

COMMUNITY RELATIONS

KEYSBROOK COMMUNITY CONSULTATIVE GROUP (CCG) TERMS OF REFERENCE

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Table of Contents

Table of Contents	2
1. Introduction	3
2. Scope	3
3. Code of Conduct	3
4. Confidentiality	3
5. Structure	4
6. Responsibilities	4
7. Meeting procedures	5
8. Reporting	5
9. Membership	5
10. Independent Chairperson	6
11. Executive Officer	6
12. Decision-making	6
13. Period of operation	7
14. Terms of Reference Review	7

CCG TERMS OF REFERENCE

1. Introduction

Doral Mineral Sands Limited (Doral or the Company) operates the Keysbrook Mineral Sands mine located in Keysbrook / North Dandalup. The Keysbrook Community Consultation Group (CCG) is formed with the objective of facilitating open and honest dialogue between the local communities in the Shire of Murray, the Shire of Serpentine Jarrahdale and Doral.

The CCG is a formal way for Doral to draw on local knowledge to minimise impacts and maximise benefits from the mineral sands extraction operation.

2. Scope

The Keysbrook Community Consultation Group Terms of Reference (the Terms) apply to Doral's Keysbrook operation and related activities. The Terms will also cover the consideration and assessment of Sponsorship applications received from community groups in both the Shire of Murray and the Shire of Serpentine Jarrahdale.

3. Code of Conduct

In fulfilling their responsibilities outlined here within, all members of the CCG shall adhere to the following Code of Conduct:

- Openness and honesty.
- Respect for others' opinions.
- Recognition that diversity in opinions can facilitate the development of appropriate solutions.
- A commitment to be flexible, listen and value other members' views.
- Outcome and solutions focused discussion.
- Staying on topic.
- Being concise when presenting views, no unnecessary repetition of views.
- A commitment to discussing issues within the agreed agenda and timeframes.
- Media announcements as agreed by CCG and Doral.
- Conduct to be in accordance with the decisions of the CCG, code of conduct and responsibilities and obligations.
- Confidentiality of specific matters discussed at CCG meetings or information sent to members when requested by Doral expressing confidentiality.

4. Confidentiality

Any formal release or statement from the CCG must be in agreement with CCG and Doral. Any document or views expressed 'for limited consultation' must be managed in accordance with the parameters for maintaining confidentiality as defined and agreed upon by Doral, the CCG or any relevant working group. Any breach of the code of conduct may be tabled for discussion at the next scheduled CCG meeting. The Company, in its absolute discretion, maintains the right to revoke the membership of any member of the CCG in response to any misconduct by a member under the Code of Conduct and these Terms.

CCG TERMS OF REFERENCE

5. Structure

The CCG is the primary consultation vehicle. From time to time it may be deemed necessary for the CCG to establish working or reference groups that may include additional members outside the CCG to deal with shorter term projects / issues as defined by the CCG. These groups generally have a limited life as defined by the CCG.

These groups have an obligation to report on proceedings and outcomes back to the CCG. These additional members and groups are bound by the code of conduct.

The CCG is a strategic level consultation group with a commitment to the long-term interests of the community and Doral.

6. Responsibilities

The CCG will be a strategic level, two-way consultation group for dissemination of information between Doral and the communities, and to provide Doral with an understanding of issues of interest within the communities. CCG members will:

- Identify appropriate community groups that represent the key elements of the community.
- Liaise with community groups to determine their views.
- Represent and reflect the views of the communities or groups they represent by actively engaging with those groups.
- Provide feedback to and from the community they represent in the manner agreed to by the CCG and Doral.
- Manage concerns sensitively.
- Attend CCG meetings where possible and actively participate in discussions.
- Provide feedback on issues of interest to the CCG.

CCG will:

- Continually explore improved means of communicating with the community throughout the life of the approval.
- Provide recommendations for Doral to consider.
- Actively communicate, via approved communication methods identified in the Community Engagement Plan, to interested residents within the locality of Keysbrook regarding the ongoing operations of the Keysbrook project.
- Actively and positively promote the role of the CCG where possible within the local Community.

Doral will:

- Consider the recommendations presented by the CCG however the final operational and financial decisions will be made by Doral.

CCG TERMS OF REFERENCE

7. Meeting Procedures

The CCG meetings will be held regularly and in accordance with the following procedures.

Procedures include:

- The meetings will be held at a central location within the local community. An Independent Chairperson will manage the meetings process;
- The meetings will be held quarterly;
- If the CCG agrees that important matters require consideration between the scheduled meeting dates, out of session meetings can be called;
- The CCG can agree to establish a more or less regular schedule of meetings; and
- Meeting dates for the following calendar year will be agreed to at the last meeting of the prior year.

