

CORPORATE GOVERNANCE POLICY

International Cobalt Resources Limited ACN 624 721 035 ('Company')

Diversity Policy

Purpose of this Policy The purpose of this Policy is to outline the Company's commitment to fostering a corporate culture that embraces diversity with a particular focus on the composition of its Board and senior management. This Policy also provides a process for the Board to determine measurable objectives and procedures which the Company will implement and report against to achieve its diversity goals.

What is diversity Diversity includes, but is not limited to, diversity in respect of gender, age, ethnicity, disability, marital or family status, religious or cultural background, sexual orientation and gender identity ('Diversity').

Company's commitment to diversity **Commitments**

The Company is committed to:

- (a) complying with the diversity recommendations published by ASX by establishing measurable objectives for achieving gender diversity;
- (b) promoting Diversity among employees, consultants and senior management throughout the Company; and
- (c) keeping shareholders informed of the Company's progress towards implementing and achieving its Diversity objectives.

Corporate culture

The Company aims to actively promote a corporate culture that supports Diversity in the workplace, in the composition of its Board and senior management and throughout the Company as a whole.

A corporate culture that embraces Diversity seeks to encourage and facilitate opportunities for the employment of women and people from different backgrounds, provide skills and career development initiatives, increase workforce participation and create an inclusive environment where employees feel they are valued. In building a corporate culture where Diversity is encouraged, the Company also recognises that employees at all levels have responsibilities outside of the workplace.

The Company acknowledges the known corporate benefits that flow from advancing employee and Board diversity, in particular gender Diversity, including identification and rectification of gaps in the skills and experience of employees, enhanced employee retention, greater innovation and maximisation of available talent to achieve corporate goals and better financial performance.

The Company acknowledges that in order to have a properly functioning diverse workplace, discrimination, harassment, vilification and victimisation cannot and will not be tolerated.

By focusing on Diversity, the Company aims to promote an environment that is conducive to the appointment of suitably qualified employees, senior management and Board candidates so that there is appropriate Diversity to maximise the corporate goals of

the Company.

Implementing the Company's Diversity commitments

The Board will aim to ensure that appropriate procedures and measures are introduced and responsibilities delegated to ensure that the Company's Diversity commitments are implemented appropriately.

Measurable objectives

Setting measurable objectives

The Board will set measurable objectives for achieving Diversity, in particular gender Diversity, in accordance with this Policy and the Diversity profile set by the Board from time to time. The Board will review the effectiveness and relevance of these measurable objectives on an annual basis.

The measurable objectives should identify ways and, where applicable, specify benchmarks against which the achievement of Diversity is measured, in order for the Board to assess and report annually on the Company's progress towards achieving its Diversity goals.

How will the measurable objectives be determined?

To set meaningful objectives, the Board will assess its current Diversity levels and identify where gaps exist. Measurable objectives will then be developed which are tailored towards improving Diversity in areas where most improvement is needed.

Annual disclosure to Shareholders

Purpose of reporting

The Company acknowledges that reporting to shareholders on its Diversity profile and Diversity objectives facilitates greater transparency and accountability in relation to Diversity matters and that such reporting and transparency has been endorsed by the Board.

What will be reported?

As part of its annual reporting requirements to shareholders, the Company will disclose the measurable objectives set by the Board for achieving Diversity in accordance with the Diversity profile and will report on its progress against those objectives. A copy of these measurable objectives may also be published on the Company's website from time to time.

A component of the Company's disclosure on Diversity in its annual report should also include information about:

- (a) the proportion of women employees in the Company;
 - (b) the number of women in senior management positions;
 - (c) the number of women on the Board; and
 - (d) if the Company is a relevant employer under the *Workplace Gender Equality Act*, the Company's most recent gender equality indicators, as defined in and published under that Act.
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Miscellaneous

Review of policy

External reviews of this Policy may be undertaken at the request of

the Board.

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

Endorsement

The Company is committed to this Policy and its implementation and to ensuring that Diversity is achieved throughout the Company.

Definitions

Interpretation

Concepts not defined in this Policy which are given a meaning in the Corporations Act have the same meaning as in the Corporations Act.

Definitions

In this Policy:

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.

Company means International Cobalt Resources Limited ACN 624 721 035.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.
