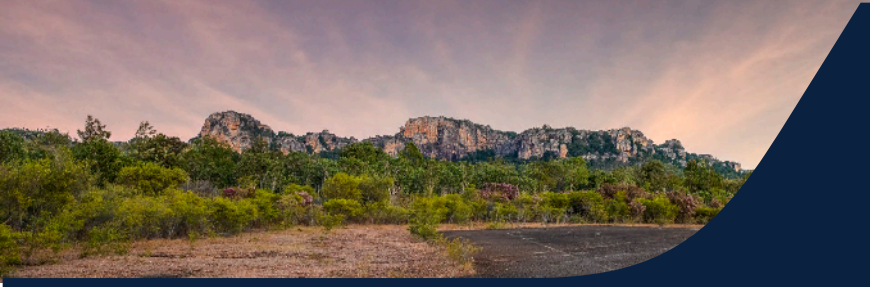

Risk Management Policy

DevEx Resources Limited ACN 009 799 553 **(Company)**

1. Purpose

Recognising and managing risk is fundamental to the Company achieving its strategic objectives, and a crucial part of the role of the Board and management. Sound risk management practices can not only help to protect established value, but also can assist in identifying and capitalising on opportunities to create value.

The Company recognises that a failure by it to recognise or manage risk can adversely impact not only on the Company and its shareholders, but also other stakeholders which may include employees, customers, suppliers, creditors, consumers, taxpayers and the broader community in which the Company operates.

The Board is ultimately responsible for deciding the nature and extent of the risks it is prepared to take to meet its strategic objectives. To enable the Board to do this, the Company must have an appropriate risk management framework to identify and manage risk on an ongoing basis.

This policy sets out the Company's approach to risk management, including its approach to identifying and managing risk, the responsibilities of the Board, management and others within the Company in relation to risk management, and the resources and processes dedicated to risk management. Managing risk is the responsibility of everyone in the Company.

The Company has adopted an Audit and Risk Committee Charter to assist in overseeing the Company's risk management framework. The Board's Audit and Risk Committee oversees and guides the Company's risk management strategy, and the Managing Director is responsible for implementing appropriate risk management systems within the Company.

In this policy:

- **management** refers to the senior management team as distinct from the Board, comprising the Company's senior executives, being those who have the opportunity to materially influence the integrity, strategy and operation of the Company and its financial performance.
- **risk** means effect of uncertainty on objectives[1].
- **risk management** means co-ordinated activities to direct and control the Company with regard to risk[2].
- **risk management framework** is the set of components that provide the foundations and organisational arrangements for designing, implementing, monitoring, reviewing and continually improving risk management throughout the Company.

2. Who does this policy apply to?

All directors, officers and employees of the Company must comply with this policy.

3. Risk appetite

The Board is responsible for deciding the nature and extent of the risks it is prepared to take to meet its objectives (**risk appetite**).

Whilst accepting the inherent risk associated with exploration activity in the resource sector, the Company's risk management framework is designed to identify, assess and, so far as is reasonably practicable, minimise exposure for the people who work with the Company; the communities, Traditional Owners and environment

[1] As defined in Australian/New Zealand Standard AS/NZS ISO 31000:2018 *Risk management – Guidelines*
[2] As defined in Australian/New Zealand Standard AS/NZS ISO 31000:2018 *Risk management – Guidelines*

where it operates; the tenure, approvals and relationships on which its projects depend; and the capital, reputation and integrity its shareholders entrust to it.

4. Risk management framework

The primary objectives of the Company's risk management framework are to ensure that:

(a) all material risks are identified, analysed and mitigated appropriately;

(b) business decisions throughout the Company reflect a proper balance between risk and reward;

(c) regulatory compliance and integrity in reporting are achieved; and

(d) the Board, senior management, and investors understand the Company's risk appetite and profile.

For the purpose of this Policy, "risks" are defined as possible outcomes that could materially and adversely affect people, the environment, the Company's financial and operational performance, and/or its reputation.

A major goal of the risk management system is the mitigation of risk by various tools, controls, practices and processes. In this way once the financial impact of identified risks is understood, and appropriate internal control systems are in place then it is expected that the systems will operate to limit and mitigate the Company's exposure to such risks.

4.1 Risk identification

The risks faced by the Company will be identified and documented in a risk register.

The Company's risks will be classified under the following broad categories:

(a) Health and Safety

(b) Environment and Community

(c) Financial

(d) Reputation and Legal

(e) Organisational

(f) Project/Exploration

The individual risks which fall within these categories will be included in the Company's risk register.

4.2 Risk analysis

Once the list of risks is agreed on by management and the Audit and Risk Committee and/or Board, the risks will be analysed by determining consequences of the risks eventuating and their probability. Existing risk controls and their effectiveness (as perceived by management) should be taken into account when considering how likely the risk event is to occur and the impact/consequences it will have on the business.

4.3 Risk evaluation

Prioritised risk should be compared with the risk appetite established by the Board. The output of this process will be a prioritised list of risks for further action.

4.4 Risk treatment

Where the level of risk is above the desired level, management will develop and execute an action plan to address the risk by either: transferring the risk; reducing the risk or accepting the risk or a combination of these approaches. When selecting the way a risk will be treated, the Company will consider the values and perceptions of stakeholders and the most appropriate ways to communicate with them.

