



Evion Group NL
ACN 610 168 191
Corporate Governance Statement

The Company is committed to implementing the highest standards of corporate governance. In determining what those high standards should involve the Company has adopted The Corporate Governance Principles and Recommendations (4th Edition) as published by the ASX Corporate Governance Council on 27 February 2019.

The ASX Corporate Governance Principles articulate eight core principles of good corporate governance and for each of those principles, recommendations as to their implementation. Adoption of the recommendations is not compulsory, however under the Listing Rules of ASX Limited a listed entity is required to provide an annual statement disclosing the extent to which it has adopted the recommendations for the reporting period and if it has not adopted any of the recommendations, to state the reasons for not following the recommendations.

In line with the above, the Board has set out the way forward for the Company in its implementation of its Principles of Good Corporate Governance and Recommendations. The approach taken by the Board was to set a blueprint for the Company to follow as it introduces elements of the governance process. Due to the current size of the Company and the scale of its operations it is neither practical nor economic for the adoption of all of the recommendations approved via the Board charter. Where the Company has not adhered to the recommendations, it has stated that fact in this Corporate Governance Statement however has set out a mandate for future compliance when the size of the Company and the scale of its operations warrants the introduction of those recommendations. Date of last review and Board approval: 25 September 2026.

Principle / Recommendation	Compliance	Reference	Commentary
Principle 1: Lay solid foundations for management and oversight			
<u>Recommendation 1.1</u>			
A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Yes	Board Charter and Code of Conduct available on the Company's website	To add value to the Company the Board has been formed so that it has effective composition, size and commitment to adequately discharge its responsibilities and duties. Directors are appointed based on the specific skills required by the Company and on their decision-making and judgment. The Board's role is to govern the Company rather than manage it. In governing the Company, the Directors must act in the best interests of the Company as a whole. It is the role of senior management to manage the Company in accordance with the direction and delegations of the Board and

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			the responsibility of the Board to oversee the activities of management in carrying out those delegated duties. In carrying out its governance role, the main task of the Board is to drive the performance of the Company. The Board must also ensure that the Company complies with all its contractual, statutory and any other legal obligations, including the requirements of any regulatory body. The Board has the final responsibility for the successful operations of the Company. To assist the Board carry out its functions, it has developed a Code of Conduct to guide the Directors. In general, the Board is responsible for, and has the authority to determine, all matters relating to the company's policies, practices, management and operations. It is required to do all things that may be necessary to be done to carry out the objectives of the Company. Without intending to limit this general role of the Board, the principal functions and responsibilities of the Board include the following: Leadership of the organisation: overseeing the Company and establishing codes that reflect the values of the Company and guide the conduct of the Board. Strategy Formulation: to set and review the overall strategy and goals for the Company and ensuring that there are policies in place to govern the operation of the Company. Overseeing Planning Activities: the development of the Company's strategic plan Shareholder Liaison: ensuring effective communications with shareholders through an appropriate communications policy and promoting participation at general meetings of the Company as well as ensuring timely and balanced disclosures of all material information concerning the Company that a

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			reasonable person would expect to have a material effect on the price or value of the entity's securities. Monitoring, Compliance and Risk Management: the development of the Company's risk management, compliance, control and accountability systems and monitoring and directing the financial and operational performance of the Company. Company Finances: approving expenses and approving and monitoring acquisitions, divestitures and financial and other reporting along with ensuring the integrity of the Company's financial and other reporting. Human Resources: reviewing the performance of Executive Officers and monitoring the performance of senior management in their implementation of the Company's strategy. Ensuring the Health, Safety and Well-Being of Employees: in conjunction with the senior management team, developing, overseeing and reviewing the effectiveness of the Company's occupational health and safety systems to ensure the well-being of all employees. Delegation of Authority: delegating appropriate powers to the Managing Director to ensure the effective day-to-day management of the Company and establishing and determining the powers and functions of the Committees of the Board. Monitoring the effectiveness of the Company's corporate governance practices. Full details of the Board's and Company Secretary's roles and responsibilities are contained in the Board Charter. The Board collectively and each Director has the right to seek independent professional advice at the Company's expense, up to specified

