

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Metal Bank Limited

ABN/ARBN

51 127 297 170

Financial year ended:

30 June 2022

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

- ☐ These pages of our annual report:
- ☒ This URL on our website: <http://www.metalbank.com.au/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at *29 September 2022* 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 2022

Name of authorised officer authorising lodgement: Sue-Ann Higgins, Executive Director and 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 in full for the whole 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.	☒ and we have disclosed a copy of our board charter at: http://www.metalbank.com.au/corporate-governance/	☐ set out in our Corporate Governance Statement OR ☐ 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.	☒	☐ set out in our Corporate Governance Statement OR ☐ 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.	☒	☐ set out in our Corporate Governance Statement OR ☐ 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.	☒	☐ set out in our Corporate Governance Statement OR ☐ 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 in full for the whole 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 A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☐ and we have disclosed a copy of our diversity policy at: http://www.metalbank.com.au/corporate-governance/ and we have disclosed the information referred to in paragraph (c) at: <i>the information referred to in paragraph (c)(3)(A) is in our Corporate Governance Statement</i> 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.	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.6 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: <i>Our Corporate Governance Statement</i> and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: <i>Our Corporate Governance Statement</i>	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

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
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; 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.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: <i>Our Corporate Governance Statement</i> and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: <i>Our Corporate Governance Statement</i>	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

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 in full for the whole 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 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the 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.	☒ [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: [insert location] and the information referred to in paragraphs (4) and (5) at: [insert location] [If the entity complies with paragraph (b):] and we have disclosed the fact that we do not have a nomination committee and the processes we employ 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 at: Our Corporate Governance Statement	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	☒ and we have disclosed our board skills matrix at: Our Corporate Governance Statement	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

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
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.	☒ and we have disclosed the names of the directors considered by the board to be independent directors at: <i>Our Corporate Governance Statement</i> and, where applicable, the information referred to in paragraph (b) at: <i>Our Corporate Governance Statement</i> and the length of service of each director at: <i>Our Corporate Governance Statement</i>	☐ set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	☐	☒ set out in our Corporate Governance Statement OR ☐ 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.	☐	☒ set out in our Corporate Governance Statement OR ☐ 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.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values at: <i>In our Code of Conduct and in our Corporate Governance Statement available at: http://www.metalbank.com.au/corporate-governance/</i>	☐ 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.	☒ and we have disclosed our code of conduct at: http://www.metalbank.com.au/corporate-governance/	☐ 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
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.	☒ and we have disclosed our whistleblower policy at: http://www.metalbank.com.au/corporate-governance/	☐ 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.	☒ and we have disclosed our anti-bribery and corruption policy at: http://www.metalbank.com.au/corporate-governance/	☐ 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 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	☐ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: <i>[insert location]</i> and the information referred to in paragraphs (4) and (5) 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 audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at: <i>Our Corporate Governance Statement</i>	☒ set out in our Corporate Governance Statement
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.	☒	☐ 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.	☒	☐ 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 in full for the whole 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.	☒ and we have disclosed our continuous disclosure compliance policy at: <i>Our Corporate Governance Statement</i>	☐ 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.	☒	☐ 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.	☒	☐ 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.	☒ and we have disclosed information about us and our governance on our website at: http://www.metalbank.com.au/corporate-governance/	☐ 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.	☒	☐ 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.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders at: <i>Our Corporate Governance Statement</i>	☐ 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.	☒	☐ set out in our Corporate Governance Statement
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.	☒	☐ 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 in full for the whole 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 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (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.	☒ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: <i>[insert location]</i> and the information referred to in paragraphs (4) and (5) 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 a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at: <i>Our Corporate Governance Statement</i>	☐ set out in our Corporate Governance Statement
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: <i>Our Corporate Governance Statement</i>	☐ 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 in full for the whole 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
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.	☒ <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: <i>Our Corporate Governance Statement</i>	☐ 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.	☒ and we have disclosed whether we have any material exposure to environmental and social risks at: <i>Our Corporate Governance Statement</i> and, if we do, how we manage or intend to manage those risks at: <i>Our Corporate Governance Statement</i>	☐ 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 in full for the whole 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 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☒ [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: [insert location] and the information referred to in paragraphs (4) and (5) at: [insert location] [If the entity complies with paragraph (b):] and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: <i>Our Corporate Governance Statement</i>	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	☒ 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: <i>in our Corporate Governance Statement and the Remuneration Report forming part of the Company's Annual Report for the year ended 30 June 2022 available at: http://metalbank.com.au/reports</i>	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