The sequence of the meetings will be:

- Welcome, attendance and apologies;
- Consideration and agreement of previous minutes, and review actions;
- Progress through agenda items as specified; and
- General business.

The Independent Chair will ensure that an agenda has been prepared prior to the next meeting. The Executive Officer will distribute the agenda to CCG members. The meeting notes of the previous meeting, agenda, and all relevant documents are distributed to members at least one week before the next meeting. The CCG will use whatever means of communicating with each other between meetings that is most appropriate: email/personal contact etc.

If out of session meetings occur it must include the Independent Chair and Corporate Affairs Manager and records must be kept of the out of session procedures and outcomes, and distributed to the CCG.

8. Reporting

The CCG will ensure a written record occurs from each meeting which is reviewed and agreed on at the next meeting.

A summary report of meeting discussion items will be prepared by the Executive Officer, agreed by the CCG and communicated via approved media as agreed by the CCG at a frequency agreed by Doral and the CCG. A copy of the Minutes will be provided to both Shires following each meeting.

9. Membership

Membership aims to be a cross section of the various groups within the local community. Membership of the CCG should consist of the following:

- One (1) x Independent Chair;
- One (1) x Executive Officer;
- Two (2) x Doral Managers;
- One (1) x Community representative from each Shire; and
- One (1) x elected member from each Shire.

CCG TERMS OF REFERENCE

In the event of commencing the CCG, nominations will be called by Doral for membership to the CCG in the local newspaper and newsletter. The nomination period will be a minimum of 60 days, including advertising for expressions for interest. One Officer from each Shire (2 in total) and two representatives from Doral will determine the initial membership of the CCG, with the aim of broad community representation and management of any surplus nominations. In time, some of the membership may change as the CCG identifies a change in community representation.

In the event of the need of a new representative of a community or other group, expressions of interest from representatives of that group will be sought by the CCG through the appropriate forum (including advertising).

Nominations for new members of the CCG will be called for a minimum of 60 days. In general the term of membership to the CCG is two years. The Independent Chairperson and representatives of Doral are appointed to the CCG by Doral.

10. Independent Chairperson

An independent person will be appointed to chair the CCG. The role of the Independent Chair will be to support the CCG achieve its purpose and facilitate efficient meetings. Doral will fund and resource the Independent Chair.

The Independent Chair does not have any voting rights except where there is a breach of the code of conduct. The Independent Chair will have a casting vote in matters of code of conduct.

11. Executive Officer

Doral will fund and resource administrative support (Executive Officer) to the Independent Chair and the CCG, for CCG matters. The Executive Officer will prepare and distribute the agenda and meeting minutes.

The agenda for each meeting will be formulated by the Executive Officer under direction of the Independent Chair, in consultation with the CCG. Agenda items should be sent to the Executive Officer two weeks prior to the meeting for inclusion in the Agenda. Agendas will be sent out to participants one week prior to the meeting. Minutes will be circulated to participants within one month of the meeting. The summary of the meeting will be posted on the Doral website, subject to endorsement from the CCG.

The Executive Officer does not have any voting rights. The Executive Officer can only act under instruction from an agreed resolution of the CCG. No individual member of the CCG can instruct the Executive Officer without the agreement of the CCG.

12. Decision-making

Wherever possible, decision making will be by the consensus view of the CCG. A minimum of half the CCG is required to achieve a quorum. A quorum cannot be achieved without the Independent Chairperson, Executive Officer, Corporate Affairs Manager and one community representative in attendance. Where agreed, the CCG can appoint an acting Executive Officer to obtain quorum. The CCG will then present a resolution to Doral for consideration. Doral is committed to considering the resolutions presented by the CCG, but is not bound to follow or implement the recommendations.

CCG TERMS OF REFERENCE

13. Period of Operation

The CCG will meet approximately quarterly for the duration of the life of mine of the Keysbrook mineral sands project. The members of the CCG will endorse the meeting frequency. Pending a decision from the CCG, the group may continue to meet less frequently during the operation period of the project to monitor activities and continue to provide feedback.

14. Terms of Reference Review

This is an active Terms of Reference, which will be formally reviewed by Doral every second year. The amended Terms of Reference will be sent to CCG members for their review and comment. Comments shall be discussed by the CCG in meeting and a decision to present the Terms to the Independent Chairman for ratification made by a quorum. The Independent Chairman will ratify the revised Terms of Reference prior to the close of that meeting.