



ZEUS
RESOURCES LTD

Board Charter

29th September 2021

1. Board Charter - Preamble

An effective Board is one that facilitates the discharge of duties imposed by law on Company Directors and one that adds value to the Company.

The Board is ultimately responsible for all matters relating to the running of the Company; however, the Board's role is to govern the Company and not manage it.

It is the role of the executive management to manage the Company in accordance with the direction and delegation of the Board. It is the responsibility of the Board to oversee the activities of executive management in the carrying out of the delegated duties.

In carrying out the responsibilities set out in the Board Charter section below, the Board of Zeus Resources Ltd, ("Zeus", "the Company"):

- recognises its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of the Company as a whole and shareholders equally.
- Recognises its duties and responsibilities to all stakeholders.

2. Board Charter - Policy

The Board of Directors exercises the following powers and functions in accordance with the *Corporations Act of Australia* and the *Constitution of Zeus*:

Specific matters reserved for the Board;

- 2.1 Appoint and, when necessary, the removal of the Chief Executive Officer ("CEO") of Zeus. On advice from the CEO, approve the appointment of other senior executives (e.g., CFO, Exploration Manager), and approve their remuneration and other employment conditions.
- 2.2 Ratifying the appointment and, when necessary, the removal of other executives and the Company Secretary, including terms of employment, remuneration and termination.
- 2.3 Final approval of CEO's development strategies, exploration plans and project investment plans, business plans and investment programs of Zeus.
- 2.4 Receive the reports of the CEO and monitor their work.
- 2.5 Approve budgets and review internal and external financial reporting on a monthly basis.
- 2.6 Approval of capital expenditure and moderation the expenditure approval limits.
- 2.7 Approval and formulation of CEO longer term performance objectives and measure CEO performance against strategic and operational goals and plans.
- 2.8 Plan and Implement decisions on the venture investment, asset mortgage and other security matters of Zeus.
- 2.9 Plan and implement decisions on acquisitions, mergers, divisions, or dissolutions of Zeus.
- 2.10 Review and ratify systems of risk management and internal control, codes of conduct, internal policies documents and compliance policies.
- 2.11 Implement a stakeholder engagement strategy and communications policy.

- 2.12 Have final authority on issuing of annual financial budget and final accounts of Zeus and any other financial information to any other party or person. Approve the Annual and Half-Yearly reports and accounts of the Company.
- 2.13 Approve quarterly results and provide input into the composition of the report.
- 2.14 Approve changes to the internal management structures of Zeus
- 2.15 Approve remuneration and recruitment strategies.
- 2.16 Convene shareholders' meetings and report to the shareholders of Zeus, including AGM, EGM and other general meetings as required.
- 2.17 Prepare any modification of the *Constitution of Zeus* for putting before a General Meeting of shareholders.
- 2.18 Implement the resolutions of the shareholders meetings.
- 2.19 Approve the issue of any shares, options, equity instruments, employee share plans or other securities in the Company.
- 2.20 Recommend to shareholders the appointment of the external auditor as and when the appointment or reappointment is required.
- 2.21 Meet with the external auditor, with or without the CEO, as per their request.
- 2.22 The Board must ensure that the Company Secretary is provided with all the information that they require to carry out their duties diligently. The Board must provide the Company with a document listing the duties they are expected to carry out and the timeframe required.
- 2.23 The Board must ensure that the Company Secretary is responsible for the release of all market related materials. The Company Secretary is responsible for ensuring that that when the Company gives new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.
- 2.24 Make declaration to the other members of the Board or Chairperson of any potential or perceived conflicts of interest.
- 2.25 Board must determine the effect of any conflict-of-interest declaration and inform stakeholders of any loss of independence.

3. Composition of the Board

- 3.1 The Board of Directors consists of **five** directors with one chairperson.
- 3.2 Each Director of the Board has a three-year term of office and can be re-elected after the term.
- 3.3 One Director, nominated by the largest shareholder of Zeus, will serve as the Chairperson of the Board of Directors.
- 3.4 One director must be an independent director. (An independent director is one who is independent of management and free from any business or other relationship which could or reasonably be seen as materially interfering with their decision making).
- 3.5 The Board will be structured so that it:

- 3.5.1 Proper understanding and competence to deal with current and emerging business issues.
- 3.5.2 Exercises unbiased judgement.
- 3.5.3 Encourages enhance performance of the Company
- 3.5.4 Effectively reviews and gives challenging targets to the executive management.
- 3.5.5 Review the composition and performance of itself by self-assessment and by the need of the Company in regard to the size and skill set required to enhance the performance of the Company.
- 3.5.6 In appointing new Board members, the board must give consideration to the ability of the appointee and endorse candidates that are suitable for the role in terms of the strategic direction of the Company and future performance goals.

