

Board Charter and Code of Conduct

Board Responsibilities

Provide direction for and approve and review strategic plans and objectives.

Establish goals for senior executives and regularly review their performance against these goals.

Oversee and monitor financial performance, the integrity of internal controls and ensure regular and timely reporting to shareholders to ensure trading in Dominion shares takes place in an informed market.

Monitor regulatory compliance and ensure the company acts legally, ethically and responsibly.

Appointment, performance assessment, remuneration, and if necessary, removal of directors and senior executives including the Managing Director, Chief Financial Officer and Company Secretary.

Code of Contact

Directors will acquire a clear understanding of the role and purpose of the Board and the Company, including statutory and regulatory requirements.

They will develop an understanding of the Company's business and the environment in which it operates and stay informed of all relevant activities affecting the Board.

Each director must endeavour to ensure that the Company is financially viable and properly managed so as to protect and enhance the interests of the shareholders.

Directors should be aware of the impact of environmental issues, occupational health and safety, industrial relations, and ensure equal opportunity for employees.

Directors will act honestly and exercise reasonable care and diligence at all times in the performance of their functions.

A director will not make improper use of information acquired by virtue of their position and will not make improper use of their position to gain a direct or indirect advantage for themselves or any other person.

Directors will strive to attend all Board and relevant committee meetings and other scheduled activities.

Directors will act independently, treat each other with professionalism, courtesy and respect and will not attempt to improperly influence other Board members.

Directors will advise the Company Secretary promptly of any changes to relevant interests such as directorships and holdings in securities. It is a listing rule requirement for the company to notify the ASX within 5 days of any change in a director's interest.

If a situation of an actual or potential conflict of interest occurs the director concerned should refrain from voting on a relevant matter or withdraw from discussion during a Board meeting.

Directors will not receive benefits of any kind other than remuneration determined by the Remuneration Committee and will be reimbursed for out of pocket expenses properly incurred in relation to company business.

Directors acknowledge that confidential information received in the course of exercise of their duties remains the property of the Company and will generally exercise discretion in regard to all Board information which is not in the public domain.

Directors are only permitted to trade in the securities of the Company subject to the Directors' Share Trading Policy and must not engage in the short term trading of the Company's shares.