

## **BENDIGO MINING LIMITED - CORPORATE GOVERNANCE POLICY**

### **EXTERNAL AUDITOR**

Bendigo Mining Limited is committed to promoting the auditor independence provisions of the Corporations Act 2001 (**Act**). The Company recognises that auditor independence is an integral part of good corporate governance.

#### **Appointment of Auditor**

In accordance with the Constitution and the Act, if at any time a vacancy occurs in the office of auditor for the Company, the Directors of the Company will appoint an individual, firm or company as auditor to fill such vacancy until the next annual general meeting. The Directors must make the appointment within one month of the vacancy occurring. Following any such vacancy, the Company will appoint an auditor to fill the vacancy at the subsequent annual general meeting. The auditor appointed by the Directors to fill the vacancy may be re-appointed at the annual general meeting.

If an auditor is removed at a general meeting, the Company may at that general meeting (without adjournment), by special resolution, immediately appoint another auditor for the Company

The auditor will be a registered company auditor and selected on the basis of experience in the mining industry, achievements, record as an auditor, value for money and reputation.

#### **Rotation**

As required by the Act, any individual who plays a significant role in the audit of the Company for five successive financial years, will be unable to play a significant role in the audit of the Company for a further two successive financial years and will subsequently be unable to play a significant role in the audit of the Company for more than five out of seven successive financial years.

#### **Non-audit services**

As a general principle, the Company will not engage an auditor for the provision of non-audit services unless the Company is satisfied:

- that the non-audit services are independent of the audit services;
- that no conflict of interest exists in regard to the audit so that the auditor, or a professional member of the audit team, is not capable of, or is seen to be not capable of, exercising objective and impartial judgment in relation to the conduct of the audit of the Company; and
- the fees for the non-audit services are minor in relation to the fees for the audit services, unless the work is specifically approved by the Audit Committee.

#### **Removal of Auditor**

An auditor of the Company can only be removed from office by resolution of the Company at a general meeting in compliance with the Act.