BOARD CHARTER

Version	Effective Date	Summary of Changes	Approved By
1.0	6 February 2018	Original Charter adopted	Board
1.1	8 October 2026	Administrative updates	Board

BOARD CHARTER

The Board of Directors of Canterbury Resources Limited (**Canterbury**) recognises its overriding responsibility to act honestly, diligently, in good faith and in accordance with the law in guiding and monitoring Canterbury on behalf of shareholders by whom they are elected and to whom they are accountable.

RESPONSIBILITIES OF THE BOARD

The monitoring and ultimate control of the business of Canterbury are vested in the Board. The Board's primary responsibility is to oversee Canterbury's business activities and management for the benefit of the shareholders. The specific responsibilities of the Board include:

a) nomination and appointment of directors, assessment of Board performance, executive and director succession planning and director remuneration;

b) appointment, evaluation, rewarding and if necessary the removal of the Managing Director, the Chief Financial Officer (or equivalent) and the Company Secretary;

c) corporate governance matters including establishing the frequency and agendas of Board meetings;

d) approving Canterbury's Values and Code of Conduct, and monitoring Canterbury's culture;

e) in conjunction with management, development of corporate objectives, strategy and operations plans and approving and appropriately monitoring plans, new investments, major capital and operating expenditures, capital management, acquisitions, divestitures and major funding activities;

f) management of capital, including share issues and declaration of dividends;

g) establishing appropriate levels of delegation to the Managing Director to allow them to manage the business efficiently;

h) monitoring actual performance against planned performance expectations and reviewing operating information at a requisite level, to understand at all times the financial and operating conditions of Canterbury;

i) monitoring the performance of senior management including the implementation of strategy, and ensuring appropriate resources are available;

j) overseeing Canterbury's risk management framework and ensuring that Canterbury is appropriately positioned to manage significant business risks;

k) overseeing the management of safety, occupational health and environmental matters;

l) satisfying itself that the financial statements of Canterbury fairly and accurately set out the financial position and financial performance of Canterbury for the period under review, including after receiving a declaration from the Managing Director and the Chief Financial Officer (or equivalent);

m) satisfying itself that there are appropriate reporting systems and controls in place to assure the Board that proper operational, financial, compliance, and internal control processes are in place and functioning appropriately;

n) ensuring that appropriate internal and external audit arrangements are in place and operating effectively;

o) having a framework in place to help ensure that Canterbury acts legally and responsibly on all matters consistent with the Code of Conduct and Canterbury policies; and

p) reporting to shareholders.

BOARD COMPOSITION

Board composition is to be reviewed annually to ensure an appropriate and diverse mix of skills and expertise across its membership to ensure the Board fulfils its responsibilities as well as assisting Canterbury in achieving its objectives and delivering value to shareholders.

The Board recognises that Board renewal is critical to performance and the impact of Board tenure on succession planning. In accordance with the Constitution of Canterbury, Directors (other than the Managing Director) must offer themselves for re-election by shareholders at least every 3 years.

When a new member is to be appointed to the Board, consideration is given to seeking a candidate that has relevant experience, time availability to devote to the position of Director and appropriate skills and expertise that will increase or enhance Board diversity and effectiveness. Following such an appointment that Director will stand for election by shareholders at the next annual general meeting.

BOARD COMMITTEES AND CHARTERS

Whilst at all times the Board retains full responsibility for guiding and monitoring Canterbury, in discharging its stewardship it may consider the use of committees. To this end the Board has established the following committees:

- Audit and Risk Committee;
- Nomination and Governance Committee; and
- Remuneration Committee.

The Board will revisit the need for additional committees as Canterbury grows and its activities expand.

EXTERNAL ADVICE

Each Director has the right to seek independent professional advice on matters relating to their position as a Director of Canterbury at Canterbury's expense, subject to the prior approval of the Chair of the Board, which shall not be unreasonably withheld.

DIRECTORS' INTERESTS

Directors must disclose their interests. The independence of the Directors is regularly assessed by the Board in light of the interests disclosed by them.

Directors are expected to bring their independent views and judgement to the Board and must immediately declare to the Board any potential or active conflict of interest.

In the event of a conflict of interest or where a potential conflict of interest may arise, involved Directors will, unless the remaining Directors resolve otherwise, withdraw from deliberations concerning the matter.

CHAIR OF THE BOARD

It is recommended the roles of Chair of the Board and Managing Director not be held by the same person and, where practical, the position of Chair of the Board be held by an independent Non-Executive Director.

The Chair of the Board is responsible for leadership of the Board, ensuring its effective operation including the facilitation of effective contribution of all Directors, setting the agenda and conducting the Board and shareholder meetings.

MANAGING DIRECTOR

The responsibility for the day-to-day operation and administration of Canterbury is delegated by the Board to the Managing Director. The Board ensures that the Managing Director and the management team are appropriately qualified and experienced to discharge their responsibilities and has in place procedures to assess the performance of the Managing Director and Executive Directors.

The Managing Director is accountable to the Board for all authority delegated to the position.

EXECUTIVE DIRECTORS

Executive Directors may be appointed to assist the Managing Director on the basis of skills including:

a) deep knowledge of the business, its strategy and direction;
b) deep knowledge of the industry and the competitive pressures; and
c) technical expertise in their functional area, for example mining, mining engineering, geophysics, geology, finance, accounting, law, occupational health and safety, environment.

Executive Directors may have greater access to Canterbury information than Non-Executive Directors. Executive

Directors are accountable to the Board and to the Managing Director.

COMPANY SECRETARY

The decision to appoint or remove a Company Secretary is made and approved by the Board. The

Company Secretary is responsible for:

a) Advising the Board and its Committees on governance matters;
b) Monitoring that Board and Committee policy and procedures are followed;
c) Coordinating timely completion and dispatch of Board and Committee papers;
d) Ensuring the business at Board and Committee meetings is adequately captured in the minutes; and
e) Assisting with the organisation and facilitation of induction and professional development of Directors.

Each Director is able to communicate directly with the Company Secretary and vice versa. The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

BOARD AND MANAGEMENT

Whilst there is a clear division between the responsibilities of the Board and management, the Board is responsible for ensuring that management's objectives and activities are aligned with the expectations and risks identified by the Board. The Board has a number of mechanisms in place to ensure this is achieved including:

a) Board approval and monitoring of a strategic plan;
b) approval of annual and semi-annual budgets and monitoring actual performance against budget; and
c) procedures are in place to incorporate presentations to each Board meeting by financial, operations and exploration management.

REVIEW OF THIS CHARTER

The Board will review this Charter at least annually and approve any amendments.

CANTERBURY RESOURCES

AUDIT AND RISK COMMITTEE CHARTER

Version	Effective Date	Summary of Changes	Approved By
1.0	6 February 2018	First adoption	Board
2.0	8 October 2026	New version	Board

Audit and Risk Committee Charter

1. Purpose

The Board of Directors of Canterbury Resources Limited (**Canterbury**) has established a committee of the Board known as the Audit and Risk Committee (**Committee**) to assist the Board in fulfilling its oversight responsibilities in relation to Canterbury's financial reporting, external audit, risk management and internal control, and compliance with legal and regulatory requirements. In this Charter, references to Canterbury include its subsidiaries.

The Board retains ultimate responsibility for the matters set out in this Charter. The role of the Committee is oversight: it reviews these matters and makes recommendations to the Board.

Management is responsible for preparing Canterbury's financial statements, maintaining appropriate accounting policies and internal controls, and identifying and managing risk. The external auditor is responsible for planning and carrying out the audit of Canterbury's financial statements. Members of the Committee are not full-time employees of Canterbury and do not perform the functions of management or the auditor, or conduct audits or field work.

The Committee is established without limitation in time, subject to periodic review by the Board.

2. Objectives

The objectives of the Committee are to:

- assist the Board to oversee the integrity of Canterbury's financial statements and other periodic corporate reports;
- oversee the appointment, independence, quality and performance of the external auditor;
- ensure that Canterbury has a sound risk management framework and effective internal controls, and that material risks are identified and managed in a timely way; and
- oversee Canterbury's compliance with legal and regulatory requirements, the Code of Conduct and the Whistleblower Protection Policy.

3. Membership

The Committee shall be comprised of at least three members, each of whom must be a director of Canterbury. Where practicable, all members should be non-executive directors and a majority should be independent directors. The Committee shall be chaired by an independent director who is not the Chair of the Board. If the composition of the Committee does not follow the ASX Corporate Governance Council's Recommendations, Canterbury will explain this in its Corporate Governance Statement.

The Board shall also determine that:

- each member is financially literate;
- at least one member has relevant accounting, auditing or financial management expertise; and
- at least one member has an understanding of the industry in which Canterbury operates.

Members are proposed by the Nomination and Governance Committee and appointed by the Board, and the Chairperson is appointed by the Board. Membership is reviewed annually, or earlier if circumstances dictate. Members will take part in induction and ongoing training to keep up to date with developments in financial reporting, audit and risk management.

As at the date of this Charter, the Committee comprises:

- Ross Moller — Chairperson, Non-Executive, Independent Director;
- Robyn Watts — Non-Executive, Independent Director;
- John Anderson — Non-Executive, Independent Director;
- Grant Craighead — Managing Director; and
- Mike Erceg — Executive Director.

4. Meetings and Quorum

- The Committee will meet at least twice a year, including before the Board approves the half-year and annual financial reports, at dates, times and locations determined by the Chair of the Committee, and otherwise as required to fulfil its responsibilities.
- A quorum for any meeting of the Committee is any two members, at least one of whom must be an independent director.
- The Committee may invite any director, officer or employee of Canterbury, the external auditor or any adviser to attend a meeting.
- The Committee will meet with the external auditor without management present at least once a year. Executive directors who are members of the Committee will not attend that part of the meeting.
- Members may take part in meetings by telephone, video conference or other means by which all participants can hear each other.
- Minutes of meetings are to be recorded and signed by the Chair of the Committee.
- The Committee will report to the Board on its activities after each meeting.

