

1 Purpose of this Charter

This is the Charter of the Board of Benjamin Hornigold Limited (the Company, ASX code: BHD). This Charter governs the operations of the Board and sets out the Board's size, composition and term, Director independence, the role and requirements of the Chairman, the division of responsibilities between the Board and management, the process for dealing with conflicts and the Directors' access to information and advice.

2 Composition and term

The Board will seek to comprise a majority of independent non-executive directors and the Managing Director (if appointed), as the Company grows. The Board will seek to nominate new directors from time to time as appropriate with a view to ensuring that the Board comprises people with a mix of skills and diversity of backgrounds to enable the Board to discharge its duties effectively.

At the date of adopting this Charter the majority of the directors are independent non-executive directors.

The Company's Constitution specifies that all Directors, other than a Managing Director, must retire from office no later than the third annual general meeting following their last election. Where eligible, a director may stand for re-election.

3 Director's independence

A director will be considered independent from the Company if he or she has no business or other relationship which could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of the relevant director's judgement. The factors the Board will consider in determining whether a director is independent are set out in the Company's Corporate Governance Statement.

Each Director is required to advise the Chairman prior to accepting any appointment which may impact on their ability to carry out their duties. The proposed appointment is to be discussed at the next scheduled Board meeting.

Assessing the independence status of the Directors must be undertaken on a regular basis and prior to a director's re-election to the Board.

4 Commitment

The number of meetings of the Board and of each Board committee held each year, and the number of meetings attended by each Director is disclosed in the Company's Annual Report.

It is the Company's practice to allow executive directors to accept appointments outside the Company with approval of the Board. The commitments of non-executive directors are considered by the Board prior to the directors' appointment to the Board and are to be reviewed each year as part of the annual performance assessment.

Prior to appointment or being submitted for re-election, each non-executive director is required to specifically acknowledge that they have and will continue to have, the time available to discharge his or her responsibilities to the Company.

5 Role and responsibilities of the Board

The Board is responsible for the overall strategy, risk management, governance and performance of the Company.

The Board's roles and responsibility include, but are not limited to:

- (a) providing leadership and strategic guidance to the Company including contributing to the development and approval of the corporate strategy;
- (b) defining the Company's purpose and setting its strategic objective;
- (c) approving the Company's statement of values and code of conduct to underpin the desired culture within the Company;
- (d) reviewing and approving business plans, the annual budget and financial plans including available resources and major capital expenditure initiatives and other significant corporate projects including any acquisitions or divestments;
- (e) overseeing and monitoring management:
 - organisational performance and the achievement of the Company's strategic goals and objectives; and
 - compliance with the corporate governance policies and procedures; and
 - instilling of the Company's values.
- (f) monitoring financial performance including approval of the annual and half year financial reports and liaison with the Company's auditors;
- (g) appointment, performance assessment and, if necessary, removal of key executives and company secretary;
- (h) enhancing and protecting the reputation of the Company;
- (i) overseeing the operation of the Company's system for compliance and risk management;
- (j) reporting to Shareholders;
- (k) ensuring appropriate resources are available to Senior Executives;
- (l) overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit;
- (m) overseeing the Company's process for making timely and balanced disclosure of all material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities;
- (n) ensuring that the Company has in place an appropriate risk management framework for both financial and non-financial risks and setting the risk appetite within which the Board expects management to operate;
- (o) ensuring the Company's remuneration policies are aligned with the Company's purpose, values, strategic objective and risk appetite;
- (p) satisfying itself that an appropriate framework exists for relevant information to be reported by management to the board;
- (q) whenever required, challenging management and holding it to account;
- (r) where appropriate, engaging external facilitators to conduct its performance evaluations;
- (s) setting specific limits of authority for management;
- (t) establishing and monitoring executive succession planning; and
- (u) such other functions as prescribed by law.

The Board is also responsible for the corporate governance of the Company. The Board develops strategies for the Company, reviews strategic objectives and monitors performance against those objectives. The goals of the corporate governance process are to:

- (a) maintain and increase Shareholder value;

- (b) ensure a prudential and ethical basis for the Company's conduct and activities; and
- (c) ensure compliance with the Company's legal and regulatory objectives.

6 Matters reserved to the Board

The following matters are specifically reserved for consideration and approval by the Board:

- (a) appointment and removal of the Chairman;
- (b) ratifying the appointment and/or removal and contributing to the performance assessment for the members of the Senior Executive team including the Managing Director/CEO (where appointed), CFO and the Company Secretary;
- (c) establishment of and determining the various Board committees' memberships,
- (d) governing Charter and Chairman of the relevant Board committee;
- (e) the dividend policy and the nature and timing of dividends to be paid;
- (f) the periodic reports including half-year and annual financial statements and the content of the annual report;
- (g) the Company's corporate strategy and direction;
- (h) calling of general meetings of members;
- (i) the Company's delegation of authority; and
- (j) adherence to the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

The Board retains the right to alter the matters reserved for its decision.

7 Roles and responsibilities of Senior Management

The day-to-day management of the Company's affairs and the implementation of the corporate objective including instilling and reinforcing its values, all while operating within the values, code of conduct, budget and risk appetite set by the board. Strategy and policy initiatives are formally delegated by the Board to the person occupying or performing the role of the Managing Director/CEO (if appointed). At the time of adoption of this policy, this role is being undertaken by the Non-Executive Director/Chairman (if appointed).

