

Corporate Governance Policies

Board Charter



The Board of Directors is responsible for guiding and monitoring the Company on behalf of shareholders by whom they are elected and to whom they are accountable.

The Board has the following overall responsibilities:

- in conjunction with management, establishing the direction and strategies and financial objectives for the Company and monitoring the implementation of those strategies; and
- monitoring compliance with regulatory requirements and setting the tone for ethical behaviour and standards.

The monitoring and ultimate control of the business of the Company is vested in the Board. The Board's primary responsibility is to oversee the Company's business activities and management for the benefit of the Company's shareholders. The specific responsibilities of the Board include:

- appointment, evaluation, rewarding and if necessary the removal of any Managing Director, Chief Financial Officer (or equivalent) and the Company Secretary;
- in conjunction with management, development of corporate objectives and strategy and approving and appropriately monitoring plans, new investments, major capital and operating expenditures, capital management, acquisitions, divestitures and major funding activities;
- establishing appropriate levels of delegation to the Managing Director to allow him to manage the Company's operations efficiently;
- monitoring actual performance against planned performance expectations and reviewing operating information at a requisite level, to understand at all times the financial and operating conditions of the Company;
- monitoring the performance of senior management including implementation of strategy, and ensuring appropriate resources are available;
- appreciation of areas of significant business risk and ensuring arrangements are in place to adequately manage those risks;
- overseeing the management of safety and occupational health, environmental issues and community development;
- satisfying itself that the financial statements of the Company fairly and accurately set out the financial position and financial performance of the Company for the period being reported;
- satisfying itself that there are appropriate reporting systems and controls in place to assure the Board that proper operational, financial, compliance, risk management and internal control processes are in place and functioning appropriately;
- to ensure that appropriate audit arrangements are in place and operating effectively;
- having a framework in place to help ensure that the Company acts legally and responsibly on all matters consistent with the code of conduct; and
- reporting to shareholders.

Whilst at all times the Board retains full responsibility for guiding and monitoring the Company, in discharging its stewardship it makes use of committees. To this end the Board has established the following committees:

- Audit and Risk Committee;
- Nomination and Remuneration Committee; and
- Sustainability Committee.

The Board will establish such special purpose committees as deemed appropriate from time to time for specific purposes.

Each director has the right to seek independent professional advice on matters relating to his position as a director of the Company at the Company's expense, subject to the prior approval of the Chairman, which shall not be unreasonably withheld.

In the event of a conflict of interest or where a potential conflict of interest may arise, involved Directors will, unless the remaining Directors resolve otherwise, withdraw from deliberations concerning the matter.

In accordance with the constitution of the Company, Directors must offer themselves for re-election by shareholders at least every three years. The Board does not specify a maximum term for which a director may hold office.

The responsibility for the day-to-day operation and administration of the Company is delegated by the Board to the Managing Director and senior management. The Board will ensure that the management team is appropriately qualified and experienced to discharge their responsibilities and has in place procedures to assess the performance of the Managing Director and any executive Directors.

The roles of Chairman and Managing Director are not combined. The Managing Director will be accountable to the Board for all authority delegated to the position.

Whilst there is a clear division between the responsibilities of the Board and management, the Board is responsible for ensuring that management's objectives and activities are aligned with the expectations and risks identified by the Board. The Board has a number of mechanisms in place to ensure this is achieved including:

- Board approval and monitoring of a strategic plan;
- Approval of budgets and monitoring actual performance against budget; and
- Procedures are in place to incorporate presentations to each Board meeting by financial, operations, marketing, exploration and sustainability where applicable.

Board composition and independence

A majority of the Board shall, where practical, comprise of Independent Directors.

The Board of MZI is responsible for:

- identifying and evaluating potential future MZI Directors including the Managing Director;
- appointing Directors to fill casual vacancies on the MZI Board;
- regularly reviewing the composition of the Board to ensure that it has the appropriate mix of

skills and experience to cater for the Company's needs;

- making recommendations to shareholders for the appointment or removal of Directors; and
- approving appointments to subsidiary boards and entities controlled by MZI.

A Director is only to be regarded as independent if the Director is independent of management and free of any interest, position, association or relationship that might influence or reasonably be perceived to influence in a material respect the director's capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of MZI and its security holders generally.

The Board assesses the independence of each director in light of interests disclosed by the director and whether that interest, position, association or relationship is considered sufficiently material that it might cause doubts about the independence of that director. Examples of factors which might suggest a non-executive director (i.e. who is not a member of management) is not independent, include where that director:

- is, or has been, employed in an executive capacity by the Company or any of its subsidiaries and there has not been a period of at least 3 years between ceasing such employment and serving on the Board;
- is, or has within the last three years been, a partner, director or senior employee of a provider of material professional services to the Company or any of its subsidiaries;
- is, or has been within the last three years, in a material business relationship (e.g. as a supplier or customer) with the entity or any of its child entities, or an officer of, or otherwise associated with, someone with such a relationship;
- is a substantial shareholder of the Company or an officer of, or otherwise associated with, a substantial shareholder of the Company;
- has a material contractual relationship with the Company or its subsidiaries other than as a director of the Company;
- has close family ties with any person falling within any of the above categories; has been a Director of the Company for such a period that his or her independence may have been compromised.

In each of the above cases, the materiality of the interest, position, association or relationship needs to be assessed to determine whether it might interfere, or might reasonably be seen to interfere, with the director's capacity to bring an independent judgment to bear on issues before the Board and to act in the interests of the entity and its security holders generally.

The Chairman, on the advice of the Nomination and Remuneration Committee, regularly reviews the composition of the Board to ensure that the Board continues to have the mix of skills and experience necessary for the conduct of the Company's activities.

Potential Directors are approached and their interest in joining the Board, together with the responsibilities such an appointment entail, are discussed. Terms and conditions of the appointment, including the level of remuneration, are also communicated to the nominees.

If an invitation to become a director is accepted, the Board will appoint the new director during the year and that person will then stand for re-election by shareholders at the next annual general meeting. Shareholders are provided with relevant information on the candidates for re-election.

When appointed to the Board, all new Directors receive an induction appropriate to their experience to familiarise them with matters relating to the Company's operations, strategy and practices.

Written agreements with the Company are executed by all Directors and senior management.

Remuneration

On advice from the Nomination and Remuneration Committee the Board of MZI is responsible for:

- Reviewing and approving Non-Executive Directors' Board and Committee fees and any other forms of remuneration subject to shareholder approved limits;
- Approval of the Remuneration Policy and its specific application to the Managing Director ("MD") senior executives and its general application to all employees;
- Approval of the Remuneration Framework (including short and long term incentive plans) and its specific application to the MD and Senior Executives and its general application to all employees; and
- Determining the MD's corporate and individual objectives and KPIs and evaluating the MD's performance and assessing the attainment of their Performance KPIs and objectives.

Assessment

The Chairman is responsible for ensuring that an annual performance evaluation is undertaken.

The evaluation will assess the performance of the Board, its committees and individual Directors. The performance evaluation will be conducted in such a manner as the Board deems appropriate.

The results of the review of individual Directors will be taken into account by the Board in determining its assessment of the Directors to stand for re-election at the next annual general meeting.

Policy history

Established:	April 2009
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