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 in full for the whole 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
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☒ and we have disclosed our policy on this issue or a summary of it at: <i>in our Corporate Governance Statement and the Company's Securities Trading Policy available at:</i> http://www.metalbank.com.au/corporate-governance/	☐ set out in our Corporate Governance Statement OR ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	☐ and we have disclosed information about the processes in place at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement OR ☐ we do not have a director in this position and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	☐	☐ set out in our Corporate Governance Statement OR ☐ we are established in Australia and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	☐	☐ set out in our Corporate Governance Statement OR ☐ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable

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
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	☐ and we have disclosed the information referred to in paragraphs (a) and (b) at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	☐ and we have disclosed the terms governing our remuneration as manager of the entity at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement

Corporate Governance Statement

Metal Bank Limited (“**Metal Bank**”), through its board and executives, recognises the need to establish and maintain corporate governance policies and practices that reflect the requirements of the market regulators and participants, and the expectations of members and others who deal with Metal Bank. These policies and practices remain under constant review as the corporate governance environment and good practices evolve.

ASX Corporate Governance Principles and Recommendations

The Metal Bank board has set out in this Statement its report against the fourth edition of ASX Corporate Governance Council Principles and Recommendations (***the Principles***). This Corporate Governance Statement is dated and was approved by the board on 29 September 2022.

As Metal Bank currently has only a small market capitalisation and only three directors it is unable at this stage of its development to report full compliance with the Principles. Where its processes do not fit the Principles, the board believes that there are good reasons for the different approach being adopted. A summary of the areas of non-compliance and reasons are as follows:

- Recommendation 1.5: The Company has a policy in relation to gender diversity and equal opportunity, however, given the size of the company, with a very small number of employees, the board has not set measurable objectives for achieving gender diversity.
- Recommendation 2.4: Metal Bank’s board is not comprised of a majority of independent directors. The board has determined that, consistent with the size of the Company and its strategy and activities, the board shall be comprised of three directors, all of whom are executive directors.
- Recommendation 2.5: The chair of the Company, Inés Scotland is an executive Chair and is therefore not considered to be independent.

The eight Principles and the Company’s position in respect of each of them, are set out below:

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 the board and management; and*
 - b) *those matters expressly reserved to the board and those delegated to management.*

The respective roles and responsibilities of Metal Bank’s Board and management and those matters expressly reserved to the board and those delegated to management are set out in detail in the Metal Bank Board Charter, a copy of which is included on the Corporate Governance page of the Company’s website at <http://www.metalbank.com.au/corporate-governance/>.

The board's role is to govern the Company in the best interests of the shareholders as a whole, including setting the Company's strategy, promoting and protecting the Company's interests and overseeing the management of the Company.

The board is responsible for:

- approving the Company's Code of Conduct and the values and behaviours set out in the Code, and for instilling a culture of lawful, ethical and responsible behaviour throughout the Company;
- defining, approving and monitoring the Company's strategic and operating objectives;
- overseeing management in its implementation of the Company's strategic and operating objectives, instilling of the Company's values and performance generally;
- approving material acquisitions and divestments;
- reviewing and approving the Company's systems of risk management and internal compliance and control for both financial and non-financial risks, including the integrity of the Company's accounting and corporate reporting systems and the external audit, setting the risk appetite within which management is to operate and monitoring the performance of management and the Company in these areas;
- approving and monitoring annual budgets, major capital expenditure and capital management;
- approving and adopting documents required by laws or external regulation, including annual and financial reports and statements to shareholders;
- approving the Company's Continuous Disclosure Policy and overseeing the Company's implementation of the processes set out in that Policy;
- monitoring the operational and financial position and performance of the Company, the performance of management and whenever required, challenging management and holding it to account;
- appointment and removal of a CEO and/or managing director, executive directors and the Company Secretary, evaluation of their performance and approving the terms and conditions of employment including remuneration;
- delegating authority to the executive directors to ensure the effective day-to-day management of the business of the Company and monitoring the exercise of such delegated authority;
- ratifying the appointment and removal of senior executive positions reporting to the managing or executive directors and determining whether the terms and conditions (including remuneration) are appropriate;
- ensuring that policies and procedures are in place consistent with the Company's objectives, corporate governance standards and relevant laws and monitoring compliance in these areas, including ensuring that an appropriate framework exists for relevant information to be reported by management to the Board; and

