

CORPORATE GOVERNANCE STATEMENT

This corporate governance statement sets out Lightning Minerals Ltd's (**Company**) current compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (Fourth Edition) (**ASX Principles and Recommendations**). The ASX Principles and Recommendations are not mandatory. However, this statement discloses the extent to which the Company has followed the ASX Principles and Recommendations. This statement is current as at 11 October 2022 and it has been approved by the Board of the Company (**Board**).

It is the responsibility of the Board to monitor the business affairs of the Company and to protect the rights and interests of the shareholders. The Board believes that high standards of corporate governance are an essential prerequisite for creating sustainable value for shareholders. This statement sets out the Company's main corporate governance policies and practices. All these practices, unless otherwise stated, were in place from 25 September 2022.

Where the Company's compliance with the ASX Principles and Recommendations is reflected in a separate document or policy, a reference to the location of that document or policy is included in this statement.

References in this statement to "reporting period" is to the financial year ended 30 June 2022 unless otherwise stated.

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
1. Lay Solid Foundations for Management and Oversight		
<p>1.1 A listed entity should have and disclose a board charter setting out:</p> <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	<p>The Company's Board Charter sets out (among other things):</p> <ul style="list-style-type: none"> (a) the roles and responsibilities of the Board and of management; and (b) the matters expressly reserved to the Board and those delegated to management. <p>A copy of the Board Charter is available on the Company's website at https://lightningminerals.com.au/.</p>
<p>1.2 A listed entity should:</p> <ul style="list-style-type: none"> (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	<p>Prior to the appointment of a person as a Director, or putting forward a candidate for election as a Director to Shareholders, the Company undertakes checks which it believes are appropriate to verify an individual's character, experience, education, criminal record and bankruptcy history (including for new Directors).</p> <p>The Company will ensure that all material information in its possession relevant to a Shareholder's decision whether to elect or re-elect a Director, including the information referred to in Recommendation 1.2, is provided to Shareholders in the Company's Notice of Annual or Extraordinary General Meeting.</p>

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	Each Director and senior executive of the Company has an agreement in writing with the Company which sets out the key terms and conditions of their appointment including their duties, rights and responsibilities and (to the extent applicable) the matters referred to in the commentary to Recommendation 1.3.
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	<p>The responsibilities of the Company Secretary are set out in the Board Charter which is available on the Company's website at https://lightningminerals.com.au/.</p> <p>The Company Secretary has a direct line of reporting to the Chairperson and is (among other things) responsible for:</p> <ul style="list-style-type: none"> (a) advising and supporting the Chairperson, the Board and any Committees of the Board to manage the day-to-day governance framework of the Company; (b) assisting with Board effectiveness by monitoring whether applicable Board and Committee policies, procedures and charters are followed and coordinating timely completion and despatch of Board agendas and papers; and (c) assisting with all matters to do with the proper functioning of the Board including advising on governance matters and assisting with induction and professional development of Directors.
1.5 A listed entity should: <ul style="list-style-type: none"> (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: 	Yes	<p>The Company seeks to treat everyone with fairness and respect which includes valuing diversity and difference and acting without prejudice. The Company believes that decision making is enhanced through diversity and supports and encourages diversity at all levels of the organisation in accordance with the Company's Diversity Policy, a copy of which is available on the Company's website at https://lightningminerals.com.au/.</p> <p>The Board assesses any measurable objectives for achieving gender diversity and annually reviews</p>