5. Resources and Authority

5.1 Budget

Members of the Committee will be reimbursed for previously approved expenses incurred in the course of the Committee's work. The Committee will develop a budget to cover anticipated costs, including the fees of any advisers it engages, for the Board's approval.

5.2 Support

The Managing Director will make available to the Committee such staff and other resources as are necessary to complete its mandate, as prescribed through Board policy and direction, and as otherwise assigned to the Committee by the Board.

5.3 Authority and Limits

In accordance with the Canterbury Constitution, the Audit and Risk Committee is responsible to the Board of Directors. The Committee's authority is defined by the Board, through policy and direction, and includes the ability to:

- review Canterbury's financial reporting, audit, risk and compliance matters and make recommendations to the Board;
- have unrestricted access to management, the external auditor and Canterbury's records;
- engage independent legal, accounting or other advisers and approve their fees, without seeking the approval of the Board or management unless the amount is material; and
- take any actions reasonably necessary to enable the Committee to fulfil its responsibilities.

Other than engaging advisers, the Committee has no delegated authority to make decisions on behalf of the Board; all Committee recommendations are subject to final Board approval. The appointment of the external auditor is also subject to shareholder approval under the Corporations Act 2001 (Cth).

6. Responsibilities

In fulfilling its objectives, the Committee's responsibilities include the following.

6.1 Financial Reporting

1. Reviewing the half-year and annual financial reports before Board approval, including significant accounting policies, judgements and estimates, and compliance with Australian Accounting Standards and the Corporations Act 2001 (Cth).
2. Reviewing the declarations from the Managing Director or the Chief Financial Officer (or equivalent) under section 295A of the Corporations Act 2001 (Cth) before the Board approves the financial statements.
3. Overseeing the process for verifying the integrity of periodic corporate reports that are not audited or reviewed by the external auditor, including the quarterly activities and cash flow reports.
4. Reviewing the type and presentation of financial information included in announcements to the ASX.

6.2 External Audit

5. Recommending to the Board the appointment, removal and fees of the external auditor.
6. Reviewing the scope of the annual audit and half-year review with the external auditor.
7. Assessing the independence of the external auditor, including receiving the auditor's independence declaration, monitoring rotation of the lead audit partner as required by the Corporations Act 2001 (Cth), and approving any non-audit services provided by the auditor.
8. Reviewing the external auditor's reports and any management letter, and discussing any significant matters arising from the audit, including any difficulties or restrictions encountered and any significant disagreements with management.
9. Assessing the performance and effectiveness of the external auditor at least annually.
10. Ensuring the external auditor attends Canterbury's annual general meeting and is available to answer shareholder questions about the conduct of the audit.

6.3 Risk Management and Internal Control

Canterbury is a publicly listed company that conducts mineral exploration through its wholly owned subsidiaries. It holds assets in Queensland and in Papua New Guinea, and may expand into other jurisdictions. It is therefore exposed to a range of risks specific to its operations, its corporate structure and the economic, social and political environments in which it operates. These risks are recorded in a risk matrix, and any single risk is considered against the materiality threshold relevant to Canterbury.

11. Reviewing Canterbury's risk management framework at least annually to satisfy itself that it continues to be sound, and reporting the outcome of that review to the Board.
12. Reviewing and updating the Corporate Risk Register with the Board at least annually, including whether Canterbury has any material exposure to environmental or social risks and how it manages those risks.
13. Receiving reports from management on material safety, health and environmental risks and incidents, including at projects operated by Canterbury, and on the effectiveness of Canterbury's safety and health management systems.
14. Reviewing the adequacy of internal controls over financial reporting, and asking the Managing Director and the Chief Financial Officer (or equivalent) about any significant deficiencies in those controls and any fraud involving management or other employees.

15. As Canterbury does not have an internal audit function, overseeing the processes Canterbury uses to evaluate and continually improve the effectiveness of its risk management and internal control processes, and considering at least annually whether an internal audit function is needed.

6.4 Compliance and Conduct

16. Discussing with management any significant legal, compliance or regulatory matters that may have a material effect on Canterbury's financial statements or business, including material notices or inquiries from regulators.
17. Receiving reports of any material incidents under the Whistleblower Protection Policy and any material breaches of the Code of Conduct, including breaches of its anti-bribery and corruption provisions, and reporting them to the Board.

7. Performance Evaluation of the Committee

The Committee will prepare and review an annual performance evaluation of itself:

- for the purpose of evaluating the Committee's performance against the requirements of this Charter, and recommending to the Board any improvements to the Charter that it considers necessary or desirable; and
- conducted in such manner as the Committee considers appropriate. The report to the Board may take the form of an oral report by the Committee Chair, or by any other member designated by the Committee.

8. Review of this Charter

This Charter will be reviewed by the Committee at least annually and any recommended amendments referred to the Board for approval.

NOMINATION AND GOVERNANCE COMMITTEE CHARTER

Version	Effective Date	Summary of Changes	Approved By
1.0	March 2019	Adoption on IPO	Board
1.1	8 October 2026	New version	Board

Nomination and Governance Committee Charter

1. Purpose

The Board of Directors of Canterbury Resources Limited (**Canterbury**) has established a committee of the Board known as the Nomination and Governance Committee (**Committee**) to assist the Board in fulfilling its responsibilities in relation to the composition, performance and succession of the Board, and Canterbury's corporate governance framework.

The Board retains ultimate responsibility for the matters set out in this Charter. The role of the Committee is to review these matters and make recommendations to the Board.

The Committee is established without limitation in time, subject to periodic review by the Board.

2. Objectives

The objectives of the Committee are to:

- ensure that the Board has an appropriate mix of skills, experience, independence and diversity to achieve Canterbury's strategic goals;
- assist the Board to fill vacancies and make additional appointments to the Board with the best possible candidates;
- ensure that there are robust processes for Board succession planning and for evaluating the performance of the Board, its committees and individual directors;
- support the effective induction and ongoing professional development of directors; and
- ensure that Canterbury's governance framework, charters and policies remain fit for purpose, consistent with each other and aligned with the ASX Corporate Governance Council's Principles and Recommendations.

3. Membership

The Committee shall be comprised of at least three members, each of whom must be a director of Canterbury. Where practicable, a majority of members should be independent directors. If the composition of the Committee does not follow the ASX Corporate Governance Council's Recommendations, Canterbury will explain this in its Corporate Governance Statement.

Members are proposed by, and the Chairperson is appointed by, the Board. The Chair of the Board may chair the Committee, but should not do so when the Committee is dealing with the appointment of a successor to the Chair of the Board. Membership is reviewed annually, or earlier if circumstances dictate.

As at the date of this Charter, the Committee comprises:

- John Anderson — Chairperson, Non-Executive, Independent Director;
- Robyn Watts — Non-Executive, Independent Director;
- Ross Moller — Non-Executive, Independent Director;
- Grant Craighead — Managing Director; and
- Mike Erceg — Executive Director.

4. Meetings and Quorum

- The Committee will meet at least twice a year, at dates, times and locations determined by the Chair of the Committee, and otherwise as required to fulfil its responsibilities.
- A quorum for any meeting of the Committee is any two members.
- Minutes of meetings are to be recorded and signed by the Chair of the Committee.
- The Committee will report to the Board on its activities after each meeting.

5. Resources and Authority

5.1 Budget

Members of the Committee will be reimbursed for previously approved expenses incurred in the course of the Committee's work. The Committee will develop a budget to cover anticipated costs, including Board development, for the Board's approval.

5.2 Support

The Managing Director will make available to the Committee such staff and other resources as are necessary to complete its mandate, as prescribed through Board policy and direction, and as otherwise assigned to the Committee by the Board.

5.3 Authority and Limits

In accordance with the Canterbury Constitution, the Nomination and Governance Committee is responsible to the Board of Directors. The Committee's authority is defined by the Board, through policy and direction, and includes the ability to:

- review Canterbury's nomination and governance matters and make recommendations to the Board;
- take any actions reasonably necessary to enable the Committee to fulfil its responsibilities, including engaging executive search firms; and
- seek independent professional advice to perform its duties where necessary, within the budget authorised by the Board.

The Committee has no delegated authority to appoint directors or approve charters and policies on behalf of the Board; all Committee recommendations are subject to final Board approval.

6. Responsibilities

In fulfilling its objectives, the Committee's responsibilities include:

1. Reviewing the size and composition of the Board at least annually, including the Board skills matrix, having regard to Canterbury's Diversity and Inclusion Policy.
2. Reviewing the Diversity and Inclusion Policy at least annually, recommending measurable objectives for achieving diversity to the Board, and monitoring and reporting on progress against them, including representation at Board, senior executive and workforce levels. Oversight of gender pay equity is the responsibility of the Remuneration Committee.
3. Identifying and assessing candidates for appointment to the Board, through executive search firms or by direct approach, and recommending appointments to the Board.
4. Ensuring that appropriate checks are undertaken before a person is appointed as a director or put forward to shareholders for election, and that shareholders are given all material information in Canterbury's possession relevant to a decision on whether or not to elect or re-elect a director.
5. Assessing the independence of each Non-Executive Director at least annually and reporting the outcome to the Board.

6. Ensuring that every new director receives a Letter of Appointment setting out the key terms of their appointment, a Director's Deed of Indemnity, information on Canterbury's charters and policies, and an induction meeting.
7. Overseeing succession planning for the Board, including the Chair of the Board, and assisting the Board with succession planning for the Managing Director.
8. Overseeing the annual performance evaluation process for the Board, its committees and individual directors, and reporting the results to the Board. The annual performance evaluation of the Managing Director and Executive Director is the responsibility of the Remuneration Committee.
9. Overseeing the induction of new directors and key executives, including a briefing on directors' due diligence obligations as officers under the safety and health laws that apply to Canterbury's operations (including the Mining and Quarrying Safety and Health Act 1999 (Qld)), and recommending professional development opportunities for directors, including updates on those obligations, in conjunction with the review of the Board skills matrix.
10. Reviewing Canterbury's Constitution, charters and governance policies at least annually and recommending any amendments to the Board.
11. Drafting new governance policies for Board consideration as directed by the Board.
12. Ensuring that consistent language is used across Board and Committee charters and policies, and maintaining the Governance Document Register, updating it after new or amended charters and policies are approved by the Board.
13. Keeping the Board informed of developments in corporate governance, including changes to the ASX Corporate Governance Council's Principles and Recommendations.
14. Reviewing Canterbury's Corporate Governance Statement before its release.