Principle / Recommendation	Compliance	Reference	Commentary
			limits, (that limit is currently set at \$2,000), to assist them to carry out their responsibilities.
Recommendation 1.2			
A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	Yes	Nomination Committee Charter	Directors are appointed based on the specific governance skills required by the Company. Given the size of the Company and the business that it operates, the Company aims to have at least one Director with experience appropriate to the Company's operations. The majority of the Company's current Directors all have relevant experience in operations. In addition, Directors should have the relevant blend of personal experience in: - Accounting and financial management; and - Director-level business experience. Each member of the Board is committed to spending sufficient time to enable them to carry out their duties as a Director of the Company. In determining candidates for the Board, the Board, sitting as the Nomination Committee, follows a prescribed process whereby it evaluates the mix of skills, experience and expertise of the existing Board. In particular, the Nomination Committee is to identify the particular skills that will best increase the Board's effectiveness. Consideration is also given to the balance of independent directors. Potential candidates are identified and, if relevant, the Nomination Committee (or equivalent) recommends an appropriate candidate for appointment to the Board. Any appointment made by the Board is subject to ratification by shareholders at the next general meeting. Each Non-Executive Director has a written agreement with the Company that covers all aspects of their appointment including term, time commitment required, remuneration, disclosure of interests that may affect

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			independence, guidance on complying with the Company's corporate governance policies and the right to seek independent advice, indemnity and insurance arrangements, rights of access to the Company's information and ongoing confidentiality obligations as well as roles on the Company's committees.
<u>Recommendation 1.3</u>			
A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	Written agreements are kept at the registered office with the Independent Professional Advice Policy	Each Director has a written, and up-to-date agreement with the Company. The Board collectively and each Director has the right to seek independent professional advice at the Company's expense, up to specified limits, (that limit is currently set at \$2,000), to assist them to carry out their responsibilities.
<u>Recommendation 1.4</u>			
The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	Board Charter is on the Company's website	Per clause 5 of the Board Charter, the Company Secretary is accountable to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.
<u>Recommendation 1.5</u>			
A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity;	Partially	Diversity Policy is on the Company's website	The Company has adopted a Diversity Policy, which allows the Board to set measurable objectives to achieve gender diversity and to assess annually the objectives and the Company's progress in achieving them. The overriding objective of the Diversity Policy is to align the Company's business with positive outcomes that can be achieved through a diverse workforce that recognises and utilises the contribution of its diverse skills and talent. The Board did not set measurable gender diversity objectives for the 2026 financial year because the Board's view that the existing Directors and senior executives have sufficient skill and experience to carry out the Company's plan.

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(2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P/ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.			As at the date of this report, the Company has the following proportion of women appointed across the whole workforce. • to the Board – 25% • to senior management (including Company Secretary) – 75% • to the organisation as a whole – 50% Workforce includes employees and full-time consultants engaged by the Company as at 30 June 2026. Senior executives are KMP other than directors. The Company recognises that the mining and exploration industry is intrinsically male dominated in many operational sectors, particularly with operations in remote parts of the globe, and the pool of women with appropriate skills can be limited in some instances. The Company recognises that diversity extends to matters of age, disability, ethnicity, marital/family status, religious/cultural background and sexual orientation. Where possible, the Company seek to identify suitable candidates for positions from a diverse pool.

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<u>Recommendation 1.6</u>			
A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	Yes	Board, Remuneration Committee and Performance Evaluation Policy	It is the policy of the Board to conduct an evaluation of its performance. The objective of this evaluation is to provide best practice corporate governance to the Company. An evaluation of the performance of the Board and its members was performed for the year ended 30 June 2026.
<u>Recommendation 1.7</u>			
A listed entity should: (c) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and (d) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	Yes	Board, Remuneration Committee and Performance Evaluation Procedure	It is the policy of the Board to conduct an evaluation of individual's performance. The objective of this evaluation is to provide best practice corporate governance to the Company. An evaluation of the performance of the individual's was performed during the year ended 30 June 2026.
Principle 2: Structure the Board to be effective and add value			
<u>Recommendation 2.1</u>			
The board of a listed entity should: (a) have a nomination committee which:	No	Nomination Committee Charter	The Board has not established a separate Nomination Committee. Given the current size and composition of the Board, the Board believes that there would be no efficiencies gained by establishing a separate Nomination Committee.

