



BOARD CHARTER

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1. INTRODUCTION

IGO Limited (**IGO** or the **Company**) is committed to implementing and maintaining the highest standards of corporate governance. In determining what those standards should involve, IGO has adopted the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 4th Edition (the **ASX Principles and Recommendations**).

2. PURPOSE

This Charter sets out the role and responsibilities of the Board of IGO (the **Board**) within the governance structure of IGO and its related bodies corporate (as defined in the Corporations Act 2001 (Cth)) (the **Group**).

The conduct of the Board is governed by the Constitution of IGO, the Corporations Act, the Listing Rules of the Australian Securities Exchange (**ASX**) and common law. This Charter is only a summary of the matters reserved to the Board and should therefore only be used as a general guide.

3. ROLE

The Board is responsible for promoting the success of the Group in a way which ensures that the interests of shareholders and all stakeholders are promoted and protected. The role of the Board is to represent the shareholders and promote and protect the interests of the Group and its stakeholders. To achieve this, the Directors of IGO (**Directors**) will exercise all the powers of IGO, except any powers that the Corporations Act or IGO's Constitution require the shareholders to exercise in a general meeting.

Directors are required to exercise their powers and discharge their duties in good faith, and in the best interests of IGO and for a proper purpose. The interests of associates, individual shareholders, other companies, or personal interests of the Director or the Director's family must not be allowed to prevail over those of IGO's shareholders generally. Executive directors must always be alert to the potential for conflict of interest between management interests and their fiduciary duties as directors.

The Board may delegate some powers and functions to the Managing Director & CEO or executive directors for the day-to-day management of the Group. Powers and functions not delegated remain with the Board.

4. MEMBERSHIP

4.1 Size and Composition of the Board

The Directors determine the size and composition of the Board, subject to the limits set out in the Constitution. The Constitution of IGO provides for a minimum of three directors. It is intended that a majority of the Board be independent directors. Membership of the Board shall be disclosed in the Annual Report, including whether a Director is independent or not independent. Loss or gain of independence shall be disclosed to the ASX.

4.2 Role of the Chair

The Chair, where practicable, shall be an independent director. If the Chair is not independent or ceases to be an independent director, then the Board will consider appointing another director who is independent as a lead independent director.

The role of Chair and Managing Director & CEO shall not be exercised by the same individual. There is a clear division of responsibility at the head of IGO. The division of responsibilities between the Chair and the Managing Director & CEO should be agreed by the Board.

The Chair must be able to commit the time to discharge the role effectively. The Chair is responsible for the leadership of the Board and ensuring it is effective, setting the agenda of the Board, and conducting the Board and shareholder meetings. The Chair should facilitate the effective contribution of all Directors and promote constructive and respectful relations between Board members and Management.

In the event that the Chair is absent from a meeting of the Board then the Board shall appoint a Chair for that meeting.

4.3 Terms of Office

All Directors (except the Managing Director & CEO) are required by the Constitution of IGO to submit themselves for re-election at least every three years. Before a director is nominated for re-election at a shareholders' meeting, the Chair shall consult with the rest of the Board and review the director's performance before the Board endorses his or her re-nomination.

The Board does not believe that it should establish an arbitrary limit on tenure. While tenure limits can help to ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have developed, over time, an increasing insight into IGO and its operations. Consequently, although there is no maximum term for non-executive directors, where a non-executive director has served for more than ten years, the preferred limit on service by a non-executive director is ten years, unless otherwise approved by the majority of the Board to continue beyond that milestone.

In light of the time commitment required by appointment to the Board, non-executive directors are asked to limit the number of other directorships for the duration of their appointment with IGO. Non-executive directors are asked to provide the Board with details of other commitments and an indication of time involved. The Board will regularly review the time required of a non-executive director and make an assessment as to whether the directors are able to meet their commitment to IGO.

4.4 Selection of New Directors

Subject to the Constitution of IGO, the Board shall decide on the recommendations of new directors.

In selecting new members for the Board, Directors shall have regard to the appropriate range of qualifications and expertise needed by the Board as a whole. The Directors shall endeavour to appoint individuals who will provide a mix of director characteristics and diverse experiences, perspectives and skills appropriate for IGO.

New directors are provided with a letter of appointment which sets out the key terms and conditions of their appointment.

