



## Risk Management Policy

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Havilah Resources Limited

ACN 077 435 520

**(Company)**

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### 1. Introduction

- 1.1 Havilah Resources Limited ACN 077 435 520 **(Company)** has a clear commercial strategy, founded on its [Copper Strategy Enhanced by Cobalt](#).
- 1.2 The Company's operations are managed by an experienced board and management team.

### 2. Risk Management Framework

- 2.1 A sound framework of risk oversight, risk management and internal control is fundamental to good corporate governance. It underpins reliable financial reporting, compliance with relevant laws and regulations, and effective and efficient operations.
- (a) The Board is responsible for approving and reviewing the Company's systems of risk management and internal control, with the assistance of the Audit & Risk Committee.
- (b) These systems and frameworks are designed to ensure that the Company's operations run efficiently and the potential exposure to risk in achieving the Company's business objectives is appropriately managed.
- (c) The Company has established policies and procedures to identify, assess, monitor and manage the material business risks that the Company faces when pursuing its business objective of providing shareholders with long-term capital growth and dividend income.

### 3. Risk Management and Internal Control Responsibilities

- 3.1 Material business risks are defined as the most significant areas of uncertainty or exposure that could have an adverse impact on the achievement of the Company's business objective.

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## 3.2 The Board

Oversight of material business risk is a core function of the Board. The Board is ultimately responsible for ensuring that the Company maintains effective risk management and internal control systems.

## 3.3 Audit and Risk Committee

The Audit & Risk Committee has been delegated responsibility to assist the Board in fulfilling its responsibilities in relation to financial reporting, internal financial controls and facilitating the external audit function. In addition, the Committee considers and reports to the Board on operational risk matters.

## 3.4 Management

The operations of the Company are managed by the management team, including the Company's Chief Executive Officer or Managing Director (if appointed), and senior executives ("Management") and their supporting staff.

Management has designed and implemented a risk management and internal control system, and reports to the Audit & Risk Committee and the Board as to the effectiveness of this framework in the management of the Company's material business risks.

In addition, the Chief Executive Officer or Managing Director (if appointed) and the Financial Controller provide assurance to the Board that the declaration made in accordance with s295A of the Corporations Act regarding the Company's financial statements is founded on a sound system of risk management and internal control and that the system is operating effectively in all material aspects in relation to financial reporting risks.

## 4. Risk Management Procedures

4.1 The procedures below summarise how the Company has formulated its risk management framework, not only to comply with the ASX Corporate Governance Principles and Recommendations, but also to facilitate good business decisions which take into account the Company's level of risk tolerance.

### 4.2 Identification of risks

The inherent business risks to which the Company is exposed are continually monitored and the business environment is regularly reviewed for new risks.

The process of identifying risks for further analysis involves an assessment of:

- (a) the nature and extent of the risk facing the Company;
- (b) the extent and categories of risk which the Board considers it is acceptable to bear;
- (c) the likelihood of the risk materialising;
- (d) the Company's ability to reduce the impact of the incident on the business if it occurs; and

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- (e) the costs of operating particular controls relative to the benefit obtained in managing the relevant risk.

The categories of risk analysed by the Company are:

- (a) strategic;
- (b) management (directors, Chief Executive Officer or Managing Director (if appointed) and senior executives);
- (c) acquisition;
- (d) investment;
- (e) operational;
- (f) regulatory;
- (g) legal and compliance; and
- (h) financial and reporting.

Examples of more specific business risks faced by the Company include:

- (a) fluctuations in Commodity prices;
- (b) commodity demand;
- (c) acquisition risk;
- (d) reserves and resources risk;
- (e) exploration project risks;
- (f) environmental risk;
- (g) work health and safety risk;
- (h) security of tenure risk;
- (i) retention of key investment and management personnel, including succession planning; and
- (j) changes in relevant legislation or regulation.

#### 4.3 **Material Risk Register**

The possible risk events within the areas listed above are documented and grouped according to their potential adverse impact on the Company if they were to occur.

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The most significant risks faced by the Company are recorded in the “Material Risk Register”. The material risks are subject to a process of ongoing analysis by Management, with any relevant events or changes in risk profile reported at least quarterly to the Audit & Risk Committee, as described in the Risk Event Analysis Process below.

The register is a dynamic document and can be adapted as changes occur in the business environment, or if the Company’s attitude to risk changes. It may be that risks are removed from the register, downgraded or upgraded in importance, or that completely new risks are identified through the review process.

#### 4.4 Risk Event Analysis Process

Each material risk event is analysed for:

- (a) potential consequences to the Company should the event occur;
- (b) the existing internal controls in place to reduce the impact should the risk event occur; and
- (c) any options for additional action to further strengthen the internal control environment.

Management will report to the Audit & Risk Committee at least quarterly, including analysis of any relevant events that may have occurred since the last report. The Audit & Risk Committee will report to the Board and the Board will consider the effectiveness of the Company’s risk management framework in managing material business risks, and if necessary approve any changes.

#### 4.5 Other procedures

The Audit & Risk Committee will undertake a review of the Company’s risk management policy and procedures annually and report to the Board.

Management will conduct regular testing of internal financial control procedures to ensure they remain relevant and are being complied with.

The external auditor will assess the Company’s internal financial control systems as part of its regular audit testing and report any weaknesses to the Audit & Risk Committee. The Audit & Risk Committee may request that the external auditor perform additional assurance work in various focus areas from time to time as part of the external audit process.

In addition, the Board will specifically review the investment risk of the portfolio with reference to a range of metrics including volatility of returns, to determine if portfolio risk remains acceptable.

## 5. Conclusion

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5.1 It is important to note that risk cannot be totally eliminated. There are risks specific to the Company and broader risks which affect the Company, the share market and the operations generally. The future cannot be fully predicted or controlled and as such any business operations in a competitive environment will find that changing conditions will impact its business. The Company must therefore have exposure to risk if it is to succeed in its objective of providing long-term capital returns and dividend income to shareholders.

## 6. Approved and adopted

This charter was approved by the Board on 13 March 2019.

26 March 2019

Date

Signed by the Chairman of the Board of Directors of Havilah Resources Limited

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