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(1) has at least three members, a majority whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the process it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence, and diversity to enable it to discharge its duties and responsibilities effectively.			Accordingly, the Board performs the role of the Nomination Committee. Items that are usually required to be discussed by a nomination committee are discussed at a separate meeting when required. When the Board convenes as the Nomination Committee it carries out those functions which are delegated to it in the Company's Nomination Committee Charter. The Board deals with any conflicts of interest that may occur when convening in the capacity of the Nomination Committee by ensuring that the Director with conflicting interests is not a party to the relevant discussions. To assist the Board to fulfil its function as the Nomination Committee, it has adopted a Nomination Committee Charter which describes the role, composition, functions and responsibilities of the Nomination Committee. The Board as a whole did not meet as the Nomination Committee during the year. To assist Directors with independent judgement, it is the Board's policy that if a Director considers it necessary to obtain independent professional advice to properly discharge the responsibility of their office as a Director then, provided the Director first obtains approval from the Chair for incurring such expense, the Company will pay the reasonable expenses associated with obtaining such advice.
Recommendation 2.2			
A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	Yes	Appendix A	The Company has reviewed the skill set of its Board to determine where the skills lie and any relevant gaps in skills shortages. The Company is working towards filling these gaps through professional development initiatives as well as seeking to identify suitable Board candidates for positions from a diverse pool.

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Recommendation 2.3			
A listed entity should disclose: (a) the names of the directors considered by the board to be Independent Directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each Director.	Yes	Board Charter on the Company's Website and Independence Directors Assessment	As at the date of this report, the Board consisted of: <u>Mr Malcom Randall</u> Role: Non-Executive Chairperson Independent Director: Yes Appointment date: 20 May 2026 <u>Mr David Round</u> Role: Managing Director Independent Director: No Appointment date: 16 November 2020 <u>Ms Heather Zampatti</u> Role: Non-Executive Director Independent Director: Yes Appointment date: 25 October 2021 <u>Mr Craig Lennon</u> Role: Non-Executive Director Independent Director: Yes Appointment date: 2 May 2024 Whilst the Company's Managing Director is not assessed to be independent, the Board considers the appointment of Mr Round as Managing Director as appropriate as he is free of any business or other relationship that could materially interfere with or could reasonably be perceived to materially interfere with the independent exercise of their judgement. The Board considers the independence of directors having regard to the relationships listed in Box 2.3 of the Principles & Recommendation. Recommendations and the Company's materiality thresholds: The Board has agreed on the following guidelines, as set out in the Company's Board Charter, for assessing the materiality of matters: Balance sheet items are material if they have a value of more than 10% of pro-forma net asset.

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			- Profit and loss items are material if they will have an impact on the current year operating result of 10% or more. - Items are also material if they impact on the reputation of the Company, involve a breach of legislation, are outside the ordinary course of business, could affect the Company's rights to its assets, if accumulated would trigger the quantitative tests, involve a contingent liability that would have a probable effect of 10% or more on balance sheet or profit and loss items, or will have an effect on operations which is likely to result in an increase or decrease in net income or dividend distribution of more than 10%. - Contracts will be considered material if they are outside the ordinary course of business, contain exceptionally onerous provisions in the opinion of the Board, impact on income or distribution in excess of the quantitative tests, there is a likelihood that either party will default and the default may trigger any of the quantitative or qualitative tests, are essential to the activities of the Company and cannot be replaced or cannot be replaced without an increase in cost which triggers any of the quantitative tests, contain or trigger change of control provisions, are between or for the benefit of related parties, or otherwise trigger the quantitative tests.
Recommendation 2.4			
A majority of the board of a listed entity should be independent directors.	Yes		The Board currently comprises a total of four directors, of whom three are considered independent.
Recommendation 2.5			
The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	Yes		The Chairperson is an independent Director.

