

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Centrex Metals Limited

ABN/ARBN

97 096 298 752

Financial year ended:

30 June 2021

Our corporate governance statement¹ for the period above can be found at:²

- ☐ These pages of our annual report:
- ☒ This URL on our website: www.centrexmetals.com.au/governance/

The Corporate Governance Statement is accurate and up to date as at 30 September 2020 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 29 September 2021

Name of authorised officer authorising lodgement: Jonathan Lindh, Company Secretary

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	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.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: www.centrexmetals.com.au/governance/	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council’s recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(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</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(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</p> <p>(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.</p> <p>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.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: www.centrexmetals.com.au/governance/</p> <p>and we have disclosed the information referred to in paragraph (c) at: www.centrexmetals.com.au/governance/</p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: www.centrexmetals.com.au/governance/</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: www.centrexmetals.com.au/governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(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.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: www.centrexmetals.com.au/governance/</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: www.centrexmetals.com.au/governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes 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.</p>	<p><input checked="" type="checkbox"/> <i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: www.centrexmetals.com.au/governance/</p> <p>and the information referred to in paragraphs (4) and (5) at: www.centrexmetals.com.au/governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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.	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix at: www.centrexmetals.com.au/governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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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, affiliation 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 or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	<input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: www.centrexmetals.com.au/governance/ and, where applicable, the information referred to in paragraph (b) at: www.centrexmetals.com.au/governance/ and the length of service of each director at: www.centrexmetals.com.au/reports-annual/	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: www.centrexmetals.com.au/governance	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: www.centrexmetals.com.au/governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: www.centrexmetals.com.au/governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: www.centrexmetals.com.au/governance/	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: www.centrexmetals.com.au/governance/</p> <p>and the information referred to in paragraphs (4) and (5) at: www.centrexmetals.com.au/reports-annual/</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
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 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: www.centrexmetals.com.au/governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: www.centrexmetals.com.au/governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: www.centrexmetals.com.au/governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

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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.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(b) 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.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: www.centrexmetals.com.au/governance/</p> <p>and the information referred to in paragraphs (4) and (5) at: www.centrexmetals.com.au/governance/</p>	<input type="checkbox"/> set out in our Corporate Governance Statement
7.2	<p>The board or a committee of the board should:</p> <p>(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</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: www.centrexmetals.com.au/governance/</p>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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7.3	A listed entity should disclose: (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.	<input type="checkbox"/> <i>[If the entity complies with paragraph (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs at: <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: www.centrexmetals.com.au/governance/	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: www.centrexmetals.com.au/governance/ and, if we do, how we manage or intend to manage those risks at: www.centrexmetals.com.au/governance/	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p><input checked="" type="checkbox"/> [If the entity complies with paragraph (a):]</p> <p>and we have disclosed a copy of the charter of the committee at: www.centrexmetals.com.au/governance/</p> <p>and the information referred to in paragraphs (4) and (5) at: www.centrexmetals.com.au/reports-annual/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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.	<p><input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: www.centrexmetals.com.au/governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(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</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at: www.centrexmetals.com.au/governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

CENTREX METALS LIMITED

ABN 97 096 298 752

2021 CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement discloses the extent to which Centrex Metals Limited ("Company") follows the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations (4th Edition) (**Recommendations**). This Corporate Governance Statement should be read in conjunction with the 2021 Annual Report which is available at www.centrexmetals.com.au.

Recommendations	Comply	Explanation
Principle 1: Lay solid foundations for management and oversight		
Recommendation 1.1 A listed entity should disclose: <ul style="list-style-type: none">(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	The Company has a Board Charter that sets out the specific roles and responsibilities of the Board, the Chairman, Company Secretary and management and includes a description of those matters expressly reserved to the Board and those delegated to management. A copy of the Company's Board Charter is available on the Company's website. See www.centrexmetals.com.au/governance .
Recommendation 1.2 A listed entity should: <ul style="list-style-type: none">(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and(b) provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a director.	Yes	The Company has guidelines for the appointment and selection of members of the Board, as documented in the Director Selection & Appointment Process, which is available on the Company's website at www.centrexmetals.com.au/governance . This policy requires that appropriate checks of director candidates are required before their appointment, or putting them forward to security holders for election. The policy confirms that shareholders will be provided with relevant information to consider a candidate for election. The Company's Remuneration and Nomination Committee Charter (see www.centrexmetals.com.au/governance) outlines the Committee's role in oversight of selection and appointment practices for non-executive directors.
Recommendation 1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Company has written agreements with each of its Directors and senior executives.