4.5 Monitoring and review

The Committee and the full Board conduct at least an annual review of operations in order to update the Company's risk profile and to consider whether the Company's risk management system continues to operate effectively, with due regard to the risk appetite set by the Board. This review also includes verification that the risk management framework deals adequately with safety, corruption and fraud risks as well as contemporary and emerging risks such as conduct risk, digital disruption, cyber-security, privacy and data breaches, sustainability and climate change. The Company discloses annually that this review has taken place.

The risk management framework will be monitored and reviewed through the risk activities outlined in section 5. However, the Board may request independent verification in relation to all or some of the risk management framework or individual controls, via internal or external means.

4.6 Documentation

The risk management framework and processes will be documented.

5. Risk management activities

The Company's annual risk management activities are divided into quarters as follows:

Item	Management	Q1	Q2	Q3	Q4
1.1	☐ the Managing Director and Chief Financial Officer provide the Board with a declaration in accordance with Recommendation 4.2 and section 295A of the *Corporations Act 2001* (Cth) (*Corporations Act*)	✓	✓	✓	✓
1.2	☐ consider if the Company is exposed to any material environmental or social risks that need to be included in the risk register		✓		✓
1.3	☐ reviews and updates the risk register and/or complete an individual risk report for critical material business risks and provide the register and/or the report to the Audit and Risk Committee		✓		✓
1.4	☐ prepares the disclosure for inclusion in the Company's corporate governance statement in relation to Recommendations 7.1 to 7.4	✓			
1.5	☐ reviews the Risk Management Policy and make recommendations to the Audit and Risk Committee about any proposed changes		✓		

Item	The Audit and Risk Committee	Q1	Q2	Q3	Q4
2.1	☐ reviews the disclosure for inclusion in the Company's corporate governance statement in relation to Recommendations 7.1 to 7.4	✓			
2.2	☐ reviews the updated risk register/individual risk reports and questions management if required		✓		✓
2.3	☐ reports to the Board the updated risk register and comments on the Company's annual risk management effort and effectiveness		✓		✓
2.4	☐ reviews the Risk Management Policy and any changes recommended by management		✓		
2.5	☐ reviews the Company's risk management framework to satisfy itself that it continues to be sound				✓

Item	The Board	Q1	Q2	Q3	Q4
3.1	☐ notes the Managing Director and Chief Financial Officer declarations for the purposes of Recommendation 4.2 and section 295A of the *Corporations Act*	✓	✓	✓	✓
3.2	☐ notes the updated risk register and/or individual risk reports and questions management if required		✓		✓
3.3	☐ notes the Audit and Risk Committee comments on the Company's annual risk management effort and effectiveness		✓		✓
3.4	☐ approves the Risk Management Policy, as reviewed by the Audit and Risk Committee and provides input into the Company's risk profile		✓		

Item	The Board	Q1	Q2	Q3	Q4
3.5	☐ approves the disclosure for inclusion in the Company's corporate governance statement in relation to Recommendations 7.1 to 7.4	✓			
3.6	☐ determines the Company's overall risk appetite				✓

6. Risk management roles and responsibilities

6.1 Board

The Board is responsible for setting the Company's risk appetite, for overseeing the risk management framework designed and implemented by management and to satisfy itself that the risk management framework is sound. The Board is also responsible for monitoring and reviewing the Company's risk profile.

6.2 Audit and Risk Committee

The Board has established a separate Audit and Risk Committee, which is responsible for, among other things, the adequacy of the Company's corporate reporting processes and the appropriateness of managements accounting judgements or choices. It also reviews the Company's internal financial control system and, unless expressly addressed by a separate Risk Committee or by the Board itself, overseas the Company's risk management framework. The role of the Audit and Risk Committee is set out in the Company' Audit and Risk Committee Charter.

However, ultimate responsibility for the Company's risk management framework rests with the Board.

6.3 Managing Director

The Managing Director has responsibility for identifying, assessing, monitoring and managing risks. The Managing Director is also responsible for identifying any material changes to the Company's risk profile and ensuring, with approval of the Board, the risk profile of the Company is updated to reflect any material change.

The Managing Director is required to report on the progress of, and on all matters associated with, risk management on a regular basis. The Managing Director is to report to the Board as to the effectiveness of the Company's management of its material business risks, at least annually.

In fulfilling the duties of risk management, the Managing Director may have unrestricted access to Company employees, contractors and records and may obtain independent expert advice on any matter they believe appropriate, with the prior approval of the Board.

6.4 Management

Senior executives are responsible for assisting the Managing Director identify, assess, monitor and manage risks.

6.5 Managers and supervisors

Managers and supervisors must:

(a) monitor material business risks for their areas of responsibilities;

(b) provide adequate information on implemented risk treatment strategies to management to support ongoing reporting to the Board; and

(c) ensure staff are adopting the Company's risk management framework as developed and intended.

6.6 Individual staff

All staff within the Company should:

(a) recognise, communicate and respond to expected, emerging or changing material business risks;

(b) contribute to the process of developing the Company's risk profile; and

(c) implement risk management strategies within their area of responsibility.

6.7 Review

The Company's risk management framework is evolving. It is an on-going process and it is recognised that the level and extent of the risk management framework will evolve commensurate with the development and growth of the Company's activities. This will include an annual review of this policy by the Audit and Risk Committee and the Board.