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Recommendation 2.6			
A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	Director Induction Program, Ongoing Education Framework	It is the policy of the Company that each new Director undergoes an induction process in which they are given a full briefing on the Company. Where possible this includes meetings with key executives, tours of the premises, an induction package, and presentations. Information conveyed to new Directors include: • details of the roles and responsibilities of a Director; • formal policies on Director appointment as well as conduct and contribution expectations; • a copy of the Corporate Governance Statement, Charters, Policies and Memos and • a copy of the Constitution of the Company. In order to achieve continuous improvement in Board performance, all Directors are encouraged to undergo continual professional development. The Board has implemented an Ongoing Education Framework.
Principle 3: Instill a culture of acting lawfully, ethically and responsibly			
Recommendation 3.1			
A listed entity should articulate and disclose its values.	Yes	Code of Conduct on the Company's website	As part of its commitment to recognising the legitimate interests of stakeholders, the Company has established a Code of Conduct to guide compliance with legal and other obligations to legitimate stakeholders. These stakeholders include employees, clients, customers, government authorities, creditors, and the community as a whole.
Recommendation 3.2			
A listed entity should: (a) have and disclose a code of conduct for its directors, senior	Yes	Code of Conduct on the Company's website	As part of its commitment to recognising the legitimate interests of stakeholders, the Company has established a Code of Conduct to guide compliance with legal and other obligations to legitimate stakeholders. These stakeholders include employees,

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executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.			clients, customers, government authorities, creditors, and the community as a whole.
Recommendation 3.3			
A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	Yes	Whistleblower Policy on the Company's website	The Board has adopted a whistleblower policy to ensure concerns regarding unacceptable conduct can be raised on a confidential basis. Any material breaches of the Whistleblower Policy are to be reported to the Board.
Recommendation 3.4			
A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	Yes	Anti-Bribery and Anti-Corruption Policy and Code of Conduct on the Company's website	The Board has a zero-tolerance approach to bribery and corruption and is committed to acting professionally and with integrity in all business dealings.
Principle 4: Safeguard the integrity of corporate reports			
Recommendation 4.1			
The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent	Yes		The Board has an Audit Committee, which consists of three independent, non-executive directors. Whilst it is not completely structured in accordance with the Recommendation 4.1. Given the current size and composition of the Board, the Board believes that the established Audit Committee is sufficient to meet the independence requirements of the Company as the Committee comprises only Non-Executive Directors. The Audit Committee met three times during the year where all Committee members were in attendance except for

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director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.			Heather Zampatti who attended two of these meetings. The Company has adopted an Audit Committee Charter which describes the role, composition, functions, and responsibilities of the Audit Committee. All of the Directors consider themselves to be financially literate and possess relevant industry experience. The Company has established procedures for the selection, appointment, and rotation of its external auditor. The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises, as recommended by the Audit Committee (or its equivalent). Candidates for the position of external auditor must demonstrate complete independence from the Company through the engagement period. The Board may otherwise select an external auditor based on criteria relevant to the Company's business and circumstances. The performance of the external auditor is reviewed on an annual basis by the Audit Committee (or its equivalent) and any recommendations are made to the Board.
Recommendation 4.2			
The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate	Yes	Kept at the registered office	The Managing Director and the Chief Financial Officer/equivalent provide a declaration to the Board in accordance with section 295A of the Corporations Act for each financial report and assure the Board that such declaration is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

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accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.			
Recommendation 4.3			
A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes		Periodic financial and other reports for release to the market are reviewed by the Managing Director before being presented to the Board for review and approval. Such reports shall not be released to the market without this review and approval and as per the Company's Continuous Disclosure Policy.
Principle 5: Make timely and balanced disclosure			
Recommendation 5.1			
A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Yes	Continuous Disclosure Policy on the Company's website	The Board has designated the Company Secretary as the person responsible for overseeing and coordinating disclosure of information to the ASX as well as communicating with the ASX. In accordance with the ASX Listing Rules the Company immediately notifies the ASX of information: - concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities; and - that would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities.
Recommendation 5.2			
A listed entity should ensure that its board receives copies of all material market	Yes		The Board receives all announcements prior to release.