- ensuring corporate accountability to the Company's shareholders through an effective shareholder communications strategy.

The Metal Bank board consists of three executive directors being the Executive Chair, the Chief Financial Officer with responsibilities for finance and accounting and an Executive Director and Company Secretary.

An executive director's primary objective is to ensure the ongoing success of the Company through being responsible for those aspects of the management and development of the Company delegated to the executive director by the Board in accordance with his or her terms of engagement.

Duties of executive directors include to:

- devote the whole of his or her time, attention and skill during normal business hours and at other times as reasonably necessary, to the duties of the office;
- instil and reinforce the Company's values and operate with the values, Code of Conduct, budget and risk appetite set by the Board;
- develop with the Board the ongoing corporate strategy; implementing and monitoring strategy and reporting to the Board on current and future initiatives;
- be accountable for planning, coordinating and directing the operations of the Company to achieve strategic, financial and operating objectives as agreed with the Board;
- promote the interests of the Company;
- advise the Board regarding the most effective organisational structure and oversee its implementation;
- assess business opportunities of potential benefit to the Company;
- recommend policies to the Board in relation to a range of organisational issues including delegations of authority;
- ensure statutory, legal and regulatory compliance and comply with corporate policies and standards;
- ensure appropriate risk management practices and policies are in place; and
- provide the Board with accurate, timely and clear information on the Company's operation and performance to enable the Board to perform its responsibilities, including reporting on compliance with material legal and regulatory requirements, safety performance, Company policies and any conduct that is materially inconsistent with the values and behaviours in the Code of Conduct.

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.*

The board of Metal Bank has determined that it will ensure appropriate checks are undertaken prior to appointing a director or senior executive, or putting a person forward to shareholders as a candidate for election as a director. These will include checks as to the person's character, experience, education, criminal record and bankruptcy history, where required.

Information about a candidate standing for election or re-election as a director will be provided to shareholders to enable them to make an informed decision on whether or not to elect or re-elect the candidate. This information may include:

- biographical details, including relevant qualifications, experience and skills;
- details of other material directorships;
- a statement regarding whether the director qualifies as independent;
- any material adverse information or potential conflicts of interest, position or association;
- the term of office currently served (for directors standing for re-election); and
- a statement whether the board supports the election or re-election of the candidate.

1.3 *A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.*

All directors and senior executives of Metal Bank have a written agreement with the Company setting out the terms of their appointment.

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.*

The Company Secretary of Metal Bank is accountable to the board on all governance matters and reports directly to the Chair as the representative of the board.

The Company Secretary is appointed and dismissed by the board.

The Company Secretary's advice and services are available to all directors.

1.5 *A listed entity should:*

- (a) *have and disclose a diversity policy;*
- (b) *through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and*
- (c) *disclose in relation to each reporting period:*
 - (1) *the measurable objectives set for that period to achieve gender diversity;*
 - (2) *the entity's progress towards achieving those objectives; and*
 - (3) *either:*
 - (A) *the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or*

(B) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in and published under that Act.

If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.

As set out in its Code of Ethical Business Conduct, Metal Bank is committed to developing, maintaining and supporting a diverse workforce. The Company has adopted a Diversity and Equal Opportunity Policy in relation to gender diversity and equal opportunity, a copy of which is included on the Corporate Governance page of the Company’s website:

<http://www.metalbank.com.au/corporate-governance/>

Given the current small number of total employees of the Company, specific measurable objectives for achieving gender diversity have not yet been set by the board. The board will set such objectives at a time when the Company employs sufficient employees to enable relevant and meaningful measurable gender diversity objectives to be achieved in conjunction with the Company’s overall objectives.