5. DUTIES AND RESPONSIBILITIES

5.1 The Role of the Board

The following are regarded as the key responsibilities and functions of the Board:

- define the Company's purpose and demonstrate, endorse and promote a culture of acting lawfully, ethically and responsibly

- develop, review and monitor the Group's long-term business strategies, approve significant corporate strategic initiatives, review and monitor strategic risks and provide strategic direction to IGO's management team (**Management**)
- provide oversight over the business plan and resources applied in the achievement thereof
- oversee and monitor organisational performance and the achievement of strategic goals and objectives, the progress of major capital expenditures and other corporate projects including acquisitions, mergers and divestments
- oversee the integrity of the Group's accounting and corporate reporting
- develop, promote and monitor a system of corporate governance which ensures the Group is properly managed and controlled in compliance with legal and regulatory requirements
- ensure that the Group has in place an appropriate risk management framework that covers both financial and non-financial risks (including safety and wellness and environment, social and governance (**ESG**)), and set the risk appetite within which the Board expects Management to operate
- ensure that the Group has in place robust crisis management arrangements as a critical component of risk management and engage in crisis management response(s) as required under the Group Safety Standard – Crisis and Emergency Management Preparedness
- set standards for sustainability, social and ethical practices that will build the desired corporate culture and enhance and protect the Company's reputation; and
- ensure the Company's remuneration policies are aligned with IGO's purpose, values, strategic objectives and risk appetite.

5.2 Matters Reserved for the Board

The Board wishes to retain control over key strategic decisions and monitor issues that significantly impact the Company. To this end, the Corporate Control Standard will describe which decisions and approvals (with financial thresholds) the Board retains authority for. In particular, the following matters are reserved to the Board:

- set standards for social and ethical practices that will enhance and protect the Company's reputation, including approving the Company's Values and Code of Conduct to underpin the desired culture
- appointment of the Chair
- monitor dealings in securities and declarations of interest by Directors; and approve appointments to the Boards of entities which are controlled by the Group or in which the Group has an equity interest
- with regard to IGO Personnel:
 - appointment, and replacement of the Managing Director & CEO
 - appraise and determine the remuneration and benefits of the Managing Director & CEO; and
 - approve the appointment and replacement of senior executives including the Company Secretary and monitor performance on a regular basis.
- review and approval of the Delegations of Authority
- approval of:
 - Strategic Plan

- Annual Business Plan and Budget prior to the commencement of each financial year, including:
 - overall and individual operations' LOMs, budgets and KPIs
 - Exploration budget and KPIs
 - all other budgets and KPIs
- three year rolling forecast; and
- the Group's Crisis Management Plan
- approval of the Company's Risk Appetite
- approval of:
 - any variation to the total budget for Capital or Project Expenditure in the Annual Business Plan and Budget greater than 110% of the approved budget; and
 - Operational and Capital Expenditure as per the Corporate Control Standard
- the grant and/or issue of share based compensation (including but not limited to options, performance rights and/or shares)
- any political donations
- business activities in a new country aligned with the risk appetite described in the Country Risk Matrix
- joint venture agreements and divestments in excess of limit as quoted in the Delegations of Authority
- new debt/leasing facilities or changes to existing debt and/or leasing facilities in excess of limit as quoted in the Delegations of Authority
- initiation or settlement of litigation and/or other claims against the Company in excess of limit as quoted in the Delegations of Authority
- with regard to external reporting, approval of:
 - all disclosure of financial and operating results and forward-looking guidance for half and full year reporting
 - all disclosure of annual report, annual reserve and resource statements, annual corporate governance statement, material feasibility studies and material changes to reserves and resources
- external auditor appointment and dismissal, in consultation with the Audit and Risk Committee
- reviewing and approving the Capital Management Policy, in consultation with the Audit and Risk Committee and approval of interim and full year dividend amount
- signing of non-binding or binding agreement with a potential counter party for a potential scheme of arrangement
- conducting a formal investment or divestment process of a mining or development stage project or exploration property where a resource has been established and/or entering into a binding agreement with a potential counterparty for such an investment or divestment
- engagement of investment bank for the purpose of securing or refinancing a capital markets debt facility and/or securing an equity funding; and
- receive and review reporting on whistleblowing matters and of material incidents reported under the Speak Up – Group Governance Standard

5.3 Delegation to Committees

To assist the Board in fulfilling its duties, the Board has established the following committees (**Committees**), each with written terms of reference:

- Audit and Risk Committee
- Sustainability Committee
- People, Performance and Culture Committee

The Charters of the Committees are approved by the Board and are to be reviewed following any applicable regulatory changes. The Board will ensure that the Committees are sufficiently funded to enable them to fulfil their roles and discharge their responsibilities. Members of Committees are appointed by the Board. The Board may appoint additional directors to Committees or remove and replace members of Committees by resolution. The minutes of each Committee meeting shall be provided to the Board at the next occasion the Board meets following approval of the minutes of such Committee meeting.

The Board may also delegate specific functions to ad hoc committees on an 'as needs' basis. The powers delegated to these ad hoc committees will be set out in Board resolutions.

5.4 Board's Relationship with Management

The Board shall delegate responsibility for the day-to-day operations and administration of the Group to the Managing Director & CEO.