7. Performance Evaluation of the Committee

The Committee will prepare and review an annual performance evaluation of itself:

- for the purpose of evaluating the Committee's performance against the requirements of this Charter, and recommending to the Board any improvements to the Charter that it considers necessary or desirable; and
- conducted in such manner as the Committee considers appropriate. The report to the Board may take the form of an oral report by the Committee Chair, or by any other member designated by the Committee.

8. Review of this Charter

This Charter will be reviewed by the Committee at least annually and any recommended amendments referred to the Board for approval.

REMUNERATION COMMITTEE CHARTER

Version	Effective Date	Summary of Changes	Approved By
1.0	6 February 2018	Original Charter adopted	Board
1.1	13 August 2026	Charter expanded	Board
1.2	8 October 2026	New Version	Board

Remuneration Committee Charter

1. Purpose

The Board of Directors of Canterbury Resources Limited (**Canterbury**) has established a committee of the Board known as the Remuneration Committee (**Committee**) to assist the Board in fulfilling its corporate governance and oversight responsibilities in relation to remuneration matters across Canterbury.

The Committee is established without limitation in time, subject to periodic review by the Board.

2. Objectives

The objectives of the Committee are to:

- ensure that remuneration policies and practices are consistent with the strategic goals of Canterbury and are relevant to the achievement of those goals;
- review, on an annual basis, the remuneration of Executive Directors, including establishing their overall benefits and incentives;
- review, in consultation with the Managing Director, the remuneration packages of executives reporting directly to the Managing Director;
- review Non-Executive Director remuneration and benefits;
- review general incentive schemes (including equity-based schemes) and superannuation plans operated by Canterbury;
- oversee gender pay equity, including any gender pay gap reporting obligations; and
- obtain independent advice, as necessary, on the appropriateness of remuneration, to provide the Committee with external benchmarks that it may take into account, in consultation with the Managing Director, in determining the appropriateness of remuneration levels within Canterbury.

3. Membership

The Committee shall be comprised of at least three members, a majority of whom must be independent directors, and shall be chaired by an independent director who is not the Chair of the Board.

Members are proposed by, and the Chairperson is appointed by, the Board. Membership is reviewed annually, or earlier if circumstances dictate.

As at the date of this Charter, the Committee comprises:

- Robyn Watts — Chairperson, Non-Executive, Independent Director;
- Ross Moller — Non-Executive, Independent Director; and
- John Anderson — Non-Executive, Independent Director.

4. Meetings and Quorum

- The Committee will meet at least once a year, at dates, times and locations determined by the Chair, and otherwise as required to fulfil its responsibilities.
- A quorum for any meeting of the Committee is any two of the three (or more) members.
- Minutes of meetings are to be recorded and signed by the Chair of the Committee.
- The Committee will report to the Board on its activities after each meeting.

5. Resources and Authority

5.1 Budget

Members of the Committee will be reimbursed for previously approved expenses incurred in the course of the Committee's work. The Committee will develop a budget to cover anticipated costs for the Board's approval.

5.2 Support

The Managing Director will make available to the Committee such staff and other resources as are necessary to complete its mandate, as prescribed through Board policy and direction, and as otherwise assigned to the Committee by the Board.

5.3 Authority and Limits

In accordance with the Canterbury Constitution, the Remuneration Committee is responsible to the Board of Directors. The Committee's authority is defined by the Board, through policy and direction, and includes the ability to:

- review Canterbury's remuneration matters and make recommendations to the Board;
- take any actions reasonably necessary to enable the Committee to fulfil its responsibilities; and
- seek independent professional advice to perform its duties where necessary, within the budget authorised by the Board.

The Committee has no delegated authority to approve remuneration outcomes on behalf of the Board; all Committee recommendations are subject to final Board approval.

6. Responsibilities

In fulfilling its objectives, the Committee's responsibilities include:

1. Reviewing and recommending to the Board Canterbury's overall remuneration strategy, policy and framework, at least annually.
2. Reviewing and recommending Executive Director remuneration, including fixed remuneration, any short-term or long-term incentives, superannuation and termination benefits.
3. Reviewing, in consultation with the Managing Director, the remuneration of senior executives reporting directly to the Managing Director.
4. Reviewing and recommending Non-Executive Director fees and the aggregate Non-Executive Director fee pool, for approval by shareholders where required by the ASX Listing Rules and Canterbury's Constitution.
5. Reviewing the operation, participation and vesting outcomes of any equity-based incentive scheme, including the Employee Share Option Plan (ESOP), and ensuring compliance with the Corporations Act 2001 (Cth) and ASX Listing Rules, including the employee share scheme (ESS) exemption regime.
6. Reviewing executive employment contracts (including the Managing Director and Executive Director agreements) periodically, and following any relevant legislative change, to ensure they remain compliant, including as to termination payments and confidentiality obligations.
7. Overseeing the annual performance evaluation process for the Managing Director and the Executive Director.
8. Reviewing gender pay gap outcomes and any reporting obligations (e.g. under the Workplace Gender Equality Act 2012 (Cth), where applicable), and recommending any remedial action to the Board where unexplained pay gaps are identified. The Diversity and Inclusion Policy is the responsibility of the Nomination and Governance Committee.
9. Reviewing this Charter and the Remuneration Policy and Framework at least annually and recommending any amendments to the Board.

10. Reviewing Canterbury's remuneration-related disclosures in the Annual Report and Corporate Governance Statement against the ASX Corporate Governance Council's Recommendations (Principle 8) prior to their release.

7. Performance Evaluation of the Committee

The Committee will prepare and review an annual performance evaluation of itself:

- for the purpose of evaluating the Committee's performance against the requirements of this Charter, and recommending to the Board any improvements to the Charter that it considers necessary or desirable; and
- conducted in such manner as the Committee considers appropriate. The report to the Board may take the form of an oral report by the Committee Chair, or by any other member designated by the Committee.

8. Review of this Charter

This Charter will be reviewed by the Committee at least annually and any recommended amendments referred to the Board for approval.

REMUNERATION POLICY AND FRAMEWORK

Version	Effective Date	Summary of Changes	Approved By
1.0	13 August 2026	First formal adoption	Board
1.1	8 October 2026	Administrative Update	Board

Remuneration Policy and Framework

1. Purpose and Scope

This Remuneration Policy and Framework (**Policy**) sets out the principles and structure that Canterbury Resources Limited (**Canterbury**) applies to the remuneration of its Non-Executive Directors, Executive Directors and senior executives. It should be read together with the Remuneration Committee Charter, which governs the Committee's role, membership and process.

This Policy applies to:

- Non-Executive Directors of the Board;
- Executive Directors, being currently the Managing Director and the Executive Director; and
- senior executives (Key Management Personnel) reporting directly to the Managing Director.

2. Guiding Principles

Canterbury's remuneration arrangements are designed to:

- attract, retain and motivate directors and executives of the calibre necessary to lead and manage a company of Canterbury's size, stage and operations;
- align remuneration with the creation of long-term shareholder value, appropriate to an exploration and development stage resources company;
- be proportionate to Canterbury's size, financial position and stage of development, and not excessive, consistent with ASX Corporate Governance Council Recommendation 8.1(b);
- maintain a clear separation between the remuneration of Non-Executive Directors (fees only) and that of executives (fixed remuneration plus, where applicable, at-risk incentives), consistent with Recommendation 8.2; and
- be transparent, with policies and practices disclosed in the Remuneration Report within the Annual Report and reviewed annually by the Committee.

3. Non-Executive Director Remuneration

3.1 Structure

Non-Executive Directors are remunerated by way of fixed fees only. Consistent with market practice and governance guidance, Non-Executive Directors do not participate in any performance-based incentive plan (short-term or long-term) and do not receive options or performance rights linked to Canterbury's performance, in order to preserve independence of judgement.

3.2 Aggregate Fee Pool

The aggregate annual remuneration available to Non-Executive Directors is capped at the Director Fee Pool amount approved by shareholders from time to time. Any increase to the Director Fee Pool must be approved by shareholders in accordance with applicable legal and regulatory requirements.

3.3 Superannuation

Statutory superannuation is paid on Non-Executive Director fees in accordance with the Superannuation Guarantee (Administration) Act 1992 (Cth), within the approved fee pool (i.e. superannuation is not paid in addition to the fee pool cap).

3.4 Review

Non-Executive Director fees are reviewed by the Remuneration Committee periodically, having regard to comparable ASX-listed resources companies of similar size and market capitalisation, workload and responsibility (including any additional fees for chairing Board committees), and are recommended to the Board for approval.

4. Executive Director and Senior Executive Remuneration

4.1 Current Structure

Remuneration for the Managing Director and the Executive Director currently comprises:

- fixed remuneration (base salary plus statutory superannuation), set out in individual employment contracts; and
- participation in Canterbury's Employee Share Option Plan (ESOP) as a long-term incentive (see section 5 below).

No short-term incentive (STI) plan, whether in cash or equity, is currently in place for executives. The current structure of fixed remuneration plus long-term incentive is a deliberate policy choice, reflecting Canterbury's size and stage of development. This does not preclude the Remuneration Committee reviewing the structure from time to time, including consideration of whether a formal STI framework (linked to defined operational, safety, exploration or financial milestones) would become appropriate as Canterbury progresses through its development stage.

4.2 Employment Contracts

The Managing Director and the Executive Director are engaged under individual written employment contracts, consistent with ASX Corporate Governance Council Recommendation 8.1.

The executive employment contracts are reviewed and updated as necessary to ensure ongoing compliance.

4.3 Performance Review

Executive performance is reviewed annually as follows:

- the Managing Director's performance is reviewed by the Board Chair;
- the Executive Director's performance is reviewed by the Managing Director; and
- overall Board performance is reviewed via a Board questionnaire and skills matrix, completed after the end of each financial year and overseen by the Nomination and Governance Committee.