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announcements promptly after they have been made.			
Recommendation 5.3			
A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes		In accordance with the ASX Listing Rules the Company immediately notifies the ASX of information: 1. concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities; and 2. that would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities.
Principle 6: Respect the rights of security holders			
Recommendation 6.1			
A listed entity should provide information about itself and its governance to investors via its website.	Yes	Refer to the Company's website	The Board aims to ensure that the Company's shareholders are informed of all major developments affecting the Company's state of affairs. The Company keeps its shareholders and investors informed through its website. Through its website, investors can access copies of the Company's annual, half-yearly and quarterly reports, announcements to the ASX, notices of meeting, presentations, and key media coverage.
Recommendation 6.2			
A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	Shareholder Communication Policy, Continuous Disclosure Policy on the Company's website	The Company respects the rights of its shareholders and to facilitate the effective exercise of those rights the Company is committed to: • communicating effectively with shareholders through releases to the market via ASX, information mailed to shareholders and the general meetings of the Company; • giving shareholders ready access to balanced and understandable information about the Company and corporate proposals;

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			requesting the external auditor to attend the annual general meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report of future Annual Reports. The Company also makes available a telephone number and email address for shareholders to make enquiries about the Company.
Recommendation 6.3			
A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	Shareholder Communication Policy	The Company respects the rights of its shareholders and to facilitate the effective exercise of those rights the Company is committed to making it easy for shareholders to participate in shareholder meetings of the Company. The Company also makes available a telephone number and email address for shareholders to make enquiries about the Company.
Recommendation 6.4			
A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	Shareholder Communication Policy	This is disclosed in the Notices of Meetings of the Company and at the commencement of General Meetings held.
Recommendation 6.5			
A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	Shareholder Communication Policy	Shareholders can register with the Company's share registry to receive email notifications of announcements made by the Company to the ASX. The Company also provides information through its website, enabling shareholders to email the Company and to receive announcements via email. The share registry provides the ability for the shareholders to email the share registry and to receive documents by email from the share registry.

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Principle 7: Recognise and manage risk			
<u>Recommendation 7.1</u>			
The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (6) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	No	Risk Management Policy on the Company's website	The Board has not established a separate Risk Committee, and therefore it is not structured in accordance with Recommendation 7.1. Given the current size and composition of the Board, the Board believes that there would be no efficiencies gained by establishing a separate Risk Committee. Accordingly, the Board performs the role of Risk Committee. Items that are usually required to be discussed by a Risk Committee are discussed at a separate meeting when required. When the Board convenes as the Risk Committee it carries out those functions which are delegated to it in the Company's Risk Committee Charter. The Board deals with any conflicts of interest that may occur when convening in the capacity of the Risk Committee by ensuring that the Director with conflicting interests is not a party to the relevant discussions. The Board as a whole did not meet as the Risk Committee during the year. Risk identification and risk management discussions occurred at several Board meetings throughout the year. To assist the Board to fulfil its function as the Risk Committee, the Company has adopted a Risk Management Policy.

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Recommendation 7.2			
The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	Yes	Risk Management Policy on the Company's website	The Board has adopted a Risk Management Policy, which sets out the Company's risk profile. Under the policy, the Board determines the Company's risk profile and is responsible for establishing, overseeing and approving the Company's risk management framework, strategy and policies. The Board has delegated to the Audit Committee responsibility for implementing the risk management system. The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. In addition, the following risk management measures have been adopted by the Board to manage the Company's material business risks: - the Board has established authority limits for management, which, if proposed to be exceeded, requires prior Board approval; - the Board has adopted a compliance procedure for the purpose of ensuring compliance with the Company's continuous disclosure obligations; and - the Board has adopted a corporate governance manual which contains other policies to assist the Company to establish and maintain its governance practices. During the year, management regularly reported to the Board on the following categories of risks affecting the Company as part of the Company's systems and processes for managing material business risks: operational, financial reporting, sovereignty, and market-related risks.
Recommendation 7.3			
A listed entity should disclose:	No		The Company does not have an independent