Recommendations	Comply	Explanation																
Recommendation 1.4 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	The Board Charter outlines the roles, responsibility and accountability of the Company Secretary. The Company Secretary is accountable to the Board through the Chairman. The Board Charter is available at www.centrexmetals.com.au/governance .																
Recommendation 1.5 A listed entity should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period: a. the measurable objectives for achieving gender diversity set by the board in accordance with the entity's diversity policy and its progress towards achieving them; and b. either: i. the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or ii. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in the Workplace Gender Equality Act.	<div>Partial</div> <div>Yes</div> <div>No</div> <div>Yes</div> <div>n/a</div>	<p>The Company's Diversity Policy articulates the Board's intention to set measurable gender diversity objectives when the Company has grown to a point where it is appropriate to do so, and to assess annually both the objectives if any have been set and the Company's progress in achieving them.</p> <p>The Diversity Policy is available on the Company's website at www.centrexmetals.com.au/governance.</p> <p>The Company has not established measurable objectives for achieving gender diversity given the size of the team and the low staff turnover. Measurable objectives will be established when the Board considers the Company has grown to a point where it is appropriate to do so.</p> <p>The respective proportions of men and women in the Company as at 30 June 2021 were as follows:</p> <table><tr><td></td><td>Male</td><td>Female</td><td>Total</td></tr><tr><td>Non-executive Directors</td><td>100%</td><td>0%</td><td>3</td></tr><tr><td>Senior Executives</td><td>100%</td><td>0%</td><td>3</td></tr><tr><td>Other Staff</td><td>n/a</td><td>n/a</td><td>n/a</td></tr></table> <p>For the purposes of the table above, 'Senior Executives' is defined as the key management personnel (KMP) as described in the annual financial report. 'Other staff' excludes consultants/contractors.</p> <p>The Company is not a "relevant employer" under the Workplace Gender Equality Act because it has less than 100 employees.</p>		Male	Female	Total	Non-executive Directors	100%	0%	3	Senior Executives	100%	0%	3	Other Staff	n/a	n/a	n/a
	Male	Female	Total															
Non-executive Directors	100%	0%	3															
Senior Executives	100%	0%	3															
Other Staff	n/a	n/a	n/a															

Recommendations	Comply	Explanation
<p>Recommendation 1.6</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. 	Yes	<p>The Company's Remuneration and Nomination Committee is responsible for establishing processes for the review of the performance of the Board, its committees and individual Directors and for ensuring that the review is undertaken at appropriate times in accordance with the established processes. The Board Charter specifies the Chairman's and individual directors' roles in the Board and director performance evaluation process. The approach to performance evaluations of individual directors, the board and senior executives is also documented in the Performance Evaluation Process.</p> <p>Copies of the Board Charter, Remuneration and Nomination Committee Charter and the Performance Evaluation Process are available at www.centrexmetals.com.au/governance.</p> <p>A Board performance evaluation was undertaken during FY2021.</p>
<p>Recommendation 1.7</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. 	Yes	<p>The Company's Remuneration and Nomination Committee is responsible for establishing processes for the review of the performance of the Managing Director ("MD") and for reviewing the performance targets of senior executives. The approach to performance evaluations of senior executives is also documented in the Performance Evaluation Process. The Remuneration and Nomination Committee Charter and the Performance Evaluation Process are both available at www.centrexmetals.com.au/governance.</p> <p>A senior executive performance evaluation was undertaken during FY2021.</p>

Recommendations	Comply	Explanation														
Principle 2: Structure the Board to be effective add value																
Recommendation 2.1 The board of a listed entity should: (a) have a nomination committee which: a. has at least three members, a majority of whom are independent directors; and b. is chaired by an independent director, and disclose: c. the charter of the committee; d. the members of the committee; and e. 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 processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.	Yes	<p>The Company's Remuneration and Nomination Committee has three members, the majority of whom are independent Directors. The Committee is chaired by an independent Director.</p> <p>The Remuneration and Nomination Committee membership is as follows:</p> <table><tr><td>Mr Peter Hunt, Chairman</td><td>Independent non-executive director</td></tr><tr><td>Mr Dr John Parker</td><td>Independent non-executive director</td></tr><tr><td>Mr Graham Chrisp</td><td>Non-executive Director</td></tr></table> <p>Details of the number of meetings and individual attendances are included in the Directors' Report in the 2021 annual financial report.</p> <p>The Remuneration and Nomination Committee Charter is available at www.centrexmetals.com.au/governance.</p>	Mr Peter Hunt, Chairman	Independent non-executive director	Mr Dr John Parker	Independent non-executive director	Mr Graham Chrisp	Non-executive Director								
Mr Peter Hunt, Chairman	Independent non-executive director															
Mr Dr John Parker	Independent non-executive director															
Mr Graham Chrisp	Non-executive Director															
Recommendation 2.2 A listed entity should have and disclose a board skill matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	Yes	<p>Each year, the Board undertakes a review of the skills of existing directors in order to assess the appropriate balance of skills, experience, independence and knowledge necessary for the Board to discharge its duties and responsibilities effectively. The matrix includes the following skills:</p> <table><tr><td>Leadership</td><td>Communication</td></tr><tr><td>Public company experience</td><td>Interpersonal Skills</td></tr><tr><td>Strategy</td><td>Engineering</td></tr><tr><td>Mining</td><td>Processing</td></tr><tr><td>Logistics</td><td>Finance</td></tr><tr><td>Information Systems</td><td>Legal</td></tr><tr><td>Accounting</td><td></td></tr></table>	Leadership	Communication	Public company experience	Interpersonal Skills	Strategy	Engineering	Mining	Processing	Logistics	Finance	Information Systems	Legal	Accounting	
Leadership	Communication															
Public company experience	Interpersonal Skills															
Strategy	Engineering															
Mining	Processing															
Logistics	Finance															
Information Systems	Legal															
Accounting																