Outcomes of these reviews inform the Remuneration Committee's recommendations on remuneration adjustments, contract renewal and any changes to incentive arrangements.

5. Long-Term Incentive Plan (Employee Share Option Plan)

5.1 Overview

Canterbury's long-term incentive plan (LTIP) consists of the grant of options under an Employee Share Option Plan (**ESOP**). The plan was last renewed by shareholder approval at the AGM in November 2025, which renders it exempt from counting towards Canterbury's placement capacity for a period of three years from that approval.

5.2 Current Position

The LTIP is within the eligible scheme thresholds of the employee share scheme (ESS) exemption regime introduced in 2022, with the following consequences:

- the disclosure requirements otherwise applicable under the Corporations Act (e.g. the requirement to produce a prospectus) do not apply to offers under the LTIP;

- the LTIP can be operated without an Australian Financial Services Licence;
- general financial advice can be provided in relation to the LTIP without an Australian Financial Services Licence;
- the restrictions on advertising and hawking securities and financial products in the Corporations Act 2001 (Cth) do not apply to the LTIP; and
- the design and distribution obligations do not apply to the issue, sale or transfer of interests under the LTIP.

5.3 Ongoing Compliance Obligations

The following practical obligations arise from operation of the LTIP and should be coordinated with the Audit and Risk Committee and the Company Secretary:

- correctly identifying tax points in accordance with relevant legislation, noting that taxing points can be triggered by the grant, vesting or exercise of employee equity;
- providing an Employee Share Scheme – Statement to participants by 14 July each year; and
- lodging an Employee Share Scheme – Annual Report with the Australian Taxation Office by 14 August each year.

5.4 Securities Trading

Participants in the LTIP are not permitted to enter into transactions (whether through the use of derivatives or otherwise) that limit the economic risk of participating in the scheme. This restriction is set out in Canterbury's Securities Trading Policy, published on Canterbury's website under Corporate Governance.

6. Diversity and Gender Pay Equity

The Nomination and Governance Committee is responsible for Canterbury's Diversity and Inclusion Policy, including setting, monitoring and reporting on measurable diversity objectives and representation at Board, senior executive and workforce levels.

The Remuneration Committee is responsible for oversight of gender pay equity, including:

- reviewing gender pay gap data (including any reporting required under the Workplace Gender Equality Act 2012 (Cth), where Canterbury meets the relevant threshold) and any disclosures by Canterbury made via the Workplace Gender Equality Agency (WGEA); and
- recommending any remedial action to the Board where unexplained pay gaps are identified.

Canterbury currently has substantially fewer than 100 employees and therefore falls below the threshold for mandatory reporting under the Workplace Gender Equality Act 2012 (Cth). Accordingly, Canterbury's oversight of gender pay equity outcomes described above is undertaken on a voluntary and proportionate basis, reflecting Canterbury's size and stage of development, rather than as a statutory compliance obligation.

7. Governance and Compliance

Canterbury's remuneration policies and practices are intended to remain compliant with the ASX Corporate Governance Council's Recommendations, Principle 8 (Remunerate fairly and responsibly), specifically:

Recommendation	Canterbury's Position
8.1	Remuneration Committee in place: 3 independent directors (R Watts – Chair, R Moller, J Anderson), chaired by an independent director. Charter, membership and meeting attendance disclosed.
8.2	Policies and practices regarding Non-Executive Director and Executive Director remuneration separately disclosed in the Remuneration Report within the Annual Report.
8.3	Equity-based remuneration scheme (ESOP) in place; policy restricting risk-limiting transactions by participants disclosed via the Securities Trading Policy.

This Policy, together with the annual Remuneration Report, forms part of Canterbury's disclosure against these Recommendations and should be reviewed each year ahead of finalisation of the Annual Report and Corporate Governance Statement.

8. Review of this Policy

This Policy will be reviewed by the Remuneration Committee at least annually, and earlier if there is a material change in Canterbury's circumstances (for example, introduction of an STI plan, a change in scale of operations, or relevant legislative change), with any recommended amendments referred to the Board for approval.

WHISTLEBLOWER PROTECTION POLICY

Version	Effective Date	Summary of Changes	Approved By
1.0	August 2022	First adoption	Board
1.1	8 October 2026	Administrative updates	Board

WHISTLEBLOWER PROTECTION POLICY

1. PURPOSE AND OBJECTIVES

Canterbury Resources Limited and its subsidiaries (**Canterbury**) are committed to conducting their global business activities with integrity and supporting an internal culture of honest, ethical and socially responsible behaviour.

To ensure these objectives are achieved, Canterbury encourages the reporting of any actual or suspected instances of illegal, unethical, fraudulent or undesirable conduct (**Reportable Conduct**) involving Canterbury, Personnel and / or Contracted Third Parties (see below definition).

This Policy applies to all directors, officers, employees (collectively, **Personnel**), joint venture partners, secondees, agents, consultants, contractors (where under a relevant contractual obligation) and representatives of Canterbury (the latter six collectively referred to in this Policy as **Contracted Third Parties**).

Canterbury recognises that a whistleblower protection policy is an important element in detecting corrupt, illegal or other undesirable conduct.

Creating a supportive environment where our people feel safe to Speak Up is one of Canterbury's core values and underpins our workplace culture.

The Board and senior management of Canterbury encourage Speaking Up and reporting Potential Misconduct.

A failure to Speak Up exposes Canterbury to risks and undermines our culture and values. The Board will not tolerate anyone being discouraged from Speaking Up or being disadvantaged or victimised because they want to Speak Up or they have done so.

The objective of this Policy is to:

✓ encourage people to Speak Up if they become aware of Potential Misconduct;
✓ explain how to Speak Up and what protections a Discloser will receive;
✓ outline the processes for responding to Speak Up disclosures; and
✓ promote a workplace environment in which everyone feels safe, supported and encouraged to Speak Up.

This Policy should be read in conjunction with the following Canterbury Policies:

- Code of Conduct; and
- Other relevant policies issued from time to time by Canterbury.

2. RAISING CONCERNS AT CANTERBURY

2.1 Speaking to your Manager / informally raising concerns

For most issues, you will likely be comfortable discussing your concerns informally with your manager or another trusted person within the business and Canterbury encourages you to continue to feel empowered to raise issues in this way. Canterbury is committed to the creation of a supportive workplace environment, and it seeks to create a culture where concerns can be discussed openly and transparently.

Accordingly, Canterbury encourages you to speak to your manager or raise your concerns informally if you would prefer not to discuss your concerns with the people listed in paragraph 5 to make a formal report under this Policy.

Canterbury's Code of Conduct contains further details on how you may raise concerns outside of this Policy. However, please note that informally raising concerns outside of this Policy may limit the

protections that you are entitled to under the law, which are summarised below in Schedule 1.

1.1 'Speaking Up' about Potential Misconduct under this Policy

Where you have concerns about Potential Misconduct at Canterbury and you are not comfortable raising your concerns informally in the ordinary course (as outlined in paragraph 2.1 above), you are encouraged to formally report it under this Policy by 'Speaking Up'. Speaking Up means telling an appropriate person in a position of influence (examples of these people, called Recipients, are provided in paragraph 5 below) if you have reasonable grounds to suspect that Potential Misconduct has occurred or is occurring in relation to Canterbury.

1.2 Personal work-related grievances

'Personal work-related grievances' are not within the scope of this Policy. Personal work-related grievances are issues in relation to a Discloser's current or former employment that have implications for them personally (i.e. matters solely related to your personal employment).

Examples of personal work-related grievances include:

- a conflict between you and another employee;
- a decision relating to your promotion; or
- a decision relating to the termination of your employment.

However, in some cases personal work-related grievances may be covered by this Policy. See further information in Schedule 1.

2. Scope

This Policy applies to Potential Misconduct. Anyone with information about Potential Misconduct is encouraged to Speak Up under this Policy.

The Policy applies to:

- Canterbury and all subsidiary and affiliate entities over which it exercises control; and
- Canterbury's current and past employees, officers, contractors, suppliers (including employees of suppliers), and associates,

and also, to these people's dependants (or their spouse's dependants) and their relatives.

Canterbury takes all reports of Potential Misconduct seriously. The response that Canterbury takes, including the investigations process that it follows and the protections that it implements, will depend on the nature and circumstances of the relevant disclosure. For example, reports of Potential Misconduct of a minor nature that can be resolved informally may not require the same level of response as disclosures about Potential Misconduct of a material nature that involves a large-scale and complex investigation. However, you should note that:

- while not all reports will necessarily lead to a formal investigation, all reports will be assessed and considered by Canterbury and a decision made as to whether they should be investigated (see further information in paragraph 7); and
- Canterbury is committed to making sure that you do not suffer detriment because you Speak Up and, accordingly, reports will be treated confidentially, and appropriate protections will be offered to you based on your circumstances, the nature of the Potential Misconduct and the people involved (see further information in paragraph 9).

3. Definitions

Potential Misconduct means any suspected or actual misconduct or improper state of affairs or circumstances in relation to Canterbury. It also means a breach of law or information that indicates a danger to the public. For further information, please see Schedule 1. Potential Misconduct does not

generally, include personal work-related grievances as described above in paragraph 2.3. However, you should Speak Up even if you are unsure if something is Potential Misconduct.

Examples of Potential Misconduct may include but are not limited to:

i. breach of laws or regulations;
ii. breach of Canterbury's Code of Conduct or other Canterbury policies, standards or codes;
iii. criminal activity;
iv. bribery or corruption;
v. conduct endangering health and safety of people or causing damage to the environment or to equipment;
vi. dishonest or unethical behaviour;
vii. conflicts of interest;
viii. anti-competitive behaviour;
ix. financial fraud or mismanagement;
x. insider trading;
xi. breach of trade sanctions or other trade controls;
xii. unauthorised use of Canterbury's confidential information;
xiii. conduct likely to damage the financial position or reputation of Canterbury; and
xiv. deliberate concealment of any of the above.