4. Decision Making Policy – Other Matters

The Board of Directors shall establish and maintain the procedures on decision-making of the Company. Other matters that may arise include:

- 4.1 Access to Advise: Organising relevant experts & professionals to evaluate major investment projects. The Board has the power to make decisions on the external investment, financing, asset disposition of Zeus for all the above-mentioned matters, the chief executive officer of the Company must organize relevant departments to develop feasibility study reports, which must be evaluated by specialists and then submitted to the Board for approval.
- 4.2 All directors must have unrestricted access to the Company records except where the Board determines that access would affect the Company adversely.
- 4.3 When the Board of Directors decides that the Company will provide external security, following principles must be followed:
 - 4.3.1 Zeus shall not use the assets of the Company to provide security for shareholders of Zeus or that of stock-held subsidiaries, that of the shareholders' subsidiaries or individuals.
 - 4.3.2 If Zeus provides security externally, counter-guarantees and other necessary measures must be taken to prevent the risk. Otherwise, the provision of external security is not allowed in any ways. "External security" in this document refers to securities provided by Zeus for share-held companies (except for subsidiaries in which Zeus is the holding company), any legal bodies of enterprises or that of public institutions, and any other economic organizations or individuals.
 - 4.3.3 The Board has the power to decide to offer security for subsidiaries in which Zeus is the holding company. "Subsidiaries in which Zeus is the

holding company" in this document refers to any companies - including limited liability companies, limited liability companies by shares or associated enterprises which Zeus directly or indirectly holds over 51% of its capital/shares.

- 4.3.4 The Board has the power to decide the total amount of related-party transactions between Zeus and its related parties.
- 4.3.5 The Board of Directors shall provide explanation to the shareholders if the certified accountant appointed by Zeus issues an audit report with reservation of opinions to the financial reports of Zeus

5. Role of the Chairperson

The Chairperson is a director appointed by Zeus' largest shareholder. The election and dismissal of the Chairperson of the Board must be decided by over 50% of all Directors of the Company.

5.1 The Chairperson is authorized to exercise the following powers:

- 5.1.1 Preside over the shareholders' meetings. Convene and preside over the meetings of the Board of Directors.
- 5.1.2 Supervise the implementation of the resolutions of the Board of Directors.
- 5.1.3 Sign important documents of the Board of Directors and other documents that must be signed by a legal representative of Zeus; the Chairperson can delegate the signing of documents to the CEO or other Directors.
- 5.1.4 In emergency situations of large-scale natural disasters and other force majeure, exercise the power of special disposition on Zeus Resources' affairs in accordance with the law for the interests of Zeus, and will report to the Board of Directors and its shareholders afterwards.
- 5.1.5 Other functions & powers authorized by the Board of Directors.
- 5.1.6 Other functions & powers authorized by the Board of Directors.

5.2 The Chairperson is authorized by the Board of Directors to exercise the following rights when the Board is not in session:

- 5.2.1 Nominate directors and supervisors of subsidiaries in which Zeus is the holding company.
- 5.2.2 Delegate directors, supervisors, and management personnel of shares-held companies.
- 5.2.3 When the Chairperson of the Board is unable to exercise his/her rights, he/she can appoint another director of the Board to do so for him/her.

6. Convening and Holding Board Meetings

- 6.1 The Board of Directors must convene a plenary meeting of all the directors at least once a year, usually at the date of the Annual General Meeting of shareholders. The directors can have a board meeting at any other time.
- 6.2 If the chairperson or two or more directors request to have a board meeting, the appointed Company Secretary must convene the meeting.
- 6.3 Each director must be informed of the meeting at least 48 hours in advance before the meeting.
- 6.4 The notice of the meeting can be a phone contact by the convenor, or a written notice (including email) sent by the convenor.
 - 6.4.1 The notice of the board meeting must include:
 - 6.4.1.1 The date and venue of the meeting.
 - 6.4.1.2 The subject matter and topics of the meeting.
 - 6.4.1.3 The motions to be discussed at the meeting should be served with the notice of the meeting to all directors and relevant participants.
- 6.5 The Management must provide sufficient information to all directors, including background materials relevant to motions and information/data which may help the directors to understand the progress of Zeus Resources' business.
- 6.6 The Board meeting should be attended by the directors themselves. If a director is unable to attend the meeting, he/she can write a *Power of Attorney* to appoint any person to attend the meeting and exercise any of his/her rights on behalf of him/her, and the exercise of such rights is deemed to be done by the director himself/herself.
- 6.7 The *Power of Attorney* must specify the name of the agent, the proxy matters, the authorities and validation period. It must be signed or sealed by the consignor.
- 6.8 The proxy attending the meeting on behalf a director should exercise the rights of the director within the scope of the authority. If a director is absent from the meeting without any proxy, he/she is deemed to have given up his/her right of voting at the meeting.