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<ul style="list-style-type: none"> (i) the measurable objectives set for that period to achieve gender diversity; (ii) the entity's progress towards achieving those objectives; and (iii) either: <ul style="list-style-type: none"> (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. 		<p>such objectives and the Company's progress towards achieving them. The Board reviews and reports at least annually the relative proportion of women and men appointed or employed by the Company.</p> <p>Given the size of the Company and status of the Company's projects, the Directors believe that it is not appropriate at this stage to set measurable objectives in relation to diversity beyond those included in the Diversity Policy. Notwithstanding this, the Company strives to provide the best possible opportunities for current and prospective employees of all backgrounds in such a manner that best adds to overall Shareholder value and which reflects the values, principles and spirit of the Diversity Policy. The Directors also believe that diversity is a relevant consideration for constitution of an effective Board, as discussed at Recommendation 2.2.</p> <p>The Company will disclose any measurable objectives, progress and respective proportions in its Annual Report.</p>
<p>1.6 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 for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. 	Yes	<p>The Board Charter details the Company's commitment, responsibility and process to evaluate the performance of the Board, individual Directors, the Chairperson and Committees of the Board. The Board Charter is available on the Company's website at <https://lightningminerals.com.au/>.</p> <p>The Board is responsible for the evaluation of its performance and the performance of individual Directors and any Committees of the Board. This evaluation is currently conducted via annual self-assessment and is managed by the Company Secretary at the direction of the Chairperson. From time to time and as deemed necessary, the Company, at the direction of the Chairperson, may undertake to have its performance evaluation process facilitated externally by an appropriately qualified service provider.</p> <p>The review of the Board's performance also addresses the ability of Directors to access continuing education to update and enhance their</p>

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
		skills and knowledge as they relate to the Company's strategy and objectives.
<p>1.7 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>	No	<p>The Chief Executive Officer reviews the performance of the senior executives on an informal basis. These evaluations take into account criteria such as the achievement and performance towards the Company's objectives and (where appropriate) performance benchmarks and the achievement of individual performance objectives. However, the Board also recognises the need for flexibility in defining performance objectives which must reflect the current status of the Company (as an exploration company) and the development of its projects.</p> <p>The Board did not conduct a performance evaluation of senior executives in the last 12 months and has not adopted a performance evaluation policy at this time.</p> <p>The Company believes that the small size of the executive team and the current scale of the Company's activities make the establishment of a formal performance evaluation policy unnecessary. Performance evaluation is a discretionary matter for consideration by the Board. In the ordinary course of events, the Board reviews the performance of management, the Directors and the Board as a whole. Achievement of goals and business development and compliance issues are evaluated regularly on an informal basis.</p>
2. Structure the Board to be Effective and Add Value		
<p>2.1 The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p>	No	<p>The Board has no formal nomination committee. Acting in its ordinary capacity from time to time as required, the Board is responsible for and carries out the process of determining the need for, screening and appointing new Directors.</p> <p>Given the size of the Board and the nature of the Company's operations, it is considered that a separate nomination committee would not add any substance to this process at this time. The Board will review this position on an ongoing basis as the Company grows and taking advice from external advisors (where considered appropriate).</p>

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<p>(iv) the members of the committee; and</p> <p>(v) 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>The Board Charter sets out the processes the Company employs with respect to appointments to the Board and matters regarding succession. The Board Charter is available on the Company's website at <https://lightningminerals.com.au/>.</p>
<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>	<p>No</p>	<p>The Board regularly evaluates the mix of skills, experience and diversity at the Board level. The Board believes that a highly credentialed Board, with a diversity of background, skills and perspectives, will be effective in supporting and enabling delivery of good governance for the Company and value for the Company's Shareholders.</p> <p>At 11 October 2022, the Board comprises four (4) Directors from diverse backgrounds with a range of business experience, skills and attributes. Biographical information on each Director, including their skills, experience and qualifications, plus a record of attendance at meetings is contained in the Company's Annual Report which is available on the Company's website at <https://lightningminerals.com.au/>.</p> <p>The Board aspires to have a Board comprised of individuals' diverse experience and skills and will be mindful of this when making appointments which will also be based on merit.</p> <p>No specific skills matrix is currently prepared and disclosed as the Company does not believe its current size and scale warrants that level of detail.</p>