This Policy also refers to a number of key people, who are defined as follows:

Term	Meaning	Role and Responsibilities
Recipients	Those persons identified in paragraph 5, which include: › Managing Director › Whistleblower Protection Officers › A member of Canterbury's Executive Team (other than the WIO)	The role of the Recipients is to ensure that the information is heard by Canterbury and proper follow-up occurs, as well as to ensure Disclosers feel supported and protected. Recipients will refer the disclosure to the Whistleblower Investigations Officer as soon as possible to oversee Canterbury's response.
Whistleblower or Discloser	The person Speaking Up in connection with Potential Misconduct.	
Whistleblower Investigations Officer (WIO)	The Company Secretary or their delegate (who must be independent of the matter).	If a report made under this Policy is formally investigated, the WIO will carry out or supervise the investigation. The WIO will report any investigation outcomes. The WPOs and the WIO act independently of each other and the responsibilities of these roles do not reside with one person.
Whistleblower Protection Officer (WPO)	Any of: › Chair of the Board › Nomination and Governance Committee Chair › Audit and Risk Committee Chair	The WPOs will safeguard the interests of Discloser(s) making reports under the Policy and will ensure the integrity of the reporting mechanism. A WPO would usually act as the contact point for communication with the Whistleblower after Speaking Up.

4. How to Speak Up

If you wish to Speak Up you are encouraged to firstly report the matter internally to one of the following Recipients:

- Managing Director;
- One of the Whistleblower Protection Officers; or
  any member of Canterbury's Executive Team (other than the Whistleblower Investigations Officer).

You should provide as much information as possible, including details of the Potential Misconduct, people involved, dates, locations and any more evidence that may exist.
Contact details for the Recipients can be obtained from Canterbury's Company Secretary.

5. Speaking Up anonymously

You can make an anonymous disclosure if you do not want to reveal your identity.

While you are encouraged to provide your name when Speaking Up because it will make it easier for Canterbury to address your disclosure (for example, the context in which you may have observed the Potential Misconduct is likely to be useful information) you are not required to do so.

If you do not provide your name, Canterbury will assess your disclosure in the same way as if you had revealed your identity, and any investigation will be conducted as best as possible in the circumstances. However, please be aware that an investigation may not be possible unless sufficient information is provided. You will still be entitled to protections under the law if a protected disclosure is made, as described in Schedule 1.

Information received from anyone Speaking Up will be held in the strictest of confidence. More information on protecting your identity is contained in paragraph 9.

6. Canterbury's commitment to people who Speak Up

Disclosures made under this Policy will be received and treated sensitively and seriously, and will be dealt with fairly and objectively.

While Speaking Up does not guarantee that the disclosure will be formally investigated, all reports will be assessed and considered by Canterbury and a decision made as to whether they should be investigated. Canterbury's response to a disclosure will vary depending on the nature of the disclosure (including the amount of information provided).

Recipients will keep in contact with Disclosers until the matter is resolved by Canterbury. If appropriate, Disclosers will be told how Canterbury has decided to respond to their disclosure, including whether an investigation will be conducted. This may not occur until after an investigation has been concluded. However, it may not always be appropriate to provide Disclosers with this information, and it may not be possible unless contact details are provided when Speaking Up or Disclosers continue to keep in contact with the Recipient.

Any investigations commenced will be conducted in a timely manner and will be fair and independent from any persons to whom the disclosure relates. Investigations will generally be overseen by the Whistleblower Investigations Officer. Other people, including employees or external advisers, may also be asked to assist or run the investigation.

All employees and contractors must cooperate fully with any investigations.

Unless there are confidentiality or other reasons not to do so, persons to whom the disclosure relates will be informed of the allegation(s) at an appropriate time, and will be given a chance to respond to the allegation(s) made against them.

Your identity will be protected as described in paragraph 9 of this Policy.

7. What happens after an investigation?

The results of any investigation will be recorded in writing in a formal internal report that will be confidential and is the property of Canterbury. The outcome of any investigation will be reported to the Board in accordance with paragraph 12 below.

Disclosers who Speak Up will generally be informed of the investigation outcome. However, it may not always be appropriate to provide Disclosers with this information in which case it will not be shared.

Where appropriate, the persons to whom the disclosure relates will also be informed of the findings of any investigation. The formal report recording the results of an investigation will not be provided to a Discloser or any other person subject to investigation.

Where an investigation identifies a breach of law, Canterbury's Code of Conduct or internal policies or procedures, appropriate disciplinary action may be taken. This may include but is not limited to terminating or suspending the employment or engagement of the person(s) involved in the misconduct.

8. Protection of Whistleblowers

Canterbury is committed to protecting and respecting the rights of a person who Speaks Up under this Policy. This paragraph 9 outlines the policy on protecting those who Speak Up. The law also contains additional protections, which are summarised in Schedule 1.

8.1 Protecting your identity

The priority at Canterbury is to protect people who Speak Up. If you Speak Up, your identity (and any information that we have because of your disclosure that someone could likely use to work out your identity) will only be disclosed if:

- you give your consent for Canterbury to disclose that information;
- the disclosure is allowed or required by law (for example, disclosure by Canterbury to a lawyer to get legal advice relating to the law on whistleblowing); or
- in the case of information likely to identify you, it is reasonably necessary to disclose the information for the purposes of an investigation, but all reasonable steps are taken to prevent someone from working out your identity.

8.2 Protecting you from detriment

Canterbury will not tolerate any detrimental conduct against any person who has or may Speak Up or who is believed to have done so, including conduct against that person's colleagues, employer (if a contractor) or relatives. Examples of detrimental conduct include the following:

- discrimination, detriment or damage to a person's reputation;
- harassment, intimidation or retaliation;
- a demotion or dismissal; or
- threats of any of the above.

Any person involved in detrimental conduct may be subject to disciplinary action (including but not limited to termination of employment or engagement). In some circumstances, this may also be a criminal offence punishable by imprisonment. Canterbury may refer any person who has engaged in detrimental conduct to law enforcement authorities for further investigation.

If you are concerned that you may be, are being, or have been subject to detrimental conduct as a result of Speaking Up you should immediately report this matter to a Whistleblower Protection Officer.

8.3 Other protections available

Canterbury is committed to making sure that you do not suffer detriment because you Speak Up. The protections offered will be determined by Canterbury and depend on things such as the Potential Misconduct and people involved. Protections may include the following, at Canterbury's discretion:

- monitoring and managing the behaviour of other employees;
- where reasonably possible, relocating employees (which may include the people alleged to have been involved in the Potential Misconduct) to a different project, group or office or revising the reporting lines of employees;
- where reasonably possible, offering you a leave of absence or flexible workplace arrangements while a matter is investigated; and/or
- rectifying any detriment that you have suffered.

Canterbury will look for ways to support all people who Speak Up, but it will of course not be able to provide non-employees with the same type and level of support that it provides to employees. Where this Policy cannot be applied to non-employees (for example, because Canterbury cannot itself offer flexible workplace arrangements to a contractor), Canterbury will still seek to offer as much support as practicable.

9. False or misleading disclosures

When Speaking Up, you will be expected to have reasonable grounds to suspect the information you are disclosing is true, but you will not be penalised if the information turns out to be incorrect.

However, you must not make a report that you know is not true or is misleading. Where it is found that a Discloser has knowingly made a false report, this may be a breach of Canterbury's Code of Conduct and will be considered a serious matter that may result in disciplinary action. There may also be legal consequences if you make a knowingly false report.

10. Record keeping and personnel files

All Speak Up disclosures will be recorded in a confidential register (Speak Up Register).

The Recipient (or other person receiving your disclosure) will seek your consent before recording your name on the Speak Up Register. You are encouraged to feel supported and safe in providing information, and to consent to the limited sharing within Canterbury of your identity. This will assist Canterbury to protect and support you in relation to your disclosure and facilitate Canterbury in investigating, reporting and taking action arising as a result of your disclosure.

The Speak Up Register is confidential and can only be accessed by the Whistleblower Protection Officers and the Whistleblower Investigations Officer (including any delegates of the Whistleblower Investigations Officer responsible for conducting an investigation), who will use that information to determine the appropriate response to disclosures made and to inform any investigation that has commenced.

All information, documents, records and reports relating to the investigation of reported conduct will be confidentially stored and retained in an appropriate and secure manner.

11. Reporting and Review of this Policy

The Board will receive a summary of disclosures made under this Policy at least on an annual basis, including metrics on disclosures made and the types of issues raised. The summary provided to the Board will not identify individual Disclosers. The Board (or the Audit and Risk Committee) will also be informed promptly of any material incidents reported under this Policy.

Recipients must consider if a disclosure or information that arises in responding to a disclosure triggers processes in Canterbury's Market Disclosure Policy. If so, that information must be dealt with by the Recipients and Canterbury in accordance with the Market Disclosure Policy.

The Nomination and Governance Committee will review this Policy at least annually and recommend any proposed amendments to the Board for approval. The review must address the effectiveness of this Policy. In particular, within the constraints of confidentiality and any other legal restrictions, it must consider the fairness of the investigations undertaken, the actual consequences of making disclosures for people who have made reports and compliance with this Policy generally.

12. Availability of this Policy and training

Canterbury will seek to ensure that employees (including new employees) are informed about and understand this Policy. Each employee will have access to this Policy. Training will also be provided to individuals who receive whistleblowing disclosures or otherwise have a role under this Policy, including in relation to how to respond to disclosures.

A copy of this Policy will also be available on Canterbury's website.

This Policy does not form part of any terms of employment and Canterbury may change, apply or withdraw this Policy in its discretion.

Any questions about this Policy can be referred to the Company Secretary.

SCHEDULE 1: PROTECTIONS PROVIDED BY AUSTRALIAN LAW

1. When legislative protections may apply

Under Australian law, legislative protections for Speaking Up are available to certain persons (including current and former employees and suppliers, as well as their relatives and dependants) who make a "protected disclosure" to certain people.

