



SheffieldResources
LIMITED

RISK MANAGEMENT POLICY

PREAMBLE

This policy describes the manner in which Sheffield Resources Limited and its subsidiaries ("Sheffield" or "the Company") identifies, assesses, monitors and manages risk. This policy embraces the principles contained in the ASX Corporate Governance Council's Principles and Recommendations ("ASX Principles").

POLICY STATEMENT

The Board determines the Company's "risk profile" and is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal control.

The Board shall:

- (a) oversee the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements;
- (b) assist management to determine the key risks to the businesses and prioritise work to manage those risks; and
- (c) review reports by management on the efficiency and effectiveness of risk management and associated internal compliance and control procedures.

The Company's process of risk management and internal compliance and control includes:

- (a) Formulating risk management strategies to manage identified risks, and designing and implementing appropriate risk management policies and internal controls.
- (b) identifying and measuring risks that might impact upon the achievement of the Company's goals and objectives, and monitoring the environment for emerging factors and trends that affect these risks.
- (c) Monitoring the performance of, and improving the effectiveness of, risk management systems and internal compliance and controls, including regular assessment of the effectiveness of risk management and internal compliance and control.

POLICY IMPLEMENTATION

This policy is implemented within Sheffield by:

- establishing and implementing across Sheffield a formal oversight, risk management and internal control process;
- identifying from this projects, functions and corporate risks which may impact upon Sheffield;
- regularly monitoring and assessing the performance and effectiveness of the oversight, risk management and internal control process and reporting to the Board as to whether material business risks are being managed effectively;

- ensuring the risk management and internal control process is overseen by the Board; and
- requiring the Executive Chairperson and Chief Financial Officer to certify to the Board that Sheffield's risk management and internal control system is operating efficiently and effectively in all material respects and if necessary, to make additional enquiries and request assurances regarding the management of Sheffield's material business risks.

Management is expected to:

- resource, operate and monitor the system of internal control to manage Sheffield's material business risks;
- ensure that a risk-based approach to internal control is communicated to staff, embedded in business processes and responsive to evolving risks;
- assign accountability for managing risks within agreed boundaries; and
- report the results of balanced assessments regarding the effectiveness of the risk-based internal control system, including identified weaknesses or incidents, to executive management.

PROCESS IMPLEMENTATION

The Executive Chairperson is responsible for implementing the risk management process in a manner which is appropriate for Sheffield. This process is reviewed and monitored across Sheffield by the senior management team and is also reviewed by Sheffield's auditors.

The operation of the risk management process results in the identification of a number of industry risks which may impact on Sheffield's business as a mineral exploration group. These risks include but are not limited to:

- the availability of mineral resources;
- commercialisation of mineral resources;
- exposure to commodity price and exchange rates;
- technical and project management competencies;
- health, safety, environment and security risk; and
- exposure to debt.

These risks may change over time as the external environment changes and as Sheffield expands its activities. The risk management process is regularly reviewed in light of Sheffield's existing risks, the identification of any new risks and any material changes to Sheffield's risk profile, including financial and non-financial matters. It also requires the management, including mitigation where appropriate, of these risks.

FINANCIAL RISK MANAGEMENT

The Chief Financial Officer and the CEO are required to provide a written declaration to the Board in accordance with section 295A of the *Corporations Act 2001* (Cth), declaring that:

- the financial records of Sheffield Resources Limited and its controlled entities for the financial year have been properly maintained in accordance with section 286 of the *Corporations Act 2001* (Cth);
- the financial statements, and the notes referred to in paragraph 295(3)(b) of the *Corporations Act 2001* (Cth) for the financial year comply with the Australian Accounting Standards Board accounting standards;
- the financial statements and notes for the financial year give a true and fair view of the financial position and performance of Sheffield Limited and any of its consolidated entities; and
- any other matters that are prescribed by the regulations for the purposes of section 295A in relation to the financial statements and the notes for the financial year are satisfied.

AMENDMENT OF THIS POLICY

This policy has been adopted by the Board. Any amendment to this policy can only be approved by the Board.

REVIEW OF THIS POLICY

The Company Secretary will conduct a review of this policy and the effectiveness of Sheffield's standards of conduct with respect to the objects of this policy at least once annually, to ensure compliance with the law and ASX Principles. The Company Secretary will report to the Board with his or her recommendations for consideration by the Board.

DISCLOSURE

A copy of this policy should be made available on Sheffield's website and is to be made available to shareholders of Sheffield upon request.