Recommendations	Comply	Explanation
<p>Recommendation 2.3</p> <p>A listed entity should disclose:</p> <ul style="list-style-type: none"> (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 of the ASX Corporate Governance Principles and Recommendation (3rd Edition), 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	<p>Details of the independence status of Directors and their length of service are included in the Directors' Report in the 2021 Annual Report (see www.centrexmetals.com.au/reports-annual/).</p>
<p>Recommendation 2.4</p> <p>A majority of the board of a listed entity should be independent directors.</p>	No	<p>The Company's Board Charter requires that the Board must consist of a majority of non-executive directors who satisfy the criteria for independence adopted by the Board. Those independence criteria are also documented in the Board Charter, available at www.centrexmetals.com.au/governance.</p> <p>The Board currently comprises a total of four (4) directors, of whom two (2) are considered to be independent. As such, independent directors currently do not comprise the majority of the Board.</p> <p>The Board does not currently consider an independent majority of the Board to be appropriate given the speculative nature of the Company's business, and its limited scale of activities.</p> <p>The Board has taken the following steps to structure the Board to add value despite not having an independent majority of Directors:</p> <ul style="list-style-type: none"> (a) Directors are required to disclose relevant personal interest and conflicts of interest on an ongoing basis, which may in turn trigger a review of a director's independent status. (b) A determination with respect to independence is made by the Board on an annual basis.
<p>Recommendation 2.5</p> <p>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.</p>	Yes	<p>The Board Charter provides that, where practical, the Chair of the Board should be an independent Director and should not be the CEO/Managing Director.</p> <p>The Chair of the Company is considered by the Board to be an independent Director.</p>
<p>Recommendation 2.6</p> <p>A listed entity should have a program for inducting new directors and providing appropriate professional development opportunities for continuing directors to develop</p>	Yes	<p>The Board Charter outlines the induction process for new directors and the provision of ongoing professional development opportunities to enhance directors' skills and knowledge.</p> <p>The Board Charter is available at www.centrexmetals.com.au/governance.</p>

and maintain the skills and knowledge needed to perform their role as a director effectively		
Principle 3: Instil a culture of acting lawfully, ethically and responsibly		
Recommendation 3.1 A listed entity should articulate and disclose its values.	Yes	The Company's values are disclosed in its Corporate Code of Conduct which is available on the Company's website at www.centrexmetals.com.au/governance .
Recommendation 3.2 A listed entity should: <ul style="list-style-type: none"> (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code. 	Yes	The Company has a Corporate Code of Conduct that applies to its Directors, officers and employees. The Company's Corporate Code of Conduct is available on the Company's website at www.centrexmetals.com.au/governance .
Recommendation 3.3 A listed entity should: <ul style="list-style-type: none"> (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	The Company has an established whistleblower policy which is available on the Company's website at www.centrexmetals.com.au/governance .
Recommendation 3.4 A listed entity should: <ul style="list-style-type: none"> (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material breaches of that policy. 	Yes	The Company has an established anti-bribery and corruption policy which is available on the Company's website at www.centrexmetals.com.au/governance .

