company's accounting policies and principles, how they are applied and ensuring they are used in accordance with the statutory financial reporting framework;
    - (B) assessing significant estimates and judgements in financial reports;
    - (C) assessing information from external auditors to ensure the quality of financial reports; and
    - (D) determining whether the financial and associated non-financial statements should be signed based on the Audit and Risk Management Committee's assessment of them;
  - (iv) overseeing the Company's financial controls and systems; and
  - (v) managing audit arrangements and auditor independence.
- (d) With the guidance of the Risk Management Committee, the Board is responsible for:
- (i) overseeing the establishment of and approving the Company's risk management framework (for both financial and non-financial risks) including its strategy, policies, procedures and systems;
  - (ii) reviewing and monitoring the effectiveness of the Company's risk management framework;

- (iii) disclosure of any material exposure that the Company has to environmental or social risks and how the Company intends to manage those risks.
- (iv) the entry into, approval and disclosure of related party transactions (if any);
- (e) With the guidance of the Sustainability Committee, the Board is responsible for:
  - (i) reviewing the policies and management systems relating to safety, environment and community (SEC);
  - (ii) reviewing the systems for compliance with relevant SEC legal and regulatory requirements;
  - (iii) reviewing the Company's performance in relation to SEC measures and targets; and
  - (iv) reviewing the Annual Sustainability Report, as well as other significant public statements as they relate to sustainability and recommend those statements for approval.
- (f) The functions listed are matters which the Board specifically reserves for itself and does not limit the Board's overall duties and responsibilities. The Board may delegate consideration to a committee of the Board specifically constituted for the relevant purpose.

### 3. POWERS DELEGATED TO MANAGEMENT

- (a) The Board will delegate to the Managing Director the authority and power to manage the Company and its businesses within levels of authority specified by the Board from time to time. The Managing Director may delegate aspects of his or her authority and power but remains accountable to the Board for the Company's performance and is required to report regularly to the Board on the progress being made by the Company's business units.
- (b) The Managing Director's role includes:
  - (i) responsibility for the effective leadership of the management team;
  - (ii) the implementation of the Company's strategic objectives and instilling and reinforcing its values;
  - (iii) the day-to-day management of the Company's operations (including operating within the values, code of conduct, budget and risk appetite set by the Board);
  - (iv) oversight of the provision by Senior Management to the Board of accurate, timely and clear information on the Company's operations (including, but not limited to, information about the Company's financial performance, compliance with material laws and regulations and any conduct materially inconsistent with the Company's values or code of conduct); and
  - (v) evaluating the performance of all other members of Senior Management based on key performance indicators (including company financial performance, individual performance and other financial and non-financial metrics).

### 4. BOARD COMPOSITION AND STRUCTURE

The composition, structure and proceedings of the Board are primarily governed by the Company's constitution (available on the Company's website) (**Constitution**) and the laws governing corporations

in jurisdictions where the company operates. The Board, with the assistance of the Remuneration and Nomination Committee, will regularly review the composition and structure and performance of the Board.

## 5. BOARD COMPOSITION

The Board aims to have a board of directors which has, at all times, the appropriate mix of skills, experience, expertise and diversity relevant to the Company's businesses and the Board's duties and responsibilities.

The majority of the Board should, to the extent practicable given the size and composition of the Board from time to time, be comprised of independent directors as determined in accordance with clause 13.0.

## 6. APPOINTMENT AND RE-ELECTION OF DIRECTORS

- (a) With guidance from the Remuneration and Nomination Committee and, where necessary, external consultants, the Board will identify candidates with appropriate skills, experience, expertise and diversity in order to discharge its mandate effectively and to maintain the necessary mix of expertise on the Board.
- (b) The Remuneration and Nomination Committee assesses nominations of new directors against a range of criteria including the candidate's background, experience, gender, professional skills, personal qualities and whether their skills and experience will complement the existing Board.
- (c) The criteria to assess nominations of new directors is reviewed annually and the Remuneration and Nomination Committee regularly compares the skill base of existing directors with that required for the future strategy of the Company to enable identification of attributes required in new directors.
- (d) Before appointment to the Board, candidates must confirm that they will have sufficient time to meet their obligations to the Company, in light of other commitments.
- (e) New directors are to be provided with a formal letter of appointment to the Board setting out the key terms and conditions of the appointment, together with any other documents that the Company considers relevant to the appointment.
- (f) For shareholder meetings where directors are standing for election or re-election, the notice of meeting must include information to enable shareholders to make an informed decision on their election. This requirement is set out in detail in the Company's Remuneration and Nomination Committee Charter.
- (g) All directors (other than a managing director, if any) are subject to re-election by rotation at least every three years. Newly appointed directors must seek re-election at the first general meeting of shareholders following their appointment.

