**Role and responsibilities of the Oversight Committee and Terms of Reference**

# Oversight Committee Policy

Comdaq Metals Limited (**CML**) must establish an Oversight Committee to review and challenge the integrity of all aspects of the Benchmark determination process.

# Membership

The Oversight Committee will comprise one representative from each active CML member firm (**Member**) as set out in the Membership Agreement. An active Member is a Member that has been operational within the three months preceding the Oversight Committee meeting.

There will be a process for the election, nomination and removal of each representative. There will be an independent chairperson who is not involved in the Benchmark determination process. The independent chairperson shall be the retained market professional.

Oversight Committee members must hold sufficient governance and control experience and the gravitas to provide appropriate challenge to the integrity of all aspects of the Benchmark determination process.

# Oversight Committee Terms of Reference (TOR)

The Oversight Committee must perform on-going reviews and appropriate challenge of the integrity of all aspects of the Benchmark determination process. This includes consideration of the features and intended or expected known usage of the Benchmark and the materiality of identified conflicts of interest.

The Oversight Committee must develop and maintain procedures aligned to the Oversight Committee policy and TOR.

# Oversight Committee Procedures

The Oversight Committee shall meet at least annually.

If a member of the Oversight Committee has concerns in relation to the benchmark determination process, they shall notify a CML email address, and CML will have 48 hours to notify other Members and resolve the issue within 7 days of receipt. Thereafter, there will be a 7 day period for Members to appeal the decision of CML.

Oversight Committee members are responsible for:

* overseeing and providing appropriate challenge to the Benchmark determination process and price on a daily basis;
* considering any amendments to the benchmark determination process or methodology;
* identifying and declaring any conflicts of interest to the Oversight Officer on an ongoing basis;

 reviewing error reports and price challenges;



 periodically reviewing the Submitter Code of Conduct; and



* together with senior management, considering the results of internal and external audits and for the follow up and monitoring of the implementation of audit finding remedial actions.

The Oversight Committee shall make recommendations to the Oversight Officer in respect of the above responsibilities.

Oversight Committee is also responsible for confirming that CML:

* performs periodic reviews of the Compliance Manual and updates documentation as appropriate;
* makes available to stakeholders and any relevant regulatory authority the identity and roles of third parties who participate in the Benchmark determination process, to the extent legally permitted;
* makes available to relevant regulatory authorities the Oversight Committee policy, TOR and procedures upon request;
* periodically reviews price determinations, the Benchmark design and methodology

(including in relation to conflicts of interest);

* engages with the Oversight Committee when changes to the Benchmark design and methodology are proposed, including Benchmark termination proposals and procedures;
* engages with the Oversight Committee when changes to the exercise of expert judgment are proposed;
* engages with the Oversight Committee when changes to the Submitter Code of Conduct are proposed;
* monitors for and manages breaches of the Submitter Code of Conduct and only uses inputs from Members who adhere to the Submitter Code of Conduct, if applicable; manages the detection of potential anomalous or suspicious submissions;
* reports suspicious activities and any misconduct by Members to relevant regulatory authorities;
* manages the Benchmark Whistleblowing Policy;
* manages Benchmark operational risks;
* manages Benchmark conflicts of interest;
* manages the implementation of audit finding remedial actions; and follows published methodologies.