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<p>2.3 A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position 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</p> <p>(c) the length of service of each director.</p>	Yes	<p>The Board considers a Director to be independent if that Director is free of any interest, relationship or association which may materially influence, or may reasonably be perceived to materially influence, the Director's independent exercise of their judgement on issues before the Board, and to act in the best interests of the Company as a whole rather than in the interests of an individual security holder or other parties.</p> <p>The Board comprises the following Directors:</p> <p>(a) Mr Peter McNeil (appointed on 9 August 2022) – independent non-executive Chairperson.</p> <p>(b) Dr Karen Lloyd (appointed on 8 April 2022) – not considered an independent Director due to her receipt of unquoted options and performance rights.</p> <p>(c) Mr Craig Sharpe (appointed on 8 April 2022) – not considered an independent Director due to his receipt of unquoted options and performance rights.</p> <p>(d) Mr Francesco Cannavo (appointed on 13 December 2021) – not considered an independent Director due to his status as a substantial shareholder.</p>
<p>2.4 A majority of the board of a listed entity should be independent directors.</p>	No	<p>The Company considers that the Board is not comprised of a majority of independent directors (1 out of the 4 Directors is independent).</p> <p>In accordance with the ASX Principles and Recommendations, the independence of a Director is assessed by determining whether the Director is free of any interest, relationship or association which may materially influence, or may reasonably be perceived to materially influence, the Director's independent exercise of their judgement on issues before the Board, and to act in the best interests of the Company as a whole rather than in the interests of an individual security holder or other parties. The materiality of the interest, position or relationship of a Director shall be assessed on a</p>

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
		<p>case by case basis and the Board will consider materiality thresholds from time to time.</p> <p>As the business develops, changes to and/or further appointments to the Board may be warranted and the Board will consider the need to appoint independent Directors.</p>
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 of the Board is an independent Director as described in Recommendation 2.3 and is not the current or previous Chief Executive Officer or Managing Director of the Company.
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	<p>Under the Company's Board Charter, all new Directors are provided with an induction tailored to their existing skills, knowledge and experience, to position them to discharge their responsibilities effectively and to add value. This may include training on their key legal duties and responsibilities as a Director, key accounting matters and/or responsibilities of Directors in relation to the Company's financial statements.</p> <p>All Directors are expected to maintain the skills required to effectively discharge their obligations to the Company. Directors are encouraged to undertake continuing professional education and will be offered regular opportunity for professional development. The Board will periodically review whether there is a need for existing Directors to undertake professional development to develop and/or maintain the skills and knowledge needed to effectively perform their roles as Directors and may from time to time organise professional development for Directors to address any knowledge gaps.</p>
3. Instil a Culture of Acting Lawfully, Ethically and Responsibly		
3.1 A listed entity should articulate and disclose its values.	Yes	<p>The Company has a Code of Conduct that sets out its values and is available on the Company's website at <https://lightningminerals.com.au/>.</p> <p>The Company is committed to conducting all of its business activities fairly, honestly with a high level of integrity, and in compliance with all applicable laws, rules and regulations. The Board, management and employees are dedicated to high</p>

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
		ethical standards and recognise and support the Company's commitment to compliance with these standards.
<p>3.2 A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p>	Yes	<p>The Company has a Code of Conduct that sets out the standards of behaviour expected of all its Directors, officers, management, employees, contractors and consultants. The Code of Conduct is available on the Company's website at <https://lightningminerals.com.au/>.</p> <p>Any breach of compliance with the Code of Conduct is treated very seriously and is encouraged to be reported directly to a member of senior management who will report material breaches to the Board or a Committee of the Board.</p>
<p>3.3 A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	Yes	<p>The Company has a Whistleblowing Policy which is available on the Company's website at <https://lightningminerals.com.au/>. Any material incidents reported under that policy are reported to the Board's Audit and Risk Committee and the Company will consider the most appropriate action.</p> <p>For the purposes of the Whistleblowing Policy, any person who has reasonable grounds to suspect that a breach of a law or other standard of behaviour has occurred, is encouraged to report that suspicion to their manager. If this is considered inappropriate, they should raise the concern with a Board member or to the Company's Audit and Risk Committee.</p>
<p>3.4 A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that policy.</p>	Yes	<p>The Company has an Anti-bribery and Corruption Policy which is available on the Company's website at <https://lightningminerals.com.au/>. Any material incidents reported under that policy are reported to the Board's Audit and Risk Committee.</p> <p>Under the Anti-bribery and Corruption Policy, all Company personnel must immediately report any actual or suspected improper conduct or other violation of that policy to the Company's Audit and Risk Committee.</p>
4. Safeguard the Integrity of Corporate Reports		

