



Diversity policy

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VIAGOLD CAPITAL LIMITED ARBN 070 352 500
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1. Introduction

This policy:

- (a) supports the commitment of ViaGold Capital Limited (**Company**) to an inclusive workplace that embraces and values diversity;
- (b) provides a framework for new and existing diversity-related initiatives, objectives, strategies and programs within the business of the Company; and
- (c) supports the commitment of the Company to informing shareholders regarding its progress towards implementation and achievement of its diversity objectives.

2. Benefits of diversity

- 2.1 Diversity refers to the variety of differences between people in an organisation. Diversity encompasses gender, race, ethnicity, disability, age, sexual orientation, family responsibilities, cultural background and more.
- 2.2 Diversity is a strategic asset of the Company. Improving diversity is therefore a strategic focus.
- 2.3 The Company's commitment to diversity forms part of its merit-based organisational culture dedicated to the recruitment and retention of the best available talent at all levels, up to and including the Board.
- 2.4 The Company believes that embracing diversity in its workforce contributes to the achievement of its corporate objectives and enhances its reputation. It enables the Company to:
 - (a) recruit the right people from a diverse pool of talented candidates;
 - (b) make more informed and innovative decisions, drawing on the wide range of ideas, experiences, approaches and perspectives that employees from diverse backgrounds, with differing skill sets, bring to their roles; and
 - (c) better represent the diversity of its stakeholders and markets.

3. Commitment to diversity

- 3.1 The Company is committed to achieving the goals of:
 - (a) providing access to opportunities at work based on merit; and
 - (b) fostering a corporate culture that embraces and values diversity.
- 3.2 We are an equal opportunity employer and welcome people from a diverse set of backgrounds.

4. Board composition and selection

- 4.1 The Company's Board Charter provides that the board of directors of the Company (**Board**) should be made up of directors:
 - (a) with an appropriate range of skills, experience and expertise;
 - (b) who can understand and competently deal with current and emerging business issues; and
 - (c) who can effectively review and challenge the performance of management, and exercise independent judgment.
- 4.2 The Board (as a whole) acts as a nomination forum for new directors, with the objective of ensuring that the Company has a Board of a composition, size and commitment to adequately discharge its responsibilities and duties. The Board's responsibilities in this area include, among others:

- (a) identifying nominees for membership of the Board, including the chief executive officer;
 - (b) identifying and assessing the necessary and desirable competencies and characteristics for Board membership, and regularly assessing the extent to which those competencies and characteristics are represented on the Board;
 - (c) developing and implementing processes to identify and assess necessary and desirable competencies and characteristics for Board members; and
 - (d) ensuring succession plans are in place to maintain an appropriate balance of skills on the Board and reviewing those plans;
- 4.3 The Board has regard to gender diversity objectives in Board recruitment, Board performance evaluation and succession planning processes.

5. Recruitment of employees and senior management

The Company is committed to ensuring equal employment opportunity for all of its employees and senior management, based on merit, ability, performance and potential, in a way that contributes to the achievement of its corporate objectives, including diversity.

6. Objectives for achieving gender diversity

- 6.1 The Board will disclose in the Company's Annual Report for each relevant financial year both its objectives for achieving gender diversity and its progress in achieving those objectives.
- 6.2 The Board will disclose in the Company's Annual Report for each relevant financial year the proportion of women employees in the whole organisation, women in senior executive positions and women on the board.
- 6.3 To assist the Board to fulfil its responsibilities under paragraph 6.1, the Company Secretary will:
- (a) undertake a review of the relative proportion of men and women across the whole of the Company's organisation, in senior executive positions and on the Board, respectively;
 - (b) report to the Board on the findings of this review and its recommendations for the objectives to be set by the Board for achieving gender diversity, having regard to any gaps identified from the review;
 - (c) identify and implement, as necessary across the Company:
 - (i) policies, procedures, or training or mentoring programs in relation to diversity;
 - (ii) programs that assist in the development of a broader pool of skilled and experienced employees, such as:
 - (A) skills development-focussed executive mentoring programs;
 - (B) targeted programs to prepare employees for senior management and board positions; and
 - (C) programs to review the selection processes for senior executives;
 - (iii) applicable employee programs such as those allowing flexible work arrangements and/or those that assist with training and up-skilling employees; and
 - (iv) the various support, learning and development structures available to staff, and any other applicable employee programs and practices;
 - (d) report to the Board on gender diversity training and other programs within the Company for promoting and progressing gender diversity and equal opportunity (based on merit, ability, performance and potential; and
 - (e) report to the Board, at least annually, on the Company's progress in achieving the objectives set by the Board for achieving gender diversity.

- 6.4 Achievement of the objectives set by the Board is a factor which will be considered in assessing the performance of the Board, Chief Executive Officer and senior executives within the Company.

7. Roles and responsibilities

Every employee within the Company is responsible for supporting and maintaining the Company's corporate culture, including its commitment to diversity in the workplace.

8. Review and changes to this policy

- 8.1 The Board will review this policy periodically as necessary to ensure it complies with any applicable legal requirements and remains relevant and effective.
- 8.2 The Board may change this policy from time to time by resolution.
- 8.3 This policy is not contractual in nature.
- 8.4 This policy is not a promise of continued employment or of the benefits of that employment.

9. Interaction with other legislation

This policy applies to the extent that it does not conflict with equal employment opportunity and anti-discrimination legislation in jurisdictions in which the Company operates.

10. Questions

Any questions about this policy should be directed to the Company Secretary.

11. Approved and adopted

This policy was approved and adopted by the Board on 29 June 2018.