## 7. REVIEW OF BOARD, COMMITTEE AND INDIVIDUAL DIRECTORS' PERFORMANCE

- (a) With guidance from the Remuneration and Nomination Committee, the Board will regularly review the performance of the Board, its committees and each director, using where necessary an external consultant, against appropriate measures. Each year, the Company will

disclose in its annual report whether such a performance evaluation has been undertaken during or in respect of that period.

- (b) Each year, the Board (with guidance from the Remuneration and Nomination Committee) will review the performance of the Managing Director against guidelines approved by the Board. Each year, the Company will disclose in its annual report whether such a performance evaluation has been undertaken during or in respect of that period.
- (c) Each year the Company will disclose a statement detailing the mix of skills and diversity which the Board is looking to achieve in relation to the membership of the Board (often referred to as a "skills matrix").
- (d) The Company will disclose in the annual report:
  - (i) those directors who the Board considers are independent;
  - (ii) if a director has an interest, position or relationship which may be perceived to compromise a director's independence, but the Board is of the opinion that interest, position or relationship does not compromise that director's independence, an explanation of why the Board is of that opinion; and
  - (iii) details of the length of service of each director.

## 8. BOARD CHAIR

The Board Chair will be elected by the Board but must be an independent director. The Board Chair must not hold and must not have held within the previous 3 years, the office of Managing Director of the Company.

The Board Chair's role includes:

- (a) leading the Board;
- (b) facilitating effective contribution of all directors and promoting constructive and respectful relations among the directors and between the Board and management;
- (c) approving board agendas and ensuring adequate time is available for discussion of all agenda items, including strategic issues;
- (d) representing the views of the Board to the public; and
- (e) presiding over meetings of the Board and general meetings of shareholders.

## 9. COMPANY SECRETARY

- (a) The Board appoints and removes the Company Secretary. All directors are to have direct access to the Company Secretary.
- (b) The Company Secretary is responsible for the day-to-day operations of the Company Secretary's office, including the administration of Board and committee meetings, overseeing the Company's relationship with its share registry and lodgements with the ASX, ASIC and other regulators.

- (c) The Company Secretary is also responsible for communications with the ASX about listing rule matters, including making disclosures to the ASX in accordance with the Company's Disclosure Policy.
- (d) The Company Secretary supports the effectiveness of the Board by monitoring that Board policy and procedures are followed and co-ordinating the completion and despatch of Board agendas and briefing papers.
- (e) The Company Secretary is accountable to the Board through the Board Chair, on all matters to do with proper functioning of the Board.
- (f) The Company Secretary together with the guidance of the Board's Remuneration and Nomination Committee, and the assistance of the Board, shall organise the induction of new directors and facilitate ongoing professional development training for directors.

## 10. KEEPING DIRECTORS INFORMED

- (a) New directors are to be briefed on their roles and responsibilities and the minutes and papers of Board and committee meetings will be made available to them.
- (b) Board papers are distributed, where possible, within a reasonable period of time before each meeting.
- (c) Time is to be allocated at Board and committee meetings for continuing education on significant issues facing the company and changes to the regulatory environment. This is to include briefings by Senior Management and external consultants from time to time.

## 11. ACCESS TO INDEPENDENT ADVICE

Directors may obtain independent professional advice at the Company's expense on matters arising in the course of their Board and committee duties, after obtaining the Board Chair's approval. Whenever practicable, the advice must be commissioned in the joint names of the director and the Company, and where appropriate a copy of any such advice should be provided to and for the benefit of the entire Board. The other directors must be advised if the Board Chair's approval is withheld.

### 1.0 NON-EXECUTIVE DIRECTORS' MEETINGS

The non-executive directors are expected to meet periodically with no management present, to review management performance.