Canterbury encourages you to Speak Up to a Recipient described under paragraph 5 of this Policy. However, the law offers the same protections if you make a "protected disclosure" to certain other persons in some cases. Details of those persons to whom a "protected disclosure" can be made are set out below in paragraph 2 of this Schedule.

Protections and remedies available to those who make a "protected disclosure" are set out in paragraph 3 of this Schedule. If you make a "protected disclosure" that does not comply with the Policy, you will still be entitled to the legal protections under applicable Australian law.

Please contact Canterbury's Company Secretary if you would like more information about the protections or remedies available under the law.

Where Canterbury operates outside Australia, local whistleblower laws may also apply. Where those laws provide additional or different protections, Canterbury will comply with them.

2. Protected disclosures

To be a "protected disclosure" information must relate to "disclosable matters" and be made to "eligible" persons or organisations. Examples of this type of information and recipients are outlined in the following table:

Information reported or disclosed	Recipient of disclosed information

• Information about misconduct, or an improper state of affairs or circumstances in relation to Canterbury or a related body corporate.
• Information that Canterbury or any officer or employee of Canterbury has engaged in conduct that:
  ○ contravenes or constitutes an offence against certain legislation (e.g. the Corporations Act);
  ○ represents a danger to the public or the financial system; or
  ○ constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more.
Note that "personal work-related grievances" are not protected disclosures under the law, subject to the exceptions referred to below.
	• A person authorised by Canterbury to receive protected disclosures – i.e. Recipients under this Policy.
	• An officer or senior manager of Canterbury or of a related body corporate.
	• An auditor, or a member of an audit team conducting an audit, of Canterbury or of a related body corporate.
	• An actuary of Canterbury or of a related body corporate.
	• ASIC or APRA.
	• A legal practitioner in some cases.

• Information that may assist the Commissioner of Taxation to perform his or her functions or duties under a taxation law in relation to Canterbury.	• Commissioner of Taxation.

• Information about misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of Canterbury or an associate of Canterbury, which the employee considers may assist the eligible recipient to perform functions or duties in relation to the tax affairs of Canterbury or the associate.	• An auditor or a member of an audit team conducting an audit of Canterbury or of a related body corporate. • A registered tax agent or BAS agent who provides tax services or BAS services to Canterbury or to a related body corporate. • A director, secretary or senior manager of Canterbury or of a related body corporate. • An employee or officer of Canterbury, or a related body corporate of Canterbury, who has functions or duties that relate to the tax affairs of Canterbury or a related body corporate.

The law also protects certain disclosures made in "emergency" and "public interest" situations, in which case disclosures can be made to additional recipients. Please contact Canterbury's Company Secretary if you would like more information about emergency and public interest disclosures.

In summary, a public interest disclosure or an emergency disclosure may be made to a journalist or a member of a Commonwealth, State or Territory Parliament only where: (a) you have previously made a protected disclosure about the matter to ASIC, APRA or another prescribed Commonwealth body; (b) for a public interest disclosure, at least 90 days have passed since that previous disclosure, you do not have reasonable grounds to believe that action is being, or has been, taken to address the matter, and you have reasonable grounds to believe that making a further disclosure would be in the public interest; (c) for an emergency disclosure, you have reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment; (d) before making the disclosure, you have given written notice to the body to which the previous disclosure was made, which includes sufficient information to identify the previous disclosure and states that you intend to make a public interest or emergency disclosure; and (e) the information disclosed is no more than is reasonably necessary to inform the journalist or parliamentarian of the misconduct or improper state of affairs (or, for an emergency disclosure, of the substantial and imminent danger). You should obtain independent legal advice before making a public interest or emergency disclosure.

Protections for disclosures about personal work-related grievances are only available under the law in limited circumstances. A disclosure of a personal work-related grievance will remain protected if, in summary:

- it concerns detriment to you because you have or may be considering Speaking Up; or
- it is made to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the law about whistleblowers.
- Under the law, a grievance is not a 'personal work-related grievance' if it:
    - has significant implications for an entity regulated under the law (e.g. Canterbury) that do not relate to the Discloser;
    - concerns conduct, or alleged conduct, in contravention of specified corporate and financial services laws, or that constitutes an offence punishable by 12 months or more imprisonment under any other Commonwealth laws;
    - concerns conduct that represents a danger to the public or financial system; or
    - concerns conduct prescribed by the regulations.

3. Specific protections and remedies

The law provides protections if you make a "protected disclosure", including that:

- you are not subject to any civil, criminal or administrative liability for making the disclosure;

- no contractual or other remedy may be enforced or exercised against you on the basis of the disclosure; and
- in some circumstances (e.g. if the disclosure has been made to a regulator), the information you provide is not admissible in evidence against you in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information.

Additional legislative protections and remedies may also be available.

MARKET DISCLOSURE POLICY

Version	Effective Date	Summary of Changes	Approved By
1.0	6 February 2018	Original Charter adopted	Board
1.1	8 October 2026	Administrative updates	Board

MARKET DISCLOSURE POLICY

INTRODUCTION AND PURPOSE

This Policy is designed to ensure that:

a) There is full and timely disclosure of the activities of Canterbury Resources Limited (**Canterbury**) to shareholders and the market, in accordance with Canterbury's legal and regulatory obligations; and

b) All stakeholders (including shareholders, the market and other interested parties) have an equal opportunity to receive and obtain externally available information issued by Canterbury.

This Policy reflects Canterbury's obligation to comply with the disclosure requirements of the Listing Rules of ASX Limited (ASX) as well as relevant corporations and securities legislation.

DISCLOSURE PRINCIPLE

Canterbury will immediately notify the market of any price-sensitive information concerning Canterbury in accordance with legislative and regulatory disclosure requirements.
Information will be price-sensitive if a reasonable person would expect that information to have a material effect on the price or value of Canterbury's securities.

A reasonable person would be taken to expect information to have a material effect on the price of Canterbury's securities, if the information would, or would be likely to, influence investors in deciding whether to buy, hold or sell Canterbury's securities.

Price-sensitive information will be disclosed immediately and in the first instance to the ASX unless one of the exceptions to the continuous disclosure obligations set out in ASX Listing Rule 3.1A applies. Disclosures to the market are made available on the Canterbury website.

If Canterbury is relying on an exception and the information ceases to be confidential, Canterbury will disclose it to the ASX immediately.

MARKET SPECULATION

This Policy provides that, in general, Canterbury will not respond to market speculation and rumours unless required to do so by law or by ASX.

TRADING HALTS

Canterbury may request a trading halt from the ASX in order to prevent trading in Canterbury's securities by an inefficient and uninformed market.

DISCLOSURE RESPONSIBILITIES AND PROCEDURES

Canterbury has designated the Managing Director and Company Secretary as 'Disclosure Officers'. Disclosure Officers have responsibility for reviewing proposed disclosures and making decisions (in consultation with the Board of Directors) in relation to what information can or should be disclosed to the market.

The Company Secretary is responsible for communications with ASX in relation to Listing Rule matters.

All Canterbury's Directors and employees are required to inform a Disclosure Officer of any potentially price-sensitive information concerning Canterbury as soon as they become aware of it. Directors and employees may speak to a Disclosure Officer if they are in doubt as to whether information is potentially price-sensitive.

The Board will receive copies of all material market announcements promptly after they have been made.

EXTERNAL COMMUNICATIONS

Under this Policy, only those Canterbury Directors or employees who have been authorised by the Managing Director or the Board of Directors can speak on behalf of Canterbury to the media, analysts and investors.

Canterbury will not disclose price-sensitive information to any investor or analyst before formally disclosing the information to the market, even on an embargo basis.

Copies of any new and substantive investor or analyst presentation materials will be released to the ASX ahead of the presentation.

REVIEW OF THIS POLICY

The Nomination and Governance Committee will review this Policy at least annually and recommend any proposed amendments to the Board for approval.

SHAREHOLDER COMMUNICATIONS STRATEGY

Version	Effective Date	Summary of Changes	Approved By
1.0	6 February 2018	First adoption	Board
1.1	8 October 2026	Administrative updates	Board

SHAREHOLDER COMMUNICATIONS STRATEGY

The Board of Canterbury Resources Limited (**Canterbury**) aims to ensure that the shareholders are informed of all major developments affecting Canterbury's state of affairs.

COMMUNICATING WITH SHAREHOLDERS

It is Canterbury's policy that information is communicated to shareholders through:

- the Annual Report which is distributed to shareholders if they have elected to receive a printed version and is otherwise available for viewing and downloading on Canterbury's website;
- the quarterly and half-yearly reports;
- disclosures and announcements made to ASX Limited (**ASX**);
- notices and explanatory memoranda of Annual General Meetings (**AGM**) and General Meetings (**GM**);
- the Chair's address and the Managing Director's address made at AGMs and GMs (if any);
- Canterbury's website on which Canterbury posts its corporate governance charters and policies and all announcements which it makes to the ASX; and
- the external auditor being present at the AGM to answer questions from shareholders about the conduct of the audit and the preparation and content of the auditor's report.

ELECTRONIC COMMUNICATIONS ELECTION

Announcements released on ASX are also immediately made available on Canterbury's website.

Shareholders may elect to receive communications from Canterbury and its share registry electronically or in hard copy by contacting the share registry.

Canterbury's Market Disclosure Policy sets out how it meets its continuous disclosure obligations to the ASX.

Shareholders can register with Canterbury to receive email notifications when an announcement is made by Canterbury to the ASX, including the release of the annual, half-yearly and quarterly reports.

Shareholders who are unable to attend the shareholder meetings may submit questions and comments before the meeting to Canterbury or to the auditor (in the case of an AGM).

All substantive resolutions at meetings of shareholders will be decided by a poll rather than by a show of hands.

Shareholder queries should be referred to the Company Secretary in the first instance.

REVIEW OF THIS STRATEGY

The Nomination and Governance Committee will review this Strategy at least annually and recommend any proposed amendments to the Board for approval.