The proportion of women on the board, women in senior executive positions and women employees (including contractors) in the whole organisation as at reporting date was as follows:

Gender	Board	Senior executive positions	Whole organisation
No of women	2	2	3
% women	66.6%	50%	50%

A “senior executive” is a member of the Company’s Key Management Personnel, as defined by the Corporations Act, excluding Non-executive directors (who are included in the “Board” statistics).

1.6 *A listed entity should:*

- (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and*
- (b) disclose for each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.*

The Board undertakes an annual performance evaluation of itself that:

- compares the performance of the Board with the requirements of its Charter; and
- effects any improvements to the Board Charter deemed necessary or desirable.

The performance evaluation is conducted in such manner as the Board deems appropriate. The Metal Bank board has conducted an evaluation of its role and the board’s charter during the reporting period ending 30 June 2022.

The performance of the executive directors is reviewed by the Chair on an annual basis, with the performance of the Chair reviewed by the other board members. Each director is assessed against personal and Company Key Performance Indicators established from time to time as appropriate for the Company and their respective positions.

1.7 *A listed entity should:*

- (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; 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.*

The performance of senior executives is reviewed by the Chair on an annual basis. Each senior executive is assessed against personal and Company Key Performance Indicators established from time to time as appropriate for the Company and their respective positions.

Principle 2: Structure the board to be effective and add value

2.1 *The board of a listed entity should:*

- a) have a nomination committee which:*
 - (i) has at least three members, a majority of whom are independent directors; and*
 - (ii) is chaired by an independent director,**and disclose:*
 - (iii) the charter of the committee;*
 - (iv) the members of the committee; and*
 - (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*
- (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.*

Due to the current size of the Company and its board, the board has determined that the board as a whole will perform the tasks and functions generally assumed by a nomination committee. It employs the same processes that would otherwise be used by a nomination committee to address relevant issues. In particular, the board is responsible for:

- the size, composition and performance of the Board;
- nomination, appointment and re-election of directors;
- succession planning for the board and for any CEO and senior executives generally, including development and review of the board “skills matrix” and professional development requirements of directors to ensure the Board has the skills to discharge its obligations effectively and to add value;
- induction, performance evaluation and remuneration of directors and senior executives, including review of the Company’s remuneration policies for alignment with the Company’s purpose, values, strategic objectives and risk appetite; and

- processes for recruitment, induction, appointment and reappointment of directors

The board periodically reviews its membership and composition to assess the overall mix of skills, knowledge, experience and backgrounds represented on the Board, including independence and diversity, to ensure it is able to discharge its duties and responsibilities effectively.

New directors are selected after consultation with all board members and their appointment voted on by the board. Each year, in addition to any board members appointed to fill casual vacancies during the year, one third of directors retire by rotation and are subject to re-election by shareholders at the Annual General Meeting.

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 memberships.*

During the 2022 financial year, the Metal Bank board conducted a governance skills review regarding the skills, knowledge and experience of the current board. The skills matrix is set out in the table below.

Officer	Skills and Experience
Chair	executive leadership; independent & non-executive directorship; strategy development and implementation; project acquisition and management; OHSE&C experience; nomination and remuneration committee; mining and exploration management; marketing and investor relations; global experience; financial literacy; capital markets experience; governance knowledge and competency; negotiation and transaction structuring skills
Executive Director, Finance	Accounting and financial reporting; corporate finance and internal financial controls; financial analysis skills, compliance and governance knowledge and skills; independent directorship experience.
Executive Director and Company Secretary	Legal, compliance and governance skills; company secretarial; strategy development, business development, mergers and acquisitions; risk management; corporate and governance policy development and implementation; non-executive and executive directorship; HR, administration and corporate management; capital raising and corporate finance; financial literacy
Exploration Manager	Technical expertise in the fields of project identification and acquisition, exploration, feasibility studies, management of exploration projects; capital markets experience, investor relationship experience; governance knowledge and competency; financial literacy.

