



BOARD CHARTER GUIDELINES FOR THE OPERATION OF THE BOARD

RELATED POLICIES AND DOCUMENTS:

Board Charter

Board Risk Committee Charter
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Board Audit Committee Charter

Board Nominations Committee Charter

Board Remuneration Committee Charter
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Board Guidelines for the Appointment and Selection of Directors

Meetings

Meetings of the board of directors ("Board") of Tox Free Solutions Limited ("Toxfree" or "Company") shall be held on a regular basis, as determined annually in advance by the Board. Meetings can be varied, deferred or adjourned.

Annual Agenda

An annual agenda scheduling key matters for consideration or decision by the Board, which may include the scheduling of a separate strategy meeting will be developed each year for the subsequent 12 months and distributed to all directors and the senior executive.

Meeting Agenda

The agenda for each meeting is to be prepared by the Company Secretary in conjunction with the Chair and Managing Director.

Matters proposed for the agenda will take into account:

- the Board's annual agenda
- emerging issues assessed by management or the Board as warranting the Board's attention
- the continuing education needs of the Board including its knowledge and understanding of activities and operations, competitors and the industries in which Toxfree and its controlled entities operate
- matters raised in the course of preceding Board meetings
- matters directly relevant to the Board's defined responsibilities or the decisions reserved to the Board
- externally imposed reporting deadlines.

Any director may approach the Chairman and request that a particular item be added to the agenda for a meeting.

Attendance

Directors are required to make every reasonable effort to be fully prepared for and attend each meeting of the Board or the Committee(s) of which they are a member, and to remain in attendance



for the full duration of such meetings. Where attendance or remaining in attendance for the full meeting is not possible, leave of absence must be sought, in advance, from the Chair.

Conflicts of Interest

Subject to the provisions of the Corporations Act and Constitution of Toxfree, the Board is empowered to regulate its meetings and proceedings, including the processes it will apply in instances of a declared, actual, potential or perceived conflict of interest.

The Board has adopted a [Conflicts of Interest Policy](#) to provide a framework for the dealing of directors' conflicts of interest.

Decisions

Decisions of the Board are made by consensus of the majority of members present at a duly convened meeting. These decisions will be reflected in the minutes and, where necessary, any dissenting views that a director has specifically stipulated will be recorded.

If a matter cannot be concluded by consensus a formal vote may be required. In the case of an equality of votes in such a situation, the Chair of the meeting has a second or casting vote.

Any action required or decision permitted to be taken at any meeting of the Board may be taken without a meeting if a resolution in writing is signed by all directors entitled to receive notice of a meeting.

A resolution in writing may consist of one or several documents in identical terms each signed by one or more directors. All such documents must be filed by the Company Secretary with the minutes.

Use of this option is restricted to matters of time urgency that cannot be delayed until the next meeting and, on an exception basis, day-to-day matters that required Board approval but do not require face-to-face discussion.

Minutes

The draft minutes of each Board meeting are approved by the Company Secretary and circulated to all Directors as soon as practicable but no later than the distribution date for papers for the next Board meeting.

Minutes are not a verbatim recording of the meeting but accurately record the resolutions of the Board, key reasons for those decisions (where appropriate) and actions arising.

The minuted actions from each Board meeting are approved by the Managing Director and circulated to all Directors as soon as practicable after each meeting. This may be combined with the minutes of the relevant meeting.

Appointment and Role of the Company Secretary

The Company Secretary acts as secretary to the Board. This appointment is made by the Board for such term, at such remuneration and upon such conditions, as it thinks fit. Any Company Secretary so appointed may also be removed by the Board.

The Company Secretary is responsible for the preparation of minutes of Board meetings, including recording the appointments of officers, names of Directors present, all resolutions and proceedings and a summary of actions arising.

The Company Secretary shall be accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.



Board Papers

The agenda and the papers for each Board meeting including all reports on the activities and performance of the Company are to be circulated to Directors and those managers attending by specific or standing invitation, no less than two working days before the scheduled meeting.

A paper is to be provided for each agenda item where required to enable informed discussion and decisions at Board meetings. As a matter of course “verbal” reports are to be discouraged.

Business of the Board which is not included in the agenda or for which the papers were late may be discussed at a Board meeting only with the consent of the Chair.

All Board papers must be prepared in accordance with the Board’s guidelines. The Board may, from time to time, revise specific guidelines for the presentation, general content and appropriateness of Board papers.

The Company Secretary will retain a complete hard copy of the Board papers for each meeting. These will be available for reference by Directors in office and former Directors as required.

Review of Charter

The Board shall review these guidelines as required to ensure they remains consistent with the Board’s objectives and responsibilities.

Bob McKinnon

Chair

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