## 12. INDEPENDENCE OF NON-EXECUTIVE DIRECTORS

- (a) To be judged independent, a director must, in the opinion of the Board, be free of any interest, position 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 as a whole rather than in the interests of an individual security holder or any other person.
- (b) Individuals would, in the absence of evidence or convincing argument to the contrary, not be characterised as independent if they:
  - (i) were employed, or had previously been employed in an executive capacity by the Company or any of its subsidiaries in the three years prior to becoming a director;

- (ii) received performance-based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of, the Company;
  - (iii) within the last three years, were in a material business relationship (eg as a supplier, professional adviser, consultant or customer) with the Company or another group member, or is an officer of, or otherwise associated with, someone with such a relationship;
  - (iv) were a substantial shareholder of the Company, or a representative of, or an officer or employee within the last three years of, or professional adviser to, a substantial shareholder of the Company;
  - (v) have close personal ties with any person who falls within any of the categories described above;
  - (vi) have been a director of the Company for such a period that his or her independence from management and substantial shareholders may have been compromised; or
  - (vii) were directly involved in the audit of the Company or any of its subsidiaries.
- (c) the Company will disclose the names of the directors considered by the Board to be independent directors in the Company's annual report.
- (d) If a director has an interest, position or relationship of the type described in sub paragraph (b) above, but the Board is of the opinion that it does not compromise the independence of that director, the Company may consider disclosing in the Company's annual report the nature of the interest, position or relationship in question and an explanation of why the Board is of that opinion.
- (e) Any change in the nature of the independence status of a non-executive director must be promptly notified to the Board Chair and Company Secretary and the Board will review that director's independence status. If the Board determines that there has been a change to the independence status of a non-executive director, the Board will take steps to ensure that this change is disclosed and explained in a timely manner to the market.

## 13. CONFLICT OF INTEREST

- (a) Directors must keep the Board advised on an ongoing basis, of any interests that could potentially conflict with those of the Company and will advise the Company Secretary of all directorships or executive positions held in other companies.
- (b) If a potential material conflict of interest or conflict of duty arises, the director concerned will advise the Board Chair prior to any Board meeting at which the conflicted matter is to be discussed. If the Company Secretary in consultation with the Board Chair believes a director has a potential material conflict in relation to an upcoming agenda item and they believe the director should not be present or participate in the Board meeting while the relevant matter is considered, the Board Chair and Company Secretary may decide the director will not receive the relevant Board papers. Prior to the commencement of the meeting the nature of the director's conflict will be discussed and where appropriate the other directors may approve that director's participation in the deliberation and voting on the relevant issue in accordance with the Corporations Act 2001 (Cth). Any potential conflict must be recorded in the Board minutes.



## 14. BOARD COMMITTEES

- (a) The Board will operate four committees:
  - (i) Audit Committee;
  - (ii) Risk Management Committee;
  - (iii) Remuneration and Nomination Committee and
  - (iv) Sustainability Committee
- (b) When appointing members of each committee, the Board will take account of the skills and experience appropriate for that committee as well as any statutory or regulatory requirements.
- (c) The chair of the Audit Committee cannot be the Board Chair and is to be independent of management and the Company.
- (d) The committees operated by the Board are to consider and determine the matters for which they are responsible in accordance with their charter. Copies of the charter of each committee are to be published on the Company's website. The Board may establish other committees as and when required.
- (e) With respect to any Board committees, the Board will ensure that the following disclosures are made in the Company's annual report:
  - (i) the current members of each committee and their professional qualifications and experience;
  - (ii) the number of times each committee met throughout a period; and
  - (iii) the individual attendances of the members of those meetings.

## 15. RESTRICTIONS ON SHARE DEALINGS BY DIRECTORS

- (a) In accordance with the Company's Securities Trading Policy, directors, Senior Management and other nominated parties may only buy or sell shares during certain periods set out in that policy. The policy contains other relevant restrictions.
- (b) All the Company share dealings by directors must be promptly notified to the ASX.
- (c) A copy of the Company's Securities Trading Policy is published on the Company's website.

## 16. CONFIDENTIALITY

All proceedings of the Board, including Board papers, presentations and other information provided to the Board, must be kept confidential except as required by law or as agreed by the Board.

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## 17. CODE OF CONDUCT

The Company has a Code of Conduct which sets out the way it conducts its business and guides the behaviour of everyone in the Company (including, employees, contractors and directors) by clearly stating its firm commitment to behaving honestly and fairly. A copy of the Code of Conduct is published on the Company's website.

## 18. REVIEW

The Board will, at least once in each year, review this board charter to determine its adequacy for current circumstances and may amend it as necessary.