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(a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.			internal audit function. Due to the nature and size of the Company's operations, and the Company's ability to derive substantially all of the benefits of an independent internal audit function, the expense of an independent internal auditor is not considered to be appropriate. The Board performs all key elements of an internal audit function, including: - evaluating and obtaining assurance that risk management, control and governance systems are operating as intended; - evaluating regulatory compliance programs with consultation from external legal counsel; and - evaluating information security and associated risk exposures.
Recommendation 7.4			
A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	Yes		The Company has considered its economic, environmental and social sustainability risks by way of internal review and has concluded that it is not subject to material economic, environmental and social sustainability risks.
Principle 8: Remunerate fairly and responsibly			
Recommendation 8.1			
The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and	Yes	Remuneration Committee Charter	The Board has established a separate Remuneration Committee comprising three Non-Executive Directors. The Remuneration Committee met three times during the year, where all Committee members were in attendance. To assist the Board to fulfil its function as the Remuneration Committee, the Company has adopted a Remuneration Committee Charter which describes the role, composition, functions and responsibilities of the Remuneration Committee. To assist Directors with independent judgement, it is the Board's policy that if a Director considers it is necessary to obtain independent professional advice to properly discharge the responsibility of their office as

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(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.			a Director then, provided the Director first obtains approval from the Chairman for incurring such expense, the Company will pay the reasonable expenses associated with obtaining such advice.
Recommendation 8.2			
A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	Remuneration Policy	Details of remuneration, including the Company's policy on remuneration, are contained in the Remuneration Report which forms part of the Annual Report. The remuneration of Non-Executive Directors is set by reference to payments made by other companies of similar size and industry, and by reference to the Director's skills and experience. Given the Company is at its early stage of development, the Company considers it is appropriate to issue unlisted performance rights to Non-Executive Directors, subject to obtaining the relevant approvals. The Remuneration Policy is subject to annual review. All Directors' performance right holdings are fully disclosed in the Remuneration Report within the Annual Report. Executives' pay and rewards consist of a fixed remuneration (this includes cash salary and superannuation) and performance incentives. Long-term performance incentives may include performance rights granted at the discretion

Principle / Recommendation	Compliance	Reference	Commentary
			of the Board and subject to obtaining the relevant approvals. The grant of performance rights is designed to recognise and reward efforts. Upon successful completion of performance hurdles attached to the performance rights, they are exercised and converted into the Company's ordinary shares. Executives are offered a competitive level of base pay at market rates (for comparable companies) and are reviewed annually to ensure market competitiveness.
Recommendation 8.3			
A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	Yes	Remuneration Policy	Executives and Non-Executive Directors are prohibited from entering transactions or arrangements, which limit the economic risk of participating in unvested entitlements.



Appendix A - Board Skills Matrix

Director	Malcolm Randall Non-Executive Director	David Round Managing Director	Heather Zampatti Non-Executive Director	Craig Lennon Non-Executive Director
Term Expiration Date	November 2029 (by rotation)	Not subject to retirement by rotation	November 2028 (by rotation)	November 2026 (by rotation)
Length of service - commencement	May 2026	November 2020	October 2021	May 2024
Skills and Experience				
ASX Listed Board of Director Experience	✓	✓	✓	✓
International Experience	✓	✓	✓	✓
Complex Organisation Experience	✓	✓	✓	✓
Financial Specialism – including capital markets, corporate finance, restructuring	✓	✓	✓	✓
Exploration Sector Experience	✓	✓	✓	✓
Mine construction/development	✓	✓	X	✓
Mining Experience	✓	✓	X	✓
Country Experience - Africa	✓	✓	X	✓