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<p>4.1 The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(v) 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>	Partially	<p>The Company has established an Audit and Risk Committee which comprises three (3) non-executive Directors (and at least two (2) independent directors) whilst the Company only has four (4) or less Directors in total. One (1) member of the Audit and Risk Committee is an independent director, and the committee is chaired by a non-independent director who is not the chairperson of the Board. Given the size of the Company, this may not always be feasible.</p> <p>The Audit and Risk Committee Charter is available on the Company's website at https://lightningminerals.com.au/.</p> <p>The Committee's members (who are also Directors of the Company) and their relevant qualifications and experience, the number of times the Committee met throughout the reporting period and the attendance of the Committee's members at those meetings is set out in each Annual Report for the Company.</p>
<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</p>	Yes	<p>The Board is to receive a declaration in the form set out in Recommendation 4.2 from its Chief Executive Officer, Chief Financial Officer and/or the person responsible for the finance function in relation to the Company's financial statements.</p>

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
sound system of risk management and internal control which is operating effectively.		
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	The Company ensures that any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor undergoes review by the Company's Chief Financial Officer and/or the Audit and Risk Committee. The Audit and Risk Committee is responsible for monitoring, reviewing and directing amendments (where necessary) to the Company's financial statements to ensure compliance with the relevant Australian Accounting Standards and the requirements of all applicable laws. The review should include a discussion with management and the external auditors of accounting issues and board policies.
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.	Yes	The Company has a Communication and Disclosure Policy that outlines the processes followed by the Company to ensure compliance with its continuous disclosure obligations and the corporate governance standards applied by the Company in its communications to the market. The Communication and Disclosure Policy is available on the Company's website at https://lightningminerals.com.au/ .
5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	The Company uses (or will use) the facility in ASX Online to automatically disseminate all lodged announcements to members of the Board. Under the Company's Board Charter, the Board is responsible for overseeing the continuous disclosure process to ensure timely and balanced disclosures and ensuring that the Company has an effective process for communicating with Shareholders, other stakeholders and the public.
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	The Company ensures that investor or analyst presentations are released on the ASX Market Announcements Platform ahead of the presentation. Under the Company's Communication and Disclosure Policy, any materials distributed at analyst and media briefings will be lodged with

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
		ASX at the time of the briefing, and at investor meetings, the Company will not disclose any information that a reasonable person might regard as being price sensitive unless such information has previously been released to the market through the ASX or is otherwise already in the public domain.
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.	Yes	Information about the Company, its operations and its corporate governance (including links to the Company's corporate governance policies and charters) is available on the Company's website at < https://lightningminerals.com.au/ >.
6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	The Company has a Communication and Disclosure Policy that outlines the processes followed by the Company to ensure communication with Shareholders and the investment community is effective, consistent and adheres to the principles of continuous disclosure. The Communication and Disclosure Policy is available on the Company's website at < https://lightningminerals.com.au/ >.
6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	The Communication and Disclosure Policy sets out the policies and processes the Company has in place to facilitate and encourage participation at meetings of Shareholders. The Company will encourage Shareholders to cast their proxies prior to a General Meeting if they are unable to attend the meeting.
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	<p>The Company's Constitution states that a poll may be demanded, before any vote on a resolution is taken, before the voting results on a show of hands is declared or immediately after the voting results on a show of hands are declared.</p> <p>The Company's Constitution also provides that the Chairperson has charge of the general conduct of a general meeting of Shareholders and may require adoption of any procedure which is in the Chairperson's opinion necessary or desirable, including the proper and orderly casting or recording of votes at the general meeting of Shareholders. However, the Company will ensure</p>

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
		<p>that all substantive resolutions at a meeting of Shareholders will be decided by a poll rather than a show of hands.</p> <p>The Company considers that these requirements adequately protect the interests of Shareholders.</p>
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	The Company gives Shareholders the option to receive communications from, and send communications to, the Company and its security registry electronically.
7. Recognise and Manage Risk		
<p>7.1 The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) 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>	Partially	<p>The Company has established an Audit and Risk Committee which comprises three (3) members – see Recommendation 4.1 above.</p> <p>The Audit and Risk Committee Charter and the Risk Management Policy is available on the Company's website at https://lightningminerals.com.au/.</p>
<p>7.2 The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy</p>	Yes	The Company's Risk Management Policy sets out the framework for risk management and the review of the risk management framework on at least an annual basis. The Risk Management Policy is