SECURITIES TRADING POLICY

Version	Effective Date	Summary of Changes	Approved By
1.0	6 February 2018	First adoption	Board
1.1	8 October 2026	Administrative updates	Board

SECURITIES TRADING POLICY

1. PURPOSE AND OBJECTIVES

This policy deals with the sale and purchase of securities in Canterbury Resources Limited (Canterbury) by those persons having authority and responsibility for planning, directing and controlling the activities of Canterbury, directly or indirectly, including any Director (whether executive or otherwise) of Canterbury (hereinafter singularly or jointly referred to as **Key Management Personnel**) and by specific contractors who, due to their position may have price sensitive information and have been notified so by Canterbury (**Contractors**) (together, **Restricted Persons**).

Canterbury has determined that its Key Management Personnel are its Directors and senior management reporting directly to Canterbury's Chief Executive Officer / Managing Director (or equivalent) (**CEO/MD**) as may be identified in Canterbury's annual financial reports from time to time.

The reference to Restricted Persons also includes their related parties and/or associates such as spouse, dependent children, family trust and self-managed superannuation fund and other entities in which they are directors.

Key Management Personnel are encouraged to be long-term holders of Canterbury's securities. However, it is important that care is taken in the timing of any purchase or sale of such securities.

The primary purpose of this Policy is to prevent insider trading by providing a basic explanation of what constitutes insider trading and the steps to prevent it, including:

- a description of what conduct may constitute insider trading;
- a description of the safest times for Restricted Persons to buy or sell securities in Canterbury in order to minimise the risk of insider trading; and
- the steps for Restricted Persons to take when buying or selling securities in Canterbury.

2. INSIDER TRADING PROVISIONS

The *Corporations Act 2001 (Cth)* contains the provisions relating to insider trading. Under these provisions, a person is prohibited from dealing in securities where:

- the person possesses information that is not generally available which would, if it were generally available, have a "material effect" on the share price of the relevant entity (i.e. the information is "inside information"); and
- the person knows, or ought reasonably to have known, that the information is not generally available and that if it were it might have a material effect on the share price of the relevant entity.

The restrictions in this Policy do not apply to the exercise of options to subscribe for shares in Canterbury made by a participant in Canterbury's Employee Share Option Plan or to the exercise of other options on issue from time to time, but the insider trading laws continue to apply.

To illustrate the prohibition described above, the following are possible examples of price sensitive information which, if made available to the market, may be likely to materially affect the price of Canterbury's securities (and therefore be "inside information" if it were not generally available):

- merger or takeover discussions;
- a change in Canterbury's financial forecast or expectation;
- financial results;
- significant discoveries, exploration results, or changes in reserve/resource estimates from mining tenements in which Canterbury has an interest;
- the proposed commencement of mineral production or a material change in production forecasts;
- a proposed material business or asset acquisition, sale or option;
- a proposed material joint venture or farm-in or farm-out arrangement in relation to a mining tenement;

- proposed material legal proceedings to be initiated by or against Canterbury or the settlement of such proceedings;
- regulatory action or investigations undertaken by a government authority such as ASIC or ASX Limited (**ASX**);
- a proposal to undertake a new issue of shares or a change in financing arrangements; and
- key changes in Board or management of Canterbury.

Buying or selling securities of joint venture partners or other companies with which Canterbury may be dealing is also prohibited where an individual possesses inside information which also relates to the other company. For example, where an individual is aware that Canterbury is about to sign a major agreement with another company, they must not trade in securities in either Canterbury or the other company.

3. PROHIBITED CONDUCT BY A PERSON WITH "INSIDE INFORMATION"

There are a number of insider trading offences that Restricted Persons may expose themselves and others to, including their related parties and/or associates.
A person who possesses "inside information" about a particular security, which is not generally available, must not:

- apply for, purchase or sell (or agree to subscribe for, purchase or sell) those securities;
- procure another person to apply for, purchase or sell those securities; or
- directly or indirectly communicate the information to a third party if the person knows, or ought reasonably to know, that the third party would or would be likely to buy or sell the securities (or procure another person to do so).

4. RESTRICTIONS ON TRADING IN CANTERBURY'S SECURITIES

4.1 General Rule

Restricted Persons must not buy or sell securities in Canterbury when they are in possession of inside information.

4.2 Restrictions on Dealing in Canterbury's Securities

Pursuant to Listing Rule 12.12 of the ASX, the Board of Directors of Canterbury (**Board**) has set the following blackout periods (**Closed Periods**) when Restricted Persons must not deal in securities of Canterbury, unless under exceptional circumstances:

a) In the two (2) weeks prior to, and twenty-four (24) hours after the release of Canterbury's Annual Financial Report, Half-year Financial Report and Quarterly Reports; and
b) Any other period imposed by the Board from time to time (**Additional Period**).

Restricted Persons must not disclose to anyone that an Additional Period is in effect.

Canterbury may at its discretion vary this rule in relation to a particular Closed Period by general announcement to all Restricted Persons either before or during the Closed Period. However, if a Restricted Person is in possession of price sensitive information which is not generally available to the market, then they must not deal in Canterbury's securities at any time.

4.3 Employee Incentive Schemes

The issue of shares or the grant of options under employee incentive schemes is not deemed to be trading in Canterbury's securities. The subsequent sale of shares is, however, trading which is subject to this policy.

4.4 Excluded Trading

Any securities trading which is not subject to this policy is permitted, unless it breaches the statutory prohibitions summarised above. Such excluded trading includes where the trading:

a) results in no change in beneficial interest in the securities;
b) occurs via investments in a scheme or other arrangement where the investment decisions are exercised and controlled by a third party;

c) occurs when the Key Management Personnel has no control or influence with respect to trading decisions; or
d) occurs under an offer to all or most of the security holders of Canterbury.

Restricted Persons should contact Canterbury's Company Secretary or the CEO/MD if they have any questions in relation to excluded trading.

5. NOTIFICATION OF INTENTION TO TRADE

Any Restricted Person wishing to buy or sell Canterbury's securities **MUST** notify, in writing, the Chairperson (in the case of directors), or another non-executive director (in the case of the Chairperson), or the CEO/MD or Company Secretary (in the case of employees or relevant family members and other nominees of employees) of their intention to do so **BEFORE** buying or selling the securities.

Contractors must notify the Chairperson, CEO/MD or Company Secretary in writing of their intention to do so **BEFORE** buying or selling the securities.

This notification obligation operates at all times, even outside Closed Period and Additional Period as may be declared by the Board from time to time.

Restricted Persons must not buy or sell Canterbury's securities until written approval has been given by the Chairperson, CEO/MD or Company Secretary. Approval for trading during a Closed Period or an Additional Period may only be given by the Chairperson or CEO/MD, and will only be given in cases of financial hardship or other exceptional circumstances, to be determined at the sole discretion of the Chairperson or CEO/MD, after considering the particular circumstances and whether there is any price sensitive information that has not been made available to the market.

In addition, the Key Management Personnel must confirm to the Chairperson, CEO/MD or Company Secretary when the trade for which approval was sought has been completed.

6. ASX NOTIFICATION OF DIRECTORS' INTERESTS

Canterbury is required, under the Listing Rules to disclose to ASX details of any change of directors' interests in securities of Canterbury and in contracts relevant to securities of Canterbury within five business days of the change, as required by Listing Rules 3.19A and 3.19B. Canterbury has made arrangements with each director to ensure that the director promptly discloses to the Company Secretary all the information required by the ASX.

7. NO LIMITATION OF ECONOMIC RISK IN SECURITIES

Key Management Personnel and participants in Canterbury's Employee Share Option Plan must not engage in transactions or arrangements in risk limiting products which operate to limit the economic risk of:

- unvested entitlements to Canterbury's securities, including hedging arrangements in relation to unvested options or performance rights; or
- vested Canterbury securities that are subject to a holding lock or other disposal restriction.

8. EFFECT OF COMPLIANCE WITH THIS POLICY

Compliance with this policy for trading in Canterbury's securities does not absolve that individual from complying with the law, which must be the overriding consideration when trading in Canterbury's securities.

9. ADDITIONAL INFORMATION

If Restricted Persons have any questions arising from this policy, they should contact Canterbury's Company Secretary or the CEO/MD.

10. REVIEW OF POLICY

The Nomination and Governance Committee will review this Policy at least annually and recommend any proposed amendments to the Board for approval.

BULLYING AND HARASSMENT POLICY

Version	Effective Date	Summary of Changes	Approved By
1.0	August 2022	First adoption	Board
1.1	8 October 2026	New version	Board

BULLYING AND HARASSMENT POLICY

Canterbury Resources Limited (**Canterbury**) is committed to the provision of a fair, healthy and safe workplace in which everyone is treated with dignity and respect and in which no individual or group feels bullied, threatened or intimidated.

Bullying or harassment in any form is unacceptable behaviour and will not be permitted or condoned.

Canterbury recognises that bullying and harassment can exist in the workplace, as well as outside, and that this can seriously affect a person's working life by detracting from a productive working environment and can impact on the health, confidence, morale and performance of those affected by it, including anyone who witnesses or has knowledge of the unwanted or unacceptable behaviour.

If any aspect of this policy is unclear, please speak to your supervisor or a member of the Board. It is important that everyone understands Canterbury's Diversity and Inclusion Policy and that discrimination or sexual harassment is prohibited.

The intention of these procedures is to inform employees of the type of behaviour that is unacceptable and to provide procedural guidance.

Canterbury recognises that it has a duty to implement this policy, and all Directors, contractors and employees are expected to comply with it.

HARASSMENT

Harassment is any unwanted physical, verbal or non-verbal conduct based on grounds of age, disability, race, colour, national or ethnic origin, sex, sexual orientation, gender identity, intersex status, marital or relationship status, pregnancy, breastfeeding, family responsibilities, religion or political opinion which affects the dignity of anyone at work or creates an intimidating, hostile, degrading, humiliating or offensive environment.

A single incident of unwanted or offensive behaviour can amount to harassment.

Harassment can take many forms and individuals may not always realise that their behaviour constitutes harassment.

Harassment can occur in the workplace and outside of the workplace at events connected to the workplace, such as social functions or business trips, or on social media.