2.3 *A listed entity should disclose:*

- the names of the directors considered by the board to be independent directors;*
- if a director has an interest, position, association or relationship of the type described in Box 2.3 of the Principles 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*
- the length of service of each director.*

The Chair, Inés Scotland is an executive Chair and therefore not considered independent. She served as an independent Chair from 12 August 2013 to 24 February 2020, when she assumed the role of executive Chair.

Guy Robertson is an executive director and therefore not considered independent. He has served as a director since 17 September 2012.

Sue-Ann Higgins is an executive director and Company Secretary and therefore not considered independent. She has served as a director since 24 February 2020.

2.4 A majority of the board of a listed entity should be independent directors.

The board recognizes that best practice is to have a majority of non-executive directors who are judged by the board to be independent of judgement and character and free of material relationships with the Company and other entities and people that might influence or would be perceived by shareholders to influence such judgement. However, the board has determined that, consistent with the size of the Company and its strategy and activities, the board shall be comprised of three executive directors.

The board will review membership and composition of the board periodically with a view to progressively increasing the independent directors on the board as the Company grows.

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.

The Chair, Inés Scotland is an executive Chair and is therefore not considered to be independent. She is not the CEO of the entity.

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.

Metal Bank Limited has a program for induction of new directors. Directors are active in undertaking professional development opportunities for the purpose of development and maintenance of their skills. Such activities are reported as part of the board's governance skills review, which also assists in identifying areas requiring further development.

Principle 3: Instil a culture of acting lawfully, ethically and responsibly

3.1 *A listed entity should articulate and disclose its values.*

At Metal Bank we value respectful, lawful, ethical and responsible behaviour throughout the Company and with our shareholders, the communities in which we operate and all other stakeholders. Metal Bank's Code of Conduct outlines the Company's values. A copy of the Code of Conduct is available on the Governance page of the Company's website: <http://www.metalbank.com.au/corporate-governance/>.

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.*

Metal Bank has a Code of Ethical Business Conduct which applies to its directors, senior executives, employees, contractors and consultants a copy of which is available on the Governance page of the Company's website: <http://www.metalbank.com.au/corporate-governance/>. All material breaches of the Code are required to be reported to the Board.

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.*

Metal Bank has a Whistleblower Policy which applies to its directors, senior executives, employees, contractors and consultants, a copy of which is available on the Governance page of the Company's website: <http://www.metalbank.com.au/corporate-governance/>. All material incidents reported under this Policy are required to be reported to the Board.

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.*

Metal Bank has an Anti-Bribery and Corruption Policy which applies to its directors, senior executives, employees, contractors and consultants, a copy of which is available on the Governance page of the Company's website: <http://www.metalbank.com.au/corporate-governance/>. All material breaches of this Policy are required to be reported to the Board.

Principle 4: Safeguard the integrity of corporate reports

4.1 *the board of a listed entity should:*

- a) *have an audit committee which;*
 - (i) *has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and*
 - (ii) *is chaired by an independent director, who is not the chair of the board, and disclose:*
 - (iii) *the charter of the committee;*
 - (iv) *the relevant qualifications and experience of the members of the committee; and*
 - (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*
- 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.*

The board has determined that while it is comprised of only three members the board as a whole will perform the tasks and functions generally assumed by an audit committee.

In particular, the board is responsible for:

- the Company's financial statements and the Company's corporate reporting processes and requirements;
- the appointment, removal, rotation of the external auditor and the rotation of the audit engagement partner;
- the scope and adequacy of the external audit; and
- the independence and performance of the external auditor, including provision of non-audit services.

The board has approved a Financial Controls Procedure and reviews the financial procedures and controls adopted by the Company at least annually. The board meets with and receives regular reports from the external auditors concerning any matters that arise in connection with the performance of their role, including the adequacy of internal controls.

The board is responsible for overseeing the Company's relationship with the auditors and for determining and ensuring the independence of the auditors. The board has adopted an External Auditors Policy, a copy of which is available on the Governance page Company's website. Rotation of the lead partner involved in the external audit of the Company is required every 5 years.