The Managing Director & CEO, supported by the Executive Leadership Team (**ELT**), is responsible for:

- the effective leadership of IGO
- the preparation and implementation of development and operational plans to achieve the strategic, operational and financial objectives of IGO, whilst operating within the values, code of conduct, budget and risk appetite as determined by the Board
- demonstrating and instilling a culture of acting lawfully, ethically and responsibly and upholding the Company's values
- the management of the day-to-day affairs of IGO including its people, processes, policies and systems
- the conduct of commercial negotiations with other entities
- the development and maintenance of effective relationships with all IGO stakeholders including employees, shareholders, joint venture partners, governments at all levels and government agencies, suppliers and customers, and local community and landowners
- providing the Board with accurate, timely and clear information on the Company's operations to enable the Board to perform its responsibilities
- providing the Board with information regarding the Company's compliance with material legal and regulatory requirements and any conduct that is materially inconsistent with IGO's values and Code of Conduct; and
- ensuring all material matters that affect IGO are brought to the Board's attention.

Senior executives, including the Managing Director & CEO and the Chief Financial Officer, should have a formal job description and employment contracts or letters of appointment describing their term of office, duties, rights and responsibilities, and entitlements on termination.

5.5 Access to Information and Advice

All Directors have access to Company records and information in order to discharge their responsibilities effectively, except where the Board determines that such access would be adverse to IGO's interests.

All Directors may consult Management and employees as reasonably required with prior notification to the Managing Director & CEO, as a matter of courtesy, to enable them to discharge their duties as directors.

Senior executives shall supply the Board with information in a form and timeframe, and of a quality that enables the Board to discharge its duties effectively. Directors are entitled to request additional information where they consider such information necessary to make informed decisions.

The Board, Committees or individual Directors may seek independent external professional advice as considered necessary for them to discharge their responsibilities as Directors at the expense of IGO, subject to prior consultation with the Chair. A copy of any such advice received will be made available to all members of the Board.

5.6 The Role of the Company Secretary

When requested by the Board, the Company Secretary will facilitate the flow of information to the Board, between the Board and its Committees and between senior executives and non-executive directors.

The Company Secretary is to support the effectiveness of the Board by ensuring that Board policies and procedures are followed and coordinating the timely completion and dispatch of Board agenda, Board papers and other briefing material.

The Company Secretary will do the following:

- facilitate the induction of new directors and coordinate the professional development of directors
- provide advice to the Board on corporate governance matters
- facilitate the implementation of Board policies and procedures; and
- ensure that the business at Board and Committee meetings is accurately captured in the minutes.

The Company Secretary is accountable to the Board, through the Chair, on all governance matters. All Directors have access to the advice and services provided by the Company Secretary. The Board has the responsibility for the appointment and removal of the Company Secretary.

6. MEETINGS

The Board will meet regularly. Periodically, non-executive Directors will meet without executive directors or Management present.

The quorum for a directors' meeting is two directors, and the quorum must be present at all times during the meeting. IGO's Constitution governs the regulation of Board meetings and proceedings.

7. ADMINISTRATIVE MATTERS

The Company will disclose this Charter on its website and will disclose the following in its Annual Corporate Governance Statement:

- Board membership
- the relevant experience and qualifications of each Board member
- the number of times the Board met during the financial year; and
- the individual attendances of members at Board meetings.

7.1 Directors' Shareholdings

All Directors have agreed to disclose publicly their shareholdings and all changes thereof as required by the ASX Listing Rules. The disclosed interests in shares held by Directors, their associates and their associated entities are the same as their economic interest.

All Directors are encouraged to purchase IGO shares. The aim of this is to ensure strong alignment between long term interests of Directors and shareholders.

Directors are encouraged to acquire and hold IGO shares to the equivalent value of one years of director fees within a reasonable period of time that suits their personal circumstances. Directors are subject to the Group's Securities Trading Standard which provides that IGO securities may not be bought or sold without notification and approval of the Chair.

8. PERFORMANCE REVIEW

Once a year, the Board shall hold a meeting to review critically and discuss the performance of:

- the Board as a whole
- its Committees; and
- individual Directors.

This will periodically include an independent review using an external facilitator.

If it is apparent that there are problems which cannot be satisfactorily considered by the Board itself, the Board may decide to engage an independent adviser to undertake this review.

The Board will regularly review whether the Directors as a group have the skills, knowledge and familiarity with the Group and its operating environment required to fulfil their role on the Board and on Committees effectively and, where any gaps are identified, consider what training or development could be undertaken to fill those gaps.

9. REVIEW

The Board will review this Charter on an annual basis to ensure it remains consistent with the Board's objectives and responsibilities.

10. CONTACT DETAILS

If you are in any doubt regarding this Charter, you should contact the Company Secretary at:

IGO Limited, PO Box 496, South Perth, WA 6951

Phone: 08 9238 8300



Email: contact@igo.com.au, Attention: the Company Secretary