Recommendations	Comply	Explanation						
Principle 4: Safeguard the integrity of financial reports								
<p>Recommendation 4.1</p> <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>a. has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>b. is chaired by an independent director, who is not the chair of the board</p> <p>and disclose:</p> <p>c. the charter of the committee;</p> <p>d. the relevant qualifications and experience of the members of the committee; and</p> <p>e. 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</p> <p>(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 financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	Partial	<p>The Company's Audit and Risk Management Committee has three members, the majority (not all) of whom are independent, non-executive Directors. The Committee is chaired by an independent Director.</p> <p>The chair of the Committee is also the chair of the Board. The Company believes that given the size and scale of its operations, noncompliance with this recommendation is not detrimental.</p> <p>The Audit & Risk Management Committee membership is as follows:</p> <table><tr><td>Mr Peter Hunt, Chair</td><td>Independent non-executive director</td></tr><tr><td>Dr John Parker</td><td>Independent non-executive director</td></tr><tr><td>Mr Graham Chrisp</td><td>Non-executive Director</td></tr></table> <p>Details of the number of meetings and individual attendances are included in the Directors' Report in the 2021 annual financial report.</p> <p>The Audit and Risk Management Committee Charter is available at www.centrexmetals.com.au/governance.</p> <p>Qualifications and experience of Committee members are included in the Directors' Report in the Company's 2021 Annual Report, available at www.centrexmetals.com.au/reports-annual/.</p>	Mr Peter Hunt, Chair	Independent non-executive director	Dr John Parker	Independent non-executive director	Mr Graham Chrisp	Non-executive Director
Mr Peter Hunt, Chair	Independent non-executive director							
Dr John Parker	Independent non-executive director							
Mr Graham Chrisp	Non-executive Director							
<p>Recommendation 4.2</p> <p>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 the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate 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.</p>	Yes	<p>The Company's Audit and Risk Management Committee, in accordance with its Charter, is responsible for ensuring that, before the Board approves the Company's interim and annual financial reports, the Company receives from its Managing Director and Finance Manager/CFO, a declaration that the financial records of the Company have been properly maintained and that the financial statements comply with the appropriate 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.</p>						

Recommendations	Comply	Explanation
<p>Recommendation 4.3</p> <p>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.</p>	Yes	<p>The Company will include in each of its reports (to the extent that the information contained in the following is not audited or reviewed by an external auditor):</p> <ul style="list-style-type: none"> (a) annual reports or on its website, a description of the process it undertakes to verify the integrity of the information in its annual directors' report; (b) quarterly reports, or in its annual report or on its website, a description of the process it undertakes to verify the integrity of the information in its quarterly reports; (c) integrated reports, or in its annual report (if that is a separate document to its integrated report) or on its website, a description of the process it undertakes to verify the integrity of the information in its integrated reports; and (d) periodic corporate reports (such as a sustainability or CSR report), or in its annual report or on its website, a description of the process it undertakes to verify the integrity of the information in these reports.
Principle 5: Make timely and balance disclosure		
<p>Recommendation 5.1</p> <p>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing Rules 3.1.</p>	Yes	<p>The Company has a Continuous Disclosure Policy which details the processes and procedures which have been adopted by the Company to ensure that it complies with its continuous disclosure obligations as required under the ASX Listing Rules.</p> <p>The Continuous Disclosure Policy is available on the Company's website at www.centrexmetals.com.au/governance.</p>
<p>Recommendation 5.2</p> <p>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	Yes	<p>The Board has in place procedures to ensure that all Board members receive copies of material market announcements promptly after they have been made.</p>
<p>Recommendation 5.3</p> <p>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.</p>	Yes	<p>The Board has in place procedures to ensure that it releases any new or substantive investor or analyst presentations on the ASX Market Announcements Platform ahead of any such presentation.</p>

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	Shareholders can access information about the Company and its governance from the Company's website at www.centrexmetals.com.au .
Recommendation 6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors	Yes	The Company has adopted a Communications with Shareholders Policy which aims to promote and facilitate effective two-way communication with investors. The policy outlines a range of ways in which information is communicated to shareholders and shareholders can ask questions. A copy of the Company's Communications with Shareholders Policy is available at www.centrexmetals.com.au/governance .
Recommendation 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	The Communications with Shareholders Policy available at www.centrexmetals.com.au/governance confirms the Company's position that shareholders are actively encouraged to participate at all general meetings of the Company or, if unavailable to attend, to communicate issues or ask questions by writing to the Company. The Notice of Meeting for the most recent AGM encouraged shareholders to appoint a proxy if they were unable to attend a meeting in person. At each AGM, the Chairman provides an appropriate opportunity for shareholders to ask questions and make comments.
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	The Company has adopted the policy that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.
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.	Partial	The Company encourages security holders to receive communications from, and send communications to, the Company and its security registry electronically. The Board is in the process of reviewing its Communications with Shareholders Policy to enhance its electronic communication with security holders.
Principle 7: Recognise and manage risk		
Recommendation 7.1 The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which:	Yes	The Company's Audit and Risk Management Committee has three members, the majority (not all) of whom are independent, non-executive Directors. The Committee is chaired by an independent Director. The Audit and Risk Management Committee membership is as follows: <div style="display: flex; justify-content: space-around; margin-top: 10px;"> Mr Peter Hunt, Chair Independent non-executive director </div>