4.2 *The board of a listed entity should, before it approves the entity's financial statements for a financial period, received 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.

Declarations regarding the financial statements are received from the two executive directors who perform functions usually undertaken by a CEO or CFO. The board received such declarations for the quarterly, half year and annual reports for 2022.

- 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.*

Preparation of the Company's periodic corporate reports is coordinated by the Company Secretary with input from executive directors and senior executives as required. Information in the reports is verified based on the Company's financial and technical records and by the relevant directors or executives responsible for preparation of information included in those reports. All reports are reviewed and agreed by responsible senior executives and all directors prior to release.

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.*

Metal Bank recognises that timely and balanced disclosure of all material information concerning the Company must be made on a continuous basis so as to ensure that the market is informed of all material events and developments as they arise. Metal Bank's Continuous Disclosure Policy is available on the Governance page of the Company's website: <http://www.metalbank.com.au/corporate-governance/>

- 5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.*

Copies of all of the Company's announcements are sent to the board as soon as practicable after their release.

- 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.*

Copies of the Company's presentation materials are released on ASX prior to the presentation being made to any investor or analyst.

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.*

Metal Bank's website includes a Governance page, <http://www.metalbank.com.au/corporate-governance/>, which includes a copy of this Corporate Governance Statement and the Company's governance policies.

6.2 *A listed entity should have an investor relations program that facilitates effective two-way communication with investors.*

The Company's Shareholder Communication Policy, which is available on the Governance page of its website, summarises the Company's communication program, including regular reporting, email alerts, active participation at the Company's AGM and encouragement of shareholder communications.

6.3 *A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.*

Notices of the Annual General Meeting, together with accompanying information such as the explanatory memorandum, are sent to shareholders, either by mail or email, depending on the shareholder's election, and are also placed on the Company's website. Shareholders are encouraged to attend the Annual General Meeting and all General Meetings and to ask questions.

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.*

All resolutions at meetings of the Company are decided by a poll.

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.*

The Company provides an email alert service. Shareholders are encouraged to register for this service through the Company's website and once registered will receive information by email, including ASX releases, annual and other reports, company presentations and notices of general meetings.

Shareholders may also elect to receive communications from the Company's share Registry, Automatic, by email.

Principle 7: Recognise and manage risk

7.1 *The board of a listed entity should:*

- a) *have a committee or committees to oversee risk, each of which:*
 - (i) *has at least three members, a majority of whom are independent directors; and*
 - (ii) *is chaired by an independent director, and disclose:*
 - (iii) *the charter of the committee;*
 - (iv) *the members of the committee; and*

- (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*
- 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.*

The board has determined that while it is comprised of only three members the board as a whole will perform the tasks and functions generally assumed by a risk committee.

The Company has established policies for the oversight and management of material business risks. The Company's Risk Management Policy is available on the Governance page of its website: <http://www.metalbank.com.au/corporate-governance/>. This document sets out the Company's policy and processes for risk management and the roles and responsibilities of the board, executives and employees.

Metal Bank has incorporated risk management into its decision making and business planning processes so that risks are identified, analysed, ranked and appropriate risk controls and risk management plans are put into place to manage and reduce the identified risks, with all identified risks entered into a Risk Register.

The risk identification and management system, including the Risk Register, is reviewed annually by senior management and the board and policies and practices upgraded where issues are identified that require attention. Reviews of specific items are undertaken by senior management where issues are identified and immediate action is required.

Risk is a standing item on the agenda of board meetings, for reporting against identified material business risks.

7.2 *The board or a committee of the board should:*

- a) *review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and*
- b) *disclose, in relation to each reporting period, whether such a review has taken place.*

Metal Bank's risk policy and risk register is reviewed by the Board of Directors annually to coincide with the preparation and lodgement of the Company's Annual Report. A review was undertaken for the financial year ending 30 June 2022.

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.*

The board has determined that, consistent with the size of the Company and its activities, an internal audit function is not currently appropriate. As noted regarding recommendations 7.1 and 7.2 above, the board has adopted a Risk Management Policy and processes appropriate to the size of Metal Bank to manage the company's material business risks and to ensure regular reporting to the board on whether those risks are being managed effectively in accordance with the controls that are in place.