This person is responsible for the day-to-day operations, financial performance and administration of the Company within the powers authorised to him or her from time to time by the Board. In carrying out the Managing Director/CEO's responsibilities (if appointed), the Managing Director/CEO (if appointed) must report to the Board in a timely manner and ensure all reports to the Board present a timely, accurate and fair view of the Company's financial condition and operational results. This is not just limited to information on the financial performance of the Company, but also its compliance with material legal and regulatory requirements and any conduct that is materially inconsistent with the values and code of conduct of the entity.

The role of the Senior Executives is to support the Managing Director/CEO or if not appointed the Board with the day-to-day operations, performance and administration of the Company.

These delegations will be reviewed as considered necessary by the Board.

8 Roles and responsibilities of the Chairman

The Directors must elect a director to perform the role of the Chairman. At the time of adoption of this policy, the board notes that the Chairman is an independent non-executive chairman.

The role of the Chairman includes:

- (a) providing leadership to the Board in relation to all board matters;
- (b) facilitating the effective contribution of all directors and promoting constructive and respectful relationship between directors and between the board and management;
- (c) acting as a conduit between management and the Board;
- (d) representing the views of the Board and the Company to its Shareholders;
- (e) overseeing board performance, appraisal and succession;
- (f) guiding the Board agenda, conducting all Board meetings and ensuring that adequate time is available for discussion of all agenda items, including strategic issues; and
- (g) overseeing and conducting the Company's annual general meeting and other Shareholder meetings.

9 Company Secretary

The Company Secretary will be appointed and removed by the Board. The Company Secretary is accountable to the Board, through the Chairman of the Board, on all matters relating to the proper functioning of the Board and the Board committees.

In particular, 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 the timely completion and despatch of Board and committee papers;
- (d) ensuring that the business at Board and committee meetings is accurately captured in the minutes;
- (e) helping organise and facilitate the induction and professional development of Directors; and
- (f) attending to ASX and statutory filings on behalf of the Company.

10 Independent professional advice

Directors and Board committees have the right, in connection with their duties and responsibilities to seek independent professional advice at the Company's expense. Prior written approval of the Chairman is required (but this will not be unreasonably withheld).

11 Directors' duty and conduct

In discharging his or her duties, each Director must:

- (a) exercise care and diligence;
- (b) act in good faith in the best interests of the Company and for a proper purpose;
- (c) not improperly use his or her position or misuse information of the Company; and
- (d) commit the time necessary to discharge effectively his or her role as a Director of the Company.

A Director should consider matters before the Board having regard to:

- (a) any possible material personal interest he or she may have in the subject matter;
- (b) the amount of information appropriate to properly consider the subject matter; and

- (c) the best interests of the Company.

A Director must recognise that in acting as a Director of the Company his or her dominant purpose or objective must be to serve the interests of the members of the Company as a whole, not the interests of any particular group of Directors or stakeholders or the Director's personal or commercial interests.

Directors are required to immediately inform the Board should a conflict of interest arise.

Directors are required to advise the Board fully and frankly of any relevant interest that may result in a conflict. The Board has adopted the use of formal standing notices in which Directors disclose any material personal interests and the relationship of these interests to the affairs of the Company. A director is required to notify the Company if there is any change in the nature or extent of a previously disclosed interest.

12 Confidential information of the Company

Confidential information (including Board or Board committee papers) received by a Director in the course of the exercise of his or her duties remains the property of the Company. Directors are not entitled to disclose such information, or allow it to be disclosed, unless that disclosure has been duly authorised by the Company or by the person who provided the information, or unless disclosure is required by law or the Listing Rules.

13 Proceedings of the Board

The Board shall have scheduled meetings as required. In addition to the scheduled meetings, any Director may, at any time, and the Company Secretary must on request of a member of the Board, call a Board meeting.

Board papers will be made available by the Company Secretary as far in advance as possible. All directors are entitled to receive all papers presented to the Board unless a Director is precluded from receiving some or all of the papers. The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors' participation in the Board discussions on a fully informed basis.

The Company's Constitution governs the regulation of Board meetings and proceedings.

14 Committees

The Board may establish committees, including ad hoc committees, as considered necessary to assist in carrying out its functions, including the following Board committees:

- (a) Audit and Risk Management Committee; and
- (b) Remuneration Committee.

The Board will determine and review as appropriate, the charters and memberships of its committees. The Board will undertake annual performance evaluations of each Board committee to compare the performance of the relevant Board committee against its Charter.

15 Review and evaluation

The Board must review this Charter annually. External reviews of this Charter may be undertaken at the request of the Board.

16 Miscellaneous

16.1 Inconsistency

To the extent that there is any inconsistency between this Charter and the Company's Constitution, the Constitution will prevail.

16.2 Publication on ASX and Company website

A copy of this document (or a summary of it) may be made available on the Company's website and to the ASX to the extent necessary.

16.3 Endorsement

The Company is committed to this Charter and its implementation.

17 Definitions

In this document:

ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the Board of the Company.
Chairman	means the Director of the Company appointed as the Chairman of the Board from time to time.
CFO	means the chief financial officer or equivalent officer (by whatever title known) of the Company.
Company	means Benjamin Hornigold Ltd ACN 614 854 045 and its controlled entities (if any) from time to time.
Company Secretary	means the person appointed company secretary of the Company.
Corporations Act	means the Corporations Act 2001 (Cth).
Director	means a Director of the Company.
Listing Rules	means the listing rules of ASX.
Managing Director/CEO	means the managing Director (or if there is no managing Director, the CEO) or equivalent officer (by whatever title known) of the Company. At the time of adoption of this policy, this role is being undertaken by the Executive Chairman.
Senior Executives	means the senior management team (excluding Board members), from time to time, being those engaged who have the opportunity to materially influence the integrity, strategy and operation of the Company, and its financial performance.
Shareholders	means Shareholders of the Company.