<p>a. has at least three members, a majority of whom are independent directors; and</p> <p>b. is chaired by an independent director, and disclose:</p> <p>c. the charter of the committee;</p> <p>d. the members of the committee; and</p> <p>e. 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</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.</p>		<p>Dr John Parker Independent non-executive director</p> <p>Mr Graham Chrisp Non-executive Director</p> <p>Details of the number of meetings and individual attendances are included in the Directors' Report in the 2021 annual financial report</p> <p>The Audit and Risk Management Committee Charter is available at www.centrexmetals.com.au/governance.</p> <p>Qualifications and experience of Committee members are included in the Directors' Report in the Company's 2021 Annual Report, available at www.centrexmetals.com.au/reports-annual/.</p>
<p>Recommendation 7.2</p> <p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework with management at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose in relation to each reporting period, whether such a review has taken place.</p>	Yes	<p>The Audit and Risk Management Committee is responsible for reviewing, monitoring and reporting to the Board on the effectiveness of the Company's risk management system including processes adopted by Management to implement the Risk Management Policy approved by the Board. An annual review was undertaken during the reporting period.</p>
<p>Recommendation 7.3</p> <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(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 risk management and internal control processes.</p>	Partial	<p>The Company does not currently have an internal audit function. Given the size of the Company, the Board's Audit and Risk Management Committee is responsible for adequately advising the Board on the establishment and maintenance of a framework of internal control and risk management for the Group.</p> <p>The Audit and Risk Management Committee Charter is available at www.centrexmetals.com.au/governance.</p>
<p>Recommendation 7.4</p> <p>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.</p>	Yes	<p>The Company's Risk Management Policy details the Company's risk management systems which assist in identifying and managing these risks including economic, environmental and social sustainability risks as an integral part of risk management oversight and monitoring responsibilities. A Statement on Risk Factors is available at www.centrexmetals.com.au/governance.</p>

Recommendations	Comply	Explanation						
Principle 8: Remunerate fairly and responsibly								
<p>Recommendation 8.1</p> <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>a. has at least three members, a majority of whom are independent directors; and</p> <p>b. is chaired by an independent director</p> <p>and disclose:</p> <p>c. the charter of the committee;</p> <p>d. the members of the committee; and</p> <p>e. 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</p> <p>(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</p>	Yes	<p>The Company's Remuneration and Nomination Committee has three members, the majority of whom are independent non-executive Directors. The Committee is chaired by an independent Director.</p> <p>The Remuneration and Nomination Committee membership is as follows:</p> <table><tr><td>Dr John Parker, Chairman</td><td>Independent non-executive director</td></tr><tr><td>Mr Peter Hunt</td><td>Independent non-executive director</td></tr><tr><td>Mr Graham Chrisp</td><td>Non-executive Director</td></tr></table> <p>Details of the number of meetings and individual attendances are included in the Directors' Report in the 2021 annual financial report.</p> <p>The Remuneration and Nomination Committee Charter is available at www.centrexmetals.com.au/governance.</p>	Dr John Parker, Chairman	Independent non-executive director	Mr Peter Hunt	Independent non-executive director	Mr Graham Chrisp	Non-executive Director
Dr John Parker, Chairman	Independent non-executive director							
Mr Peter Hunt	Independent non-executive director							
Mr Graham Chrisp	Non-executive Director							
<p>Recommendation 8.2</p> <p>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.</p>	Yes	<p>The Company's policies and practices regarding the remuneration of non- executive and executive directors and other senior employees are set out in its Remuneration and Nomination Committee Charter, a copy of which is available at www.centrexmetals.com.au/governance.</p> <p>Details of policies and the remuneration framework are also provided in the Remuneration Report forming part of the Directors' Report in the 2021 Annual Report, also available at www.centrexmetals.com.au/annual-report/</p>						
<p>Recommendation 8.3</p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(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</p> <p>(b) disclose that policy or a summary of it.</p>	Yes	<p>The Company's Share Hedging and Margin Loan Policy operates in conjunction with the Company's Share Trading Policy. The Share Hedging and Margin Loan Policy prohibits certain conduct by executives who hold unvested securities under the Company's Share Plans that seek to remove the price 'risk' attached to those securities. A copy of the policy is available at www.centrexmetals.com.au/governance.</p>						