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.

The board has reviewed the Company's exposure to environmental and social risks and determined that, the material business risks faced by the Company that are likely to have an effect on the financial prospects of the Company, and how the Company manages these risks, are:

Environmental risks

- The operations and proposed activities of the Company are subject to laws and regulations concerning the environment. Exploration and mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production.
- The Company's Environment Policy reinforces the Company's objective to have minimal impact on the environments in which the Company operates, and to soundly manage any impacts to ensure sustainable long term operations and sound environmental outcomes.
- To meet these objectives, the Company will:
 - Maintain open communications with local communities, government bodies, business partners, suppliers, customers, and other stakeholders;
 - Develop, implement and maintain environmental management systems to identify, assess and manage environmental risk;
 - Inform the local community of our activities, and seek their views and opinion, and take this into account in managing our business;
 - Minimise the environmental impacts of our operations through the efficient use of natural resources, including water, and recycling of waste where possible;
 - Prepare and maintain a plan for the eventual closure of each operation;
 - Ensure that our employees and contractors are informed about this policy and made aware of their environmental responsibilities in relation to all stages of our activities and operations;
 - Comply with any applicable laws and regulations; and
 - Monitor, continuously improve and report our environmental performance, and take action as necessary to remedy any shortfalls.

Social risks

- The Company believes that the support of its activities by the communities in which it operates is fundamental to the long-term success of its business.

- The Company is committed to conducting its operations in a manner that respects the communities in which we operate and supports mutually beneficial outcomes and value creation for all stakeholders.
- To meet these objectives, the Company will:
 - Maintain open and honest communications with local communities, including Aboriginal and Indigenous communities, government bodies, business partners, suppliers, customers and other stakeholders;
 - Develop, implement and maintain procedures and methods to identify, assess and manage impacts on the community and opportunities for shared value at all stages of our operations;
 - Establish community consultation and communication processes to develop lasting and beneficially interactive community relationships built on mutual respect and trust
 - Actively engage in sustainable and practical community initiatives;
 - Encourage and provide opportunities for communities to share in the benefits which flow from our activities; and
 - Encourage economic prosperity in our communities during and subsequent to our operations.

Principle 8: Remunerate fairly and responsibly

8.1 The board of a listed entity should:

- a) have a remuneration committee which:
 - (i) has at least three members, a majority of whom are independent directors; and
 - (ii) is chaired by an independent director, and disclose:
 - (iii) the charter of the committee;
 - (iv) the members of the committee; and
 - (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
- 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.

The board has determined that while it is comprised of only three members and given the Company has only two full time employees, the board as a whole will perform the tasks and functions generally assumed by a remuneration committee. The board determines, on a case by case basis, the terms and conditions of employment of company executives and consultants, including remuneration. Remuneration for senior executives is determined and reviewed by reference to the Company's performance, the individual's performance, as well as comparable information from listed companies in similar industries to ensure base remuneration is set to reflect the market for a comparable role.

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.*

The remuneration details of directors and senior management for the year ended 30 June 2022 are set out in the Remuneration Report that forms part of the Directors' Report in the Company's Annual Report.

8.3 *A listed entity which has an equity-based remuneration scheme should:*

- a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and*
- b) disclose that policy or a summary of it.*

The Company's Security Trading Policy, a copy of which is available on the Governance page of the Company's website www.metalbank.com.au, sets out restrictions on participation by directors, officers and staff in hedging arrangements over the Company's securities issued pursuant to any share scheme, performance right's plan or option plan.

In particular:

- Staff are prohibited from in hedging arrangements over unvested securities; and
- Vested securities may only be hedged once they are exercised into shareholdings and only under the following conditions:
 - the details of the hedge are fully disclosed to the Chair and the Company Secretary (and to ASX and in the Annual Report, as appropriate);
 - the hedge transaction is treated as a dealing in securities and the restrictions and requirements of the Securities Trading Policy are satisfied; and
 - all holding locks have been removed from the relevant securities.

Approved by the Board

29 September 2022