



Diversity and Inclusion Policy

Approved by the board on
March 1, 2021

Summary

This Policy sets forth Outback Goldfields Corp.'s ("Outback" or the "Company") commitment and approach to achieving and maintaining diversity on its Board and in Executive Officer or Senior Management positions and in the Company's general workforce.

In this Policy, diversity refers to all the characteristics that make individuals different from each other. It includes, but is not limited to, differences in age, ethnicity, indigenous origin or heritage, gender, physical attributes, beliefs, language, sexual orientation, education, nationality, social background and culture or other personal characteristics.



PURPOSE

The Diversity and Inclusion Policy (the “**Policy**”) sets forth the Company’s commitment and approach to achieving and maintaining diversity on its Board and in Executive Officer or Senior Management positions as well as in the Company’s general workforce.

In this Policy, diversity refers to all the characteristics that make individuals different from each other. It includes, but is not limited to, differences in age, ethnicity, indigenous origin or heritage, gender, physical attributes, beliefs, language, sexual orientation, education, nationality, social background and culture or other personal characteristics.

POLICY STATEMENT

The Company believes that the nomination of Directors and Senior Management appointment decisions should be based on merit and remains committed to selecting the most highly qualified individuals to fulfill these roles. At the same time, the Company recognizes that diversity is an important consideration in determining the composition of the Board and its Executive Officer or Senior Management team and that having a diverse pool of Directors and those in Executive Officer and Senior Management positions is key to achieving effective decision-making, strong business performance, continuous innovation and good governance. The Company seeks to also identify employee candidates who possess knowledge, skills, competencies, diverse viewpoints and relevant expertise while considering varying ages, ethnicities, gender and cultural backgrounds.

The Company believes that it has and will benefit from the diversity of perspectives, ideas, backgrounds, skills, and experience offered by its employees and members of the Board. The Company promotes and fosters an inclusive and diverse workforce in order to:

- contribute to innovation and better decision making through exposure to increased perspective and ideas;
- attract a broader pool of candidates and improved employee retention; and
- build a strong workforce that is engaged and contributing to the Company’s social and economic goals.

The Company is committed to a merit-based system for the composition of its Board of Directors (the “Board”), Senior Management, and workforce within a diverse and inclusive culture that solicits multiple perspectives and views free of bias and discrimination.

The Company recognizes the benefits of having diversity on the Board and in Senior Management. The Company acknowledges the important role that diverse people with appropriate and relevant skills and experience play in contributing to the Company’s management, productivity and effectiveness.

GUIDING PRINCIPLES AND RESPONSIBILITIES

To support the Company’s diversity objectives, the following initiatives are undertaken:



Board and Executive Officer Appointments

The Board, with the assistance of the Corporate Governance and Nominating Committee (the “Committee”) or any other person who identifies or nominates Board members or Executive Officers for appointment, will, in the process of identifying and considering candidates for appointment/election to the Board or to Executive Officer positions:

- ensure the Board is comprised of Directors who possess knowledge, skills, competencies, diverse viewpoints and relevant expertise to enable them to make active, informed and positive contributions to the management of the Company and the conduct of its business;
- review the Board skills and competencies assessments, developed and maintained to identify the skills and competencies required for the Board and to monitor how those requirements are currently satisfied, along with potential areas for growth and improvement;
- review the current list of potential candidates, developed and maintained to the extent feasible to address the diversity objectives of this Policy;
- consider candidates who are highly qualified based on their experience, professional expertise, personal skills, qualities and values;
- consider diversity criteria defined in this Policy and specifically the level of representation of women on the Board, in Executive Officer and Senior Management positions, in order to promote gender diversity;
- take into account that qualified candidates for Directors may be found in a broad range of organizations, including privately held businesses, profit and not-for profit associations, academic institutions and other entities in addition to the traditional candidate pool of corporate directors; and
- engage, where appropriate, qualified independent executive search firms to conduct searches for candidates, to help achieve the Company’s diversity objectives in relation to the Board and Executive Officer positions.

Senior Management Appointments

The Chief Executive Officer, with the assistance of other senior executives, will, when identifying and considering the selection of candidates for appointment/promotion to Senior Management positions:

- consider candidates who are highly qualified based on their experience, professional expertise, personal skills, qualities and values;
- consider diversity criteria defined in this Policy and specifically the level of representation of women in Senior Management positions, in order to promote gender diversity;
- take into account that qualified candidates may be found in a broad range of organizations, including privately held businesses, profit and not-for profit associations, academic institutions and other entities in addition to the traditional candidate pool of corporate senior managers; and
- engage, where appropriate, qualified independent executive search firms to conduct searches for candidates, to help achieve the Company’s diversity objectives in relation to Senior Management positions.



The Company has not, at this time, established fixed targets in relation to any specific diversity characteristics; however, it aspires towards meaningful progress being achieved in future with respect to diversity of the members of the Board and in Executive Officer or Senior Management positions.

MONITORING AND REVIEW OF THIS POLICY

The Corporate Governance and Nominating Committee will be responsible for monitoring the effectiveness of this policy and continue to expand on existing initiatives to create a diverse culture throughout the Company.

On an annual basis, the Corporate Governance and Nominating Committee will:

- monitor the implementation of this Policy;
- assess the effectiveness of the nomination and appointment processes at achieving the Company's diversity objectives outlined in this Policy;
- review best practices with respect to diversity on boards, Executive Officer and Senior Management positions; and
- review this Policy, including an assessment of its effectiveness, and recommend any changes thereto to the Board.

The Committee will also be responsible for the annual public disclosure with respect to diversity in the Annual Information Form and Management Information Circular as well as measuring the Company's success in reaching the targets outlined in this policy.