7. Voting at Board Meetings

7. The Board meeting should be held only if more than half of the directors' attend.
 - 7.1. Each director has one vote. The proposed motion at the board meeting must be decided by voting of a majority of voting directors.
 - 7.2. If the votes for the motion and those against it are equal, the Chairperson of the board or the Chairperson of the board meeting must cast a second vote or the decisive vote.
 - 7.3. If it can be ensured that all Directors can fully express their opinions, an interim meeting of the Board can be held by fax or scan with signature of Directors attending the meeting.
 - 7.4. Even if a meeting is not held, the written resolution agreed by all Directors with their signatures has the same effect as a resolution passed at the Board meeting.

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- 7.7. When the Board of Directors of Zeus votes on transactions with related parties, the directors with conflict of interests should not participate in the voting if:
 - 7.7.1. The transaction is relevant to the Directors' personal interests; or
 - 7.7.2. The transaction is between Zeus and an enterprise in which the director holds a position or has share-holding rights or holding rights; or
 - 7.7.3. Requested by laws and regulations and the Constitution of Zeus
- 7.8. Regardless of the way of holding the meeting, each director present at the meeting must clearly express their vote for or against the motion or abstain from voting and must sign the record of the meeting.

8. Board Resolution and Records

- 8.1. All board meetings should have meeting minutes recorded and kept. The directors attending the meeting and the appointed Company Secretary recording the minutes must all sign off the record. The attending directors can request that an explanation is included in the minute for their speech at the meeting.
- 8.2. The minutes of board meetings are important files of Zeus and must be kept by Zeus the appointed/nominated Company Secretary. These minutes must be archived annually, a copy of all minutes must be provided to the appointed company Auditor and must be kept for at least 30 years.
 - 8.2.1. The minutes must include:
 - 8.2.2. The date, venue and name of the convenor of the name;
 - 8.2.3. The names of the directors present and proxies;
 - 8.2.4. Main contents of discussion by the directors;
 - 8.2.5. The way of voting on each motion and the result (with the number of votes in favour of the motion, number of votes against it and the number of voting directors abstain from the voting).
- 8.3. The Company Secretary must provide the Board members with a copy of all minutes of meetings, issuing of notices or announcements and any other document promptly. Notices and announcements of a sensitive nature must be approved by the Board before public release.
- 8.4. A written resolution signed by all directors or their agents (except for directors or their agents if they have explicitly notified Zeus of the absence from the meeting, or as per the Corporations Act, they are not entitled to vote on the proposed resolution) is deemed to be effective as if it is passed at a board meeting held. Such resolutions may include multiple files

of the same format which are all signed by one or more directors. A fax, email or other document created by electronic means is deemed to be signed by a director if it is signed by the director and printed with his/her authorization.

- 8.5. The directors must be responsible for resolutions of the Board. In case the resolution is in violation of the laws or the Constitution and causes losses to Zeus, those directors participating in the resolution will be liable for compensation. If the minutes of the meeting show that a director dissented with the resolution when voting, he/she may be exempted from the liability.

9. Board's relationship with Executive Management.

- 9.1. The Board shall delegate the responsibility for the day-to-day operations and administration of the Company to the CEO or other nominated executive as deemed necessary.
- 9.2. In addition to formal reporting structures, members of the Board are encouraged to have direct communication with the Executive Management and other employees to enhance the carrying out for their duties as directors and vice versa.
- 9.3. The Board will establish clear policies for the remuneration and review of Executive Managers and overall performance in achieving the Company's goals. The Board will be responsible for the oversight of the expenditure and authorisation of the use of capital over set limits.

