



# Board & Governance Charter

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ioneer Ltd (ACN 098 564 606) (**Company**)

**Adopted by the Board December 2007**

## **1 Role of the Board**

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The role of the Board is to provide leadership for and accountability of the Company's affairs.

## **2 Responsibility of the Board**

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The Board is collectively responsible for the success of the Company by:

- a) Ensuring the Company is properly managed by overseeing the appointment and where appropriate the removal of the Managing Director, the Company Secretary and the Chief Financial Officer;
- b) Implementing and monitoring all capital budgets and annual financial budgets;
- c) Monitoring the financial performance of the Company
- d) Approving and monitoring financial and other reporting, including the annual and half yearly financial reports;
- e) Reviewing procedures and practices employed in relation to health, safety and the environment and to assess their adequacy;
- f) Monitoring continuous disclosure policy and procedures;
- g) Approving and monitoring all public statements or media releases made that relate to the Company's performance or forecasts
- h) Convening meetings in accordance with the Company's constitution;
- i) Conducting regular reviews of the company's corporate governance policies particularly policies that must change as a result of the growth of the company;
- j) Regularly liaising with the Company auditors.

The Board must convene regular meeting with such frequency as is sufficient to appropriately discharge its duties and responsibilities.

## **3 The Chairman**

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The Chairman is responsible for leadership of the Board, for the orderly conduct of business at Board meetings and for keeping all directors aware of Board issues.

## **4 The Managing Director**

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The Managing Director is responsible for managing the affairs of the Company under the delegated authority from the Board and to implement the policies and strategy set by the Board. The Managing Director is responsible for delivering timely and accurate information to the Board.

## **5 The role and responsibility of Management**

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The role of management is to support the Managing Director. Management is required to report directly to the Managing Director, however if the matter concerns the Managing Director management is required to report to the Chairman.

## **6 Administration**

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### **6.1 Review of this code**

The Board will review this charter from time to time. This charter may be amended by resolution of the Board.