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<p>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>available on the Company's website at <https://lightningminerals.com.au/>.</p> <p>Since incorporation, the Board has not completed a structured review of the Company's risk management framework and key corporate risk in accordance with the Audit and Risk Committee Charter. The Board as a whole addresses individual risks as required on an ongoing basis.</p>
<p>7.3 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 governance, risk management and internal control processes.</p>	Yes	<p>The Company is committed to understanding and managing risk and to establishing an organisational culture that ensures risk management is included in all activities, decision making and business processes.</p> <p>The Company does not have a formal internal audit function due to its size and business needs.</p> <p>Under the Company's Audit and Risk Committee Charter, the Audit and Risk Committee is charged with the review of the Company's internal controls.</p> <p>The Audit and Risk Committee undertakes an ongoing review of its risks and compliance and reports on this aspect to the Board on a monthly basis.</p> <p>A copy of the Company's Audit and Risk Committee Charter and the Risk Management Policy is available on the Company's website at <https://lightningminerals.com.au/>.</p>
<p>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.</p>	Yes	<p>The Company undertakes mineral exploration activities and, as such, faces risks inherent to its business, including economic, environmental and social sustainability risks, which may materially impact the Company's ability to create or preserve value for Shareholders over the short, medium or long term.</p> <p>The Company operates in Australia, which is a mature and well-regulated mining jurisdiction. As part of the Company's mining development approvals process, the Company must adhere to strict environmental and social regulations.</p> <p>The Company's Risk Management Policy acknowledges that it has an obligation to</p>

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
		<p>Shareholders, employees, contractors, and other stakeholders to oversee the establishment and implementation of a risk management strategy, and monitor, review and evaluate the risk management and internal control systems for the Company.</p> <p>The Company endeavours to manage its risk by complying at all times with all applicable laws and conducting its activities in an environmentally responsible manner, including using its best endeavours to identify, assess and lower (or eliminate the risk of) environmental hazards. The Company also endeavours to ensure that its management and employees have the resources and skills necessary to identify potential environmental issues and manage and mitigate those risks.</p>
8. Remunerate Fairly and Responsibly		
<p>8.1 The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) 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</p>	Partially	<p>Given the current size of the Board, the Company does not have a remuneration committee. The Board will review this position on an ongoing basis as the Company grows and taking advice from external advisors (where considered appropriate).</p> <p>The Board reviews remuneration levels on an individual basis. In doing so, the Board will balance a number of factors, including the Company's desire to attract and retain high quality directors and senior executives, incentive structures, and the implications for the Company's reputation and standing if it is seen to pay excessive remuneration.</p> <p>No Director, senior executive or employee shall be responsible for determining their own remuneration, or the form of that remuneration.</p> <p>The Board considers that it is able to deal efficiently and effectively with remuneration issues and will initially comprise the remuneration committee. In doing so, the Board will be guided by the Board Charter and the Company's Nomination and Remuneration Policy, which is available on the Company's website at https://lightningminerals.com.au/.</p>

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
ensuring that such remuneration is appropriate and not excessive.		
<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>	Yes	<p>The Board is responsible for the Company's remuneration policy and has adopted a Nomination and Remuneration Policy which outlines the processes by which the Board shall review officer and management remuneration (including both executive and non-executive Directors). The Company will provide disclosure of a summary of its remuneration policies for the Directors in its Annual Report.</p> <p>The Company is committed to remunerating its officers and executives fairly and to a level which is commensurate with their skills and experience and which is reflective of their performance. Further disclosure of officer and executive remuneration will be made in accordance with the ASX Listing Rules and the <i>Corporations Act 2001</i> (Cth).</p>
<p>8.3 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 Securities Trading Policy and remuneration policies prohibit participants of any equity-based remuneration scheme from entering into any transactions which would have the effect of limiting the economic risk of participating in unvested entitlements under the equity-based remuneration scheme.</p> <p>A copy of the Securities Trading Policy is available on the Company's website at <https://lightningminerals.com.au/>.</p>