10. Company Secretary

- 10.1. When requested by the board, the Company Secretary will facilitate the flow of information between the Board, committees, and senior executives of the Company.
- 10.2. There will be a formal induction of each new director, the Company Secretary is responsible for the induction.
- 10.3. The Company Secretary is to facilitate the implementation of the Board's policies and procedures and monitor the adherence by the board to them.
- 10.4. The Company secretary is entitled to attend any meeting of the directors and is entitled to be heard on any matter dealt with at any meeting of the directors.
- 10.5. The company secretary is to provide advice to the board on corporate governance matters.
- 10.6. All directors are entitled to receive advice and guidance from the company secretary
- 10.7. The appointment and removal of the company secretary is a matter for decision by the board as a whole.
- 10.8. The company secretary shall, in consultation with the chairman, set and maintain a 12-month rolling timetable for board meetings
- 10.9. The company secretary is accountable to the Board on all governance matters through the chairperson.
- 10.10. If the chairperson or two or more directors request to have a board meeting, the appointed Company Secretary must convene the meeting.

- 10.11. Company Secretary must be provided with all the information that they require to carry out their duties diligently. The Board must provide the Company Secretary with a document listing the duties they are expected to carry out and the timeframe required.
- 10.12. The Company Secretary is responsible for the release of all market related materials. The Company Secretary is responsible for ensuring that that when the Company gives new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.
- 10.13. Company Secretary is to record the minutes of all meetings and must all sign off the record. The attending directors can request that an additional explanation is included in the minute of their discussions at the meeting.
- 10.14. Company Secretary is to keep a copy of all minutes must be provided to the appointed company Auditor and maintain an archive that can be accessible for at least 30 years or for the life of the Company.
- 10.15. The Company Secretary is to provide the Board members with a copy of all minutes of meetings, issuing of notices or announcements and any other document promptly. Notices and announcements of a sensitive nature must be approved by the Board before public release.
- 10.16. The Company Secretary is responsible for implement Board self-appraisal and performance review and collating the results of the review.

11. Board and Company Secretary Remuneration

Zeus shall provide the remuneration to the Directors and Company Secretary. The levels of remuneration will be set by the Board, and must be consistent with the maximum total payment to Directors that is approved by shareholders:

12. Board and Company Secretary Expenses

Zeus will pay the reasonable costs of necessary travel on behalf of the Company. Travel to meetings and between offices must be by the most cost-effective mode of transport.

12.1. Travel By air

- 12.1.1. For air travel, whenever possible, flights should be booked well in advance using the most cost-effective ticketing arrangements. Directors must take Economy Class air travel within Australia.
- 12.1.2. For overseas travel the cost will be approved on a case-by-case basis. Open-jaw tickets are not allowed to be purchased. The ticket must include a return date, point of departure, and return point.
- 12.1.3. Business class travel will only be approved in exceptional circumstances.

12.1.4. If bookings are made independently, a copy of the ticket must be attached to the expenses claim with the appropriate approval form signed by the Chairperson.

12.2. Accommodation

12.2.1 Hotels should be booked through by the Company.

12.2.2 As far as possible, accommodation should be selected for convenience and booked in advance to obtain the best possible rates. The rate per night should not exceed \$300 including GST but excluding breakfast costs.

12.3. Reimbursement of expenses will be made if the Director has completed a travel approval form signed by the Chairperson.

- Expenses must be set out on the **Work-Related Expense Reimbursement Form** and presented with the Travel Approval form and be:
 - supported by valid receipts
 - authorised in accordance with the procedure below

Position	Authorised by	Limit
Chairperson/Directors	CEO + authorised employee	All expenses
CEO	1 other director + authorised employee	All expenses

Copies of the forms can be obtained from the accounts department.

In claiming reimbursement, receipts must be provided for all expenses and that the business to which they relate has been carried out in the manner most cost effective to the Company in the circumstances.

Authorised expenses submitted in accordance with this policy on the required form will be paid directly into the claimant's bank in the week following receipt of the claim.

13. Supplementary Matters

13.1. For matters not covered in this document, the provisions in Constitution of Zeus apply. The laws of Australia or the Constitution of Zeus will prevail if they have conflicts with this file.

13.2. This file may be modified by the Board of Directors in accordance with the provisions of relevant laws, regulations, and Zeus' discretion.

This document become effective when approved by the Board of Directors on 29th September 2021.

Signed on behalf of the Board of Directors

A handwritten signature in black ink, appearing to be 'Zhang Dongfeng', written in a cursive style.

Dongfeng Zhang
Chairperson