Examples of harassment include:

a) insensitive jokes and pranks;
b) lewd or abusive comments about appearance;
c) deliberate exclusion from conversations;
d) displaying abusive or offensive writing or material;
e) unwelcome touching; and
f) abusive, threatening or insulting words or behaviour.

These examples are not exhaustive and disciplinary action at the appropriate level will be taken against Directors, contractors or employees committing any form of harassment. Appropriate action in relation to an employee will include disciplinary action, up to and including termination of employment. For others, appropriate action may include termination of their engagement with Canterbury.

SEXUAL HARASSMENT

Sexual harassment is an unwelcome sexual advance, an unwelcome request for sexual favours, or other unwelcome conduct of a sexual nature, in circumstances where a reasonable person would anticipate the possibility that the person harassed would be offended, humiliated or intimidated. Sexual harassment is unlawful and will not be tolerated, whether it occurs once or repeatedly.

Canterbury has a positive duty under the Sex Discrimination Act 1984 (Cth) to take reasonable and proportionate measures to eliminate sexual harassment, sex discrimination and related unlawful conduct, as far as possible. Canterbury will also identify and manage psychosocial risks, including bullying and harassment, as required by work health and safety laws.

BULLYING

Bullying is repeated, unreasonable behaviour directed towards an individual or a group that creates a risk to health and safety. It can include behaviour that is offensive, abusive, intimidating or insulting, or that makes the recipient(s) feel threatened, humiliated or vulnerable. Single incidents of unreasonable behaviour are also unacceptable and will not be tolerated.

Reasonable management action carried out in a reasonable manner is not bullying. This includes, for example, setting performance standards, giving fair feedback on performance and taking appropriate disciplinary action.

Bullying can occur in the workplace and outside of the workplace at events connected to the workplace, such as social functions or business trips, or on social media.

Bullying can be a form of harassment and can cause an individual to suffer negative physical and mental effects.

Bullying can take the form of physical, verbal and non-verbal conduct. As with harassment, there are many examples of bullying, which can include: a) abusive, insulting or offensive language or comments; b) unjustified criticism or complaints; c) physical or emotional threats; d) deliberate exclusion from workplace activities; e) the spreading of misinformation or malicious rumours; and f) the denial of access to information, supervision or resources such that it has a detrimental impact on the individual or group.

These examples are not exhaustive and disciplinary action at the appropriate level will be taken against Directors, contractors or employees committing any form of bullying. Appropriate action in relation to an employee will include disciplinary action, up to and including termination of employment. For other workers, appropriate action may include termination of their engagement with Canterbury.

BULLYING AND HARASSMENT COMPLAINT PROCEDURES

Informal complaint

Canterbury recognises that complaints of bullying, harassment, and particularly of sexual harassment, can sometimes be of a sensitive or intimate nature and that it may not be appropriate for you to raise the issue through our normal grievance procedure. In these circumstances you are encouraged to raise such issues with a senior colleague of your choice (whether or not that person has a direct supervisory responsibility for you) as a confidential helper.

If you are the victim of minor bullying or harassment you may, if you feel comfortable doing so, make it clear to the alleged bully or harasser on an informal basis that their behaviour is unwelcome and ask the individual to stop. If you feel unable to do this verbally then you may hand a written request to the individual, and your confidential helper can assist you in this.

Formal complaint

Where the informal approach fails or if the bullying or harassment is more serious, you should bring the matter to the attention of the Managing Director (or, if the complaint involves the Managing Director, the Chair of the Board) as a formal written complaint and again your confidential helper can assist you in this. If possible, you should keep notes of the bullying or harassment so that the written complaint can include: a) the name of the alleged bully or harasser; b) the nature of the alleged incident of bullying or harassment; c) the dates and times when the alleged incident of bullying or harassment occurred; d) the names of any witnesses; and e) any action already taken by you to stop the alleged bullying or harassment.

On receipt of a formal complaint, we will take action to separate you from the alleged bully or harasser to enable an uninterrupted investigation to take place. This may involve a temporary transfer of the alleged bully or harasser to another work area or suspension on full pay until the matter has been resolved.

The person dealing with the complaint will invite you to attend a meeting, at a reasonable time and location, to discuss the matter and carry out a thorough investigation. You have the right to be accompanied at such a meeting by your confidential helper or another work colleague of your choice, and

you must take all reasonable steps to attend. Those involved in the investigation will be expected to act in confidence and any breach of confidence will be a disciplinary matter.

On conclusion of the investigation which will normally be within ten working days of the meeting with you, a report of the findings and of the investigator's decision will be sent, in writing, to you and to the alleged bully or harasser.

General Notes

If the report concludes that the allegation is well founded, appropriate action will be taken against the bully or harasser.

If you bring a complaint of bullying or harassment you will not be victimised for having brought the complaint. However, if the report concludes that the complaint is both untrue and has been brought with malicious intent, appropriate action will be taken against you. Appropriate action in relation to an employee will include disciplinary action, up to and including termination of employment. For other workers, appropriate action may include termination of their engagement with Canterbury.

You may also seek information or assistance from external bodies, including the Fair Work Commission, the Australian Human Rights Commission or the relevant work health and safety regulator.

REVIEW OF POLICY

The Nomination and Governance Committee will review this Policy at least annually and recommend any proposed amendments to the Board for approval.

CANTERBURY RESOURCES

DIVERSITY AND INCLUSION POLICY

Version	Effective Date	Summary of Changes	Approved By
1.0	August 2022	First adoption	Board
1.1	8 October 2026	Administrative updates	Board

DIVERSITY AND INCLUSION POLICY

SUMMARY OF POLICY

The Board of Canterbury Resources Limited (**Canterbury**) has adopted a Diversity and Inclusion Policy which describes Canterbury's commitment to ensuring a diverse mix of skills and talent exists amongst its directors, officers and employees, to enhance Canterbury's performance. The Diversity and Inclusion Policy addresses equal opportunities in the hiring, training and career advancement of directors, officers and employees.

The Board is responsible for monitoring Canterbury's performance in meeting the requirements of this Policy, including the achievement of diversity objectives.

INTRODUCTION

Diversity in the workplace mirrors the diversity of the broader community, encompassing age, gender, ethnicity, cultural and other personal factors. Canterbury respects the diversity of all employees, consultants and contractors and cultivates an environment of fairness, respect and equal opportunity. Canterbury believes that the pursuit of diversity in the workplace increases the pool of talent available, enhances individual work-life balance, encourages personal achievement, improves co-operation and assists in the optimisation of organisational performance.

POLICY OBJECTIVE

To provide a fair and equitable workplace, free from discrimination related to age, gender, ethnic, cultural or other personal factors, in which diversity enhances Canterbury's performance and Shareholder value.

ROLE OF THE BOARD

It is the responsibility of the Board to foster an environment where:

- Individual differences are respected;
- Access to employment, rewards and training opportunities is based on performance, skill and merit; and
- Inappropriate attitudes, behaviours and stereotypes are confronted and eliminated.

The Nomination and Governance Committee assists the Board by reviewing this Policy, recommending measurable objectives for achieving diversity and monitoring progress against them. The Remuneration Committee oversees gender pay equity.

ACHIEVING DIVERSITY

Canterbury encourages diversity at all levels of the organisation as a means of facilitating an appropriate mix of skills and talent to conduct its business. Active management of diversity in the workplace involves recognising and valuing the unique contribution people can make because of their individual backgrounds, different skills, experiences and perspectives.

In order to monitor Canterbury's performance, the Board has objectives in relation to all aspects of diversity. These objectives include procedural / structural objectives; initiatives, and programmes and targets in respect of:

- the diversity of persons employed by (or who are consultants to) Canterbury;
- the diversity of persons on the Board;
- the nature of the roles in which persons are employed, including on full time, part time or contracted bases, and in leadership, management, professional speciality or supporting roles; and
- the participation of persons at different remuneration bands, each by reference to gender, age, ethnicity and cultural background.

Subject to the size and operations of Canterbury, the Board is committed to the long-term goal of improving gender representation across all levels of the organisation. The Board assesses annually both the objectives and progress in achieving gender diversity.

ENSURING EQUAL OPPORTUNITY

Canterbury will provide equal opportunities in respect to employment and employment conditions.

The Board will ensure appropriate selection criteria, based on diverse skills, experience and perspectives are used when recruiting new staff and Directors. Job specifications, advertisements, application forms and contracts will not contain any direct or inferred discrimination.

Training

All internal and external training opportunities will be based on merit and Canterbury's and individual needs.

The Board will consider senior management training and executive mentoring programmes to develop skills and experience to prepare employees for senior management and Board positions.

Career Advancement

All decisions associated with career advancement, including promotions, transfers, and other assignments, will meet Canterbury's needs and be determined on skill and merit.

Work Environment

Canterbury will ensure that all officers, employees, consultants and contractors have access to a work environment that is free from harassment and unwanted conduct in relation to personal circumstances or characteristics.

Directors, managers and supervisors will ensure that complaints or reports of sexual, racial or other harassment are treated seriously, confidentially and sympathetically by Canterbury.

REPORTING RESPONSIBILITY

It is the responsibility of all Directors, officers, employees, consultants and contractors to comply with this Policy and report violations or suspected violations.

The Board will proactively monitor Canterbury's performance in meeting the standards and policies outlined in this Policy. This will include an annual review of the diversity objectives set by the Board, and its progress in achieving them. The Board will consider setting key performance indicators for the Board, the Managing Director and senior executives that are linked to the achievement of the diversity objectives set by the Board.

Each year Canterbury will disclose in its Corporate Governance Statement the measurable objectives set by the Board, its progress in achieving them, and the respective proportions of men and women on the Board, in senior executive positions and across the workforce.

COMPLIANCE WITH THIS POLICY

Any breach of compliance with this Policy is to be reported directly to the Managing Director or the Chair of the Board, or raised under the Bullying and Harassment Policy or the Whistleblower Protection Policy, as appropriate. Anyone breaching this Policy may be subject to disciplinary action, including termination.

REVIEW OF POLICY

The Nomination and Governance Committee will review this Policy at least annually and recommend any proposed amendments to the Board for approval.